



NOTICE
OF
NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING
OF
THE EQUITY SHAREHOLDERS
OF
BAJAJ ELECTRICALS LIMITED

*(convened pursuant to the order dated February 21, 2022
passed by the Hon'ble National Company Law Tribunal, Mumbai Bench)*

NOTICE TO EQUITY SHAREHOLDERS

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF BAJAJ ELECTRICALS LIMITED CONVENED PURSUANT TO THE ORDER DATED FEBRUARY 21, 2022 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

Meeting of the Equity Shareholders of Bajaj Electricals Limited	
Day	Tuesday
Date	May 31, 2022
Time	11:00 a.m. (IST)
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the meeting shall be conducted through Video Conferencing / Other Audio-Visual Means.
Details of E-Voting:	
Cut-off date for e-voting	Tuesday, May 24, 2022
Start Date	Friday, May 27, 2022 at 9.00 a.m. (IST)
End Date	Monday, May 30, 2022 at 5:00 p.m. (IST)
E-voting at the Meeting	As may be instructed by the Chairperson of the Meeting, during the proceedings of the Meeting.

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY SCHEME APPLICATION NO. C.A. (CAA) No. 28/MB/2022**

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

And

In the matter of Merger by Absorption of Starlite Lighting Limited with Bajaj Electricals Limited and their respective Shareholders

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.

... "**BEL**" or "**Company**" or "**Transferee Company**"

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY PURSUANT TO THE ORDER DATED FEBRUARY 21, 2022 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

To,
The Equity Shareholders of Bajaj Electricals Limited

NOTICE is hereby given that by an order dated February 21, 2022 ("**NCLT Order**"), the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble NCLT**") has directed a meeting to be held of the Equity Shareholders of the Company, for the purpose of considering, and if thought fit, approving with or without modification(s), the merger embodied in the Scheme of Merger by Absorption of Starlite Lighting Limited ("**SLL**" or "**Transferor Company**") with Bajaj Electricals Limited ("**BEL**" or "**Company**" or "**Transferee Company**") and their respective shareholders ("**Scheme**") under Sections 230-232 and other applicable provisions of the Companies Act, 2013.

In pursuance of the said NCLT Order and as directed therein, further Notice is hereby given that a meeting of the Equity Shareholders of the Company will be held on **Tuesday, May 31, 2022 at 11:00 a.m. (IST) through Video Conferencing/Other Audio Visual Means ("VC"/"OVAM")**, in compliance with the applicable provisions of the Companies Act, 2013 and by following the operating procedures (with relevant modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 21/2021 dated December 14, 2021 issued by the Ministry of Corporate Affairs (collectively, "**MCA Circulars**") read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("**SEBI**"). Further, there shall be no meeting requiring physical presence at a common venue in view of the present circumstances on account of the COVID-19 pandemic. Members are requested to attend the meeting through VC/OAVM.

TAKE FURTHER NOTICE that in terms of the said NCLT Order of the Hon'ble NCLT and in compliance with the provisions of: (a) Sections 230-232 read with Section 108 of the Companies Act, 2013; (b) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (c) Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (d) Regulation 44 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (e) Paragraph 9(a) of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by SEBI ("**SEBI Circular**"), the Company has provided the facility of electronic voting ("**e-voting**") and e-voting during the Meeting through the platform provided by Link Intime India Private Limited ("**Link Intime**") so as to enable the equity shareholders of the Company, to consider and approve the Scheme by way of the below mentioned resolution.

TAKE FURTHER NOTICE that remote e-voting period begins from 09:00 a.m. (IST) on Friday, May 27, 2022 and ends at 5:00 p.m. (IST) on Monday, May 30, 2022. E-voting module will be disabled by Link Intime thereafter. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on Tuesday, May 24, 2022 ("**Cut-off Date**"). The equity shareholders opting to cast their votes by e-voting or e-voting during the Meeting are requested to read the instructions in the Notes in this notice carefully.

TAKE FURTHER NOTICE that each equity shareholder can opt for only one mode of voting. If the shareholders opt for e-voting, they will be entitled to attend and participate in the Meeting but will not be entitled to vote again during the Meeting.

TAKE FURTHER NOTICE that since the physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Companies Act 2013, will not be available for the said Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

However, pursuant to Sections 112 and 113 of the Companies Act, 2013, in case of body corporates, authorised representatives can be appointed for the purpose of voting through remote e-voting, for attending the Meeting through VC/OAVM facility and e-voting during the Meeting. Further, an authority letter/ power of attorney by the board of directors or a certified copy of the resolution passed by its board of directors or other governing body authorising such representative to attend and vote at the Meeting on its behalf be emailed to the Scrutiniser at khamankarcs@gmail.com or khamankar@gmail.com with a copy marked to enotices@linkintime.co.in in not later than 48 (forty-eight) hours before the time for holding the Meeting.

TAKE FURTHER NOTICE that a copy of the Scheme, the Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, are enclosed herewith. A copy of this notice and the accompanying documents will be placed on the website of the Company at www.bajajelectricals.com and will also be available on the website of BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) at www.bseindia.com and www.nseindia.com, respectively, and also on the website of Link Intime at <https://instavote.linkintime.co.in/>. Pursuant to Rule 11 of Companies (Compromises, Arrangements and Amalgamations) Rule, 2016, a copy of the Scheme along with explanatory statement shall be furnished by the Company, on requisition from equity shareholders to the Company on its email legal@bajajelectricals.com.

TAKE FURTHER NOTICE that the Hon’ble NCLT has appointed Mr. Shekhar Bajaj, Chairman and Managing Director of the Company, and failing him, Mr. Anuj Poddar, Executive Director of the Company, and failing him, Mr. Shailesh Haribhakti, Independent Director of the Company, as the Chairperson of the Meeting, including for any adjournment thereof. Further, the Hon’ble NCLT has appointed Mr. Anant B. Khamankar, Practising Company Secretary (Membership Number: FCS 3198, CP Number 1860) of Messrs Anant B. Khamankar & Co., Practising Company Secretaries, as the Scrutiniser for the Meeting, including for any adjournment thereof.

In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 read with paragraph 9(a) of SEBI Circular, the Scheme shall be considered approved by the Equity Shareholders and be acted upon only if: (a) the Scheme is approved by majority in number representing three-fourths in value of the Equity Shareholders of the Company; and (b) the votes cast by the public shareholders of the Company in favour of the Scheme are more than the number of votes cast by the public shareholders against it. The Scheme, if approved by the equity shareholders (which includes Public Shareholders), will be subject to the subsequent approval of the Hon’ble NCLT.

The result(s) of the meeting shall be announced by the Chairperson within two (2) working days of the conclusion of the Meeting upon receipt of Scrutiniser’s report and the same shall be displayed on the website of the Company at www.bajajelectricals.com and websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime at <https://instavote.linkintime.co.in/>.

The Equity shareholders are requested to consider and if thought fit, to pass, by requisite majority, the following Resolution:

“RESOLVED THAT pursuant to the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the relevant provisions of any other applicable laws and the clauses of the memorandum of association and articles of association of Bajaj Electricals Limited (“**Company**” or “**Transferee Company**”) and subsequent approval of the Hon’ble National Company Law Tribunal, Mumbai Bench (“**Hon’ble NCLT**”) and subject to such other consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble NCLT or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Starlite Lighting Limited with the Transferee Company and their respective shareholders (“**Scheme**”) under sections 230-232 and other applicable provisions of the Companies Act, 2013, as enclosed to the notice of the Hon’ble NCLT convened meeting of the equity shareholders of the Company, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme as the Board may deem fit and proper, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, and delegate all or any of its powers herein conferred to any Director(s) and/ or officer(s) of the Company, to give effect to this resolution, if required, as it may in its

absolute discretion deem necessary or desirable, without being required to seek any further approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by authority under this resolution and the Board be and is hereby further authorised to nominate one or more officers of the Company to execute such further deeds, documents and writings that may be considered necessary, make necessary filings and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.”

**Sd/-
Shekhar Bajaj**
(DIN: 00089358)

Chairman appointed for the Meeting

Place: Mumbai

Date: March 29, 2022

Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001.

NOTES:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has, vide its General Circular No.14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India, (“**MCA Circulars**”), permitted convening the General Meetings through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without physical presence of the members at a common venue. Pursuant to the order dated February 21, 2022 (“**NCLT Order**”), in Company Scheme Application C.A.(CAA) No. 28/MB/2022 (“**Order**”), passed by the National Company Law Tribunal, Mumbai Bench (“**Hon’ble NCLT**”) and in accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“**Act**”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 (“**SEBI relaxation circulars**”) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 (“**Listing Regulations**”), this meeting is being held through VC/OAVM. The deemed venue for the meeting will be “45/47, Veer Nariman Road, Mumbai 400001”. Since the Meeting will be held through VC/OAVM, the Route Map is not annexed in this Notice.
2. The Explanatory Statement pursuant to Sections 230, 232 and 102 of the Act read with Rule 6 of Companies (Compromises, Arrangements and amalgamation) Rules, 2016 (as amended from time to time) in respect of the above Resolution included in the notice is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this meeting is being held pursuant to the aforesaid MCA Circulars and SEBI relaxation circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In case of joint holders attending the meeting, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. The attendance of the Members at the meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The members, seeking any information or having questions with regard to the resolution/scheme placed at meeting, are requested to send an email to the Company on legal@bajajelectricals.com. The same will be replied suitably.
7. Notice of the Meeting, together with the documents accompanying the same, is being sent through electronic mode to those Members whose names appear in the register of members/list of beneficial owners as received from Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company (“**Link Intime**”) and whose email addresses are registered with the Company/Depositories. Further, members whose email addresses are not registered, the notice together with the documents accompanying the same is being sent through courier / registered post / speed post. Members may note that the Notice is also available on the Company’s website www.bajajelectricals.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime at <https://instavote.linkintime.co.in/>.
8. Voting rights shall be reckoned on the basis of paid-up value of the shares registered in the name(s) of the equity shareholders as on the Cut-off Date i.e. May 24, 2022. Persons who are not equity shareholders of the Company as on the Cut-off Date should treat this Notice for information purposes only.
9. As directed by the Hon’ble NCLT, Mr. Anant B. Khamankar, Practicing Company Secretary (Membership Number: FCS 3198, CP Number 1860) of Messrs Anant B. Khamankar & Co., Practicing Company Secretaries shall act as Scrutiniser to

scrutinise votes cast and shall submit a combined report on votes cast by the Equity Shareholders, which includes Public Shareholders of the Company, to the Chairperson of the Meeting or to the person so authorised by him within 2 working days from the conclusion of the Meeting. The Scrutinizer's decision on the validity of the vote shall be final.

10. The result of the voting shall be announced within 2 working days of the conclusion of the Meeting, upon receipt of Scrutinizer's report and same shall be displayed on the website of the Company at www.bajajelectricals.com and on the website of Link Intime at <https://instavote.linkintime.co.in/> and on websites of BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com.
11. The Notice convening the Meeting will be published through an advertisement in Business Standard (All editions) in English language and Navshakti (All editions) in Marathi language.
12. **INSTRUCTIONS FOR E-VOTING AND JOINING THE MEETING ARE AS FOLLOWS:**

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 Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Link Intime on the Resolution set forth in this Notice.

The remote e-voting period commences on May 27, 2022 (9:00 A.M. IST) and ends on May 30, 2022 (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 May 24, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime 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 Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-Voting facility.

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 re-directed 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.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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 hold 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. Individual Shareholders holding securities in demat mode with CDSL

- Existing user of 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/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, 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/myeasi./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. Individual Shareholders (holding securities in demat mode) & login through their depository participants

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
- Once login, 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. Individual Shareholders holding securities in Physical mode & evoting service Provider is LINK INTIME.

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 Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - 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. Institutional Shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL 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. Individual Shareholders holding securities in Physical mode & evoting service Provider is LINK INTIME, 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/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members 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. 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/ depository participants 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:

Login type	Helpdesk details
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 & evoting service Provider is LINK INTIME.

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.

13. PROCESS AND MANNER FOR ATTENDING THE MEETING THROUGH INSTAMEET:

- 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.
 - 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 Permanent Account Number.
 - B. (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - 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).

14. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING MEETING:

- a. Shareholders/Members who would like to express their views/ask questions during the meeting may register themselves as a speaker 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 first basis depending on the availability of time for the meeting.
- c. Shareholders will receive 'speaking serial number' once they mark attendance 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 meeting 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 meeting. Shareholders/Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

15. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE 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 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 meeting through InstaMeet facility and have not casted their vote on the Resolution 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 meeting will be eligible to attend/participate in the meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

16. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

The members who do not have access to e-voting or who could not attend meeting via electronic mode, are requested to fill in the Physical Postal Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and post / courier / submit the same in a sealed envelope to the Scrutinizer at: **Mr. Anant B. Khamankar of Messrs Anant B. Khamankar & Co., Practicing Company Secretaries, Unit: BAJAJ ELECTRICALS LIMITED, c/o. Link Intime India Pvt. Limited, C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.** Unsigned, incomplete or incorrectly ticked forms shall be rejected. The duly completed form must be received by the Scrutinizer at this address on or before May 30, 2022 (before 5.00 p.m (IST)). The Scrutinizer's decision on the validity of the forms will be final. Members are required to vote only through the electronic system (instavote/instameet) or through this form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY SCHEME APPLICATION NO. C.A.(CAA) No. 28/MB/2022**

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

And

In the matter of Merger by Absorption of Starlite Lighting Limited with Bajaj Electricals Limited and their respective Shareholders

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.

... “BEL” or “Company” or “Transferee Company”

EXPLANATORY STATEMENT UNDER SECTION 230(3) READ WITH SECTION 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. This is a statement accompanying the Notice convening the meeting of the equity shareholders of the Company on **Tuesday, May 31, 2022 at 11:00 a.m. (IST)** through Video Conferencing / Other Audio Visual Means (“**VC**” or “**OVAM**”) pursuant to the Order dated February 21, 2022 passed by the Hon’ble National Company Law Tribunal, Mumbai Bench (“**Hon’ble NCLT**”) in the Company Scheme Application No. C.A.(CAA) No. 28/MB/2022 (“**NCLT Order**”), for the purpose of considering and, if thought fit, approving, the merger embodied in the Scheme of Merger by Absorption of Starlite Lighting Limited (“**SLL**” or “**Transferor Company**”) with the Company and their respective shareholders (“**Scheme**”) under Sections 230-232 and other applicable provisions of the Companies Act, 2013.
2. In terms of the said Order, the quorum for the Meeting for equity shareholders shall be as prescribed under Section 103 of the Companies Act, 2013 i.e. 30 equity shareholders, present through VC/OAVM. If the quorum is not present within half an hour from the time appointed for the holding of the Meeting, the Meeting shall be adjourned by 30 (thirty) minutes and thereafter, the persons present shall be deemed to constitute the quorum and the Meeting shall be held. Further, in terms of the said NCLT Order, the Hon’ble NCLT has appointed Mr. Shekhar Bajaj, Chairman and Managing Director of the Company, and failing him, Mr. Anuj Poddar, Executive Director of the Company, and failing him, Mr. Shailesh Haribhakti, Independent Director of the Company, as the Chairperson of the Meeting of the Company (“**Chairperson**”), including for any adjournment thereof. Further, the Hon’ble NCLT has appointed Mr. Anant B. Khamankar, Practicing Company Secretary (Membership Number: FCS 3198, CP Number 1860) of Messrs Anant B. Khamankar & Co., Practicing Company Secretaries, as the Scrutiniser for the Meeting (“**Scrutiniser**”), including for any adjournment thereof.
3. A copy of the Scheme is enclosed herewith as an **Annexure A** and forms part of this Statement. The proposed Scheme is envisaged to be effective from the Appointed Date.
4. The copy of the said NCLT Order is enclosed herewith as an **Annexure B** and forms part of this Statement.
5. The Board of Directors of the Transferor Company and Transferee Company at their respective Board Meetings held on May 25, 2021 approved the proposed Scheme, after taking on record Valuation Report dated May 24, 2021 (including therein the basis of valuation), issued by Messrs R V Shah & Associates, Chartered Accountants, Registered Valuer (“**Valuation Report**”) and Fairness Opinion dated May 25, 2021, issued by Navigant Corporate Advisors Limited, Merchant Banker (“**Fairness Opinion**”). Messrs S R B C & Co LLP, Chartered Accountants, Statutory Auditors of the Company, vide their Certificate dated May 25, 2021, confirmed that the accounting treatment prescribed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013. The Board of Directors of the respective companies have come to the conclusion that the Scheme is in the best interest of both the companies and their shareholders. The rationale and salient features of the Scheme are also mentioned in this Explanatory Statement.
6. In terms of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be considered approved by the equity shareholders of the Company if the resolution mentioned in the Notice is approved at the Meeting by a majority in number representing three-fourths in value of the equity shareholders of the Company, through electronic voting. Further, in accordance with the SEBI Circular No.CFD/DIL3/CIR/2017/21 dated March 10, 2017 (“**SEBI Circular**”), the Scheme shall be acted upon only if the number of votes cast by the Public Shareholders in favour of the aforesaid resolution for approval of Scheme is more than the number of votes cast by the Public Shareholders against it.

7. Background:

7.1 Details of the Transferor Company:

- a) The Transferor Company was incorporated on July 4, 1995 as Starlite Caps Private Limited in the State of Maharashtra. The Transferor Company changed its name to 'Starlite Lighting Private Limited' and consequent to such change, the fresh certificate of change of name was issued by Registrar of Companies on November 18, 1998. Thereafter, the Transferor Company was converted from a private limited company to a public limited company and consequent to such conversion, the name of the Transferor Company was changed from 'Starlite Lighting Private Limited' to 'Starlite Lighting Limited' and fresh certificate of change of name was issued by Registrar of Companies on November 18, 1998. During the last five years, there has been no change in the name of the Transferor Company.
- b) The Transferor Company is engaged in the business of manufacture of different consumer electrical products including: (i) lighting products including compact fluorescent lamps (CFLs) and light emitting diode (LED) of various shapes, sizes, lumens etc.; and (ii) consumer electrical appliances like water heaters (storage and instant), mixers, food processors, juicers, hand blenders, room heaters (oil filled radiators), fans etc.
- c) Corporate identity number (CIN): U31300MH1995PLC090213
- d) Permanent Account Number (PAN): AACCS4988E
- e) Registered office: Effective January 1, 2021, the registered office of the Transferor Company is situated at 'Gat No. 423-426, Mumbai-Agra Highway, Post Wadivarhe - 422403, Taluka-Igatpuri, District - Nashik, Maharashtra, India'. Before the above change, the registered office of the Transferor Company was situated at '6, MIDC, Satpur, Trimbak Road, Nashik 422007, Maharashtra, India'.

Except the details given above, there has been no change in the registered office of the Transferor Company during the last five years.

- f) E-mail address: ravindra.uttekar@starlitelighting.com.
- g) The equity shares of the Transferor Company are not listed on any stock exchange.
- h) The authorised, issued, subscribed and paid-up share capital of the Transferor Company as on March 31, 2021 is as under:

Particulars	₹
Authorised Share Capital:	
5,75,00,000 Equity Shares of Rs.10/- each	57,50,00,000/-
4,50,00,000 Preference Shares of Rs.10/- each	45,00,00,000/-
Total	1,02,50,00,000/-
Issued, Subscribed and Paid Up Capital:	
1,25,00,000 Equity Shares of Rs.10/- each	12,50,00,000/-
1,00,00,000 9% cumulative redeemable preference shares of Rs.10/- each	10,00,00,000/-
50,00,000 9% non-cumulative cumulative redeemable preference shares of Rs.10/- each	5,00,00,000/-
3,00,00,000 0% non-cumulative redeemable, non-cumulative preference shares of Rs.10/- each	30,00,00,000/-
Total	57,50,00,000/-

Subsequent to March 31, 2021 and up to the date of approval of this Scheme by the Board of Directors of the Transferor Company, there has been change in the issued, subscribed and paid-up share capital of the Transferor Company. The authorised, issued, subscribed and paid-up share capital of the Transferor Company as on the date of this notice is as under:

Particulars	₹
Authorised Share Capital:	
5,75,00,000 Equity Shares of Rs.10/- each	57,50,00,000/-
4,50,00,000 Preference Shares of Rs.10/- each	45,00,00,000/-
Total	1,02,50,00,000/-
Issued, Subscribed and Paid Up Capital:	
5,75,00,000 Equity Shares of Rs.10/- each	57,50,00,000/-
1,00,00,000 9% cumulative redeemable preference shares of Rs.10/- each	10,00,00,000/-
50,00,000 9% non-cumulative cumulative redeemable preference shares of Rs.10/- each	5,00,00,000/-
3,00,00,000 0% non-cumulative redeemable, non-cumulative preference shares of Rs.10/- each	30,00,00,000/-
Total	1,02,50,00,000/-

- i) The objects for which the Transferor Company has been established are set out in the Memorandum of Association. There has been no change in the objects of the Transferor Company in the last 5 (five) years. The relevant main objects of the Transferor Company as set out in its Memorandum of Association are as follows:

“(A)1.To carry on the business or businesses of manufacturing, buying, selling, distributing, marketing, exporting, importing and dealing in electrical components, lamp, filaments, coils, wires, rods, sheets, foils, strips, profiles casting, forgings, raw materials, leadInwires, tungsten wires, molywires, lamp base, Glass-shells HVS relays, power and products made from tungsten molybdenum, nickel, chromium, platinum, aluminum, copper, tin, zinc, lead, iron, steel and other metals and alloys or any of these and used in electric, lamps, tubes of all types of flurescent lights and tubes electronic valves, apparatus and accessories including those used for general lighting, automobiles studios, scientific instrument, mining, domestic, laboratory, hospitals or research purpose and articles and thing which consume, generate, conserve distribute or supply electric energy.

(A)2. To carry on the business or businesses of manufacturers, importers, exporters and dealers in articles for light, cooking, heating, purpose, wires, cables, strips & conductors of copper, aluminum, switches, meters, gears, pipes, flexible cords, rubber paper or any other insulation and or covering materials used in electric, telephone industry and other apparatus and equipment of magnetic galvanic electronic & power supply industry and to initiate, organise and to carry on the functions operations, business of electricians, electrical and electronic engineers.”

- j) Names of the promoters and directors along with their addresses:

Details of Promoters

Name	Address
Promoter(s)	
Bajaj Electricals Limited	45/47, Veer Nariman Road, Mumbai 400 001.
Promoter Group Individual(s) / Entity(ies)	
Jamnallal Sons Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnallal Bajaj Marg, Mumbai 400021.
Nirlep Appliances Private Limited	Gut no. 16, Naigavhan Khandewadi, Tq. Paithan, Paithan Road, Dist. Aurangabad- 4311 05.
Bajel Projects Limited	801, Rustomjee Aspiree, Anik Wadala Link Road Sion East, Mumbai 400022.

Details of Directors

Name	Designation	Address
Mr. Shekhar Bajaj	Chairman, Non-Executive Non-Independent Director	211, Marker Tower-A, Cuffee Parade, Colaba, Mumbai - 400 005.
Mr. Amit Bhalla	Non-Executive Non-Independent Director	601, Ganaraj Tower, Prashant Nagar, Naupada, Thane West - 400 602.
Mr. Samir Shrimankar	Non- Executive Independent Director	Mansarokar Building, B Wing, Flat No 507, Satya Nagar, Borivali West S.O, Mumbai - 400092.
Ms. Meeta Khalsa	Non- Executive Independent Director	305, Wing No.3, Lodha Amara Kolshet Road, Sandoz Baug, Near Air Force Station, Thane West-400 607.
Mr. Praveen Singh	Executive Director (Additional)	Flat No - C2I905, Livingston Supertech, Near Abes Engineering College, Crossing Republic, Ghaziabad – 201 001.

Note:

1. Mr. Prasad Pasam, Non-executive Director, had resigned from the Transferor Company w.e.f. June 21, 2021.
2. Mr. Praveen Singh is appointed as an Executive Director (Additional) w.e.f. January 28, 2022.

7.2 Details of the Transferee Company:

- a) The Transferee Company was incorporated as a public company with limited liability in the name 'Radio Lamp Works Limited' under the Indian Companies Act, 1913 pursuant to a certificate of incorporation dated July 14, 1938. The name of the Transferee Company was subsequently changed as 'Bajaj Electricals Limited' on October 1, 1960. Since then, there has been no further change in the name of the Transferee Company. The Transferee Company is engaged in the business of diversified range of products and services including sales, distribution and marketing of electrical appliances, manufacture of fans and high masts, poles and towers and products relating to industrial, commercial, and domestic lighting, undertaking turnkey, commercial and rural lighting projects, design, manufacture, erection and commissioning of high masts, poles and towers.
- b) Corporate identity number (CIN): L31500MH1938PLC009887
- c) Permanent Account Number (PAN): AAACB2484Q
- d) Registered office: 45/47, Veer Nariman Road, Mumbai 400 001.
- e) E-mail address: legal@bajajelectricals.com
- f) The equity shares of the Transferee Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**").
- g) The objects for which the Transferee Company has been established are set out in the Memorandum of Association. The relevant main objects of the Transferee Company as set out in its Memorandum of Association are as follows:

"3.(a) To manufacture, assemble, repair, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in all kinds of electrical goods, instruments, appliances and apparatus of every kind and description including lighting fittings and effects of every kind and description, machinery and equipment, transformers, switchgear, motors, fans all parts, components, accessories and raw materials and all articles, goods and things required for or capable of being used for, or in connection with the generation, transformation, propagation, distribution, supply, measurement, accumulation and employment of electricity, heat, light, gas, atomic, solar and other power for any purposes whatsoever."

"3.(aa) To manufacture, assemble, repair, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in non-electrical, scientific, precision, optical, surgical, measuring industrial and other instruments, laboratory and medical apparatus and equipments, industrial, commercial, domestic, cooking, heating, lighting and other appliances, all parts, components, accessories and raw materials thereof."

“3.(aaa) To design, manufacture, test, assemble, erect, commission, repair, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in all kinds of engineering goods such as high, medium and low tension power transmission line polygonal poles, AAC/ACSR/GI conductors, lighting poles - decorative, conical, octagonal or stepped type, fixed platform type High Mast lighting system with lantern carriage, headframes, lowering and raising winches, base hinged lowering and raising masts, and its manually or electrically operated and hydraulically powered counterbalances, mobile lighting masts with diesel genset, antenna masts, traffic light poles, sign poles, windmill masts, transmission towers, lattice masts, T.V. towers, railway electrification structures, electric substation structures, cable trays, electrical junction boxes of any type and instruments, equipments, apparatus, machinery and all articles, goods and material required for the purpose of area illumination and for floodlighting or in connection with generation, distribution, supply of electricity or for any other purpose whatsoever.”

“3.(b) To manufacture, assemble, repair, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in electrical, metallic, accessories and components, apparatus, tools, appliances, hardware products, and as general merchants.”

“3.(ddd) To carry on the business of manufacture/generate electrical energy, by use of gas, wind, solar, thermal, hydro, atomic or any other resources and/or trading thereof and/or transmit, distribute, convey or supply the same by whatever means to any user, trader or any person whomsoever in any part of India or outside India.”

“3.(e) To purchase or otherwise acquire the whole or any part of the business property, undertakings and liabilities of any other Company, association, corporation, firm or individual carrying on wholly or in part any business which this Company is authorised to carry on or possessed of property suitable for the purpose of the Company.”

“3.(g) To pay for any property or rights acquired by the Company, either in cash, or fully or partly paid shares or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as the Company may deem expedient.”

“3.(h) To amalgamate with any other Company or Companies.”

- h) There has been no change in the name, registered office and objects of the Transferee Company in the last 5 (five) years.
- i) The authorised, issued, subscribed and paid-up share capital of the Transferee Company as on March 31, 2021 is as under:

Particulars	₹
Authorised Share Capital:	
20,00,00,000 Equity Shares of Rs.2/- each	40,00,00,000/-
Total	40,00,00,000/-
Issued, Subscribed and Paid Up Capital:	
11,45,36,619 Equity Shares of Rs.2/- each (fully paid-up)	22,90,73,238/-
Total	22,90,73,238/-

Subsequent to March 31, 2021, there has been change in the issued, subscribed and paid-up share capital of the Transferee Company. The authorised, issued, subscribed and paid-up share capital of the Transferee Company as on the date of this notice is as under:

Particulars	₹
Authorised Share Capital:	
20,00,00,000 Equity Shares of Rs.2/- each	40,00,00,000/-
Total	40,00,00,000/-
Issued, Subscribed and Paid Up Capital:	
11,48,74,114 Equity Shares of Rs.2/- each (fully paid-up)	22,97,48,228/-
Total	22,97,48,228/-

j) Names of the promoters and directors along with their addresses:

Details of Promoters:

Sr. No.	Name	Address
Promoter – Individuals		
1.	Shekhar Bajaj	Flat No. 50, Bldg No. 4, Hill Park, A Graham Bell Marg, Malabar Hill, Mumbai- 400 006.
2.	Niraj Bajaj	Mount Unique Co-op. Housing Society Ltd., Flat No.97, 13th Floor, 62-A, Peddar Road, Mumbai 400 026.
3.	Madhur Bajaj	134, B-Wing, NCPA Apartments, Sir Dorabji Tata Marg, Nariman Point, Mumbai City, Mumbai 400 021.
4.	Rahulkumar Bajaj*	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035
Promoter Group – Individuals and Hindu Undivided Family (HUF)		
5.	Kiran Bajaj	Flat No. 50, Bldg No. 4, Hill Park, A Graham Bell Marg, Malabar Hill, Mumbai- 400 006.
6.	Pooja Bajaj	Flat No 26, Hill Park, Building No 3A, A.G. Bell Marg, Malabar Hill, Mumbai 400 006.
7.	Vanraj Bajaj	Flat No 26, Hill Park, Building No 3A, A.G. Bell Marg, Malabar Hill, Mumbai 400 006.
8.	Sunaina Kejriwal	Flat No. 3703, B Wing, Vivarea, Sane Guruji Marg, Near Jacob Circle, Mumbai 400 011.
9.	Neelima Bajaj Swamy	Ashoka Apts., Flat No.43, 4th Floor, Rungta Lane, Napeansea Road, Mumbai 400 006.
10.	Geetika Bajaj	Flat No. 50, Bldg No. 4, Hill Park, A Graham Bell Marg, Malabar Hill, Mumbai- 400 006.
11.	Minal Bajaj	Mount Unique Co-op. Housing Society Ltd., Flat No.97, 13th Floor, 62-A, Peddar Road, Mumbai 400 026.
12.	Nimisha Jaipuria	Flat No.165-A, Raj Mahal, Vilas Extension, 9th Main Road, Bengaluru 560 080.
13.	Sanjivnayan Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035.
14.	Niravnayan Bajaj	Mount Unique Co-op. Housing Society Ltd., Flat No.98, 13th Floor, 62-A, Peddar Road, Mumbai 400 026.
15.	Kumud Bajaj	Bungalow No. 3, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035.
16.	Suman Jain	Bhagwati Bhawan, 31-B, M. L. Dahanukar Marg, Mumbai 400026
17.	Kriti Bajaj	Mount Unique Co-op. Housing Society Ltd., Flat No.97, 13th Floor, 62-A, Peddar Road, Mumbai 400 026.
18.	Shefali Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035.
19.	Deepa Bajaj	Plot No. 34 & 35, Yog Koregaon Park, Lane No. 2, Pune 411001.
20.	Rajivnayan Bajaj	34/35, Lane No. 2, Koregaon Park, Pune City, Pune- 411001.
21.	Rishabhayan Bajaj	Plot No. 34 & 35, Yog Koregaon Park, Lane No. 2, Pune 411001.
22.	Siddhant Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035.
23.	Sanjali Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035.
24.	Mast. Aryaman Kejriwal	Flat No. 3703, B Wing, Vivarea, Sane Guruji Marg, Near Jacob Circle, Mumbai 400 011.

Sr. No.	Name	Address
25.	Mast. Nirvaan Kejriwal	Flat No. 3703, B Wing, Vivarea, Sane Guruji Marg, Near Jacob Circle, Mumbai 400 011.
26.	Master Aarav Swamy	Ashoka Apts., Flat No.43, 4th Floor, Rungta Lane, Napeansea Road, Mumbai 400 006.
27.	Master Vihaan Jaipuria	Flat No.165-A, Raj Mahal, Vilas Extension, 9th Main Road, Bengaluru 560 080.
28.	Smt. Sheetal Bajaj	Mount Unique Co-op. Housing Society Ltd., Flat No.98, 13th Floor, 62-A, Peddar Road, Mumbai 400 026
29.	Rajivnayan Bajaj HUF	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
30.	Sanjivnayan Bajaj HUF	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
Promoter Group – Body Corporate		
31.	Jamnalal Sons Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
32.	Bajaj Holdings And Investment Ltd	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
33.	Baroda Industries Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
34.	Hind Musafir Agency Ltd	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
35.	Bajaj International Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
36.	Hercules Hoists Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
37.	Shekhar Holdings Pvt Ltd	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
38.	Rahul Securities Pvt Ltd	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
39.	Bachhraj Factories Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
40.	Bachhraj And Company Pvt Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
41.	Bajaj Sevashram Private Ltd	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
42.	Kamalnayan Investment & Trading Pvt Ltd	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
43.	Madhur Securities Pvt Ltd	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
44.	Niraj Holdings Pvt Ltd	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
45.	Rupa Equities Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
46.	Sanraj Nayan Investments Pvt Ltd	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
Promoter Group – Trusts		
47.	Vanraj Bajaj Trust (Kiran Bajaj as a Trustee)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
48.	Geetika Trust No. 2 (Kiran Bajaj as a Trustee)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
49.	Niravnayan Trust (Niraj Bajaj as a Trustee)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.

Sr. No.	Name	Address
50.	Kriti Bajaj Family Trust (Minal Niraj Bajaj as a Trustee)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
51.	Niravnayan Bajaj Family Trust (Niraj Bajaj as a Trustee)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
52.	Rishab Family Trust (Rajivnayan Bajaj as a Trustee)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
53.	Sanjali Family Trust (Sanjivnayan Bajaj as a Trustee)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
54.	Siddhant Family Trust (Sanjivnayan Bajaj as a Trustee)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
55.	Nimisha Bajaj Family Trust (Madhur Bajaj as a Trustee)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
56.	Deepa Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
57.	Sanjali Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
58.	Siddhant Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
59.	Rishab Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
60.	Geetika Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
61.	Aryaman Trust	Prabhat Building, 3rd floor, #18, B-Road, Churchgate, Mumbai 400020.
62.	Nirvaan Trust	Prabhat Building, 3rd floor, #18, B-Road, Churchgate, Mumbai 400020.
63.	Rajiv Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
64.	Sanjiv Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
65.	Anant Bajaj Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
66.	Nirav Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
67.	Nimisha Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
68.	Aryaman Family Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
69.	Nirvaan Family Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
70.	Neelima Bajaj Swamy Family Trust (Sanjivnayan Bajaj as a Trustee)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
71.	Nimisha Jaipuria Family Trust (Nimisha Jaipuria as a Trustee)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
72.	Neelima Bajaj Family Trust (Kumud Bajaj as a Trustee)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.

Sr. No.	Name	Address
73.	Geetika Shekhar Bajaj Family Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
74.	Kumud Neelima Family Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
75.	Kumud Nimisha Family Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
76.	Madhur Neelima Family Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
77.	Madhur Nimisha Family Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
Promoter Group – Partnership Firm		
78.	Bajaj Trading Company	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.

**Mr. Rahulkumar Bajaj, who was one of the promoters of the Company, passed away on February 12, 2022.*

Details of Directors:

Name	Designation	Address
Mr. Shekhar Bajaj	Chairman & Managing Director	Flat No. 50, Bldg No. 4, Hill Park, A Graham Bell Marg, Malabar Hill, Mumbai- 400 006.
Mr. Anuj Poddar	Executive Director	201, Martins Nest, 9, Central Avenue, Santacruz - West, Mumbai 400 054.
Mr. Madhur Bajaj	Non-Executive Non-Independent Director	134, B-Wing, NCPA Apartments, Sir Dorabji Tata Marg, Nariman Point, Mumbai City, Mumbai 400021.
Mr. Rajivnayan Bajaj	Non-Executive Non-Independent Director	34/35, Lane No. 2, Koregaon Park, Pune City, Pune- 411001.
Mrs. Pooja Bajaj	Non- Executive Non-Independent Director	Flat No. 26, Bldg No. 3A, Hill Park, A Graham Bell Marg, Malabar Hill, Mumbai- 400006.
Mr. Harsh Vardhan Goenka	Non-Executive Independent Director	Unit No.208, 2 nd floor, Bezzola Complex, B-Wing, Sion Trombay Road, Opp., Suman Nagar, Chembur, Mumbai 400071.
Dr. (Mrs.) Indu Shahani	Non-Executive Independent Director	Flat No.56, Hill Park, A.G. Bell Road, Malabar Hill, Telephone Exchange, Mumbai 400006.
Dr. (Mr.) Rajendra Prasad Singh	Non-Executive Independent Director	A-1 PWD Housing Complex, Sector- 43, Gurgaon- 122 001.
Mr. Munish Khetrpal	Non-Executive Independent Director	12660 Kane Dr, Saratoga, California, USA 95070.
Mr. Shailesh Haribhakti	Non-Executive Independent Director	10-11, Sahil Apartment, 14 Altamount Road, Aairavat Co-op Housing Society Limited, Cumbala Hill, Mumbai- 400026.

8. Rationale and Purpose of the Scheme and the benefits of the Scheme as perceived by the Board of Directors of the respective Companies:

'Rationale and Purpose' as set out in Part A of the Scheme is as under:

- (a) SLL is a manufacturer of different consumer electrical products such as lighting products including compact fluorescent lamps (CFLs) and light emitting diode (LED); also manufacturer of consumer electrical appliances like water heaters, mixers including new models, food processors, juicers, hand blenders, room heaters (oil filled radiators), fans etc.
- (b) SLL has manufacturing plant located at Wadivarhe, Igatpuri, Nashik, which is a major emerging industrial city in the State of Maharashtra, with good geographical location and has a great connectivity of roads. The plant is located at prime location which is easily accessible.

- (c) BEL is part of the globally renowned Bajaj Group of Companies, one of the largest Indian conglomerates with business interests across several sectors. BEL business is spread across – consumer products (appliances, fans, lighting etc.), and EPC (illumination, transmission towers and power distribution), in India and outside India.
- (d) SLL and BEL are engaged in the similar line of business i.e. manufacturing and distribution of consumer products, lighting and allied products which complement to each other.
- (e) SLL is presently an Original Equipment Manufacturer (“OEM”) vendor for BEL and BEL is the largest customer of products manufactured by SLL. Merger is in line with BEL’s strategic decision to increase in-house manufacturing and reduce dependency on OEM vendors.
- (f) Since the year 2007, BEL has made strategic investments, firstly in the equity share capital of SLL and later in the preference share capital of SLL from time to time. Further, BEL has also provided several long-term and short-term loans, as well as trade advances to SLL over the years. Also, BEL has given corporate guarantees to lenders for loans availed by SLL from its lenders. Accordingly, the Merger of SLL with BEL will enable consolidation of business of SLL into BEL for strategic and commercial considerations.
- (g) SLL has a good production line, which manufactures good quality products and has a skilled, competent and experienced labour force which are required for manufacturing such products. BEL will reap long-term benefits by absorbing such production line and skilled labour force including safeguarding the intellectual property and designs of certain products which are proposed to be launched in markets with its unique fit, finish and features, which can distinguish its products from competitors.
- (h) Merger of SLL with BEL will lead to a more efficient utilization of capital, greater business synergies, superior deployment of brand promotion, sales and distribution strategies and create a consolidated and diversified base for future growth.
- (i) The Merger will result in administrative and operational rationalization and promote organizational efficiencies with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters.
- (j) There is no likelihood that any creditor of the Transferor Company or the Transferee Company will be prejudiced as a result of the Scheme. The Scheme will neither impose any additional burden on the shareholders of the Transferor Company, nor will it adversely affect the interests of any of the shareholders or creditors of the Transferor Company and Transferee Company. Further, the Scheme is only for the Merger of the Transferor Company with the Transferee Company and is not an arrangement with the creditors of any of the entities involved.

9. **Salient features of the Scheme:**

- (a) The Scheme is presented under Sections 230-232 and other applicable provisions of the Companies Act, 2013, as may be applicable, for the Merger of the Transferor Company with the Transferee Company.
- (b) The Transferor Company and the Transferee Company shall make application(s) and/or petition(s) under Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 to the jurisdictional NCLT, as the case may be, for sanction of this Scheme and all matters ancillary or incidental thereto.
- (c) **Appointed Date, Effective Date, Record Date and Share Exchange Ratio and Other Considerations:**

Clause 4.3 of Part A of the Scheme defines “**Appointed Date**” as “1st day of April, 2021, from the start of the business hours of 1st day of April, 2021.”

Clause 4.7 of Part A of the Scheme defines “**Effective Date**” as “the date or last of the dates on which the certified/ authenticated copy of the order of the Hon’ble NCLT sanctioning this Scheme is filed with the Registrar of Companies, Mumbai by the Transferor Company and the Transferee Company. Any reference in this Scheme to the date of “coming into effect of this Scheme” or “upon the Scheme becoming effective” shall be construed accordingly.”

Clause 4.17 of Part A of the Scheme defines “**Record Date**” as “the date fixed by the Board of Directors or a committee thereof, if any, of the Transferee Company for the purpose of determining the members of the Transferor Company to whom New Equity Shares of Transferee Company will be allotted pursuant to the Scheme.”

Clause 12.1 of Part B of the Scheme defines “**Share Exchange Ratio**” as “The Transferee Company shall without any further act or deed, issue and allot 1 (one) equity share of face value of Rs. 2 (Rupees Two Only) each of the Transferee Company to each of the Eligible Members.”

- (d) Upon the coming into effect of this Scheme, the Transferee Company shall account for the Merger of the Transferor Company in its books as per the applicable accounting principles prescribed under Indian Accounting Standards (IndAS) prescribed under the Companies Act, 2013.
- (e) With effect from the Appointed Date and upto and including the Effective Date:
- (i) The Transferor Company shall carry on and be deemed to have been carrying on its business and activities and shall stand possessed of and hold all of the business for and on account of and for the benefit of and in trust for Transferee Company. Further, all the profits or income accruing or arising to Transferor Company or expenditure or losses arising to or incurred by Transferor Company, with effect from the said Appointed Date shall for all purposes and intents be treated and be deemed to be and accrue as the profits or income or expenditure or losses of Transferee Company, as the case may be.
 - (ii) The Transferor Company shall: (i) carry on and be deemed to have carried on its businesses and activities; and (ii) be deemed to have held and stood possessed of and shall hold and stand possessed of its entire businesses and undertakings, including its assets for and on account of and in trust for the Transferee Company.
 - (iii) The Transferor Company shall carry on its businesses and activities in the ordinary course of business with reasonable diligence and business prudence and shall not make borrowings or undertake financial commitments either for itself or on behalf of group companies or any third party or sell, transfer, alienate, mortgage, charge, or encumber or otherwise deal with or dispose of its assets, business or undertaking or any part thereof, save and except in the ordinary course of business or with the prior written consent of the Transferee Company.
 - (iv) The Transferee Company shall be entitled to apply to the Central Government and any other government or statutory authorities/ agencies/body concerned as are necessary under any law for such consents, approvals, licenses, registrations and sanctions which the Transferee Company may require to carry on the business of the Transferor Company.
 - (v) Any income, profits or other funds of the Transferor Company will first be utilized to meet any current or expected liabilities of the Transferor Company, including any tax liabilities or costs in relation to the amalgamation of the Transferor Company with the Transferee Company, before they are utilized for other purposes.
 - (vi) During the pendency of this Scheme, in the event the Transferor Company distributes dividend (including interim dividend) or issues bonus shares or offers rights shares to its shareholders, the Transferee Company shall be entitled to receive such dividend and bonus shares, and subscribe and/or renounce to such rights shares offered by the Transferor Company, to the extent of the shareholding of the Transferee Company in the Transferor Company.

(f) **Accounting Treatment**

Accounting Treatment in the books of Transferee Company as mentioned in clause 15 of the Scheme which is reproduced herein:

“15. The Transferee company shall account for the amalgamation of the Transferor Company in accordance with “Pooling of Interest Method” of accounting as laid down in Appendix C of Ind AS-103 (Business Combinations of entities under common control) notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, in its books of accounts such that:

15.1. The Transferee Company shall record the assets and liabilities, if any, of the Transferor Company vested in it pursuant to this Scheme, at the carrying values as appearing in the consolidated financial statements of Transferee Company.

15.2 The identity of the reserves shall be preserved and the Transferee Company shall record the reserves of the Transferor Company in the same form and at the carrying amount as appearing in the consolidated financial statements of Transferee Company.

15.3 Pursuant to the amalgamation of the Transferor Company with the Transferee Company, inter-company balances between Transferee Company and the Transferor Company, if any, appearing in the books of the Transferee Company shall stand cancelled.

15.4 The value of investments held by the Transferee Company in the Transferor Company shall stand cancelled pursuant to amalgamation.

- 15.5 *The Transferee Company shall credit to its share capital account, the aggregate face value of the equity Shares issued by it pursuant to this Scheme*
- 15.6 *The surplus/deficit, if any arising after taking the effect of clause 15.1, 15.2, 15.4 and 15.5, after giving the effect of the adjustments referred to in clause 15.3, shall be transferred to “Capital Reserve”/“ Amalgamation adjustment reserve” in the financial statements of the Transferee Company and shall be presented separately from other capital reserves with disclosure of its nature and purpose in the notes.*
- 15.7 *In case of any differences in accounting policies between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.*
- 15.8 *Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative period. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.*
- 15.9 *For accounting purpose, the Scheme will be given effect from the date when all substantial conditions for the transfer of business are completed.*
- 15.10 *Any matter not dealt with in this Scheme or hereinabove shall be dealt with in accordance with the applicable Accounting Standards prescribed.*
- 15.11 *For tax and other regulatory purposes, the Scheme set out herein in its present form or with any modification(s) made in accordance with Clause 25 of this Scheme, duly approved by the Hon'ble NCLT shall be effective from the Appointed Date.*
- 15.12 *On the approval of this Scheme by the shareholders and creditors (wherever applicable or directed) of the Transferor Company and the Transferee Company, such shareholders and creditors, to the extent required under applicable law, shall also be deemed to have resolved and accorded all relevant consents under the Act or other applicable law or otherwise, to the same extent applicable in relation to the Merger set out in this Scheme, related matters and this Scheme itself.”*
- (g) All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne by the Transferee Company.
- (h) This Scheme is and shall be conditional upon and subject to:
- (i) The Stock Exchanges having issued their observation/no-objection letters as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Circulars, as amended or replaced from time to time, on terms acceptable to the Transferor Company and the Transferee Company.
- (ii) The Scheme being approved by the respective requisite majorities in number and value of such classes of persons including the respective members and/or creditors, if required, of the Transferor Company and the Transferee Company, as required under the Companies Act, 2013 and SEBI Circular and as may be directed by the Hon'ble NCLT or any other Appropriate Authority, as may be applicable.
- (iii) The Transferee Company complying with other provisions of the SEBI Circular. The Scheme shall be acted upon only if the number of votes cast by public shareholders of the Transferee Company in favour of the proposal are more than the number of votes cast by public shareholders of the Transferee Company against it, in accordance with the SEBI Circular, subject to modification, if any, in accordance with any subsequent circulars and amendments that may be issued by SEBI from time to time. The term “public” shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957.
- (iv) The requisite sanctions and approvals of Appropriate Authority, as may be required by law, in respect of the Scheme being obtained.
- (v) The sanction of this Scheme by the Hon'ble NCLT under Sections 230 to 232 of Companies Act, 2013, and other applicable provisions, if any of Companies Act, 2013 in favour of the Transferor Company and the Transferee Company.

- (vi) Requisite form along with certified or authenticated copy of the order of the Hon'ble NCLT sanctioning the Scheme being filed with the Registrar of Companies, Mumbai by the Transferor Company and the Transferee Company.

NOTE: THE FEATURES/DETAILS SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME, THE EQUITY SHAREHOLDERS/CREDITORS OF THE COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF. THE WORDS AND EXPRESSIONS USED AND NOT DEFINED BUT DEFINED IN THE SCHEME, SHALL HAVE THE SAME MEANINGS RESPECTIVELY ASSIGNED TO THEM IN THE SCHEME.

10. **Relationship between the Transferor Company and the Transferee Company:** As on date of this notice, the Transferor Company is a subsidiary of the Transferee Company. The Transferee Company holds 88.48% paid up equity share capital in the Transferor Company.

11. **Corporate Approvals:**

The Scheme was approved by the Board of Directors of the Transferor Company and the Transferee Company in their respective meetings on May 25, 2021. Names of the directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate in such resolution at the said meetings:

(a) **Transferor Company**

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Mr. Shekhar Bajaj	Chairman, Non-Executive Non-Independent Director	Yes	-	-
Mr. Amit Bhalla	Non-Executive Non-Independent Director	Yes	-	-
Mr. Samir D. Shrimankar	Non-Executive Independent Director	Yes	-	-
Ms. Meeta Khalsa	Non-Executive Independent Director	Yes	-	-
Mr. Pasam Prasad	Non-Executive Non-Independent Director	Yes	-	-

Note: Mr. Prasad Pasam, Non-executive Director, had resigned from the Transferor Company w.e.f. June 21, 2021.

(b) **Transferee Company**

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Mr. Shekhar Bajaj	Chairman & Managing Director	Yes	-	-
Mr. Anuj Poddar	Executive Director	Yes	-	-
Mr. Madhur Bajaj	Non-Executive Non-Independent Director	Yes	-	-
Mr. Rajiv Bajaj	Non-Executive Non-Independent Director	Yes	-	-
Mrs. Pooja Bajaj	Non-Executive Non-Independent Director	Yes	-	-
Mr. Harsh Vardhan Goenka	Non-Executive Independent Director	Yes	-	-
Dr. (Mrs.) Indu Shahani	Non-Executive Independent Director	Yes	-	-
Dr. (Mr.) Rajendra Prasad Singh	Non-Executive Independent Director	Yes	-	-
Mr. Munish Khetrapal	Non-Executive Independent Director	Yes	-	-

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Mr. Shailesh Haribhakti	Non-Executive Independent Director	Yes	-	-
Mr. Siddharth Mehta	Non-Executive Independent Director	Yes	-	-

Note: Mr. Siddharth Mehta, an Independent Director of the Company, whose first term as an independent director expired on May 29, 2021, had conveyed his desire to not seek re-appointment for the second term.

12. Details of capital or debt restructuring, if any:

As per Clause 14 of the Scheme (which is reproduced below):

“14.1. Upon the Scheme becoming effective on Effective Date, and as an integral part of the Scheme, pursuant to section 61 and other applicable section of the Act:

- A. *The authorized Preference Share Capital of Rs. 4,50,00,000 (Four Crores Fifty Lakhs Only) Preference Shares of Rs. 10/- each (Rupees Ten only) shall be cancelled and correspondingly Authorised Equity Share capital of the Transferor Company shall be increased by Rs. 4,50,00,000 (Four Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- each (Rupees Ten only) constituting the total Authorized Equity share capital of the Transferor Company as Rs. 1,02,50,00,000/- (Rupees One Hundred and Two Crores Fifty Lakhs only) comprising of 10,25,00,000 (Ten Crores Twenty-Five Lakhs) Equity Shares of Rs 10/- each (Rupees Ten only) and the consent of the shareholders of the Transferor and Transferee Company to the Scheme, whether at a meeting or otherwise, shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14, 61 of the Companies Act 2013 and section 232 of the Companies Act 2013 and other applicable provisions of the Act would be required to be separately passed, as the case may be and for this purpose.*
- B. *The authorized Equity share capital of the Transferor Company of Rs. 1,02,50,00,000/- (Rupees One Hundred and Two Crores Fifty Lakhs only) comprising of 10,25,00,000 (Ten Crores Twenty-Five Lakhs) Equity Shares of Rs 10/- each (Rupees Ten only) shall be sub-divided into 51,25,00,000/- (Fifty One Crores and Twenty Five Lakhs) Equity shares of Rs. 2 each amounting to Rs. 1,02,50,00,000/- (Rupees One Hundred and Two Crores Fifty Lakhs only) and the consent of the shareholders of the Transferor and Transferee Company to the Scheme, whether at a meeting or otherwise, shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14, 61 of the Companies Act 2013 and section 232 of the Companies Act 2013 and other applicable provisions of the Act would be required to be separately passed, as the case may be and for this purpose.*

14.2. Upon this Scheme becoming effective, the authorized share capital of the Transferee Company shall automatically stand increased and modified, without any further act, instrument or deed on the part of the Transferee Company including without payment of stamp duty and fees payable to Registrar of Companies, by the authorized share capital of the Transferor Company as appearing as on the date of certified or authenticated copies of the orders of the Hon'ble NCLT sanctioning this Scheme being filed with the jurisdictional Registrar of Companies. The Memorandum of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders of the Transferee Company to the Scheme, whether at a meeting or otherwise, shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14, 61, of the Act and other applicable provisions of the Act would be required to be separately passed, as the case may be and for this purpose the stamp duties and fees paid on the authorized share capital of the Transferor Company shall be utilized and applied to the increased authorized share capital of the Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee by the Transferee Company for increase in the authorized share capital to that extent.

14.3. It is clarified that the approval of the members of the Transferee Company to the Scheme, whether at a meeting or otherwise, pursuant to Sections 230 to 232 and other applicable provisions of the Act, shall be deemed to be their consent/approval also to the amendment of the Memorandum of Association of the Transferee Company as may be required under the Act and Clause V of the Memorandum of Association of the Transferee Company shall stand substituted accordingly by the virtue of the approval of this Scheme.”

The Scheme does not involve any debt restructuring.

13. Summary of the Valuation Reports including basis of valuation and the Fairness Opinion:

13.1 In accordance with the provisions of SEBI Circular, the Scheme was first placed before the Audit Committees' of the Transferor Company and Transferee Company at their respective meetings held on May 25, 2021. The Audit Committees' of the Transferor Company and Transferee Company considered the Valuation Report and Fairness Opinion, and thereafter, recommended the Scheme for approval to the Board of Directors of the respective companies.

13.2 Upon the Scheme becoming effective, in consideration of the Merger, and based on the Valuation Report, which is confirmed by the Fairness Opinion, the equity shares of the Transferee Company will be issued and allotted to the shareholders of the Transferor Company (except to the Transferee Company itself) in the following Share Exchange Ratio:

"The Transferee Company shall without any further act or deed, issue and allot 1 (one) equity share of face value of Rs. 2 (Rupees Two Only) each of the Transferee Company to each of the Eligible Members."

13.3 The equity shares of the Transferee Company to be issued and allotted to the shareholders of the Transferor Company, except to the Transferee Company itself, pursuant to the Scheme shall hereinafter be referred to as the **"New Equity Shares"**.

13.4 Accordingly, pursuant to the Scheme, 19 New Equity Shares of the Transferee Company shall be issued and allotted to the shareholders of the Transferor Company.

13.5 The New Equity Shares to be issued and allotted pursuant to the Scheme shall rank *pari passu* with the existing equity shares of the Transferee Company in all respects including dividends, if any, that may be declared by the Transferee Company on or after the Scheme becoming effective, as the case may be, and shall be listed on the stock exchanges.

The copies of the Valuation Report and Fairness Opinion are enclosed herewith as **Annexures C1 and C2** respectively and forms part of this Statement. For greater details on valuation (including therein the basis of valuation), the shareholders are advised to read the Valuation Report and Fairness Opinion.

14. Observation Letters from BSE and NSE, dated October 22, 2021 and October 26, 2021 respectively, conveying no objection to the Scheme are enclosed herewith collectively as **Annexure D** and forms part of this Statement.

15. Complaints Reports dated September 27, 2021 and September 13, 2021, submitted by the Company to BSE and NSE respectively are enclosed herewith collectively as **Annexure E** and forms part of this Statement.

16. The Unaudited Provisional Financials Statement of the Transferor Company as on December 31, 2021, are enclosed as **Annexure F1** and forms part of this Statement.

17. The Unaudited Provisional Financials Statement of the Transferee Company as on December 31, 2021 are enclosed as **Annexure F2** and forms part of this Statement.

18. Pre and post-shareholding patterns of the Transferor Company and the Transferee Company are enclosed as **Annexure G** and forms part of this Statement.

19. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the Company, its promoters and directors, are enclosed herewith as **Annexure H** and forms part of this Statement.

20. The applicable information of the Transferor Company in the format specified for the abridged prospectus as provided in Part E of the Schedule VI of the Securities Exchange Board of India (Issue of Capital and Disclosures Requirement), 2018 is enclosed herewith as **Annexure I** and forms part of this Statement.

21. Amounts due to creditors as on September 30, 2021:

	Transferor Company		Transferee Company	
	Number	Amount (Rs. in Lakh)	Number	Amount (Rs. in Lakh)
Secured Creditors	1	13,86,45,768	3	66,17,47,223
Unsecured Creditors	222	5,02,79,69,794	9191	15,87,75,58,454

22. Effect of the Scheme on various parties:

A. Key Managerial Personnel (KMPs) and Directors

None of the Directors, the KMPs (as defined under the Companies Act, 2013 and rules framed thereunder) of the Transferor Company and the Transferee Company and their respective relatives (as defined under the Companies Act, 2013 and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Transferor Company and the Transferee Company and/or to the extent that the said Director(s) are common director(s) on the Board of the said companies and/or to the extent that the KMPs are holding shares in said companies as a nominee and/or to the extent that the said Director(s), KMPs and their respective relatives are the directors, members of the companies that hold shares in the respective companies. Save as aforesaid, none of the said Directors or the KMPs has any material interest in the Scheme.

Effect of the Scheme on the KMPs pursuant to Scheme

The KMPs, if any, of the Transferor Company shall become employees of the Transferee Company on the Scheme coming into effect.

Details of shares held by the present Directors and KMPs of the Transferor Company and the Transferee Company, either individually or jointly as a first holder or second holder or as a nominee and by their relatives, in the respective companies are as under:

None of the Directors or KMPs of the Transferor Company or their relatives hold shares either individually or jointly as a first holder or second holder or as a nominee and by their relatives, in the Transferor Company.

Transferee Company

Sr. No.	Name relatives of the Director/KMPs and relatives of directors and KMPs	Category of Director / Relation to the Director	Designation	Number of equity shares held
1.	Mr. Shekhar Bajaj	Executive Director	Chairman & Managing Director	1814639
2.	Mr. Madhur Bajaj	Non- Executive Non-Independent Director / Brother of Mr. Shekhar Bajaj	Non- Executive Non-Independent Director	200000
3.	Mr. Niraj Bajaj	Brother of Mr. Shekhar Bajaj and Mr. Madhur Bajaj	-	1130882
4.	Ms. Kiran Bajaj	Wife of Mr. Shekhar Bajaj	-	7545224
5.	Ms. Pooja Bajaj	Non- Executive Non-Independent Director / Daughter-in-law of Mr. Shekhar Bajaj	Non- Executive Non-Independent Director	1989875
6.	Ms. Geetika Bajaj	Daughter of Mr. Shekhar Bajaj	-	2160084
7.	Ms. Kumud Bajaj	Wife of Mr. Madhur Bajaj	-	200000
8.	Ms. Neelima Bajaj Swamy	Daughter of Mr. Madhur Bajaj	-	200000
9.	Mr. Vanraj Bajaj	Son of Ms. Pooja Bajaj and grandson of Mr. Shekhar Bajaj	-	1843556
10.	Ms. Deepa Bajaj	Wife of Mr. Rajiv Bajaj	-	1126
11.	Mr. Sanjivnayan Bajaj	Brother of Mr. Rajiv Bajaj	-	428749
12.	Ms. Sunaina Kejriwal	Sister of Mr. Rajiv Bajaj	-	1240730

Sr. No.	Name relatives of the Director/KMPs and relatives of directors and KMPs	Category of Director / Relation to the Director	Designation	Number of equity shares held
13.	Ms. Mridula Vishnukumar Poddar	Mother of Mr. Anuj Poddar	-	10
14.	Mr. Ajay Nagle	KMP	Company Secretary	4256
15.	Mr. E C Prasad	KMP	Chief Financial Officer	3000

**Except the details provided above, none of the other Directors/KMPs and their relatives holds any shares in the Transferee Company.*

B. Promoter and Non-Promoter Equity Shareholders of the Transferor Company and the Transferee Company

In compliance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Board of Directors of the Transferor Company and the Transferee Company, in their meetings held on May 25, 2021 have adopted a report, inter-alia, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders amongst others. Copy of the reports adopted by the respective Board of Directors of the Transferor Company and the Transferee Company are enclosed as **Annexure J1 to J2**.

C. Preference Shareholders

Since the entire preference share capital of the Transferor Company is being singly held by the Transferee Company, the same shall stand cancelled, extinguished and annulled on and from the Effective Date.

The Transferee Company does not have preference share capital.

D. Depositors

Neither the Transferor Company nor the Transferee Company has accepted any public deposits.

E. Creditors & Debenture-Holders

Upon this Scheme coming into effect, all the creditors of the Transferor Company, shall become the creditors of the Transferee Company.

The proposed Scheme does not involve any compromise or arrangement with the creditors. The rights of the creditors shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

As on the date of this Notice, neither the Transferor Company nor the Transferee Company have any outstanding debentures.

F. Employees

Upon the Scheme becoming effective, all employees of the Transferor Company shall become the employees of the Transferee Company, as per the terms of the Scheme. The interest of the employees of the Transferor Company shall not be impacted in any manner.

The proposed Scheme does not have any impact on the existing employees of the Transferee Company.

23. Capital Structure pre and post Scheme

The Pre-Scheme capital structure of the Transferor Company and the Transferee Company are detailed in clauses 8.1(g) and 8.2(i) above.

The Post-Scheme capital structure is as follows:

Transferor Company: Not Applicable.

Transferee Company: Upon the Scheme coming into effect and on issue of 19 fully paid-up equity shares of the Transferee Company of the face value of Rs.2 each to each of the shareholders of the Transferor Company, except to the Transferee Company itself, in consideration for the Merger, the issued, subscribed and paid up share capital of the Transferee Company shall increase to Rs. 22,97,48,266 divided into 11,48,74,133 equity shares of Rs.2 each, as given below:

Particulars	₹
Authorised Share Capital:	
200000000 Equity Shares of Rs.2/- each	40,00,00,000
Total	40,00,00,000
Issued, Subscribed and Paid Up Capital:	
11,48,74,133 Equity Shares of Rs.2/- each (fully paid-up)	22,97,48,266
Total	22,97,48,266

The existing issued, subscribed and paid up share capital of the Transferee Company is 11,48,74,114 equity shares of Rs.2 each fully paid-up amounting to Rs.22,97,48,228.

24. Investigation or proceedings, if any, pending against the Company under the Companies Act, 2013

No investigation proceedings have been instituted or are pending in relation to the Transferor Company and the Transferee Company under Sections 210 to 229 of Chapter XIV of the Companies Act, 2013 or under the corresponding provisions of the Companies Act, 1956. Further, no proceedings are pending under the Companies Act, 2013 or under the corresponding provisions of the Companies Act, 1956 against any of the aforementioned companies.

To the knowledge of the Transferor Company and the Transferee Company, no winding up proceedings have been filed or are pending against them under the Companies Act, 2013 or the corresponding provisions of the Companies Act, 1956.

25. Approvals/Sanctions/No-Objections from Regulatory or any Governmental Authorities

Without prejudice to the provisions of the Scheme, the Scheme is conditional upon and subject to the following conditions precedent:

- i. The Stock Exchanges having issued their observation/no-objection letters as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Circular, as amended or replaced from time to time, on terms acceptable to the Transferor Company and the Transferee Company.
- ii. The Scheme being approved by the respective requisite majorities in number and value of such classes of persons including the respective members and/or creditors, if required, of the Transferor Company and the Transferee Company, as required under the Companies Act, 2013 and SEBI Scheme Circular and as may be directed by the Hon'ble NCLT or any other Appropriate Authority, as may be applicable.
- iii. The Transferee Company complying with other provisions of the SEBI Scheme Circular, including seeking approval of its shareholders through e-voting. The Scheme shall be acted upon only if the number of votes cast by public shareholders of the Transferee Company in favour of the proposal are more than the number of votes cast by public shareholders of the Transferee Company against it, in accordance with the SEBI Scheme Circular, subject to modification, if any, in accordance with any subsequent circulars and amendments that may be issued by SEBI from time to time. The term "public" shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957.
- iv. The requisite sanctions and approvals of Appropriate Authority, as may be required by law, in respect of the Scheme being obtained.
- v. The sanction of this Scheme by the Hon'ble NCLT under Sections 230 to 232 of the Companies Act, 2013, and other applicable provisions, if any of the Companies Act, 2013 in favour of the Transferor Company and the Transferee Company.
- vi. Requisite form along with certified or authenticated copy of the order of the Hon'ble NCLT sanctioning the Scheme being filed with the Registrar of Companies, Mumbai by the Transferor Company and the Transferee Company.

26. Inspection

In addition to the documents annexed hereto, the electronic copy of following documents will be available for inspection in the "Investor Relations" section of the website of the Company: www.bajaelectricals.com:

- i. Copy of the NCLT Order.
 - ii. Copies of the Memorandum and Articles of Association of all the companies.
 - iii. Copies of the Audited Financial Statements of the Transferor Company for the financial year ended March 31, 2021, March 31, 2020, and March 31, 2019.
 - iv. Copies of the Audited Financial Statements of the Transferee Company for the financial year ended March 31, 2021, March 31, 2020, and March 31, 2019.
 - v. Copy of the Valuation Report.
 - vi. Copy of the Fairness Opinion.
 - vii. Copies Unaudited Provisional Financials Statement of the Transferee Company as on December 31, 2021.
 - viii. Copy of the Statutory Auditors' certificate dated May 25, 2021 issued by Messrs S R B C & Co LLP, to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under section 133 of the Act.
 - ix. Copy of the Scheme.
27. This statement may be treated as an Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with rule 6 of the Rules. A copy of the Scheme and Explanatory Statement shall be furnished by the Transferee Company to its shareholders, free of charge, within one (1) working day (except Saturdays) on a requisition being so made for the same by the shareholders of the Transferee Company.
28. After the Scheme is approved by the Equity Shareholders of the Transferee Company, it will be subject to the approval/sanction by the Hon'ble NCLT.
29. Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommend the Scheme for approval of the shareholders.
30. The Directors and KMPs, as applicable, of the Company and of the Transferor Company, and their relatives do not have any concern or interest, financially or otherwise, in the Scheme except as shareholders in general.

Sd/-
Shekhar Bajaj
(DIN: 00089358)
Chairman appointed for the Meeting

Place: Mumbai

Date: March 29, 2022

Registered Office: 45/47, Veer Nariman Road, Mumbai 400 001.

ANNEXURE A

SCHEME OF MERGER BY ABSORPTION

OF

**STARLITE LIGHTING LIMITED
(TRANSFEROR COMPANY)**

WITH

**BAJAJ ELECTRICALS LIMITED
(TRANSFEE COMPANY)**

AND

THEIR RESPECTIVE SHAREHOLDERS

(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013)

PARTS OF THE SCHEME

This Scheme is divided into the following parts:

Part A	Deals with Preamble, Background of Companies, Rationale of the Scheme, Definitions, Date of taking effect and Share Capital;
Part B	Deals with the Transfer and Vesting of Transferor Company into Transferee Company, Consideration, Accounting Treatment, Consolidation of Authorised Share Capital, Declaration of dividend, and Books and Records of Transferee Company and other related matters; and
Part C	Deals with General Terms and Conditions of the Scheme.

PART A

1. PREAMBLE

This Scheme of Merger by Absorption (herein after referred to as “**the Scheme**”) is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for the Merger by Absorption of Starlite Lighting Limited (Transferor Company) with Bajaj Electricals Limited (Transferee Company).

This Scheme has been formulated and presented under Sections 230 to 232 and other applicable sections of the Companies Act, 2013 and also provides for various other matters consequential or otherwise integrally connected herewith.

2. BACKGROUND OF COMPANIES

2.1. Starlite Lighting Limited (hereinafter referred to as “**SLL**” or the “**Transferor Company**”) is a public limited company having corporate identity number U31300MH1995PLC090213, incorporated under the Companies Act, 1956 on 4th day of July, 1995 under the name and style of ‘Starlite Caps Private Limited’, and deemed to exist within the purview of the Companies Act, 2013. Thereafter, the Transferor Company changed its name to ‘Starlite Lighting Private Limited’ and consequent to such change, the fresh certificate of change of name was issued by Registrar of Companies on 18th day of November, 1998. Thereafter, the Transferor Company was converted from being private limited company to public limited company and consequent to such conversion, the name of the Transferor Company was changed from ‘Starlite Lighting Private Limited’ to ‘Starlite Lighting Limited’ and fresh certificate of change of name was issued by Registrar of Companies on 18th day of November, 1998. The registered office of the Transferor Company is situated at Gat No. 423-426, Mumbai-Agra Highway, Post Wadivarhe - 422403, Taluka-Igatpuri, District - Nashik, Maharashtra. The Transferor Company is engaged in the business of manufacture of different consumer electrical products including: (i) lighting products including compact fluorescent lamps (CFLs) and light emitting diode (LED) of various shapes, sizes, lumens etc. (which collectively form part of “Lighting Products Division”); and (ii) consumer electrical appliances like water heaters (storage and instant), mixers, food processors, juicers, hand blenders, room heaters (oil filled radiators), fans etc. (“Appliances Division”) (Lighting Products Division and Appliances Division shall be collectively referred to as “Business”);

2.2. Bajaj Electricals Limited (hereinafter referred to as “**BEL**” or the “**Transferee Company**”) is a public limited company, having corporate identity number L31500MH1938PLC009887, incorporated under the Indian Companies Act, 1913

on 14th day of July 1938 under the name and style of 'Radio Lamp Works Limited', and deemed to exist within the purview of the Companies Act, 2013. The name of the Transferee Company was changed from 'Radio Lamp Works Limited' to 'Bajaj Electricals Limited' and consequent to such change, the fresh certificate of change of name was issued by the Registrar of Companies, Maharashtra on 9th day of October, 1960. The registered office of the Transferee Company is situated at 45/47, Veer Nariman Road, Mumbai – 400001, Maharashtra. The Transferee Company is engaged in the business of diversified range of products and services including sales, distribution and marketing of electrical appliances, manufacture of fans and high masts, poles and towers and products relating to industrial, commercial, and domestic lighting, undertaking turnkey, commercial and rural lighting projects, design, manufacture, erection and commissioning of high masts, poles and towers. The equity shares of the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited.

3. RATIONALE AND PURPOSE OF THE SCHEME

3.1. The rationale for the Merger of SLL with BEL is as under:

- (a) SLL is a manufacturer of different consumer electrical products such as lighting products including compact fluorescent lamps (CFLs) and light emitting diode (LED); also manufacturer of consumer electrical appliances like water heaters, mixers including new models, food processors, juicers, hand blenders, room heaters (oil filled radiators), fans etc.
- (b) SLL has manufacturing plant located at Wadivarhe, Igatpuri, Nashik, which is a major emerging industrial city in the State of Maharashtra, with good geographical location and has a great connectivity of roads. The plant is located at prime location which is easily accessible.
- (c) BEL is part of the globally renowned Bajaj Group of Companies, one of the largest Indian conglomerates with business interests across several sectors. BEL business is spread across – consumer products (appliances, fans, lighting etc.), and EPC (illumination, transmission towers and power distribution), in India and outside India
- (d) SLL and BEL are engaged in the similar line of business i.e. manufacturing and distribution of consumer products, lighting and allied products which complement to each other.
- (e) SLL is presently an Original Equipment Manufacturer (“OEM”) vendor for BEL and BEL is the largest customer of products manufactured by SLL. Merger is in line with BEL’s strategic decision to increase in-house manufacturing and reduce dependency on OEM vendors.
- (f) Since the year 2007, BEL has made strategic investments, firstly in the equity share capital of SLL and later in the preference share capital of SLL from time to time. Further, BEL has also provided several long-term and short-term loans, as well as trade advances to SLL over the years. Also, BEL has given corporate guarantees to lenders for loans availed by SLL from its lenders. Accordingly, the Merger of SLL with BEL will enable consolidation of business of SLL into BEL for strategic and commercial considerations.
- (g) SLL has a good production line, which manufactures good quality products and has a skilled, competent and experienced labour force which are required for manufacturing such products. BEL will reap long-term benefits by absorbing such production line and skilled labour force including safeguarding the intellectual property and designs of certain products which are proposed to be launched in markets with its unique fit, finish and features, which can distinguish its products from competitors.
- (h) Merger of SLL with BEL will lead to a more efficient utilization of capital, greater business synergies, superior deployment of brand promotion, sales and distribution strategies and create a consolidated and diversified base for future growth.
- (i) The Merger will result in administrative and operational rationalization and promote organizational efficiencies with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters.
- (j) There is no likelihood that any creditor of the Transferor Company or the Transferee Company will be prejudiced as a result of the Scheme. The Scheme will neither impose any additional burden on the shareholders of the Transferor Company, nor will it adversely affect the interests of any of the shareholders or creditors of the Transferor Company and Transferee Company. Further, the Scheme is only for the Merger of the Transferor Company with the Transferee Company and is not an arrangement with the creditors of any of the entities involved.

4. DEFINITIONS

In this Scheme (as defined hereinafter), unless inconsistent with the subject or context, the following expressions shall have the following meaning:

- 4.1. **“Act” or “the Act”** means the Companies Act, 2013, the rules and regulations made thereunder and will include any statutory modifications, re-enactments and/or amendments thereof.
- 4.2. **“Accounting Standards”** means the applicable accounting standards in force in India from time to time, consistently applied during the relevant period, including the generally accepted accounting principles and standards, Indian Accounting Standard (Ind AS), and all pronouncements including the guidance notes and other authoritative statements of the Institute of Chartered Accountants of India and clarification issued by the Ind AS Transition Facilitation Group (‘ITFG’).
- 4.3. **“Appointed Date”** means 1st day of April, 2021, from the start of the business hours of 1st day of April, 2021.
- 4.4. **“Appropriate Authority”** means any applicable Central, State or Local Government, Legislative Body, Regulatory, Administrative or Statutory Authority (including but not limited to Directorate of Industries, Directorate General of Foreign Trade, Maharashtra Industrial Development Corporation), Agency or Commission or Department or Public or Judicial Body or Authority, including, but not limited, to Regional Director, Registrar of Companies, Securities and Exchange Board of India, BSE Limited, The National Stock Exchange of India Limited and Hon’ble NCLT.
- 4.5. **“BEL” or “Transferee Company”** means Bajaj Electricals Limited, a company incorporated under the Indian Companies Act, 1913, having corporate identity number: L31500MH1938PLC009887.
- 4.6. **“Board of Directors”** means and includes the respective Board of Directors of SLL and BEL as the context may require and shall, unless it be repugnant to the context or otherwise, include a duly constituted committee of directors or any person(s) authorised by the Board of Directors or such committee of directors.
- 4.7. **“Effective Date”** means the date or last of the dates on which the certified/authenticated copy of the order of the Hon’ble NCLT sanctioning this Scheme is filed with the Registrar of Companies, Mumbai by the Transferor Company and the Transferee Company. Any reference in this Scheme to the date of “coming into effect of this Scheme” or “upon the Scheme becoming effective” shall be construed accordingly.
- 4.8. **“Employees”** mean employees of the Transferor Company as may be identified by the Board of Directors of the Transferor Company, as on the Effective Date.
- 4.9. **“Eligible Member”** shall mean each person whose name appears in the register of members of the Transferor Company and/or whose name appears as the beneficial owner of the equity shares of the Transferor Company in the record of depositories on the Record Date (other than the Transferee Company)
- Explanation: The term Eligible member is defined in the scheme only for the purpose of Shares allotment as mentioned in Para 12.1 It Excludes Transferee company from getting the shares as it cannot issue the shares to itself. Further it does not take away any voting rights of Transferee company as a shareholder of Transferor company.*
- 4.10. **“Encumbrance”** means any options, pledge, mortgage, lien, security, interest, claim, charge, pre-emptive right, easement, limitation, attachment, restraint or any other encumbrance of any kind or nature whatsoever; and the term **“Encumbered”** shall be construed accordingly.
- 4.11. **“ESOP”** shall mean Employees Stock Option Plan established or framed by BEL as per ESOP guidelines issued by SEBI.
- 4.12. **“Income Tax Act, 1961”** means the Income Tax Act, 1961, including any statutory modifications, re-enactments or amendments thereof for the time being in force.
- 4.13. **“Input Tax Credit”** means CENVAT Credit as defined under the CENVAT Credit Rules, 2004 and GST Input credit as defined in Central Goods & Service Tax Act, 2017, Integrated Goods & Service Tax Act, 2017 and respective State Goods & Service Tax laws and any other tax credits under any indirect tax law (including Goods & Services Tax Rules/Act) for the time being in force.
- 4.14. **“INR” or “₹” or “Rs.”** means Indian Rupees, the sovereign currency of India.
- 4.15. **“Merger”** means the amalgamation of the Transferor Company into Transferee Company in accordance with Section 2(1B) of the Income Tax Act, 1961.
- 4.16. **“NCLT” or “Hon’ble NCLT”** means the Mumbai Bench of Hon’ble National Company Law Tribunal or any other competent authority as constituted and authorized as per the provisions of the Act for approving any scheme of arrangement, compromise or reconstruction of companies under Sections 230 to 232 and other applicable provisions of the Act.

- 4.17. **“Record Date”** means the date fixed by the Board of Directors or a committee thereof, if any, of the Transferee Company for the purpose of determining the members of the Transferor Company to whom New Equity Shares of Transferee Company will be allotted pursuant to the Scheme.
- 4.18. **“Registrar of Companies”** means the Registrar of Companies, Mumbai.
- 4.19. **“Scheme of Merger by Absorption”** or **“Scheme”** or **“the Scheme”** or **“this Scheme”** means this Scheme of Merger by Absorption in its present form with any modification(s) made in accordance with the terms hereof.
- 4.20. **“SEBI”** or **“Securities and Exchange Board of India”** means Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.
- 4.21. **“Share Exchange Ratio”** shall have the meaning ascribed to it in Clause 12.1 of this Scheme.
- 4.22. **“SLL”** or **“Transferor Company”** means Starlite Lighting Limited, a company incorporated under the Companies Act, 1956, having corporate identity number: U31300MH1995PLC090213.
- 4.23. **“Stock Exchanges”** means the stock exchanges where the equity shares of the Transferee Company are listed and admitted to trading viz. BSE Limited and National Stock Exchange of India Limited.
- 4.24. **“Undertaking”** shall mean all the undertakings and entire business of the Transferor Company as a going concern and shall include (without limitation) to the extent applicable:
- (a) All the assets and properties, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but not limited to land and building (freehold or leasehold), all plant and machinery, fixed assets, work in progress, current assets, reserves, provisions, funds, leases, licenses, registrations, certificates, permissions, consents, approvals from state, central, municipal or any other authority for the time being in force, concessions, remissions, remedies, subsidies, guarantees, bonds, rights and licenses, tenancy rights, premises, hire purchase, lending arrangements, benefits of security arrangements, security contracts, computers, insurance policies, office equipment, telephones, telexes, facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, contracts and arrangements, memorandum of undertakings, technology/technical agreements, powers, authorities, permits, allotments, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, non-compete fee, benefit and advantage, deposits including security deposits, preliminary expenses, advances, receivables, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, incentives (including but not limited to package scheme of incentive and export subsidy benefits under exports promotion capital goods scheme), tax and other credits (including but not limited to credits in respect of income-tax, minimum alternate tax i.e. tax on book profits, tax deducted at source, tax collected at source, value added tax, central sales tax, sales tax, CENVAT, excise duty, service tax, goods and service tax etc.), all losses (including but not limited to brought forward tax losses, tax unabsorbed depreciation, brought forward book losses, unabsorbed depreciation as per books etc.), tax benefits and other claims and powers, all books of account, documents and records of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favor of or enjoyed by the Transferor Company, as on the Appointed Date;
 - (b) All intellectual property rights including patents, designs, copyrights, trademarks, brands (whether registered or otherwise), domains, records, files, papers, computer programs, manuals, data, catalogues, sales material, lists of customers and suppliers, other customer information and all other records and documents relating to the Transferor Company's business activities and operations;
 - (c) Right to any claim not preferred or made by the Transferor Company in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Company and any interest thereon, with regard to any law, act or rule or scheme made by the central or any state governments, and in respect of set-off, carry forward of unabsorbed losses and/or unabsorbed depreciation, deferred revenue expenditure, deduction, exemption, rebate, allowance, amortization benefit, etc. under the Income-tax Act, 1961, or taxation laws of other countries, or any other or like benefits under the said statute(s) or under and in accordance with any law or statute, whether in India or anywhere outside India;
 - (d) All debts (secured and unsecured), liabilities including contingent liabilities, duties, leases of the Transferor Company, export obligations and all other obligations of whatsoever kind, nature and description. Provided that, any reference in the security documents or arrangements entered into by the Transferor Company and under which, the assets of each of the Transferor Company stand offered as a security, for any financial assistance or obligation, the said reference shall be construed as a reference to the assets pertaining to that Undertaking of the Transferor Company only as are vested in Transferee Company by virtue of the Scheme

and the Scheme shall not operate to enlarge security for any loan, deposit or facility created by the Transferor Company which shall vest in Transferee Company by virtue of the Merger and Transferee Company shall not be obliged to create any further or additional security thereof after the Merger has become effective;

- (e) All other obligations of whatsoever kind, including liabilities of the Transferor Company with regard to their Employees with respect to the payment of gratuity, pension benefits and the provident fund or compensation, if any, in the event of resignation, death, voluntary retirement or retrenchment;
- (f) All legal proceedings, including quasi-judicial, arbitral and other administrative proceedings, of whatsoever nature involving the Transferor Company; and
- (g) All Employees, as on the Effective Date, engaged by the Transferor Company at various locations.

Without limitation to the foregoing, it is intended that the definition of Undertaking under this clause will enable the transfer of all property, assets, rights, duties, obligations, entitlements, intellectual property rights, benefits, incentives, Employees and liabilities of the Transferor Company into the Transferee Company pursuant to this Scheme.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Act, the Income Tax Act, 1961, Depositories Act, 1996 and Securities and Exchange Board of India Act, 1992 or any other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

5. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the Hon'ble NCLT, or made as per Clause 25 of this Scheme, shall be effective from the Appointed Date but shall be operative from the Effective Date. Therefore, for all tax and other regulatory purposes, the Merger would have been deemed to be effective from the Appointed Date of this Scheme.

6. SHARE CAPITAL

- 6.1. The authorized, issued, subscribed and paid-up share capital of the Transferor Company as on 31st March, 2021 is as under:

Particulars	Amount (in ₹)
Authorised Share Capital	
5,75,00,000 equity shares of ₹ 10 each	57,50,00,000
4,50,00,000 preference shares of ₹ 10 each	45,00,00,000
TOTAL	1,02,50,00,000
Issued, Subscribed and Paid-up Share Capital	
1,25,00,000 equity shares of ₹ 10 each	12,50,00,000
4,50,00,000 preference shares of ₹ 10 each	45,00,00,000
TOTAL	57,50,00,000

Subsequent to 31st March, 2021 and up to the date of approval of this Scheme by the Board of Directors of the Transferor Company, there has been change in the issued, subscribed and paid-up share capital of the Transferor Company which has been presented in the below table:

Particulars	Amount (in ₹)
Authorised Share Capital	
5,75,00,000 equity shares of ₹ 10 each	57,50,00,000
4,50,00,000 preference shares of ₹ 10 each	45,00,00,000
TOTAL	102,50,00,000
Issued, Subscribed and Paid-up Share Capital	
5,75,00,000 equity shares of ₹ 10 each	57,50,00,000
1,00,00,000 - 9% cumulative redeemable Preference Shares of ₹ 10 each	10,00,00,000
5,00,00,000 - 9% non-convertible cumulative redeemable Preference Shares of ₹ 10 each	5,00,00,000
3,00,00,000 - 0% non-convertible redeemable, non-cumulative Preference Shares of ₹ 10 each	30,00,00,000
TOTAL	102,50,00,000

- 6.2. The authorized, issued, subscribed and paid-up share capital of Transferee Company as on 31st March, 2021 is as under:

Particulars	Amount (in ₹)
Authorised Share Capital	
20,00,00,000 Equity shares of ₹ 2 each	40,00,00,000
TOTAL	40,00,00,000
Issued, Subscribed and Paid-up Share Capital	
11,45,36,619 Equity shares of ₹ 2 each	22,90,73,238
TOTAL	22,90,73,238

Subsequent to 31st March, 2021 and up to the date of approval of this Scheme by the Board of Directors of the Transferee Company, there has been no change in the issued, subscribed and paid-up share capital of the Transferee Company. Accordingly, the authorized, issued, subscribed and paid-up share capital of the Transferee Company, as on the date of approval of this Scheme by the Board of Directors of the Transferee Company, is same as above.

PART B

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7. AMALGAMATION

Upon this Scheme becoming effective and with effect from the Appointed Date, the Transferor Company shall stand amalgamated with and into the Transferee Company, and its Undertaking shall, pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act and in accordance with Section 2(1B) of the Income Tax Act, 1961, be and stand amalgamated with and be transferred to and vested in or deemed to have been vested in the Transferee Company, as a going concern, without any further act, instrument, deed, matter or thing so as to become as and from the Appointed Date, the Undertaking of the Transferee Company, by virtue of and in the manner provided in this Scheme.

8. TRANSFER AND VESTING OF UNDERTAKING

Without prejudice to the generality of Clause 7 above, subject to the provisions of this Scheme as specified herein and with effect from the Appointed Date, the entire Undertaking of the Transferor Company shall be transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company in the following manner:

- 8.1. All assets and liabilities of the Undertaking of whatsoever nature and wheresoever situated, shall, pursuant to the provisions of Section 230 read with Section 232 and all other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing (save as provided in sub-clauses 8.2 to 8.15 below), be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become as and from the Appointed Date, the assets and liabilities of the Undertaking of the Transferee Company and to vest in the Transferee Company, all the rights, title, interest or obligations therein.

Provided that for the purpose of giving effect to the vesting order passed by the Hon'ble NCLT under Section 232 of the Act in respect of this Scheme, the Transferee Company shall be entitled to get effected the change in the title and the appurtenant legal right(s) upon the vesting of such properties (all the assets and properties, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but not limited to land and building whether freehold or leasehold) in accordance with the provisions of the Act, at the office of the respective Registrar of Assurances or any other Appropriate Authority including stamp authorities, in the jurisdiction where any such property is situated. The Transferee Company shall be entitled to engage in such correspondence, execute such documents and agreements and make such representations as may be necessary to effect the mutation, if required. However, such correspondence, document, and agreements entered into by the Transferee Company in furtherance of this Scheme for ease of completion of mutation shall be deemed to be an integral part of this Scheme and the order sanctioning the same and such correspondence, documents and agreements, shall not constitute a separate instrument.

- 8.2. All immovable properties of the Transferor Company, including land(s) and/or together with buildings and structures standing thereon, estates and rights and interests in all immovable properties of the Transferor Company, whether freehold or leasehold or otherwise and all documents of title, rights and easements, including pending mutation(s) in relation thereto, shall stand vested in and/or deemed to have been vested in the Transferee Company, as successor in interest and/or title to the Transferor Company, by operation of law pursuant to the order(s) of the Hon'ble NCLT

sanctioning this Scheme. Such assets shall stand vested in the Transferee Company and shall be deemed to be and have become the property of the Transferee Company by operation of law. The Transferee Company shall always be entitled to all the rights and privileges attached in relation to such immovable properties and shall be liable to pay appropriate rent, rates and taxes and fulfil all obligations in relation thereto or as applicable to such immovable property. The mutation of the ownership or title, or interest in the immovable properties, if any, in favour of the Transferee Company shall be made and duly recorded by the Appropriate Authorities pursuant to the sanction of this Scheme post the Effective Date in accordance with the terms thereof. The Transferee Company shall, pursuant to the order(s) of the Hon'ble NCLT, be entitled to the delivery and possession of all documents of title to such immovable property. It is hereby clarified that all the rights, title and interest of the Transferor Company in any leasehold properties shall, pursuant to Section 232(4) of the Act and the provisions of this Scheme, without any further act, instrument or deed, be vested in or deemed to have been vested in the Transferee Company.

- 8.3. All the movable assets including cash in hand, if any, capable of passing by manual delivery or constructive delivery or by endorsement and delivery, shall be so delivered or endorsed and delivered, as the case may be, to the Transferee Company, to the end and intent that the ownership and property therein stands transferred to the Transferee Company on such handing over in pursuance of the provisions of Section 232 and other applicable provisions of the Act (as an integral part of the Undertaking). The plant and machinery (if any), which are fastened to land and/or buildings continue to remain movable properties *inter alia* because the said plant and machinery are fastened to land only with a view to have better enjoyment of the movable properties.
- 8.4. In respect of all movables, other than those specified in sub-clause 8.3 above including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, local and other authorities and bodies, customers and other persons, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and/or be deemed to be transferred to and stand vested in the Transferee Company under the provisions of the Act, upon the Scheme becoming effective.
- 8.5. In relation to the assets, properties and rights including tenancy rights, rights arising from contracts, deeds, instruments and agreements, if any, which require, under any law or otherwise, separate documents of transfer including documents for attornment or endorsement, as the case may be, the Transferee Company will execute the necessary documents of transfer including documents for attornment or endorsement, as the case may be, as and when required or will enter into a novation agreement.
- 8.6. Upon the coming into effect of this Scheme and with effect from the Appointed Date, all liabilities including but not limited to all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations forming part of the Undertaking of the Transferor Company or otherwise, all other obligations (including any guarantees, letter of credit or any other instrument or arrangement which may give rise to a contingent liability in whatever form) whether relating to and comprised in any of the Undertaking or otherwise, of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized for its business activities and operations, shall, pursuant to the sanction of this Scheme by the Hon'ble NCLT and under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, along with any charge, Encumbrance, lien or security thereon, and the same shall be assumed by the Transferee Company to the extent they are outstanding on the Effective Date so as to become the liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company, and the Transferee Company shall meet, discharge and satisfy the same in accordance with the terms thereof. Where any of the liabilities of the Transferor Company as on the Appointed Date deemed to be transferred to the Transferee Company, have been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of and for the benefit of the Transferee Company. Further, it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause.
- 8.7. With effect from the Appointed Date, all debts, liabilities (including deferred tax liability), duties, guarantees, indemnities and obligations of every kind, nature, description, whether or not provided for in the books of account of the Transferor Company, under the provisions of Sections 230 to 232 and other applicable provisions of the Act, without any further act, instrument, deed, matter or thing, be transferred to or be deemed to be transferred to the Transferee Company on the same terms and conditions, as applicable, so as to become as on and from the Appointed Date, the debts, liabilities, duties, guarantees, indemnities and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties, guarantees, indemnities and obligations have arisen, in order to give effect to the provisions of this sub-clause.

However, the Transferee Company may, at any time, after the coming into effect of this Scheme in accordance hereof, if so required, under any law or otherwise, execute deeds of confirmation in favor of the creditors, or lenders,

as the case may be, or in favor of any other party to the contract or arrangement to which the Transferor Company is a party or any writing, as may be necessary, in order to give formal effect to the provisions mentioned herein. The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such writings on behalf of the Transferor Company as well as to implement and carry out all such formalities and compliances referred to above.

- 8.8. The transfer and vesting of the Undertaking of the Transferor Company as aforesaid shall be subject to the existing securities, charges and mortgages, if any, subsisting, over or in respect of the property and assets or any part thereof of the Transferor Company.

Provided, however, that any reference in any security documents or arrangements (to which Transferor Company is a party) pertaining to the assets of Transferor Company offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to such assets, as are offered or agreed to be offered as security, pertaining to Transferor Company as are vested in the Transferee Company by virtue of the aforesaid Clauses, to the end and intent that such security, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of the Transferor Company or any of the assets of the Transferee Company. Similarly, the Transferee Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of/to be availed of by it, and the Encumbrances in respect of such indebtedness of the Transferee Company shall not extend or be deemed to extend or apply to the assets so vested.

- 8.9. With effect from the Appointed Date, all permits, quotas, rights, entitlements, tenancies, applications, registrations and licenses relating to brands, trademarks, patents, copyrights, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Undertaking of the Transferor Company and which are subsisting or having effect immediately before the Appointed Date, shall be and remain in full force and effect in favour of the Transferee Company and may be enforced fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a beneficiary or obligee thereto.

- 8.10. With effect from the Appointed Date, any statutory licenses, permissions, clearances, approvals and/or consents held by the Transferor Company and any application made thereof, shall stand vested in, or transferred to, the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities or any other person concerned therewith in favour of the Transferee Company. The benefit of all statutory and regulatory permissions, clearances, licenses, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Transferor Company shall vest in, and become available to, the Transferee Company upon the Scheme becoming effective.

- 8.11. All registrations, benefits, incentives, entitlements, exemptions, subsidies (including but not limited to package scheme of incentive and export subsidy benefits under exports promotion capital goods scheme), special status and other benefits or privileges enjoyed (including minimum alternate tax, sales tax, excise duty, custom duty, service tax, value added tax, goods and service tax and other incentives), granted by any government(s) or by any other person and availed of by the Transferor Company (collectively, the **"Benefits"**) will be transferred to the Transferee Company, on the same terms and conditions as presently available to the Transferor Company, upon the Transferee Company intimating the concerned authority or undertaking the necessary actions for the transfer and/or the Board of Directors of the Transferee Company will be authorized to seek approval or enter into an agreement with the concerned authority and/or undertake such other activity as is necessary for being eligible for the Benefits availed by the Transferor Company.

- 8.12. From the Effective Date and till such time that the names of the bank accounts of the Transferor Company including but not limited to balances with scheduled banks in current accounts and in deposit accounts are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company, in its name, in so far as may be necessary.

- 8.13. All legal proceedings of whatsoever nature by or against the Transferor Company pending and/or arising at the Appointed Date shall be continued and/or enforced until the Effective Date by the Transferor Company. In the event of the Transferor Company failing to continue or enforce any legal proceeding, the same may be continued or enforced by the Transferee Company, at the cost of the Transferee Company. As and from the Effective Date, the legal proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company.

- (a) Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the Merger or anything contained in the Scheme.
- (b) On and from the Effective Date, the Transferee Company may initiate any legal proceedings in relation to the Transferor Company in the same manner and to the same extent as would or might have been initiated by the Transferor Company. On or after the Appointed Date, if any proceedings are taken against the Transferor Company, the same shall be defended by and at the cost of the Transferee Company.

- 8.14. Without prejudice to the above provisions, with effect on and from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company per se shall be considered as intra-party transactions of the Transferee Company for all purposes on and from the Appointed Date.
- 8.15. The Transferee Company, under the provisions of this Scheme, is hereby authorized or be deemed to be authorized to execute all and any writings on behalf of the Transferor Company, to implement and carry out all formalities and compliances in relation to the above-mentioned Clause(s), if required.

9. CONTRACTS, DEEDS, CONSENTS AND OTHER INSTRUMENTS

- 9.1. Upon the coming into effect of this Scheme and with effect from Appointed Date and subject to the other provisions contained in this Scheme, all contracts, deeds, bonds, agreements, arrangements, assurances and other instruments of whatsoever nature to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which is subsisting or having effect immediately before the Effective Date shall be in full force and effect on or against or in favour, as the case may be, of Transferee Company and shall be binding on and may be enforced as fully and effectually as if instead of the Transferor Company, the Transferee Company had been the party thereof.
- 9.2. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking occurs by virtue of this Scheme itself, the Transferee Company may, if so required under any law or otherwise, enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novation's, to which the Transferor Company shall, if necessary, also be party in order to give formal effect to the provisions of this Scheme. Further, the Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme.
- 9.3. Benefits of any and all corporate approvals as may have already been taken by the Transferor Company, whether being in the nature of compliances or otherwise under the Act read with the rules and regulations made thereunder, shall stand vested in the Transferee Company and the said corporate approvals and compliances shall be deemed to have been taken/complied with by the Transferee Company.
- 9.4. The Transferee Company shall be entitled to the benefit of all insurance policies which have been issued in respect of the Transferor Company and the name of the Transferee Company shall be substituted as "Insured" in the policies as if the Transferee Company was initially a party thereto.

10. LEGAL PROCEEDINGS

- 10.1. All legal proceedings of whatsoever nature by or against the Transferor Company pending and/or arising on or after the Appointed Date and relating to the Transferor Company shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Transferee Company in the manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company if this Scheme had not been made.
- 10.2. The Transferee Company undertakes to make relevant applications to have all legal or other proceedings initiated by or against the Transferor Company referred to in Clause 10.1 above transferred in its name respectively, as soon as is reasonably possible after the Effective Date. The Transferee Company shall have the same continued, prosecuted and enforced by or against the Transferee Company, as the successor of the Transferor Company, to the same extent as would or might have been continued and enforced by or against the Transferor Company.

11. STAFF & EMPLOYEES

- 11.1. Upon this Scheme becoming effective, all Employees of the Transferor Company shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date, without any break, discontinuance or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to the Transferor Company on the Effective Date. For the purpose of payment of any compensation, gratuity and other terminal benefits, the uninterrupted past services of such Employees of the Transferor Company with the Transferor Company shall also be taken into account and paid (as and when payable) by the Transferee Company. Upon Scheme becoming effective, the Board of Directors, nomination, remuneration and compensation committee of the Transferee Company shall have sole discretionary powers to recommend and grant ESOP to the eligible Employees of the Transferor Company, after such Employees becomes employees of the Transferee Company pursuant to this Scheme.

11.2. It is expressly provided that, on the Effective Date, the provident fund, gratuity or leave balances or any other special fund or trusts created or existing for the benefit of the Employees of the Transferor Company shall be transferred to and shall get consolidated with the corresponding funds of the Transferee Company subject to complying with all regulatory/legal requirements/approvals under the applicable law. The Transferee Company shall have the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Company in relation to such fund or funds shall become those of the Transferee Company. It is clarified that the services of the Employees will be treated as having been continuous for the purpose of the said funds. From the date of acceptance of the Scheme by the respective Board of Directors of the Transferor Company and the Transferee Company, the Transferor Company shall not vary the terms and conditions of employment of its Employees except in the ordinary course of business. Notwithstanding the above, the Board of Directors of the Transferee Company, if it deems fit and subject to applicable laws, shall be entitled to retain separate trusts within the Transferee Company for the erstwhile fund(s) of the Transferor Company.

12. CONSIDERATION

12.1. Upon the Scheme becoming effective and in consideration of the Merger, including the transfer and vesting of the Undertaking in the Transferee Company, the Transferee Company shall without any further application or deed, issue and allot equity shares of the Transferee Company at face value, credited as fully paid up, to the extent indicated below, to the Eligible Members or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferor Company/the Transferee Company in the following manner (the "**Share Exchange Ratio**"):

"The Transferee Company shall without any further act or deed, issue and allot 1 (one) equity share of face value of Rs. 2 (Rupees Two Only) each of the Transferee Company to each of the Eligible Members."

12.2. In the event of any increase in the issued, subscribed or paid up share capital of the Transferor Company or the Transferee Company or issuance of any instruments convertible into equity shares or restructuring of their respective equity share capital including by way of share split/ consolidation/ issue of bonus shares, free distribution of shares or instruments convertible into equity shares or other similar action in relation to the share capital of the Transferor Company or the Transferee Company at any time before the Record Date, the Share Exchange Ratio shall not be adjusted to take into account the effect of such issuance or corporate actions and assuming conversion of any such issued instruments convertible into equity shares.

12.3. The equity shares of the Transferee Company issued and allotted to the Eligible Members pursuant to this Scheme shall be hereinafter referred to as "**New Equity Shares**".

12.4. The New Equity Shares to be issued to the Eligible Members as above shall be subject to the Memorandum and Articles of Association of the Transferee Company. Further, the New Equity Shares issued shall rank *pari passu* with the existing equity shares of the Transferee Company in all respects including dividends, if any, that may be declared by the Transferee Company on or after the Scheme becoming effective, as the case may be.

12.5. The issue and allotment of the New Equity Shares to the Eligible Members as provided in Clause 12.1 of this Scheme, is an integral part of the Scheme thereof, and shall be deemed to be have carried out without requiring any further act on the part of the Transferee Company or its members as if the procedure laid down under Sections 62 or 42 of the Act and any other applicable provisions of the Act, were duly complied with. It is clarified that no special resolution(s) under Sections 62 or 42 of the Act shall be required to be passed by the Transferee Company separately in a general meeting for issue of the New Equity Shares to the Eligible Members under this Scheme and for the members of the Transferee Company approving this Scheme, it shall be deemed that they have given their consent to the issue of the New Equity Shares to the Eligible Members in terms of and in accordance with this Scheme.

Upon this Scheme becoming effective and upon issuance of the New Equity Shares to the Eligible Members, the equity shares of the Transferor Company shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date.

12.6. The New Equity Shares to be issued and allotted by the Transferee Company to the Eligible Members shall be issued in dematerialized form.

12.7. The investment held by the Transferee Company in the equity and preference share capital of the Transferor Company, if any, shall, without any further application, act, instrument or deed stand cancelled. The share certificates, if any, in relation to the equity and preference shares held by the Transferee Company shall be of no effect and all the shares of the Transferor Company shall be extinguished on the Effective Date.

13. LISTING OF NEW EQUITY SHARES OF THE TRANSFEREE COMPANY

- 13.1. The New Equity Shares to be issued and allotted in terms of Clause 12.1 above, shall, in compliance with the requirement of applicable regulations, be listed and/or admitted to trading on the Stock Exchanges where the existing equity shares of the Transferee Company are listed. The Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with applicable laws or regulations for complying with the formalities of the Stock Exchanges. On such formalities being fulfilled, the Stock Exchanges shall list and/or admit the New Equity Shares for the purpose of trading.
- 13.2. The Transferee Company shall, if and to the extent required, apply for and obtain any approvals from the concerned regulatory authorities for the issue and allotment by the Transferee Company of the New Equity Shares to the Eligible Members under the Scheme and listing thereof.

14. RE-ORGANISATION AND COMBINATION OF AUTHORISED SHARE CAPITAL AND AMENDMENT OF MEMORANDUM OF ASSOCIATION

- 14.1. Upon this Scheme becoming effective, and as an integral part of the Scheme, pursuant to section 61 and other applicable section of the Act
- A. The authorized Preference Share Capital of Qty 4,50,00,000 (Four Crores Fifty Lakhs Only) Preference Shares of Rs. 10/- each (Rupees Ten only) shall be cancelled and correspondingly Authorised Equity Share capital of the Transferor Company shall be increased by Qty 4,50,00,000 (Four Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- each (Rupees Ten only) constituting the total Authorized Equity share capital of the Transferor Company as Rs. 1,02,50,00,000/- (Rupees One Hundred and Two Crores Fifty Lakhs only) comprising of 10,25,00,000 (Ten Crores Twenty-Five Lakhs) Equity Shares of Rs 10/- each (Rupees Ten only) and the consent of the shareholders of the Transferor and Transferee Company to the Scheme, whether at a meeting or otherwise, shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14, 61 of the Companies Act 2013 and section 232 of the Companies Act 2013 and other applicable provisions of the Act would be required to be separately passed, as the case may be and for this purpose.
- B. The authorized Equity share capital of the Transferor Company of Rs. 1,02,50,00,000/- (Rupees One Hundred and Two Crores Fifty Lakhs only) comprising of 10,25,00,000 (Ten Crores Twenty-Five Lakhs) Equity Shares of Rs 10/- each (Rupees Ten only) shall be sub-divided into 51,25,00,000/- (Fifty One Crores and Twenty Five Lakhs) Equity shares of Rs. 2 each amounting to Rs. 1,02,50,00,000/- (Rupees One Hundred and Two Crores Fifty Lakhs only) and the consent of the shareholders of the Transferor and Transferee Company to the Scheme, whether at a meeting or otherwise, shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14, 61 of the Companies Act 2013 and section 232 of the Companies Act 2013 and other applicable provisions of the Act would be required to be separately passed, as the case may be and for this purpose.
- 14.2. Upon this Scheme becoming effective, the authorized share capital of the Transferee Company shall automatically stand increased and modified, without any further act, instrument or deed on the part of the Transferee Company including without payment of stamp duty and fees payable to Registrar of Companies, by the authorized share capital of the Transferor Company as appearing as on the date of certified or authenticated copies of the orders of the Hon'ble NCLT sanctioning this Scheme being filed with the jurisdictional Registrar of Companies. The Memorandum of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders of the Transferee Company to the Scheme, whether at a meeting or otherwise, shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14, 61, of the Act and other applicable provisions of the Act would be required to be separately passed, as the case may be and for this purpose the stamp duties and fees paid on the authorized share capital of the Transferor Company shall be utilized and applied to the increased authorized share capital of the Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee by the Transferee Company for increase in the authorized share capital to that extent.
- 14.3. It is clarified that the approval of the members of the Transferee Company to the Scheme, whether at a meeting or otherwise, pursuant to Sections 230 to 232 and other applicable provisions of the Act, shall be deemed to be their consent/approval also to the amendment of the Memorandum of Association of the Transferee Company as may be required under the Act and Clause V of the Memorandum of Association of the Transferee Company shall stand substituted accordingly by the virtue of the approval of this Scheme.

15. ACCOUNTING TREATMENT

The Transferee company shall account for the amalgamation of the Transferor Company in accordance with "Pooling of Interest Method" of accounting as laid down in Appendix C of Ind AS-103 (Business Combinations of entities under common control) notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, in its books of accounts such that:

- 15.1. The Transferee Company shall record the assets and liabilities, if any, of the Transferor Company vested in it pursuant to this Scheme, at the carrying values as appearing in the consolidated financial statements of Transferee Company.
- 15.2. The identity of the reserves shall be preserved and the Transferee Company shall record the reserves of the Transferor Company in the same form and at the carrying amount as appearing in the consolidated financial statements of Transferee Company.
- 15.3. Pursuant to the amalgamation of the Transferor Company with the Transferee Company, inter-company balances between Transferee Company and the Transferor Company, if any, appearing in the books of the Transferee Company shall stand cancelled.
- 15.4. The value of investments held by the Transferee Company in the Transferor Company shall stand cancelled pursuant to amalgamation.
- 15.5. The Transferee Company shall credit to its share capital account, the aggregate face value of the equity Shares issued by it pursuant to this Scheme
- 15.6. The surplus/deficit, if any arising after taking the effect of clause 15.1, 15.2, 15.4 and 15.5, after giving the effect of the adjustments referred to in clause 15.3, shall be transferred to "Capital Reserve"/" Amalgamation adjustment reserve" in the financial statements of the Transferee Company and shall be presented separately from other capital reserves with disclosure of its nature and purpose in the notes.
- 15.7. In case of any differences in accounting policies between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies
- 15.8. Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative period. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.
- 15.9. For accounting purpose, the Scheme will be given effect from the date when all substantial conditions for the transfer of business are completed.
- 15.10. Any matter not dealt with in this Scheme or hereinabove shall be dealt with in accordance with the applicable Accounting Standards prescribed.

16. CONDUCT OF BUSINESS UNTIL THE SCHEME BECOMES EFFECTIVE

- 16.1. With effect from the Appointed Date and upto and including the Effective Date, Transferor Company shall carry on and be deemed to have been carrying on its business and activities and shall stand possessed of and hold all of the business for and on account of and for the benefit of and in trust for Transferee Company. Further, all the profits or income accruing or arising to Transferor Company or expenditure or losses arising to or incurred by Transferor Company, with effect from the said Appointed Date shall for all purposes and intents be treated and be deemed to be and accrue as the profits or income or expenditure or losses of Transferee Company, as the case may be.
- 16.2. With effect from the date of approval of this Scheme by the Board of Directors of Transferee Company upto and including the Effective Date:
 - (a) The Transferor Company shall (i) carry on and be deemed to have carried on its businesses and activities; and (ii) be deemed to have held and stood possessed of and shall hold and stand possessed of its entire businesses and undertakings, including its assets for and on account of and in trust for the Transferee Company.
 - (b) The Transferor Company shall carry on its businesses and activities in the ordinary course of business with reasonable diligence and business prudence and shall not make borrowings or undertake financial commitments either for itself or on behalf of group companies or any third party or sell, transfer, alienate, mortgage, charge, or encumber or otherwise deal with or dispose of its assets, business or undertaking or any part thereof, save and except in the ordinary course of business or with the prior written consent of the Transferee Company.

- (c) The Transferee Company shall be entitled to apply to the Central Government and any other government or statutory authorities/ agencies/body concerned as are necessary under any law for such consents, approvals, licenses, registrations and sanctions which the Transferee Company may require to carry on the business of the Transferor Company.
- (d) Any income, profits or other funds of the Transferor Company will first be utilized to meet any current or expected liabilities of the Transferor Company, including any tax liabilities or costs in relation to the amalgamation of the Transferor Company with the Transferee Company, before they are utilized for other purposes.
- (e) During the pendency of this Scheme, in the event the Transferor Company distributes dividend (including interim dividend) or issues bonus shares or offers rights shares to its shareholders, the Transferee Company shall be entitled to receive such dividend and bonus shares, and subscribe and/or renounce to such rights shares offered by the Transferor Company, to the extent of the shareholding of the Transferee Company in the Transferor Company.

17. SAVING OF CONCLUDED TRANSACTIONS

The transfer of assets, properties and liabilities under this Scheme shall not affect any transaction or proceedings concluded by the Transferor Company on and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of the Transferee Company.

18. INDEMNITY BY SHAREHOLDERS OF THE TRANSFEROR COMPANY

The shareholders of the Transferor Company shall indemnify and hold harmless the Transferee Company and its directors, officers, representatives, employees and agents (collectively the “**Indemnified Persons**”) for losses, liabilities, costs, charges, expenses whether or not resulting from third party claims, including those paid or suffered pursuant to any actions, proceedings, claims and including interest and penalties discharged by the Indemnified Persons, which may devolve on the Indemnified Persons on account of amalgamation of the Transferor Company into the Transferee Company but would not have been payable by such Indemnified Persons otherwise, in the form and manner as may be agreed amongst the Transferee Company and shareholders of the Transferor Company.

19. DISSOLUTION OF THE TRANSFEROR COMPANY

Upon filing of the certified copies of order of the Hon'ble NCLT sanctioning the Scheme by the Transferor Company and the Transferee Company with the jurisdictional Registrar of the Companies, the Transferor Company shall stand dissolved without being wound-up.

20. DIVIDENDS

- 20.1. The Transferor Company and the Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective members in respect of the accounting periods up to the Effective Date as approved by their respective Board of Directors.
- 20.2. The members of the Transferor Company and the Transferee Company shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing rights under their respective Articles of Association including the right to receive dividends.
- 20.3. For the avoidance of doubt, it is hereby clarified that nothing in this Scheme shall prevent Transferee Company from declaring and paying dividends, whether interim or final, to its members as on the “record date for the purpose of dividend” and those who are members only of the Transferor Company shall not be entitled to dividends, if any, declared by Transferee Company prior to the Effective Date.
- 20.4. It is clarified that the aforesaid provisions in or with respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any member of the Transferor Company and/or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Board of Directors of the Transferor Company and/or the Transferee Company respectively, and subject to the approval, if required, of the members of the Transferor Company and/or the Transferee Company respectively.

21. BOOKS AND RECORDS OF THE TRANSFEROR COMPANY

All books, records, files, papers, databases, catalogues, if any, lists of present and former clients and all other books and records, whether in physical or electronic form, of the Transferor Company, to the extent possible and permitted under applicable laws, be handed over by the Transferor Company to the Transferee Company.

PART C

GENERAL TERMS AND CONDITIONS

22. COMPLIANCE WITH LAW

- 22.1. This Scheme is in compliance with the provisions/requirements of Sections 230 to 232 of the Act, for the purpose of Merger of the Transferor Company into the Transferee Company and other related arrangements and compromise, including reorganization of shareholding, etc., amongst the Transferor Company, the Transferee Company and/or their respective shareholders and creditors.
- 22.2. Upon the Scheme becoming effective, the Transferor Company and the Transferee Company is expressly permitted to revise its financial statements and returns along with prescribed forms, filings and annexures under the Income tax Act, 1961 (including but not limited to, for the purpose of re-computing tax on book profits, and claiming other tax benefits), Wealth-tax Act, 1957, goods & services tax laws, central sales tax law, applicable state value added tax law, service tax laws, excise duty laws, custom duty laws (including but not limited to Package Scheme of Incentive and export subsidy benefits under exports promotion capital goods scheme), VAT law and other tax laws, and to claim refunds and/or credits for taxes paid (including minimum alternate tax, tax deducted at source, etc.), and to claim tax benefits (including but not limited to accumulated tax losses, unabsorbed depreciation etc.) etc. and for matters incidental thereto, if required to give effect to the provisions of the Scheme from the Appointed Date, notwithstanding that the period for filing/revising such returns and claiming refunds/credits may have lapsed without incurring any liability on account of interest, penalty or any other sum.

23. CONSEQUENTIAL MATTERS RELATING TO TAX

- 23.1. This Scheme is in compliance with the conditions relating to 'amalgamation' as specified under Section 2(1B), Section 72A and other relevant sections of the Income-tax Act, 1961 and accordingly regarded as tax neutral. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any retrospective amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the Income-tax Act, 1961 shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with Section 2(1B), Section 72A and other relevant sections of the Income-tax Act, 1961.
- 23.2. All tax assessment proceedings/appeals of whatsoever nature by or against the Transferor Company pending and/or arising at the Appointed Date and relating to the Transferor Company shall be continued and/or enforced until the Effective Date as desired by the Transferor Company. As and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company.
- 23.3. Further, all tax proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the Merger of the Transferor Company into the Transferee Company or anything contained in the Scheme.
- 23.4. Any tax liabilities under the Income-tax Act, 1961, Wealth-tax Act, 1957, customs duty laws, central sales tax, applicable state value added tax, service tax laws, excise duty laws, custom duty laws, goods & services tax, or other applicable laws/regulations dealing with taxes, duties, levies allocable or related to the business of the Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred or stand transferred to Transferee Company. Any surplus in the provision for taxation/duties/levies account including advance tax and tax deducted at source as on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferee Company.
- 23.5. Any refund under the Income-tax Act, 1961, Wealth-tax Act, 1957, customs duty laws, central sales tax, applicable state value added tax, service tax laws, excise duty laws, custom duty laws, goods & services tax, or other applicable laws/regulations dealing with taxes/duties/levies allocable or related to the business and available on various electronic forms (including Form 26AS)/registration of the Transferor Company due to Transferor Company consequent to the assessment made on Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received (on various electronic forms (including Form 26AS)/registration) by the Transferee Company.
- 23.6. All taxes/credits including income-tax, tax on book profits, credit on Minimum Alternate Tax under Section 115JAA of the Income Tax Act, 1961, sales tax, excise duty, custom duty, service tax, value added tax, goods & services tax etc. paid or payable by the Transferor Company in respect of the operations and/or the profits of the business before the Appointed Date, shall be on account of the Transferor Company and, in so far as it relates to the tax payment (including, without limitation, income-tax, tax on book profits, sales tax, excise duty, custom duty, service tax, value added tax, goods & services tax etc.) whether by way of deduction at source, advance tax, MAT credit or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and

shall, in all proceedings, be dealt with accordingly. Further, any tax deducted at source by the Transferor Company/ Transferee Company on payables to the Transferee Company/Transferor Company respectively which has been deemed not to be accrued, shall be deemed to be advance taxes paid by the Transferee Company and shall, in all proceedings be dealt with accordingly.

- 23.7. Obligation for deduction of tax at source on any payment made by or to be made by the Transferor Company under the Income-tax Act, 1961, customs duty laws, central sales tax, applicable state value added tax, service tax laws, excise duty laws, custom duty laws, goods & services tax or other applicable laws/regulations dealing with taxes/duties/levies shall be made or deemed to have been made and duly complied with by the Transferee Company.
- 23.8. Upon the Scheme becoming effective, the Transferee Company shall be entitled to claim refunds or credits, including Input Tax Credits, with respect to taxes paid by, for, or on behalf of, the Transferor Company under applicable laws, including income tax, sales tax, custom duty laws, value added tax, service tax, goods & service tax, CENVAT or any other tax, whether or not arising due to any inter se transaction, even if the prescribed time limits for claiming such refunds or credits have lapsed. For the avoidance of doubt, Input Tax Credits already availed of or utilised by the Transferor Company and the Transferee Company in respect of inter se transactions shall not be adversely impacted by the cancellation of inter se transactions pursuant to this Scheme.
- 23.9. All compliances with respect to taxes or any other law between the respective Appointed Date and Effective Date done by the Transferor Company shall, upon the approval of this Scheme, be deemed to have been complied by the Transferee Company. Without prejudice to the above, upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise or modify or make adjustments as permitted in the respective tax legislations, its income-tax returns, TDS returns, sales tax returns, excise & CENVAT returns, service tax returns, Goods and Service tax returns, other tax returns, notwithstanding that the period for filing / revising such returns may have lapsed and to obtain TDS certificates, including TDS certificates relating to transactions between or amongst the Transferor Company and the Transferee Company, and to claim refunds, advance tax, Minimum Alternate Tax credits and withholding tax credits, benefits of carry forward of accumulated losses, etc., pursuant to the provisions of this Scheme.
- 23.10. In accordance with the goods and service tax laws and rules framed thereunder as are prevalent on the Effective Date, the unutilized credits relating to goods & services tax on inputs / capital goods / input services lying in the accounts of the Undertaking of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, (including in electronic form / registration), as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the goods & services tax payable by it.
- 23.11. Without prejudice to the generality of the above, all benefits, refunds, incentives, losses, credits (including, but without limitation to income tax, tax on book profits, tax deducted at source, wealth tax, service tax, excise duty, central sales tax, applicable state value added tax, goods & services tax etc.) to which the Transferor Company is entitled to in terms of applicable laws, shall be available to and vest in the Transferee Company, (including in electronic form / registration), upon this Scheme coming into effect from Appointed Date.

24. APPLICATION

The Transferor Company and the Transferee Company shall make necessary applications before the Hon'ble NCLT for the sanction of this Scheme under Sections 230 to 232 of the Act and other applicable provisions of the Act, and for seeking orders for dispensing with or convening, holding and/or conducting of the meetings of respective shareholders and creditors and for sanctioning of this Scheme.

25. MODIFICATIONS, AMENDMENTS TO OR WITHDRAWAL OF THE SCHEME

- 25.1. The Transferor Company and the Transferee Company, through approval by their Board of Directors may consent on behalf of all persons concerned, to any modifications or amendments of this Scheme or to any conditions which the NCLT and/or any other authorities under law may deem fit to approve of or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise in carrying out this Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting this Scheme into effect, including but not limited to withdrawal of the Scheme before the Scheme is approved by the NCLT.
- 25.2. The term "any other authority" referred, shall specifically include the Stock Exchanges with which the shares of the Transferee Company are listed and with which the Transferee Company shall file a copy of the Scheme under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 or any other government authority.

25.3. The Transferor Company and the Transferee Company (by their respective Board of Directors or committee(s) formed by Board of Directors or by any persons/key managerial personnel authorised by the Board of Directors) in their full and absolute discretion may withdraw this Scheme prior to the Scheme becoming effective at any time.

26. RATIFICATION OR VALIDITY OF EXISTING RESOLUTIONS

Upon the coming into effect of this Scheme, the resolutions of the Transferor Company as are considered necessary by the Board of Directors/Audit Committee of the Transferee Company, which are valid and subsisting, be considered as resolutions of the Transferee Company. If any such resolutions have any monetary limits approved under the provisions of the Act or other applicable statutory provisions, then the said limits, as are considered necessary by the Board of Directors /Audit Committee of the Transferee Company, shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall be constitute the aggregate of the said limits in the Transferee Company.

27. CONDITIONALITY OF THE SCHEME

This Scheme is conditional upon and subject to the following:

27.1. The Stock Exchanges having issued their observation/no-objection letters as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the circular dated March 10, 2017, bearing reference number CFD/DIL3/CIR/2017/21 issued by SEBI ("**SEBI Scheme Circular**"), as amended or replaced from time to time, on terms acceptable to the Transferor Company and the Transferee Company.

27.2. The Scheme being approved by the respective requisite majorities in number and value of such classes of persons including the respective members and/or creditors, if required, of the Transferor Company and the Transferee Company, as required under the Act and SEBI Scheme Circular and as may be directed by the Hon'ble NCLT or any other Appropriate Authority, as may be applicable.

27.3. The Transferee Company complying with other provisions of the SEBI Scheme Circular, including seeking approval of its shareholders through postal ballot and e-voting. The Scheme shall be acted upon only if the number of votes cast by public shareholders of the Transferee Company in favour of the proposal are more than the number of votes cast by public shareholders of the Transferee Company against it, in accordance with the SEBI Scheme Circular, subject to modification, if any, in accordance with any subsequent circulars and amendments that may be issued by SEBI from time to time. The term "public" shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957.

27.4. The requisite sanctions and approvals of Appropriate Authority, as may be required by law, in respect of the Scheme being obtained.

27.5. The sanction of this Scheme by the Hon'ble NCLT under Sections 230 to 232 of the Act, and other applicable provisions, if any of the Act in favour of the Transferor Company and the Transferee Company.

27.6. Requisite form along with certified or authenticated copy of the order of the Hon'ble NCLT sanctioning the Scheme being filed with the Registrar of Companies, Mumbai by the Transferor Company and the Transferee Company.

28. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS AND / OR REVOCATION OF THE SCHEME

28.1. In the event of necessary sanctions and approvals not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by the Hon'ble NCLT and/or order or orders not being passed by such date as may be mutually agreed upon by the respective Board of Directors of the Transferor Company and the Transferee Company, this Scheme shall stand revoked, cancelled and be of no effect.

28.2. In the event of revocation under Clause 28.1 above, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Transferor Company and the Transferee Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the applicable law and in such case, each Company shall bear its own costs unless otherwise mutually agreed.

28.3. The Board of Directors of the Transferor Company and the Transferee Company shall be entitled to withdraw this Scheme any time prior to the Effective Date.

28.4. Further, the Board of Directors of the Transferor Company and the Transferee Company shall be entitled to revoke, cancel and declare the Scheme of no effect if the Board of Directors of the Transferor Company and the Transferee Company are of view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing

of the drawn-up orders with any authority could have an adverse implication(s) on the Transferor Company or the Transferee Company.

28.5. If any part of this Scheme hereof is invalid, ruled illegal by any Hon'ble NCLT of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Transferor Company and the Transferee Company that such part shall be severable from the remainder of the Scheme. Further, if the deletion of such part of this Scheme may cause this Scheme to become materially adverse to the Transferor Company and/or the Transferee Company, then in such case the Transferor Company and/or the Transferee Company shall attempt to bring about a modification in the Scheme, as will best preserve for the Transferor Company and the Transferee Company the benefits and obligations of the Scheme, including but not limited to such part.

29. SEQUENCING OF EVENTS

Upon the sanction of this Scheme, and upon this Scheme becoming effective, the following shall be deemed to have occurred/shall occur and become effective and operative, only in the sequence and in the order mentioned hereunder:

- (a) Amalgamation of Transferor Company into and with Transferee Company in accordance with Part A and Part B of the Scheme.
- (b) Transfer of the authorized share capital of the Transferor Company to the Transferee Company in accordance with Clause 14 of the Part B of this Scheme, and consequential increase in the authorized share capital of the Transferee Company.
- (c) Dissolution of Transferor Company without winding up in accordance with Clause 19 of this Scheme.
- (d) Issue and allotment of the New Equity Shares of the Transferee Company to the Eligible Members.

30. REMOVAL OF DIFFICULTIES

The Transferor Company and the Transferee Company may, through mutual consent and acting through the respective Board of Directors, agree to take steps, as may be necessary, desirable or proper, to resolve all doubts, difficulties or questions, whether by reason of any orders of the Hon'ble NCLT or any directives or orders of any governmental authorities or otherwise rising out of, under or by the virtue of this Scheme in relation to the arrangement contemplated in this Scheme and/or matters concerning or connected therewith.

31. COSTS, CHARGES AND EXPENSES

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne by the Transferee Company.

IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH, COURT-III

C.A. (CAA) No. 28 of 2022

In the matter of Sections 230-232
and other applicable provisions of
the Companies Act, 2013 and rules
made thereunder;

And

In the matter of Scheme of Merger
by Absorption of Starlite Lighting
Limited ('First Applicant Company'/
'Transferor Company'/ 'SLL') with
Bajaj Electricals Limited ('Second
Applicant Company'/ 'Transferee
Company'/ 'BEL') and their
respective Shareholders.

Starlite Lighting Limited)
Public Limited Company incorporated)
under the Companies Act, 1956 having its)
Registered Office situated at Gat No. 423-)
426, Mumbai-Agra Highway, Post)
Wadivarhe - 422403, Taluka - Igatpuri,)
District - Nashik, Maharashtra, India.)
CIN: U31300MH1995PLC090213.)

)... **First Applicant Company/
Transferor Company**

Bajaj Electricals Limited)
Public Limited Company incorporated)
under the Indian Companies Act, 1913)
having its Registered Office situated at)
45/47, Veer Nariman Road, Mumbai -)
400001, Maharashtra, India.)
CIN: L31500MH1938PLC009887.)

)... **Second Applicant Company/
Transferee Company**

(SLL and BEL hereinafter collectively referred to as '**the Applicant
Companies**')

Order delivered on 21.02.2022



Coram:

Hon'ble Shri. H.V. Subba Rao, Member (Judicial)
Hon'ble Shri. Chandra Bhan Singh, Member (Technical)

Appearance (through video conferencing):

For the Petitioner Companies : Mr. Ajit Singh Tawar i/b Ajit Singh Tawar &
Co., Advocates

ORDER

1. The Counsel for the Applicant Companies submits that the present Scheme is a Scheme of Merger by Absorption of Starlite Lighting Limited (Transferor Company) with Bajaj Electricals Limited (Transferee Company) and their respective Shareholders (the "Scheme") under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
2. The Counsel for the Applicant Companies further submits that the First Applicant Company is engaged in the business of manufacture of different consumer electrical products including: (i) lighting products including compact fluorescent lamps (CFLs) and light emitting diode (LED) of various shapes, sizes, lumens etc.; and (ii) consumer electrical appliances like water heaters (storage and instant), mixers, food processors, juicers, hand blenders, room heaters (oil filled radiators), fans etc. The Second Applicant Company is engaged in the business of diversified range of products and services including sales, distribution and marketing of electrical appliances, manufacture of fans and high masts, poles and towers and products relating to industrial, commercial, and domestic lighting, undertaking turnkey, commercial and rural lighting projects, design, manufacture, erection and commissioning of high masts, poles and towers.
3. The Counsel for the Applicant Companies submits that the Board of Directors of the Applicant Companies in their respective meetings held on 25th May, 2021 has approved the proposed Scheme. The Board



Resolution approving the Scheme for the Applicant Companies was annexed as "Annexure E (Colly)" to the Company Scheme Application.

4. The Appointed Date in the Scheme is 1st Day of April, 2021.
5. The Authorised, Issued, Subscribed and Paid-up Share Capital of the Applicant Companies is as under:
 - a. The Authorised Share Capital of the First Applicant Company as on 31st March, 2021 is ₹1,02,50,00,000/- divided into 5,75,00,000 Equity Shares of ₹10/- each and 4,50,00,000 Preference Shares of ₹10/- each. The Issued, subscribed and paid up Share Capital of the First Applicant Company as on 31st March, 2021 is ₹ 57,50,00,000/- divided into 1,25,00,000 Equity Shares of ₹10/- each, 1,00,00,000 9% cumulative redeemable preference shares of ₹10/- each 50,00,000 9% non-convertible cumulative redeemable preference shares of ₹10/- each and 3,00,00,000 0% non-convertible redeemable, non-cumulative preference shares of ₹10/- each.
 - b. Subsequent to 31st March 2021 there has been a change in the Issued, Subscribed and Paid-up share capital of the First Applicant Company, the Issued, subscribed and paid up Share Capital of the First Applicant Company as on 30th September, 2021 is ₹1,02,50,00,000/- divided into 5,75,00,000 Equity Shares of ₹10/- each, 1,00,00,000 9% cumulative redeemable preference shares of ₹10/- each, 50,00,000 9% non-convertible cumulative redeemable preference shares of ₹10/- each and 3,00,00,000 0% non-convertible redeemable, non-cumulative preference shares of ₹10/- each.
 - c. The Authorised Share Capital of the Second Applicant Company as on 31st March, 2021 is ₹40,00,00,000/- divided into 20,00,00,000 Equity Shares of ₹2/- each. The Issued, subscribed and paid up Share Capital of the Second Applicant Company as on 31st March, 2021 is ₹22,90,73,238/- divided into 11,45,36,619 Equity Shares of ₹2/- each.

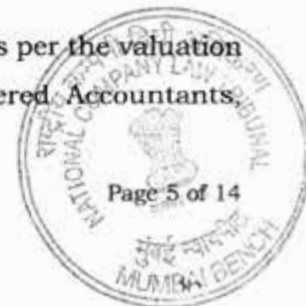


- d. Subsequent to 31st March 2021 there has been a change in the Issued, Subscribed and Paid-up share capital of the Second Applicant Company, the Issued, subscribed and paid up Share Capital of the Second Applicant Company as on 30th September, 2021 is ₹ 22,94,81,918/- divided into 114,740,959 Equity Shares of ₹2/- each.
6. The Counsel for the Applicant Companies further submits that the rationale for the Scheme are as follows:
- a. SLL is a manufacturer of different consumer electrical products such as lighting products including CFLs and LED; also, manufacturer of consumer electrical appliances like water heaters, mixers including new models, food processors, juicers, hand blenders, room heaters (oil filled radiators), fans etc.
- b. SLL has manufacturing plant located at Wadivarhe, Igatpuri, Nashik, which is a major emerging industrial city in the State of Maharashtra, with good geographical location and has a great connectivity of roads. The plant is located at prime location which is easily accessible.
- c. BEL is part of the globally renowned Bajaj Group of Companies, one of the largest Indian conglomerates with business interests across several sectors. BEL business is spread across – consumer products (appliances, fans, lighting etc.), and EPC (illumination, transmission towers and power distribution), in India and outside India.
- d. SLL and BEL are engaged in the similar line of business i.e. manufacturing and distribution of consumer products, lighting and allied products which complement to each other.
- e. SLL is presently an Original Equipment Manufacturer (“OEM”) vendor for BEL and BEL is the largest customer of products manufactured by SLL. Merger is in line with BEL’s strategic decision to increase in-house manufacturing and reduce dependency on OEM vendors.
- f. Since the year 2007, BEL has made strategic investments, firstly in the equity share capital of SLL and later in the preference share capital



of SLL from time to time. Further, BEL has also provided several long-term and short-term loans, as well as trade advances to SLL over the years. Also, BEL has given corporate guarantees to lenders for loans availed by SLL from its lenders. Accordingly, the Merger of SLL with BEL will enable consolidation of business of SLL into BEL for strategic and commercial considerations.

- g. SLL has a good production line, which manufactures good quality products and has a skilled, competent and experienced labour force which are required for manufacturing such products. BEL will reap long-term benefits by absorbing such production line and skilled labour force including safeguarding the intellectual property and designs of certain products which are proposed to be launched in markets with its unique fit, finish and features, which can distinguish its products from competitors.
 - h. Merger of SLL with BEL will lead to a more efficient utilization of capital, greater business synergies, superior deployment of brand promotion, sales and distribution strategies and create a consolidated and diversified base for future growth.
 - i. The Merger will result in administrative and operational rationalization and promote organizational efficiencies with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters.
 - j. There is no likelihood that any creditor of the Transferor Company or the Transferee Company will be prejudiced as a result of the Scheme. The Scheme will neither impose any additional burden on the shareholders of the Transferor Company, nor will it adversely affect the interests of any of the shareholders or creditors of the Transferor Company and Transferee Company. Further, the Scheme is only for the Merger of the Transferor Company with the Transferee Company and is not an arrangement with the creditors of any of the entities involved.
7. The Counsel for the Applicant Companies state that as per the valuation report of the M/s. R V Shah & Associates, Chartered Accountants,



Registered Valuer (IBBI/RV/06/2018/10240), the consideration proposed is as under:

"The Transferee Company shall without any further act or deed, issue and allot 1 (one) equity share of face value of ₹2 (Rupees Two Only) each of the Transferee Company to each of the Eligible Members."

8. The Counsel for the Applicant Companies states that there are 20 (Twenty) Equity Shareholders and 1 (One) Preference Shareholder in the First Applicant Company. The entire Preference Share Capital of the First Applicant Company is held by the Second Applicant Company. 19 (Nineteen) Equity shareholders constituting 98.20% of the entire Equity Share Capital and Sole Preference Shareholder of the First Applicant Company have given their consent in writing to the proposed Scheme. In view of the consent affidavits filed by the 19 Equity Shareholders (constituting 98.20% of the entire Equity Share Capital) and Sole Preference shareholder (constituting entire 100% of the Preference Share Capital) of the First Applicant Company, the meetings of the Equity Shareholders and Preference Shareholders of the First Applicant Company, for the purpose of considering and, if thought fit, approving the proposed Scheme with or without modification(s) are hereby dispensed with. The Consent affidavits are annexed as "Annexure L2 (Colly)" and "Annexure L3 (Colly)" respectively to the Company Scheme Application. The Counsel for the First Applicant Company further states that the out of 20 Shareholders one shareholders i.e. Starlite Components Ltd holding 1.20 % shareholding is admitted to CIRP on 29.01.2020 in C.P. (IB)- 3550/MB/IBC/2019 by this NCLT, the Counsel further undertakes to procure the consent affidavit of Starlite Components Ltd before the final sanction to the scheme is accorded by this Tribunal.
9. The Counsel for the Applicant Companies submits that the First Applicant Company has 1 (One) Secured Creditor having debt amounting



to ₹13,86,45,768/- (Rupees Thirteen Crores Eighty-Six Lakhs Forty-Five Thousand Seven Hundred and Sixty-Eight Only) as on 30th September, 2021. The First Applicant Company is directed by the Bench to obtain the approval of the secured Creditor well before the final hearing and approval of the Scheme.

10. The Counsel for the Applicant Companies submits that the First Applicant Company has 222 (Two hundred and Twenty-two) Unsecured Creditors, the aggregate debt value of such unsecured creditors being ₹5,02,79,69,794/- (Rupees Five Hundred and Two Crore Seventy-Nine Lakh Sixty-Nine Thousand Seven Hundred Ninety-Four Only) as on 30th day of September, 2021. List of Unsecured Creditors of the First Applicant Company certified by the Statutory Auditor vide certificate dated 9th December 2021 as issued by Messrs S R B C & CO LLP, was annexed as "Annexure N1 (Colly)" to the Company Scheme Application. Further, since the present Scheme is an arrangement between the Applicant Companies and their Shareholders as contemplated in Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Companies Act, 2013, as there is no compromise or arrangement with Creditors as it does not affect the rights and interests of the Creditors of the First Applicant Company. Further there is no diminution of liability of any of the Creditors of the First Applicant Company who will be paid off in the ordinary course of business. In addition to this, the Second Applicant Company, which is also an Unsecured Creditor of the First Applicant Company, having an outstanding debt amount of ₹4,65,67,53,695/-, constituting 93% of aggregate value of unsecured creditors has given its consent to the Proposed Scheme by way of consent affidavit annexed as "Annexure N2" to the Company Scheme Application and further undertakes to issue notice to other unsecured creditors. In view of this, the meeting of the Unsecured Creditors of the First Applicant Company deserves to be dispensed with accordingly; the meeting of



Unsecured Creditors of the First Applicant Company is hereby dispensed with.

11. The Counsel for the Applicant Companies states that the equity share capital of the Second Applicant Company is listed on BSE Ltd. and National Stock Exchange of India Ltd. accordingly its equity shares are (widely and publicly) traded on nation-wide terminals. A Certificate dated 1st December, 2021 as issued by Messrs Katre Barwe & Associates, a partnership firm of practicing chartered accountants verifying Shareholding Pattern of the Second Applicant Company as on 30th September, 2021 was annexed to the Company Scheme Application as "Annexure M". Accordingly, the meeting of the Equity Shareholders of the Second Applicant Company be convened and held through Video Conferencing or Other Audio-Visual Means (VC/OAVM), on Tuesday, 31st day of May, 2022 at 11:00 A.M. for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed Scheme.
12. The Second Applicant Company is directed to:
 - i. Issue Notice convening meeting(s) of the shareholders of the Second Applicant Company in Form No. CAA.2 as per Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
 - ii. Issue Statement containing all the particulars as per Section 230(3) of the Companies Act, 2013;
 - iii. Advertise the Notice convening meeting(s) in Form No. CAA.2 as per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
13. That at least one month before the said meeting of the Equity shareholders of the Second Applicant Company to be held as aforesaid, a notice convening the said meeting at the place, day, date and time as aforesaid, together with a copy of the Scheme, a copy of statement



disclosing all material facts as required under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016, shall be sent by Courier/ Registered Post / Hand Delivery / Speed Post or through Email (to those shareholders whose email addresses are duly registered with the Second Applicant Company for the purpose of receiving such notices by email), addressed to each of the Shareholders of the Second Applicant Company, at their last known address or email addresses as per the records of the Second Applicant Company, as on cut-off date determined by the Board of Directors of the Second Applicant Company. The notice of the aforesaid meeting of the Second Applicant Company shall be advertised in Form No. CAA.2 as per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in two newspapers viz. "Business standard" in English and translation thereof in "Navshakti" in Marathi, both circulated in the State in which registered office of the Company is situated, not less than one month before the date fixed for the meeting. The Second Applicant Company shall host the notices of meeting as directed herein, on its website.

14. Mr. Shekhar Bajaj, Managing Director of the Second Applicant Company failing him Mr. Anuj Poddar, Director of the Second Applicant Company failing him Mr. Shailesh Haribhakti, Independent Director of the Second Applicant Company shall be the Chairman of the meeting of the Equity Shareholders of the Second Applicant Company to be held as aforesaid or any adjournments thereof. The Chairman for the aforesaid meeting shall be paid such amount for the services rendered as may be decided by the Board of Directors of the Second Applicant Company.
15. The Scrutinizer for the aforesaid meeting of Equity shareholders shall be Anant B. Khamankar & Co., Practicing Company Secretaries with a remuneration as may be decided by the Board of Directors of the Second Applicant Company, for the services rendered.



16. The Chairman appointed for the aforesaid meeting to issue the advertisement and send out the notices of the meeting referred to above. The said Chairman of the meeting shall have all powers as per Articles of Association and also under the Companies Act, 2013 in relation to the conduct of the meeting, including for deciding procedural questions that may arise at the aforesaid meeting or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
17. The quorum of the aforesaid meeting of equity shareholders of the Second Applicant Company shall be as prescribed under Section 103 of the Companies Act, 2013, present either in person or by authorized representative. If the quorum is not present within half an hour from the time appointed for the holding of the meeting, the members present shall be the quorum and the meeting shall be held.
18. The voting by authorized representative in case of body corporate be permitted, provided that authorization duly signed by the person entitled to attend and vote at the meeting, is filed with the Second Applicant Company at the Registered Office not later than 48 hours before the aforesaid meeting.
19. The value and number of the shares of each shareholder of the Second Applicant Company shall be in accordance with the books/register of the Second Applicant Company and where the entries in the books/register are disputed, the Chairman of the meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
20. The Chairman of the meeting of the Second Applicant Company to report to this Tribunal, the results of the aforesaid meeting within 30 (thirty) days of the conclusion of the meeting and the said report shall be verified by his Affidavit.



21. The Counsel for the Applicant Companies submits that the Second Applicant Company has 3 (Three) Secured Creditors amounting to ₹66,17,47,223/- (Rupees Sixty-Six Crore Seventeen Lakh Forty-Seven Thousand Two Hundred and Twenty-Three Only) as on 30th September, 2021. The Second Applicant Company is directed by the Bench to obtain the approval of the secured Creditors well before the final hearing and approval of the Scheme.
22. The Counsel for the Applicant Companies submits that the Second Applicant Company has 9,191 (Nine Thousand One Hundred and Ninety-One) Unsecured Creditors amounting to ₹15,87,75,58,454/- (Rupees One Thousand Five Hundred Eighty-Seven Crore Seventy-Five Lakh Fifty-Eight Thousand Four Hundred and Fifty-Four only) as on 30th September, 2021. List of Unsecured Creditors of the Second Applicant Company certified by the Statutory Auditor vide certificate dated 1st December, 2021 as issued by Messrs S R B C & CO LLP, was annexed as "Annexure O (Colly)" to the Company Scheme Application. Further, since the present Scheme is an arrangement between the Applicant Companies and their shareholders as contemplated in Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Companies Act, 2013, as there is no compromise of arrangement with Creditors as it does not affect the rights and interests of the Creditors of the Second Applicant Company. Further there is no diminution of liability of any of the Creditors of the Second Applicant Company who will be paid off in the ordinary course of business. In view of above, the meeting of the Unsecured Creditors of the Second Applicant Company is hereby dispensed with. However, the Second Applicant Company is hereby directed to issue notices to the Unsecured Creditors who are having outstanding value of ₹1,00,000/- and above, with the direction that they may submit their representation, if any, to the Tribunal and copies of such representation shall simultaneously be served upon the Second



Applicant Company. The notice be sent by Courier/ Registered Post AD/Speed Post/Email (to those unsecured creditors whose e-mail address are duly registered with Second Applicant Company) or hand delivery at their last known address as per the records of the Second Applicant Company as required under Section 230(3) of the Companies Act, 2013 as may be feasible. It shall be the responsibility of the Second Applicant Company to ensure that the Creditors as indicated above are put on notice regarding the Scheme, so that they may take an informed decision thereon.

23. The First Applicant Company is directed to serve notices along with copy of the Scheme upon: - (i) the Central Government through the office of Regional Director, Western Region, Mumbai (ii) Registrar of Companies, Maharashtra Mumbai (iii) Directorate of Industries, Maharashtra; (iv) Income Tax Authority; and (v) Concerned Goods and Services Tax office within whose jurisdiction the First Applicant Company is assessed to tax, as mentioned hereunder:

Sr. No.	Applicant Company	PAN	Address of the Authority
1	First Applicant Company	AACCS4988E	ACIT Circle-1, Nashik Kendriya Rajaswa Bhavan, Gadkari Chowk, Agra Road, Nashik

Sr. No.	Applicant Company	GSTIN	Address of the Authority
1	First Applicant Company	27AACCS4988E1Z1	The Superintendent Range - Tapovan Division - Nashik -II Plot No 155, Sector P-34, Jaishtha & Vaishakha, CIDCO, Nashik - 422008.

with a direction that they may submit their representations, if any, within a period of thirty days from the date of receipt of such notice to the Tribunal with copy of such representations shall simultaneously be served upon the First Applicant Company failing which it shall be



presumed that the authorities have no representations to make on the proposed Scheme.

24. The Second Applicant Company is directed to serve notices along with copy of the Scheme upon: - (i) the Central Government through the office of Regional Director, Western Region, Mumbai (ii) Registrar of Companies, Maharashtra Mumbai (iii) Directorate of Industries, Maharashtra; (iv) BSE Limited; (v) National Stock Exchange of India Limited; (vi) Securities Exchange and Board of India; (vii) Income Tax Authority; and (viii) Concerned Goods and Services Tax office within whose jurisdiction the Second Applicant Company is assessed to tax, as mentioned hereunder:

Sr. No.	Applicant Company	PAN	Address of the Authority
1	Second Applicant Company	AAACB2484Q	Circle 2(1) (1), Income Tax Office Aayakar Bhavan, Maharshi Karve Road, Churchgate, Mumbai - 400020.

Sr. No.	Applicant Company	GSTIN	Address of the Authority
1	Second Applicant Company	27AAACB2484Q1Z8	The Superintendent Range I, Division II, CGST & C.EX. Mumbai South Commissionerate, 1st floor, Meher Building, Bombay Garage, Dadi Seth Lane, Girgaon Chowpati, Mumbai 400007.

with a direction that they may submit their representations, if any, within a period of thirty days from the date of receipt of such notice to the Tribunal with copy of such representations shall simultaneously be served upon the Second Applicant Company failing which, it shall be presumed that the authorities have no representations to make on the proposed Scheme, pursuant to Section 230(5) of the Companies Act,



2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

25. The First Applicant Company is directed to serve notice along with copy of Scheme upon Official Liquidator, High Court Bombay. The Tribunal is appointing M/s. B. L. Tekriwal & Co., Chartered Accountants having their office at 86-92, Sitaram Podar Marg, Fanaswadi, Mumbai-400002, Contact No. 9987608398, with a remuneration of ₹2,00,000/- along with the applicable taxes for the services to assist the Official Liquidator to scrutinize books of accounts of the First Applicant Company for the last five years. The Official Liquidator may submit his representations, if any, within a period of thirty (30) days from the date of the receipt of such notice to the Tribunal and a copy of such representation shall simultaneously be served upon the Transferor Company, failing which, it shall be presumed that the Official Liquidator has no representations to make on the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
26. The Chairman appointed for the meeting shall file a Compliance Report not less than 7 (seven) days before the date fixed for the holding of meeting(s) of Equity Shareholders of the Second Applicant Company and do report to this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.

Sd/-

CHANDRA BHAN SINGH
MEMBER (TECHNICAL)

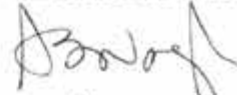
Sd/-

H.V. SUBBA RAO
MEMBER (JUDICIAL)

Certified True Copy
Copy Issued "free of cost"
On 14.03.2022

A. S. Sonawani
Deputy Registrar
National Company Law Tribunal Mumbai Bench
Government of India





Annexure C1
Rashmi Shah FCA
 Registered Valuer - IBBI/RV/06/2018/10240 (Securities or Financial Assets)
 For R V Shah & Associates
 Chartered Accountants
 108, Sujata, Station Road, Malad E, Mumbai - 400 097
 M: +91 98202 99754 | L: +91 22 3561 3144 | E: rashmi@rvs-ca.com

Date: 24th May 2021

To,

The Audit Committee & Board,
 Bajaj Electricals Limited
 45/47, Veer Nariman Road, Mumbai - 400 001, Maharashtra

&

To,

The Audit Committee & Board,
 Starlite Lighting Limited
 Gat No. 423-426, Mumbai-Agra Highway, Post Wadiwarha-422403, Taluka-
 Igatpuri, District - Nashik, Maharashtra

Dear Sirs,

Sub: Recommendation of Fair Equity Share Exchange Ratio as consideration for the Proposed Amalgamation ('Proposed Transaction', 'Merger') of Starlite Lighting Limited ('SLL') ('Transferor Company') with Bajaj Electricals Limited ('BEL') ('Transferee Company')

We understand that the Management of above companies are contemplating a Scheme of Amalgamation under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, and Rules framed there under (hereinafter referred to as "the Scheme") whereby it is proposed to amalgamate Starlite Lighting Limited ("SLL" or "the Transferor Company") into Bajaj Electricals Limited ("BEL" or "the Transferee Company"), on a going concern basis.

In this regard, Rashmi Shah FCA, Registered Valuer under the category of Securities or Financial Assets with IBBI Registration No. IBBI/RV/06/2018/10240 ('RVS') (hereinafter referred to as 'Valuer' or 'We') has been appointed to recommend the fair share exchange ratio of equity shares for the proposed amalgamation of Starlite Lighting Limited with Bajaj Electricals Limited (BEL and SLL are hereinafter jointly referred to as 'the Companies') as required under the provisions of the Companies Act, 2013 and also as required under various SEBI circulars including SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated November 3, 2020 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (jointly referred to as "SEBI Circulars") for Schemes of Arrangement involving companies listed on recognized stock exchanges in India.



Privileged & Confidential



**Recommendation of Fair Equity Share Exchange Ratio for Proposed Amalgamation of
Starlite Lighting Limited with Bajaj Electricals Limited**

This Report is structured under the following broad heads:

- Background
- Information sources
- Valuation Standards followed and Procedure adopted for Valuation
- Valuation Methodology
- Share Issuance Ratio and Conclusion
- Scope Limitation

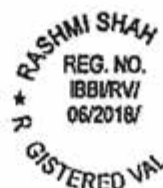
BACKGROUND

Bajaj Electricals Limited

- BEL (CIN: L27310WB1990PLC050000) is a public limited company incorporated on 14th July 1938 and having its registered office at 45/47, Veer Nariman Road, Mumbai - 400001.
- BEL's business is spread across Consumer Products (Appliances, Fans, Lighting), Exports, Illumination and EPC (Illumination, Transmission Towers and Power Distribution). The company also has a presence in premium home appliance and cookware segments, with brands like Morphy Richards and Nirlep.
- Equity shares of BEL are listed on National Stock Exchange of India ("NSE") and Bombay Stock Exchange ("BSE").
- The shareholding pattern of BEL as of 31st March 2021 is as under:

Particulars	Amount (Rs.)	% shareholding
Promoter & Promoter Group	7,23,42,278	63.16%
Public	4,21,94,341	36.84%
Total	11,45,36,619	100.00%

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Starlite Lighting Limited

- SLL was incorporated in India under the Companies Act, 1956 on 04th July 1995 with CIN U31300MH1995PLC090213. The registered office of the Company is located at Gat No 423- 426, Mumbai- Agra Highway, Post: Wadivarhe, Tal – Igatpuri, Dist. Nashik - 422 403.
- SLL was promoted for the manufacture and sale of CFL bulbs and other electrical products. In the year 2007, the Company invited Bajaj Electricals Limited ('BEL') as a strategic partner for further expansion and diversification of its business. SLL has 4 manufacturing plants located at Nasik, Maharashtra. The manufacturing facilities are developed in a total constructed area of over 8,000 sqm.
- SLL is not listed on any recognized stock exchanges.
- The shareholding pattern of SLL as of 11th May 2021 is as under:

Sr.no	Name of Shareholders	No of Shares	% of Shareholding
1	M/s Bajaj Electricals limited	5,08,74,990	88.48
2	M/s Jannalal Sons Pvt. Ltd.	16,25,000	2.83
3	M/s Starlite Components limited	6,87,500	1.20
4	Mr. Ravindra S Bharati	25,60,000	4.45
5	Mr. Arvind S Bharati	7,02,500	1.22
6	Mrs. Rochana Bharati	6,00,000	1.04
7	Mrs. Ashu Arvind Bharati	1,00,000	0.17
8	Mrs. Shilpa Ravindra Bharati	1,00,000	0.17
9	Mr. Anand G. Gupta	1,50,000	0.26
10	Mrs. Chetna A. Gupta	1,00,000	0.17
11	Mr. Siddhesh Vilas Gokhale	1	0.00
12	Mr. Binda Prasad Misra	1	0.00
13	Mr. Bhupendra Mulchandbhai Shah	1	0.00
14	Mr. Mukund Anant Umadikar	1	0.00
15	Mr. Abhay Suresh Takalkar	1	0.00
16	Mr. Kalpit Vinod Shah	1	0.00
17	Mr. Shrinivas Subhash Gokhale	1	0.00
18	Mr. Parimal V Navare	1	0.00
19	Mr. Neelesh Arun Mhatre	1	0.00
20	Mr. Jayant Dattatraya Puranik	1	0.00
Total equity shares		5,75,00,000	100.00



INFORMATION SOURCES

We have relied on the following sources of information and documents:

- Audited financial statements of SLL for the years ended 31 March 2019, 31 March 2020 and 31st March 2021;
- Projected financials of SLL for the period 01st April 2021 till 31st March 2026
- Financial statements of BEL for the period ended 31st December 2020
- Annual report of BEL for the year ended 31 March 2018, 31 March 2019 and 31 March 2020
- Memorandum and Articles of Association of BEL and SLL;
- Draft Scheme of Amalgamation;
- Latest shareholding details of BEL and SLL;
- Our regular discussions with management representatives of the companies.

We have also relied on published and secondary sources of data whether or not made available by the Companies.



VALUATION STANDARDS FOLLOWED AND PROCEDURES ADOPTED FOR VALUATION

- We have performed the valuation analysis, to the extent possible, in accordance with ICAI Valuation Standards, 2018 issued by the Institute of Chartered Accountants of India ('IVS'). IVS 301 on Business Valuation deals with valuation of a business or business ownership interest (i.e., it includes valuation of equity shares).
- In connection with this exercise, we have adopted the following procedures to carry out the valuation analysis:
 - Requested and received relevant data from the Management
 - Discussions with the Management on understanding of the businesses of the Companies - business and fundamental factors that affect their earning capacity including historical performance, future plans and prospects, etc.
 - Obtained and analysed data available in public domain, as considered relevant by us
 - Obtained and analysed market prices and other data involving equity shares of the Companies and of comparable companies
 - Selection of valuation approach and valuation methodology/ (ies), in accordance with IVS, as considered appropriate and relevant by us
 - Determination of values of the equity shares of the Companies, as relevant
 - Preparation and issuance of this valuation report

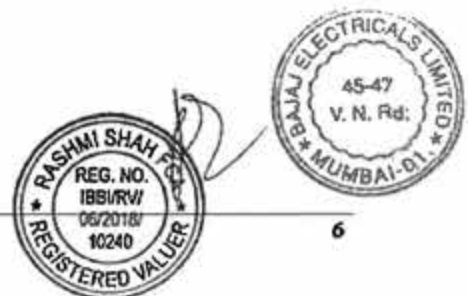


VALUATION APPROACHES AND METHODOLOGIES

- As per the Scheme, the equity shareholders of SLL will be issued equity shares of BEL as consideration for the proposed amalgamation. In accordance with IVS, to arrive at the fair share exchange ratio, it is required to determine the fair value of equity shares of SLL and fair value of equity shares of BEL. These values are to be determined on a per share basis and are to be determined independently without considering the proposed transaction. The values are then to be assessed on a relative basis to determine the share exchange ratio.
- For the purpose of valuation, it is necessary to select an appropriate basis of valuation amongst the various valuation techniques. It is universally recognized that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. The application of any particular method of valuation depends upon various factors including the size of company, nature of its business and purpose of valuation. Further, the concept of valuation is all about the price at which a transaction takes place i.e., the price at which seller is willing to sell and buyer is willing to buy. Accordingly, a fair and reasonable approach for valuing the shares of the company is to use a combination of these methods.
- IVS 301 read with IVS 103 specifies that generally the following three approaches for valuation of business / business ownership interest are used:
 - Cost Approach
 - Market Approach
 - Income Approach

Cost Approach – Net Asset Value (NAV) method

- The value under cost approach is determined based on the underlying value of the assets which could be on book value basis, replacement cost basis or on the basis of realizable value. Under NAV method, total value of the business is based either on net asset value or realizable value or replacement cost basis. NAV methodology is most applicable for the business where the value lies in the underlying assets and not the ongoing operations of the business. NAV method does not capture the future earning capacity of the business.



Income Approach – Discounted Cash Flows (DCF) method

- Under the Income Approach, business is valued by converting maintainable or future amount of cash flows to a single current amount either through discounting or capitalization. DCF Method seeks to arrive at the value of the business based on its future cash flows generating capability and the risks associated with the said cash flows. FCFF or free cash flows to the firm (“FCFF”) represents the cash available for distribution to both the owners and the creditors of the business. Risk-adjusted discount rate or Weighted Average Cost of Capital (“WACC”) is applied to free cash flows in the explicit period and that in perpetuity. Adjustments pertaining to debt, surplus/non-operating assets including investments, cash & bank balance and contingent assets/liabilities and other liabilities, as relevant, are required to be made in order to arrive at the value for equity shareholders. The total value for the equity shareholders so arrived is then to be divided by the number of equity shares to arrive at the value per equity share of the company.

Market Approach – Market Price method

- Under the Market Price method, the market price of an equity share as quoted on a recognized Stock Exchange is normally considered as the value of the equity shares of that company, where such quotations are arising from the shares being regularly and frequently traded. Generally, market value is reflective of the investors’ perception about the actual worth of the company. However, in certain situations, the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. Further in case of amalgamation, where the value of shares of one company is required to be evaluated against the value of shares of another company, the volume of shares traded and available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

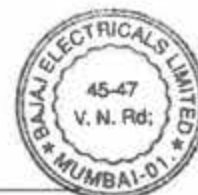
Market Approach – Comparable Companies’ Multiple (CCM) method

- Under CCM Method, the value of shares of the subject company is determined on the basis of multiples derived from valuations of comparable companies. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The Comparable Companies’ Multiple Method arrives at the value of the company by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences, such as growth potential, past track record, size, company dynamics, etc.



SCOPE LIMITATIONS AND DISCLAIMERS

- Valuation analysis and results are specific to the purpose of valuation mentioned in this report as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date.
- We owe responsibility to only the Management of the Company that has retained us and nobody else. We do not accept any liability to any third party in relation to the issue of this valuation report. Our valuation report cannot be used for any other purpose. This report has been prepared for the Management of BEL solely for the purpose of the proposed amalgamation envisaged in the Scheme. This report should not be used for any other purpose.
- Our analysis is based on the market conditions and the regulatory environment that currently exists. However, changes to the same in the future could impact the company and the industry it operates in, which may impact our valuation analysis.
- Neither we nor any of our affiliates are responsible for updating this report because of events or transactions occurring subsequent to the date of this report.
- We have considered and relied on the information provided to us by the Management including financial information, significant transactions and events occurring subsequent to the balance sheet date. We understand that the information provided to us and the representations made to us (whether verbal or written) are reliable and adequate. We have derived our conclusions and recommendation from the information so provided and we are thus reliant on the given information to be complete and accurate in every significant aspect. We are made to believe that the Management of the Companies have informed us about all material transactions, events or any other relevant factors which are likely to have an impact on our valuation recommendation.
- In the ultimate analysis, valuation will have to capture the exercise of judicious discretion by the Valuer and judgment taking into account all the relevant factors. There will always be several factors which are not evident from the face of the financial statements, but which will strongly influence the worth of a share. Examples of such factors include quality and integrity of the management, capital adequacy, asset quality, earnings, liquidity, size, present and prospective competition, yield on comparable securities and market sentiment, etc. This concept is also recognized in judicial decisions.
- This Report does not look into the business / commercial reasons behind the transaction. We have no present or planned future interest in either of the companies and the fee for this certificate is not contingent upon the values reported therein. Our valuation analysis should not be construed as an investment advice. We do not express any opinion on the suitability or otherwise of entering into any transaction with the companies.



SHARE ISSUANCE RATIO AND CONCLUSION

- The basis of the amalgamation of SLL into BEL would have to be determined after taking into consideration all the factors and methods mentioned in this Report. Though different values have been arrived at under each of the above methods, for the purposes of recommending the fair exchange ratio of equity shares it is necessary to arrive at a final value for each of the Companies' shares. It is however important to note that in doing so, we are not attempting to arrive at the absolute equity values of the Companies, but at their relative values to facilitate the determination of the Fair Equity Share Exchange Ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each approaches / methods.
- The Fair Equity Share Exchange Ratio has been arrived at on the basis of a relative equity valuation of the Companies based on the various approaches / methods explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potential of the businesses of the Companies, having regard to information base, key underlying assumptions and limitations. We have independently applied methods discussed above, as considered appropriate, i.e., Market Price method for BEL and DCF method for SLL, and arrived at the assessment of the value per equity share of BEL and SLL.
- In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove referred to earlier in this Report for the proposed amalgamation and upon the proposed Scheme becoming effective, in our opinion, we recommend Fair Equity Share Exchange Ratio for the amalgamation of SLL with BEL as below:

"1 (One) equity share of Bajaj Electricals Limited of face value of INR 2/- each fully paid up be issued to each shareholder of Starlite Lighting Limited (except Bajaj Electricals Limited itself)"

Yours faithfully,



Rashmi Shah FCA

Registered Valuer with IBBI Registration No.: IBBIRV/06/2018/10240 (SFA)

For R V Shah & Associates (Chartered Accountants)

ICAI Membership No.: 123478

FRN: 133958W

Place: Mumbai

Date: 24th May 2021

ICAI UDIN: 21123478AAAAFB1303



ANNEXURE I – SHARE EXCHANGE RATIO WORKINGS

Share Exchange Ratio in compliance with relevant pricing provisions				
Valuation approach	Bajaj Electricals Limited		Starlite Lighting Limited	
	Value per share (INR)	Weight (%)	Value per share (INR)	Weight (%)
Asset approach - NAV method	133.35	0.00%	NA*	0.00%
Income approach - DCF method	NA	0.00%	NA*	0.00%
Market approach - Market Price method	1,146.70	100.00%	NA	0.00%
Market approach - CCM method	NA	0.00%	NA	0.00%
Relative value per share	1,146.70		NA	

* Values are negative and hence cannot be considered

Based on the above computation, we understand that the value of equity shares of SLL is negative, considering which, we recommend a fair share exchange ratio as below:

“1 (One) equity share of Bajaj Electricals Limited of face value of INR 2/- each fully paid up be issued to each shareholder of Starlite Lighting Limited (except Bajaj Electricals Limited itself)”

- Since, BEL is a listed company and equity shares of BEL are traded on NSE and BSE over a reasonable period, we have considered Market Price method to determine the value of equity shares of BEL. We understand that the shares are frequently traded as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (ICDR Regulations). We have considered the stock prices of BEL from NSE for calculating the fair market value of equity shares of BEL considering the volumes traded on NSE is higher than that in BSE. Refer Annexure II for statement determining recognised stock exchange where the equity shares of BEL are listed and in which the highest trading volume in respect of the equity shares of BEL has been recorded during the preceding twenty-six weeks prior to the relevant date.
- In terms of Regulation 164 (1) of Part IV of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (ICDR Regulations), the equity shares of the issuer have been listed on a recognised stock exchange for a period of twenty-six weeks or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a) the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or



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- b) the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date

Refer Annexure III for computation of share price of BEL shares under Regulation 164(1) of ICDR Regulations.

- We have not considered NAV method for the said valuation purpose as both BEL and SLL are operating businesses and we understand that historical book value does not reflect intrinsic value of their businesses. The valuation is undertaken with going concern assumption and we do not contemplate an actual sale realization of the individual assets. We have therefore not considered NAV method for the said valuation. We have however considered the book NAV for information purposes.
- We have not considered Discounted Cash Flows (DCF) method under the income approach due to unavailability of business projections of BEL as we understand that projections of BEL would mean to be price sensitive information, which was therefore not made available to us. We have considered DCF method to determine the value of equity shares of SLL.
- We understand from the Management that there are no companies listed on stock exchanges operating in similar business line as BEL. Management has indicated that the comparable companies are either in the Consumer Products (CP) business or Engineering, Procurement, Construction (EPC) business but not in both CP and EPC space, thus making the method ineffective for use for the said valuation purpose. Considering this, we have not considered the CCM method of valuation to determine the value of shares of BEL. Management has confirmed that there are no listed companies that can be directly comparable to SLL given the business and financial support given by BEL to SLL and factors relevant to nature of operations, current stage of business, etc., making the use of this method unsuitable for the said valuation purpose. We have therefore not considered CCM method for valuation.



Annexure II - Statement determining recognised stock exchange where the equity shares of BEL are listed and in which the highest trading volume in respect of the equity shares of the BEL (issuer) has been recorded during the preceding twenty-six weeks prior to the relevant date as per Regulation 164(I) of ICDR Regulations

Week No.	Date	As per NSE			As per BSE		
		No. of Shares	No. of Trades	Total Turnover (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)
1	Tuesday, 24 November, 2020	239,592	6,319	134,253,467	8,918	720	4,999,594
	Wednesday, 25 November, 2020	137,987	5,385	77,804,547	19,513	859	11,001,914
	Thursday, 26 November, 2020	90,255	4,454	49,412,499	3,230	305	1,768,526
	Friday, 27 November, 2020	511,854	15,036	290,549,047	38,082	2,396	21,467,078
	Tuesday, 1 December, 2020	300,345	12,481	177,052,297	28,038	1,852	16,544,476
2	Wednesday, 2 December, 2020	90,925	4,834	52,908,150	12,999	787	7,547,048
	Thursday, 3 December, 2020	419,853	12,703	250,801,463	31,192	2,107	18,587,001
	Friday, 4 December, 2020	189,220	6,511	114,074,193	19,769	1,159	11,908,781
	Monday, 7 December, 2020	392,595	11,805	244,141,877	20,829	1,333	12,932,510
	Tuesday, 8 December, 2020	122,185	4,137	75,785,172	10,704	705	6,632,466
3	Wednesday, 9 December, 2020	249,384	5,787	156,432,819	10,335	573	6,471,736
	Thursday, 10 December, 2020	100,660	4,506	62,359,145	6,591	614	4,076,054
	Friday, 11 December, 2020	141,037	6,690	86,427,150	219,708	1,256	136,086,210
	Monday, 14 December, 2020	152,616	4,559	91,562,685	11,336	476	6,804,269
	Tuesday, 15 December, 2020	100,890	5,758	60,144,640	11,531	848	6,879,542
4	Wednesday, 16 December, 2020	146,054	5,382	88,458,286	18,964	1,007	11,456,852
	Thursday, 17 December, 2020	162,777	5,422	99,993,623	17,123	800	10,517,127
	Friday, 18 December, 2020	376,689	11,210	234,895,942	26,145	1,282	16,322,125
	Monday, 21 December, 2020	615,189	18,417	382,068,530	52,027	2,311	31,863,041
	Tuesday, 22 December, 2020	182,189	7,154	109,627,264	16,671	773	10,060,188
5	Wednesday, 23 December, 2020	98,279	4,509	60,224,571	7,118	481	4,357,671
	Thursday, 24 December, 2020	96,861	4,052	59,656,225	5,833	416	3,592,734
	Monday, 28 December, 2020	75,477	3,104	46,439,182	5,467	311	3,359,136



Recommendation of Fair Equity Share Exchange Ratio for Proposed Amalgamation of Starlite Lighting Limited with Bajaj Electricals Limited

Week No.	Date	As per NSE			As per BSE		
		No. of Shares	No. of Trades	Total Turnover (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)
6	Tuesday, 29 December, 2020	87,329	3,320	53,531,944	4,879	279	2,984,286
	Wednesday, 30 December, 2020	54,223	2,560	33,209,113	4,102	195	2,512,870
	Thursday, 31 December, 2020	88,761	3,173	54,440,169	12,673	475	7,760,172
	Friday, 1 January, 2021	56,611	3,643	34,700,172	10,046	505	6,153,662
	Monday, 4 January, 2021	262,898	7,694	163,142,125	15,985	800	9,897,609
7	Tuesday, 5 January, 2021	101,222	4,377	62,461,469	6,954	517	4,276,957
	Wednesday, 6 January, 2021	300,936	7,975	191,471,703	21,404	810	13,564,498
	Thursday, 7 January, 2021	135,047	5,393	86,502,218	13,560	900	8,682,344
	Friday, 8 January, 2021	408,336	12,425	268,779,994	33,526	1,585	22,037,472
	Monday, 11 January, 2021	1,098,942	27,904	762,318,365	60,611	3,226	41,944,850
8	Tuesday, 12 January, 2021	502,627	15,176	358,303,070	38,040	2,587	27,039,424
	Wednesday, 13 January, 2021	2,762,808	104,391	2,198,093,424	152,361	10,676	121,081,098
	Thursday, 14 January, 2021	2,375,802	113,778	1,945,907,536	156,891	8,874	127,751,180
	Friday, 15 January, 2021	328,512	11,527	247,967,620	17,491	1,721	13,177,693
	Monday, 18 January, 2021	138,094	8,144	99,545,816	7,766	1,015	5,611,764
9	Tuesday, 19 January, 2021	263,147	9,906	197,409,695	12,356	1,119	9,295,597
	Wednesday, 20 January, 2021	96,985	6,222	71,757,043	15,841	1,819	11,712,547
	Thursday, 21 January, 2021	499,920	16,911	387,371,198	50,785	4,577	39,220,481
	Friday, 22 January, 2021	164,012	10,307	126,296,061	18,271	2,103	14,029,961
	Monday, 25 January, 2021	95,123	5,664	71,117,163	8,150	744	6,068,389
10	Tuesday, 27 January, 2021	276,892	16,579	208,626,943	20,452	1,275	15,275,247
	Wednesday, 28 January, 2021	292,106	13,021	215,830,377	20,913	1,441	15,401,406
	Friday, 29 January, 2021	167,871	8,217	122,869,370	11,784	572	8,618,247
	Monday, 1 February, 2021	160,604	9,467	118,142,924	13,446	744	9,905,534
	Tuesday, 2 February, 2021	259,544	10,828	191,648,274	16,634	909	12,259,429
11	Wednesday, 3 February, 2021	167,300	7,081	124,218,799	12,008	586	8,904,634
	Thursday, 4 February, 2021	1,989,207	64,547	1,542,393,604	265,694	8,002	206,084,025
	Friday, 5 February, 2021	4,451,066	139,654	3,967,617,345	231,451	8,641	206,864,898
	Monday, 8 February, 2021	5,451,313	263,429	5,656,844,855	365,427	20,797	380,015,215



Week No.	Date	As per NSE			As per BSE		
		No. of Shares	No. of Trades	Total Turnover (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)
12	Tuesday, 9 February, 2021	2,303,341	81,208	2,438,776,740	180,674	7,510	191,645,993
	Wednesday, 10 February, 2021	770,705	28,047	800,008,623	50,748	3,446	52,832,817
	Thursday, 11 February, 2021	2,191,423	82,500	2,366,289,168	132,733	5,896	144,248,103
	Friday, 12 February, 2021	618,291	36,400	657,911,746	50,078	3,391	53,233,656
	Monday, 15 February, 2021	530,654	23,278	568,578,353	135,910	2,412	146,235,321
13	Tuesday, 16 February, 2021	214,933	10,664	227,570,947	18,214	1,312	19,276,226
	Wednesday, 17 February, 2021	540,188	19,901	557,973,275	28,021	2,046	29,000,158
	Thursday, 18 February, 2021	385,923	20,500	394,278,231	15,820	1,053	16,141,075
	Friday, 19 February, 2021	185,898	13,303	185,319,848	37,248	2,180	37,195,464
	Monday, 22 February, 2021	538,426	36,983	505,664,864	34,598	2,863	32,507,285
14	Tuesday, 23 February, 2021	474,554	24,092	458,392,634	17,802	996	17,203,281
	Wednesday, 24 February, 2021	121,401	7,064	118,283,997	31,196	1,176	30,512,375
	Thursday, 25 February, 2021	415,435	18,339	415,916,120	45,293	2,845	45,209,180
	Friday, 26 February, 2021	196,348	14,039	189,024,922	21,007	1,811	20,266,851
	Monday, 1 March, 2021	278,803	14,973	275,718,011	15,434	962	15,262,871
15	Tuesday, 2 March, 2021	209,964	13,448	211,650,665	9,469	634	9,530,426
	Wednesday, 3 March, 2021	461,064	22,961	477,837,344	37,867	2,790	39,142,825
	Thursday, 4 March, 2021	496,213	31,650	530,582,244	53,372	3,846	57,071,348
	Friday, 5 March, 2021	227,177	15,271	237,249,000	16,345	1,299	17,036,319
	Monday, 8 March, 2021	308,133	18,469	319,954,467	17,155	1,286	17,755,706
16	Tuesday, 9 March, 2021	144,469	10,763	146,466,798	6,597	542	6,691,478
	Wednesday, 10 March, 2021	116,069	7,733	118,072,222	6,105	493	6,200,648
	Friday, 12 March, 2021	114,048	8,215	116,709,727	5,800	586	5,933,813
	Monday, 15 March, 2021	81,385	5,357	81,627,602	4,805	515	4,815,291
	Tuesday, 16 March, 2021	97,835	6,708	97,101,767	8,649	834	8,550,108
17	Wednesday, 17 March, 2021	127,742	10,701	122,860,009	8,343	938	8,034,852
	Thursday, 18 March, 2021	77,681	6,430	73,927,605	14,003	1,262	13,318,381
	Friday, 19 March, 2021	110,913	8,264	101,141,816	14,722	1,573	13,428,444
	Monday, 22 March, 2021	87,412	5,645	81,491,126	7,550	866	7,040,302

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Recommendation of Fair Equity Share Exchange Ratio for Proposed Amalgamation of Starlite Lighting Limited with Bajaj Electricals Limited

Week No.	Date	As per NSE			As per BSE		
		No. of Shares	No. of Trades	Total Turnover (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)
18	Tuesday, 23 March, 2021	145,922	9,211	139,608,779	4,962	542	4,753,101
	Wednesday, 24 March, 2021	39,462	4,908	37,360,152	6,091	735	5,767,040
	Thursday, 25 March, 2021	60,184	5,817	55,768,332	7,611	908	7,042,230
	Friday, 26 March, 2021	100,970	10,450	96,008,546	6,952	699	6,597,133
	Tuesday, 30 March, 2021	136,886	10,946	134,239,633	7,967	818	7,840,056
19	Wednesday, 31 March, 2021	47,703	4,221	46,504,913	8,668	1,025	8,454,887
	Thursday, 1 April, 2021	49,284	4,206	48,716,496	5,914	1,101	5,840,506
	Monday, 5 April, 2021	67,949	5,455	65,920,129	6,547	675	6,345,689
	Tuesday, 6 April, 2021	169,231	20,868	168,795,413	17,990	2,492	17,956,871
	Wednesday, 7 April, 2021	111,356	9,366	113,673,736	4,018	522	4,097,689
20	Thursday, 8 April, 2021	90,868	8,856	94,431,411	4,305	618	4,475,531
	Friday, 9 April, 2021	148,801	8,815	157,664,185	4,798	799	5,071,959
	Monday, 12 April, 2021	146,823	12,515	153,495,216	27,990	3,726	29,196,057
	Tuesday, 13 April, 2021	93,082	6,019	98,379,900	3,305	577	3,480,260
	Thursday, 15 April, 2021	74,771	6,833	79,107,424	2,598	432	2,744,915
21	Friday, 16 April, 2021	503,890	33,323	565,630,135	50,124	6,664	56,133,325
	Monday, 19 April, 2021	259,618	20,444	290,038,337	32,112	3,161	35,847,057
	Tuesday, 20 April, 2021	59,595	6,024	67,432,044	12,033	1,547	13,578,997
	Thursday, 22 April, 2021	101,904	10,781	113,902,111	8,342	986	9,289,856
	Friday, 23 April, 2021	80,538	6,905	90,887,150	14,442	1,731	16,320,342
22	Monday, 26 April, 2021	117,458	13,225	131,413,707	12,726	1,433	14,173,690



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Recommendation of Fair Equity Share Exchange Ratio for Proposed Amalgamation of Starlite Lighting Limited with Bajaj Electricals Limited

Week No.	Date	As per NSE			As per BSE		
		No. of Shares	No. of Trades	Total Turnover (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)
23	Tuesday, 27 April, 2021	123,773	6,417	137,163,005	6,135	715	6,806,563
	Wednesday, 28 April, 2021	125,079	11,049	140,388,150	15,083	1,563	16,992,776
	Thursday, 29 April, 2021	251,536	15,940	296,695,225	39,393	3,379	46,460,078
	Friday, 30 April, 2021	108,309	13,081	124,455,196	12,256	1,988	14,119,329
	Monday, 3 May, 2021	103,073	7,220	121,134,707	5,738	606	6,743,991
24	Tuesday, 4 May, 2021	70,624	7,256	83,154,289	4,353	657	5,100,194
	Wednesday, 5 May, 2021	37,169	3,770	42,671,664	6,152	791	7,065,383
	Thursday, 6 May, 2021	196,112	9,692	221,229,214	19,655	2,071	22,071,924
	Friday, 7 May, 2021	71,059	8,295	79,627,167	14,430	2,459	16,120,887
	Monday, 10 May, 2021	70,669	8,571	78,877,276	11,844	1,280	13,221,173
25	Tuesday, 11 May, 2021	365,746	19,498	431,744,410	20,308	2,192	24,036,207
	Wednesday, 12 May, 2021	45,294	5,053	52,525,712	4,542	553	5,250,650
	Friday, 14 May, 2021	95,579	7,277	109,313,767	9,264	1,246	10,551,763
	Monday, 17 May, 2021	87,436	9,537	97,490,030	10,432	1,157	11,635,568
	Tuesday, 18 May, 2021	69,525	7,266	79,198,273	4,256	590	4,856,303
26	Wednesday, 19 May, 2021	66,127	7,256	76,193,920	9,276	903	10,692,984
	Thursday, 20 May, 2021	38,217	3,949	43,542,745	3,446	454	3,932,306
	Friday, 21 May, 2021	181,643	14,257	208,492,918	16,998	1,727	19,481,550
	Monday, 24 May, 2021	153,633	12,092	175,556,923	9,357	1,090	10,687,383
	Total	45,323,477	2,083,098	40,792,403,371	3,719,595	224,840	3,309,522,368



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Annexure III – Computation of price of BEL shares under Regulation 164(1) of ICDR Regulations as per historical trading prices on NSE website

Week	Date	Open Price (Rs.)	High Price (Rs.)	Low Price (Rs.)	Last Price (Rs.)	Close Price (Rs.)	Volume	Turnover (Rs.)	No. of Trades	VWAP (Rs.)	Weekly High	Weekly Low	Average
1	Tuesday, November 24, 2020	538.85	568.03	551.05	564.05	564.00	239,592	134,253,467	6,319	560.34	567.64	547.43	557.56
	Wednesday, November 25, 2020	566.80	571.80	551.45	553.00	553.00	137,987	77,884,547	5,385	563.85			
	Thursday, November 26, 2020	538.40	538.40	541.00	548.45	548.10	90,255	49,412,692	4,454	547.48			
	Friday, November 27, 2020	548.95	578.00	548.10	576.00	572.55	511,854	290,549,047	15,036	597.64			
	Tuesday, December 1, 2020	575.00	595.00	572.80	591.10	590.30	300,345	177,057,297	12,481	589.50	621.87	581.89	601.88
2	Wednesday, December 2, 2020	590.70	591.05	571.85	581.45	581.50	90,925	52,908,150	4,834	581.89			
	Thursday, December 3, 2020	583.85	604.95	579.05	593.00	591.55	419,853	250,301,463	12,703	597.36			
	Friday, December 4, 2020	593.55	617.00	591.00	607.00	609.20	189,220	114,024,193	6,511	602.87			
	Monday, December 7, 2020	609.00	632.95	605.75	622.50	620.00	392,955	242,141,877	11,805	621.87			
	Tuesday, December 8, 2020	621.55	628.00	615.00	629.80	619.85	122,185	75,285,122	4,137	620.25	627.28	599.95	613.62
3	Wednesday, December 9, 2020	628.10	638.70	618.60	628.00	624.90	249,144	156,432,819	5,787	627.28			
	Thursday, December 10, 2020	624.00	629.30	613.00	618.95	618.60	100,660	63,359,145	4,366	619.50			
	Friday, December 11, 2020	622.00	627.45	595.10	603.00	602.35	141,037	86,427,150	6,660	612.80			
	Monday, December 14, 2020	606.95	610.40	594.25	598.25	597.25	152,616	91,562,645	4,559	599.95			
	Tuesday, December 15, 2020	596.95	604.25	591.00	594.85	593.53	100,960	60,144,640	5,758	596.14	623.58	596.14	609.86
4	Wednesday, December 16, 2020	595.45	611.85	595.10	609.30	608.15	146,054	88,458,286	5,382	603.65			
	Thursday, December 17, 2020	612.00	621.85	603.90	605.20	605.00	162,777	99,893,623	5,472	614.30			
	Friday, December 18, 2020	603.80	638.00	597.00	636.00	632.80	376,688	234,955,942	11,210	623.58			
	Monday, December 21, 2020	632.00	648.00	620.00	605.00	604.60	615,189	382,068,530	18,417	621.06			
	Tuesday, December 22, 2020	604.60	617.90	581.00	607.90	607.30	182,189	109,622,264	7,154	601.72	615.90	601.72	608.81
5	Wednesday, December 23, 2020	610.50	620.00	603.40	610.90	611.65	98,279	60,324,571	4,509	612.79			
	Thursday, December 24, 2020	615.00	623.00	605.20	609.50	611.10	96,861	59,656,225	4,052	613.90			
	Monday, December 28, 2020	621.40	633.00	607.05	611.00	610.95	75,277	46,436,182	3,104	613.28			
	Tuesday, December 29, 2020	617.00	618.55	605.00	614.90	613.90	82,229	53,531,944	3,320	612.99	620.53	612.45	616.50
	Wednesday, December 30, 2020	612.00	618.00	606.95	614.90	613.55	54,223	33,298,113	2,569	612.45			
6	Thursday, December 31, 2020	613.00	621.60	609.00	611.80	610.55	88,761	54,440,169	3,173	613.33			
	Friday, January 1, 2021	619.80	619.80	628.40	610.50	610.80	56,611	34,700,172	3,643	612.96			
	Monday, January 4, 2021	615.00	629.25	602.25	613.00	612.65	262,898	163,142,125	7,694	620.55			
	Tuesday, January 5, 2021	617.00	625.85	602.35	620.00	621.55	101,222	62,461,469	4,377	617.07	693.68	617.07	655.38
	Wednesday, January 6, 2021	624.40	646.80	621.95	629.00	629.55	90,976	191,471,203	7,975	636.25			
7	Thursday, January 7, 2021	634.75	650.90	631.45	637.40	637.40	135,647	86,302,218	5,393	640.53			
	Friday, January 8, 2021	643.00	672.10	619.95	648.00	665.35	408,336	268,729,994	17,425	658.23			
	Monday, January 11, 2021	672.00	712.60	663.00	709.00	704.65	1,098,942	767,318,205	27,964	693.68			
	Tuesday, January 12, 2021	713.95	724.70	698.00	713.20	712.65	502,629	358,303,070	15,176	712.86	819.05	712.86	765.96
	Wednesday, January 13, 2021	712.65	838.00	710.05	819.45	818.25	2,762,803	2,198,093,424	104,381	795.60			
8	Thursday, January 14, 2021	820.00	857.95	742.25	754.45	747.30	2,375,802	1,945,907,536	113,778	819.05			
	Friday, January 15, 2021	781.60	772.70	715.00	741.30	741.95	138,517	247,967,620	11,527	754.82			
	Monday, January 18, 2021	742.10	748.90	700.00	710.65	716.80	138,994	99,345,816	8,144	720.86			



Recommendation of Fair Equity Share Exchange Ratio for Proposed Amalgamation of Starlite Lighting Limited with Bajaj Electricals Limited

Week	Date	Open Price (Rs.)	High Price (Rs.)	Low Price (Rs.)	Last Price (Rs.)	Close Price (Rs.)	Volume	Turnover (Rs.)	No. of Trades	VWAP (Rs.)	Weekly High	Weekly Low	Average
9	Tuesday, January 19, 2021	720.00	765.00	719.00	751.30	750.65	263,147	197,200.695	9,506	730.19	774.87	719.88	737.38
	Wednesday, January 20, 2021	754.90	755.00	731.00	735.95	736.40	96,985	71,357.043	6,722	719.88			
	Thursday, January 21, 2021	742.70	797.00	742.70	779.00	765.65	499,930	387,371.198	16,911	774.87			
	Friday, January 22, 2021	770.00	795.00	747.00	762.00	760.45	164,812	126,296.061	10,307	770.04			
	Monday, January 25, 2021	760.70	771.00	732.20	743.10	744.15	95,123	71,117.163	5,664	747.63			
10	Tuesday, January 27, 2021	743.00	780.00	731.60	774.85	770.30	276,892	208,626.943	16,579	753.46	753.46	753.46	753.46
	Wednesday, January 28, 2021	741.00	756.85	711.50	719.90	722.45	292,106	215,830.177	13,021	718.88			
	Friday, January 29, 2021	731.90	747.65	721.00	725.95	725.15	167,971	122,869.370	8,217	731.93			
	Monday, February 1, 2021	726.15	754.50	713.20	739.00	740.05	169,464	118,142.924	9,467	735.62			
	Tuesday, February 2, 2021	748.00	761.60	718.65	734.50	734.50	259,544	191,648.334	10,828	738.40	1,037.70	738.40	888.05
11	Wednesday, February 3, 2021	749.00	757.00	734.50	739.80	736.75	167,840	124,718.799	7,081	742.40			
	Thursday, February 4, 2021	748.00	799.90	740.00	769.00	768.40	1,989,307	1,542,193.604	64,547	775.38			
	Friday, February 5, 2021	801.00	922.05	801.00	922.05	922.05	4,251,068	3,967,617.345	139,654	891.59			
	Monday, February 8, 2021	943.70	1,106.45	937.85	1,027.00	1,020.35	5,451,313	5,656,444.855	263,429	1,037.70			
	Tuesday, February 9, 2021	1,037.30	1,090.00	1,028.70	1,058.70	1,047.60	2,301,141	2,438,726.340	81,708	1,058.80	1,079.80	1,038.02	1,058.91
12	Wednesday, February 10, 2021	1,042.90	1,075.00	1,012.50	1,030.00	1,022.35	770,765	800,008.623	28,047	1,038.02			
	Thursday, February 11, 2021	1,022.50	1,124.55	1,022.55	1,048.80	1,030.35	2,191,423	2,366,219.168	82,500	1,079.80			
	Friday, February 12, 2021	1,057.00	1,079.00	1,051.00	1,069.00	1,069.00	618,251	657,911.746	36,400	1,064.08			
	Monday, February 15, 2021	1,076.00	1,085.00	1,051.00	1,076.50	1,068.70	530,654	568,578.353	23,278	1,071.47			
	Tuesday, February 16, 2021	1,076.50	1,076.75	1,045.40	1,061.00	1,053.05	314,933	227,570.947	10,664	1,038.80	1,058.80	939.15	993.98
13	Wednesday, February 17, 2021	1,061.00	1,070.80	1,008.70	1,018.40	1,018.40	540,188	557,973.275	19,901	1,032.92			
	Thursday, February 18, 2021	1,032.00	1,045.00	989.65	1,003.00	1,000.65	385,923	394,718.211	20,500	1,021.65			
	Friday, February 19, 2021	1,000.00	1,018.95	975.00	990.00	998.35	485,898	485,119.848	13,103	996.89			
	Monday, February 22, 2021	999.00	999.00	912.55	928.00	924.90	538,426	505,664.864	36,983	939.15			
	Tuesday, February 23, 2021	936.00	989.85	933.05	972.00	967.85	474,554	438,330.834	24,092	965.94	1,001.16	962.70	981.93
14	Wednesday, February 24, 2021	972.40	987.50	937.15	968.80	963.80	121,461	118,251.997	7,064	974.32			
	Thursday, February 25, 2021	973.85	1,025.00	965.70	995.20	992.55	415,415	415,916.170	18,339	1,001.16			
	Friday, February 26, 2021	985.00	987.80	945.00	957.00	958.25	196,348	189,024.922	14,039	962.70			
	Monday, March 1, 2021	970.70	1,008.00	965.00	995.95	990.10	274,883	275,318.011	14,973	988.93			
	Tuesday, March 2, 2021	997.80	1,025.00	990.45	1,003.00	999.15	209,964	211,650.665	13,448	1,008.03	1,069.26	1,008.03	1,038.65
15	Wednesday, March 3, 2021	1,008.60	1,056.70	1,001.00	1,038.00	1,033.75	463,684	477,817.144	22,961	1,036.38			
	Thursday, March 4, 2021	1,040.00	1,099.80	1,040.00	1,060.00	1,060.50	490,213	530,582,244	31,650	1,069.26			
	Friday, March 5, 2021	1,068.50	1,088.00	1,020.00	1,038.00	1,034.65	277,177	237,349,000	15,271	1,044.34			
	Monday, March 8, 2021	1,044.00	1,059.80	990.65	1,019.90	1,012.40	308,133	319,954.467	18,409	1,038.56			
	Tuesday, March 9, 2021	1,015.00	1,029.80	991.05	1,024.00	1,010.60	144,469	146,466,798	10,763	1,013.83	1,023.34	1,002.98	1,013.16
16	Wednesday, March 10, 2021	1,029.30	1,035.90	1,004.50	1,018.00	1,016.65	116,069	118,872,222	7,733	1,017.26			
	Friday, March 12, 2021	1,030.00	1,030.00	1,013.35	1,025.90	1,025.45	114,648	116,769,727	8,215	1,023.34			
	Monday, March 15, 2021	1,030.00	1,030.00	990.20	1,005.50	1,001.30	81,385	81,627,602	5,577	1,002.98			
	Tuesday, March 16, 2021	1,009.95	1,014.75	980.10	995.20	994.65	97,835	97,103,767	6,708	992.51	992.51	911.90	953.21
	Wednesday, March 17, 2021	1,009.00	1,000.00	939.30	949.35	949.35	127,747	127,860,009	10,701	963.78			
17	Thursday, March 18, 2021	958.95	975.00	911.00	939.45	937.00	77,681	73,927,695	6,430	951.68			
	Friday, March 19, 2021	919.95	929.00	895.00	923.10	921.10	110,913	101,141,816	8,764	911.90			
	Monday, March 22, 2021	934.90	949.70	922.65	935.00	934.00	87,412	81,491,126	5,645	932.26			



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Recommendation of Fair Equity Share Exchange Ratio for Proposed Amalgamation of Starlite Lighting Limited with Bajaj Electricals Limited

Week	Date	Open Price (Rs.)	High Price (Rs.)	Low Price (Rs.)	Last Price (Rs.)	Close Price (Rs.)	Volume	Turnover (Rs.)	No. of Trades	VWAP (Rs.)	Weekly High	Weekly Low	Average
18	Tuesday, March 23, 2021	942.90	975.90	940.00	972.00	953.65	143,922	139,608,779	9,211	956.74	956.74	926.63	911.69
	Wednesday, March 24, 2021	951.65	953.90	935.00	939.00	941.45	39,262	37,360,152	4,908	946.74	946.74		
	Thursday, March 25, 2021	938.00	931.40	911.40	935.00	931.15	60,184	55,268,132	5,817	926.63	926.63		
	Friday, March 26, 2021	943.00	902.60	932.50	956.30	951.45	100,970	96,008,546	10,450	950.86	950.86		
19	Tuesday, March 30, 2021	968.65	997.00	961.05	988.05	987.90	136,886	134,239,611	10,946	980.67	988.49	970.14	979.37
	Wednesday, March 31, 2021	992.00	991.35	979.00	979.00	976.60	47,203	46,502,913	4,221	974.88	974.88		
	Thursday, April 1, 2021	985.10	999.55	976.00	991.00	992.50	49,254	48,716,486	4,206	988.49	988.49		
	Monday, April 5, 2021	994.95	995.00	956.40	991.00	981.00	67,949	65,900,139	5,455	970.14	970.14		
20	Tuesday, April 6, 2021	996.70	1,022.50	971.40	1,009.25	1,010.00	169,211	168,795,413	20,868	997.43	1,050.56	997.43	1,028.50
	Wednesday, April 7, 2021	1,009.00	1,030.00	1,000.00	1,021.00	1,020.25	111,356	118,737,736	9,366	1,020.81	1,020.81		
	Thursday, April 8, 2021	1,030.20	1,049.00	1,039.00	1,039.05	1,039.95	90,868	94,431,411	8,856	1,039.22	1,039.22		
	Friday, April 9, 2021	1,040.00	1,070.00	1,031.05	1,067.00	1,062.95	148,801	157,664,185	8,815	1,039.56	1,039.56		
	Monday, April 12, 2021	1,049.00	1,070.00	1,014.95	1,049.00	1,049.25	146,823	151,895,216	12,515	1,045.44	1,045.44		
21	Tuesday, April 13, 2021	1,055.00	1,068.00	1,026.45	1,068.00	1,059.15	93,082	98,379,900	6,819	1,056.92	1,122.53	1,056.92	1,080.73
	Wednesday, April 14, 2021	1,062.00	1,067.25	1,056.60	1,061.00	1,061.40	74,771	79,107,424	6,833	1,058.00	1,058.00		
	Friday, April 16, 2021	1,059.00	1,067.00	1,055.50	1,058.50	1,139.65	50,346	56,630,135	33,323	1,122.53	1,122.53		
	Monday, April 19, 2021	1,124.85	1,177.95	1,025.70	1,128.00	1,119.90	259,618	290,038,337	20,444	1,117.17	1,117.17		
22	Tuesday, April 20, 2021	1,169.00	1,169.80	1,115.00	1,120.85	1,118.60	59,595	67,433,044	6,024	1,131.51	1,131.51	1,117.74	1,124.63
	Wednesday, April 22, 2021	1,118.60	1,142.90	1,081.50	1,135.00	1,135.55	101,964	113,902,111	10,281	1,117.74	1,117.74		
	Friday, April 23, 2021	1,144.55	1,147.70	1,072.75	1,135.10	1,136.05	80,538	90,237,150	6,908	1,128.90	1,128.90		
	Monday, April 26, 2021	1,125.00	1,137.20	1,090.00	1,108.00	1,107.30	117,448	131,413,707	13,225	1,118.81	1,118.81		
23	Tuesday, April 27, 2021	1,095.00	1,115.75	1,091.50	1,100.00	1,099.90	124,731	137,163,005	6,417	1,108.18	1,179.53	1,108.18	1,143.86
	Wednesday, April 28, 2021	1,110.35	1,170.00	1,090.00	1,166.00	1,144.80	175,076	140,388,150	11,049	1,122.60	1,122.60		
	Thursday, April 29, 2021	1,167.00	1,224.00	1,137.40	1,155.00	1,150.60	251,576	296,695,295	15,940	1,179.53	1,179.53		
	Friday, April 30, 2021	1,150.00	1,171.15	1,117.15	1,148.00	1,151.00	108,408	124,455,196	13,081	1,149.08	1,149.08		
	Monday, May 3, 2021	1,147.00	1,200.00	1,131.30	1,185.00	1,192.35	101,023	121,134,707	7,230	1,175.23	1,175.23		
24	Tuesday, May 4, 2021	1,099.00	1,200.00	1,135.00	1,152.90	1,145.55	29,624	83,134,289	7,256	1,177.42	1,177.42	1,116.15	1,146.79
	Wednesday, May 5, 2021	1,158.75	1,167.05	1,133.00	1,150.55	1,150.35	17,169	42,671,664	3,270	1,148.04	1,148.04		
	Thursday, May 6, 2021	1,167.65	1,175.05	1,098.25	1,117.40	1,118.05	196,112	231,259,314	9,692	1,128.08	1,128.08		
	Friday, May 7, 2021	1,133.00	1,136.80	1,101.05	1,111.95	1,114.05	21,059	79,627,167	8,251	1,120.58	1,120.58		
	Monday, May 10, 2021	1,110.00	1,175.00	1,095.00	1,170.00	1,132.45	29,669	78,877,236	8,571	1,116.15	1,116.15		
25	Tuesday, May 11, 2021	1,140.00	1,218.95	1,140.00	1,178.00	1,177.70	363,746	431,344,410	19,498	1,180.45	1,180.45	1,114.99	1,147.73
	Wednesday, May 12, 2021	1,195.95	1,195.95	1,145.00	1,151.20	1,154.75	45,594	52,525,712	5,053	1,159.66	1,159.66		
	Friday, May 14, 2021	1,160.80	1,171.55	1,106.65	1,120.85	1,115.20	95,579	109,113,767	7,277	1,143.70	1,143.70		
	Monday, May 17, 2021	1,122.00	1,138.40	1,095.10	1,120.10	1,121.00	87,436	97,290,030	9,537	1,114.99	1,114.99		
26	Tuesday, May 18, 2021	1,126.90	1,149.00	1,124.05	1,147.00	1,146.05	69,525	79,198,273	7,266	1,139.13	1,139.13	1,152.24	1,145.69
	Wednesday, May 19, 2021	1,156.35	1,165.00	1,139.00	1,145.25	1,147.10	66,127	76,193,926	7,256	1,132.24	1,132.24		
	Thursday, May 20, 2021	1,147.10	1,149.55	1,120.00	1,145.00	1,143.20	38,212	41,542,345	3,919	1,139.36	1,139.36		
	Friday, May 21, 2021	1,143.20	1,185.70	1,125.00	1,145.00	1,136.00	181,643	208,492,918	14,277	1,147.82	1,147.82		
	Monday, May 24, 2021	1,144.95	1,154.90	1,122.00	1,139.95	1,137.40	151,631	171,556,923	12,092	1,142.70	1,142.70		
									26 week average of the weekly high and low share prices - A				893.68
									2 week average of the weekly high and low share prices - B				1,146.70
									Higher of A and B				1,146.70



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Annexure C2

**FAIRNESS OPINION REPORT ON VALUATION FOR THE
PROPOSED SCHEME OF MERGER BY ABSORPTION**

OF

STARLITE LIGHTING LIMITED

WITH

BAJAJ ELECTRICALS LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS

By



Navigant

Navigant Corporate Advisors Limited
423, A Wing, Bonanza, Sahar Plaza Complex,
J.B. Nagar, Andheri Kurla Road,
Andheri East,
Mumbai-400 059

Email Id- navigant@navigantcorp.com

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25th May, 2021

SEBI Registered Category I Merchant Banker

SEBI Registration No. INM000012243



Notice to Reader

Navigant Corporate Advisors Limited ("Navigant" / "NCAL" or "Authors of the Report") is a SEBI registered 'Category I' Merchant banker in India and was engaged by Board of Directors of Bajaj Electricals Limited ("BEL" or "Transferee Company") to prepare an Independent Fairness Opinion Report ("Report") with respect to providing an independent opinion and assessment as to fairness of Valuation Report and Swap ratio determined by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA)("Valuer") an Independent Valuer for the purpose of intended proposed Merger of Starlite Lighting Limited ("SLL" or "Transferor Company") into BEL pursuant to a Scheme of Arrangement under section 230 to 232 and other applicable clauses of the companies Act, 2013 ("Scheme").

BEL and SLL are collectively referred as "Companies".

The Fairness Opinion Report ("Report") has been prepared on the basis of the review of information provided to Navigant and specifically the Report on Swap ratio (hereinafter referred as Valuation Report) prepared by Valuer as an independent valuer. The report does not give any valuation or suggest any swap ratio; however, this report is limited to provide its fairness opinion on the Valuation Report.

The information contained in this Report is selective and is subject to updations, expansions, revisions and amendment. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent.

This Report is based on data and explanations provided by the management and certain other data culled out from various websites believed to be reliable. Navigant has not independently verified any of the information contained herein. Neither the Company nor Navigant, nor affiliated bodies corporate, nor the directors, shareholders, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information contained in the Report. All such parties and entities expressly disclaim any and all liability for or based on or relating to any such information contained in, or errors in or omissions from, this Report or based on or relating to the Recipients' use of this Report.



Date: 25th May, 2021

To,
The Board of Directors
Bajaj Electricals Limited
45/47, Veer Nariman Road, Mumbai – 400001,
Maharashtra

Dear Members of the board.

Engagement Background

We Understand that the Board of Directors of Starlite Lighting Limited (“SLL” or the “Transferor Company”) and Bajaj Electricals Limited (“BEL” or the “Transferee Company”) are considering a Scheme of Arrangement between SLL and BEL and their respective Shareholders (“the Scheme”) for Merger under the provisions of Sections 230 to 232 read with Section 52 and 66 and other relevant provisions of the Companies Act, 2013, as may be applicable, and also read with Section 2(1B) and other relevant provisions of the Income-tax Act, 1961, as may be applicable, for Merger of SLL and vesting of the same in BEL on a going concern basis.

We understand that the Valuation as well as the swap ratio thereof is based on the Valuation Certificate dated 24th May, 2021 issued by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA) (IBBI Registration No. IBBI/RV/06/2018/10240) (“Valuer”).

We, Navigant Corporate Advisors Limited, a SEBI registered Category-I Merchant Banker, have been engaged by BEL to give a fairness opinion (“Opinion”) on Valuation Certificate dated 24th May, 2021 issued by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA) (IBBI Registration No. IBBI/RV/06/2018/10240).

Background of the Companies

Starlite Lighting Limited (hereinafter referred to as “SLL” or the “Transferor Company”) is a public limited company having corporate identity number U31300MH1995PLC090213, incorporated under the Companies Act, 1956 on 4th day of July, 1995 under the name and style of ‘Starlite Caps Private Limited’, and deemed to exist within the purview of the Companies Act, 2013. Thereafter, the Transferor Company changed its name to ‘Starlite Lighting Private Limited’ and consequent to such change, the fresh certificate of change of name was issued by Registrar of Companies on 18th day of November, 1998. Thereafter, the Transferor Company was converted from being private limited company to public limited company and consequent to such conversion, the name of the Transferor Company was changed from ‘Starlite Lighting Private Limited’ to ‘Starlite Lighting Limited’ and fresh certificate of change of name was issued by Registrar of Companies on 18th day of November, 1998. The registered office of the Transferor Company is situated at Gat No. 423-426, Mumbai-Agra Highway, Post Wadivarhe - 422403, Taluka-Igatpuri, District - Nashik, Maharashtra. The Transferor Company is engaged in the business of manufacture of different consumer electrical products including: (i) lighting



products including compact fluorescent lamps (CFLs) and light emitting diode (LED) of various shapes, sizes, lumens etc. (which collectively form part of "Lighting Products Division"); and (ii) consumer electrical appliances like water heaters (storage and instant), mixers, food processors, juicers, hand blenders, room heaters (oil filled radiators), fans etc. ("Appliances Division") (Lighting Products Division and Appliances Division shall be collectively referred to as "Business").

Bajaj Electricals Limited (hereinafter referred to as "**BEL**" or the "**Transferee Company**") is a public limited company, having corporate identity number L31500MH1938PLC009887, incorporated under the Indian Companies Act, 1913 on 14th day of July 1938 under the name and style of 'Radio Lamp Works Limited', and deemed to exist within the purview of the Companies Act, 2013. The name of the Transferee Company was changed from 'Radio Lamp Works Limited' to 'Bajaj Electricals Limited' and consequent to such change, the fresh certificate of change of name was issued by the Registrar of Companies, Maharashtra on 9th day of October, 1960. The registered office of the Transferee Company is situated at 45/47, Veer Nariman Road, Mumbai – 400001, Maharashtra. The Transferee Company is engaged in the business of diversified range of products and services including sales, distribution and marketing of electrical appliances, manufacture of fans and high masts, poles and towers and products relating to industrial, commercial, and domestic lighting, undertaking turnkey, commercial and rural lighting projects, design, manufacture, erection and commissioning of high masts, poles and towers. The equity shares of the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited.

Transaction Overview and Rational

It is proposed to Merge by absorption of Starlite Lighting Limited into Bajaj Electricals Limited. This arrangement would inter alia have the following benefits:

1. SLL is a manufacturer of different consumer electrical products such as lighting products including compact fluorescent lamps (CFLs) and light emitting diode (LED); also manufacturer of consumer electrical appliances like water heaters, mixers including new models, food processors, juicers, hand blenders, room heaters (oil filled radiators), fans etc.
2. SLL has manufacturing plant located at Wadivarhe, Igatpuri, Nashik, which is a major emerging industrial city in the State of Maharashtra, with good geographical location and has a great connectivity of roads. The plant is located at prime location which is easily accessible.
3. BEL is part of the globally renowned Bajaj Group of Companies, one of the largest Indian conglomerates with business interests across several sectors. BEL business is spread across – consumer products (appliances, fans, lighting etc.), and EPC (illumination, transmission towers and power distribution), in India and outside India.
4. SLL and BEL are engaged in the similar line of business i.e. manufacturing and distribution of consumer products, lighting and allied products which complement to each other.



5. SLL is presently an Original Equipment Manufacturer ("OEM") vendor for BEL and BEL is the largest customer of products manufactured by SLL. Merger is in line with BEL's strategic decision to increase in-house manufacturing and reduce dependency on OEM vendors.
6. Since the year 2007, BEL has made strategic investments, firstly in the equity share capital of SLL and later in the preference share capital of SLL from time to time. Further, BEL has also provided several long-term and short-term loans, as well as trade advances to SLL over the years. Also, BEL has given corporate guarantees to lenders for loans availed by SLL from its lenders. Accordingly, the Merger of SLL with BEL will enable consolidation of business of SLL into BEL for strategic and commercial considerations.
7. SLL has a good production line, which manufactures good quality products and has a skilled, competent and experienced labour force which are required for manufacturing such products. BEL will reap long-term benefits by absorbing such production line and skilled labour force including safeguarding the intellectual property and designs of certain products which are proposed to be launched in markets with its unique fit, finish and features, which can distinguish its products from competitors.
8. Merger of SLL with BEL will lead to a more efficient utilization of capital, greater business synergies, superior deployment of brand promotion, sales and distribution strategies and create a consolidated and diversified base for future growth.
9. The Merger will result in administrative and operational rationalization and promote organizational efficiencies with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters.
10. There is no likelihood that any creditor of the Transferor Company or the Transferee Company will be prejudiced as a result of the Scheme. The Scheme will neither impose any additional burden on the shareholders of the Transferor Company, nor will it adversely affect the interests of any of the shareholders or creditors of the Transferor Company and Transferee Company. Further, the Scheme is only for the Merger of the Transferor Company with the Transferee Company and is not an arrangement with the creditors of any of the entities involved.

Information relied upon:

We have prepared the fairness opinion report on the basis of the information provided to us and inter alia the following:

- Share Exchange ratio report by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA) dated 24th May, 2021;
- Other information and explanations as provided by the management.

Further, we had discussions on such matters which we believe are necessary or appropriate for the purpose of issuing the valuation report.



We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed to be good and marketable and we would urge the company to carry out the independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment.

We have been informed that all information relevant for the purpose of issuing the Fairness Opinion report has been disclosed to us and we are not aware of any material information that has been omitted or that remains undisclosed.

Valuation Summary:

Some of the methods considered by the valuer for arriving at fair value of shares of a company are as under:

Valuation methods are broadly classified into –

Cost Approach – Net Asset Value (NAV) method

The value under cost approach is determined based on the underlying value of the assets which could be on book value basis, replacement cost basis or on the basis of realizable value. Under NAV method, total value of the business is based on the Net Assets Value either on book value or realizable value or replacement cost basis. NAV methodology is most applicable for the business where the value lies in the underlying assets and not the ongoing operations of the business. NAV method does not capture the future earning capacity of the business.

Income Approach – Discounted Cash Flows (DCF) method

- Under the Income Approach, business is valued by converting maintainable or future amount of cash flows to a single current amount either through discounting or capitalization. DCF Method seeks to arrive at the value of the business based on its future cash flows generating capability and the risks associated with the said cash flows. FCFF or free cash flows to the firm ("FCFF") represents the cash available for distribution to both the owners and the creditors of the business. Risk-adjusted discount rate or Weighted Average Cost of Capital ("WACC") is applied to free cash flows in the explicit period and that in perpetuity. Adjustments pertaining to debt, surplus/non-operating assets including investments, cash & bank balance and contingent assets/liabilities and other liabilities, as relevant, are required to be made in order to arrive at the value for equity shareholders. The total value for the equity shareholders so arrived is then to be divided by the number of equity shares to arrive at the value per equity share of the company.



Market Approach – Market Price method

- Under the Market Price method, the market price of an equity share as quoted on a recognized Stock Exchange is normally considered as the value of the equity shares of that company, where such quotations are arising from the shares being regularly and frequently traded. Generally, market value is reflective of the investors' perception about the actual worth of the company. However, in certain situations, the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. Further in case of amalgamation, where the value of shares of one company is required to be evaluated against the value of shares of another company, the volume of shares traded and available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

Market Approach – Comparable Companies' Multiple (CCM) method

- Under CCM Method, the value of shares of the subject company is determined on the basis of multiples derived from valuations of comparable companies. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The Comparable Companies' Multiple Method arrives at the value of the company by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences, such as growth potential, past track record, size, company dynamics, etc.

Basis of Valuation and Assumptions made by the valuer:

The valuation is based, on the aforesaid methods as described below:

VALUATION OF SLL:

Drivers in choosing the method of valuation analysis:

- Information
 - Availability
 - Reliability
- Characteristics
- Current and future cash flow status.

To determine the value of SLL, Valuer has considered Discounted Cash Flow Method under Income Method on going concern assumption.



VALUATION OF BEL

- For determining the Fair Value of BEL, the market prices disseminated on National Stock Exchange of India Limited (NSE) were considered, since the shares of BEL is frequently traded share in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended.
- The Fair value has been considered by complying the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended.
- The Fair value has been arrived at Rs. 1,146.70 per Equity Share of face value of Rs. 2/- Each.

Conclusion ratio:-

"1 (One) equity share of BEL of face value of INR 2/- each fully paid up to each shareholder of Starlite Lighting Limited (except BEL itself)"

Exclusions and Limitations

Our opinion and analysis is limited to the extent of review of the valuation report by the valuer and the Draft scheme document. In connection with the opinion, we have

- A) Reviewed the Draft Scheme Document and the valuation report by the valuer dated 24th May, 2021.
- B) Reviewed financials for BEL and SLL for the year ended March 31, 2021.
- C) Held discussions with the valuer, in relation to the approach taken to valuation and the details of various methodologies utilized by them in preparing the valuation report and recommendations;
- D) Sought various clarifications with the respective senior management teams of SLL and BEL;
- E) Reviewed historical stock prices and trading volumes of BEL at NSE and BSE Limited;
- F) Reviewed such other information and explanations as we have required and which have been provided by the management of SLL and BEL.

This opinion is intended only for the sole use and information of BEL and in connection with the Scheme, including for the purpose of obtaining judicial and regulatory approvals for the Scheme or the purpose of complying with the SEBI regulations and requirement of stock exchanges on which the company is listed, and for no other purpose. We are not responsible in any way to any person/party/statutory authority for any decision of such person or party or authority based on this opinion. Any person/party intending to provide finance or invest in the shares/business of either SLL and/or BEL or their subsidiaries /joint ventures/associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

For the purpose of this assignment, Navigant has relied on the Valuation Certificate for the proposed "Scheme of Arrangement" of SLL and BEL and their respective shareholders and information and



explanation provided to it, the accuracy whereof has not been evaluated by Navigant. Navigant's work does not constitute certification or due diligence of any past working results and Navigant has relied upon the information provided to it as set out in working results of the aforesaid reports.

Navigant has not carried out any physical verification of the assets and liabilities of the companies and takes no responsibility on the identification and availability of such assets and liabilities.

We hereby give our consent to present and disclose the Fairness Opinion in the general meetings of the shareholders of SLL and BEL and to the Stock Exchanges and to the Registrar of Companies. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed scheme of Arrangement with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

The information contained in this report is selective and is subject to updating, expansions, revisions and amendment, if any. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent. Recipients are advised to independently conduct their own investigation and analysis of the business of the Companies. The report has been prepared solely for the purpose of giving a fairness opinion on Valuation Certificate issued for the proposed Scheme of Arrangement between SLL and BEL and their respective shareholders, and may not be applicable or referred to or quoted in any other context.

Our opinion is dependent on the information provided to us being complete and accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. The scope of our assignment does not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information used during the course of our work. As such we have not performed any audit, review or examinations of any of the historical or prospective information used and, therefore, do not express any opinion with regard to the same. In addition, we do not take any responsibility for any changes in the information used for any reason, which may occur subsequent to this date.

One should note that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. Moreover in this case where the shares of the company are being issued as consideration to the shareholders of SLL, it is not the absolute valuation that is important for framing an opinion but the relative valuation of the company vis-a-vis shares of SLL.

We have assumed that the Final Scheme will not differ in any material respect from the Draft Scheme Document shared with us.

We do not express any opinion as to any tax or other consequences that might arise from the Scheme on SLL, BEL and their respective shareholders, nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the respective companies have obtained such advice as they deemed necessary from qualified professionals. We have undertaken no independent



analysis of any potential or actual litigation, regulatory action, possible unasserted claims, government investigation or other contingent liabilities to which SLL, BEL and/or their associates/ subsidiaries, are or may be party.

The company has been provided with an opportunity to review the Draft Opinion as part of our standard practice to make sure that factual inaccuracy/omissions are avoided in our Final Opinion.

Our Opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Scheme or any matter thereto.

Our Fairness Opinion:

Based upon valuation work carried out by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA) we are of the opinion that the purpose of the proposed merger by absorption of SLL into BEL are fair, from a financial point of view.

The fairness of the Proposed Merger is tested by:

- (1) Considering whether the Valuation methods adopted by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA) depict a correct picture on the value of shares of all companies;
- (2) Calculating the fair market value of companies;
- (3) Considering qualitative factors such as economies of scale of operations, synergy benefits that may result from the proposed Merger of SLL into BEL.

The rationale for Share Exchange ratio as explained above, will be issued as assumed by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA) is justified.

We are in opinion that, Rashmi Shah, Chartered Accountant & Registered Valuer (SFA) is justified by taking the Fair Value of Companies, and covers each aspect of valuation.

This being of our best of professional understanding, we hereby sign the Fairness Opinion report on valuation.

For Navigant Corporate Advisors Limited



Sarthak Vijlani
Managing Director



DCS/AMAL/PB/R37/2123/2021-22

"E-Letter"

October 22, 2021

The Company Secretary,
Bajaj Electricals Limited.
 45/47 Veer Nariman Road,
 Mumbai, Maharashtra, 400001

Sir,

Sub: Observation letter regarding Draft Scheme of Merger by Absorption of Starlite Lighting Limited with Bajaj Electricals Limited and their respective shareholders

We are in receipt of the Draft Scheme of Merger by Absorption of Bajaj Electricals Limited as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated October 21, 2021 has inter alia given the following comment(s) on the draft scheme of Merger by Absorption:

- Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
- "Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the Scheme with the Stock Exchanges, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- "Company shall duly comply with various provisions of the Circular."
- "The entities involved in the Scheme shall duly comply with various provisions of the Circular."
- "Company shall ensure that the information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- "Company is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
- "Company is advised that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only."
- "Company is advised that the "Scheme" shall be acted upon subject to the applicant complying with the Clause 27 of Part C mentioned in the scheme document."
- "Company shall ensure no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."

- “Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.”
- “It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.”

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

BSE Limited Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai – 400 001, India
T : +91 22 2272 8045 / 8055 F : +91 22 2272 3457 www.bseindia.com
Corporate Identity Number: L67120MH2005PLC155188

Yours faithfully,

Sd/-

Prasad Bhide
Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/27442_II

October 26, 2021

The Company Secretary
Bajaj Electricals Limited
45 / 47, Veer Nariman Road,
Fort, Mumbai – 400001.

Kind Attn.: Mr. Ajay Nagle

Dear Sir,

Sub: Observation Letter for draft scheme of merger by absorption of Starlite Lighting Limited with Bajaj Electricals Limited and their respective shareholders

We are in receipt of draft scheme of merger by absorption of Starlite Lighting Limited with Bajaj Electricals Limited and their respective shareholders vide application dated June 24, 2021.

Based on our letter reference no. NSE/LIST/27442_I submitted to SEBI and pursuant to SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (“Circular”), kindly find following comments on the draft scheme:

- a. *The company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.*
- b. *Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchanges, and from the date of receipt of this letter is displayed on the websites of the listed company and the Stock Exchanges.*
- c. *Company shall duly comply with various provisions of the Circular.*
- d. *The entities involved in the Scheme shall duly comply with various provisions of the Circular.*
- e. *Company is advised that the information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- f. *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*

This Document is Digitally Signed



Signer: Harshad P Dharod
Date: Tue, Oct 26, 2021 21:12:18 IST
Location: NSE

- g. Company is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.*
- h. Company is advised that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.*
- i. Company is advised that the "Scheme" shall be acted upon subject to the applicant complying with the Clause 27 of Part C mentioned in the scheme document.*
- j. Company shall ensure no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.*
- k. Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- l. It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/Stock Exchange(s). Hence, the company is not required to send notice for representation as mandated under Section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the Circular.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from October 26, 2021 within which the scheme shall be submitted to NCLT.

This Document is Digitally Signed

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Harshad Dharod
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:
<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

This Document is Digitally Signed



Signer: Harshad P Dharod
Date: Tue, Oct 26, 2021 21:12:18 IST
Location: NSE



September 27, 2021

To,
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street.
Mumbai 400 001
Script Code: 500031

Re.: Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations") for the proposed Scheme of Merger by absorption of Starlite Lighting Limited ("Transferor Company") with Bajaj Electricals Limited ("Transferee Company" / "Company") and their respective Shareholders ("Scheme")

Sub.: Report on Complaint in terms of Para I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 as amended from time to time ("SEBI Circular")

Dear Sir/Madam,

This is in reference to the Scheme filed by the Company under Regulation 37 of the SEBI Listing Regulations with BSE Limited ("BSE") on June 24, 2021 and subsequent hosting of the said Scheme, along with other relevant documents, by BSE on its website on September 3, 2021.

As per Para I(A)(6) of the SEBI Circular, the Company is *inter-alia* required to submit a "Report on Complaints" containing the details of complaints received by the Company on the Scheme from various sources, within 7 days of expiry of 21 days from the date of uploading of the draft Scheme and related documents on the website of the relevant Stock Exchange.

In the present case, i.e. the Scheme, the period of 21 days from date the uploading of said documents by BSE on its website (i.e. September 3, 2021) has expired on September 24, 2021, accordingly, we attach herewith a "Report on Complaints", as Annexure-1 to this letter.

The Report on Complaints is also being uploaded on the website of the Company, i.e., www.bajajelectricals.com, as per requirement of the aforementioned said SEBI Circular.

We request you to take the above on record and treat the same as compliance under the applicable provisions of the SEBI Listing Regulations and SEBI Circular.

Thanking you,

Yours Faithfully,
For Bajaj Electricals Limited

AJAY
SURESH
NAGLE

Digitally signed by
AJAY SURESH NAGLE
Date: 2021.09.27
13:22:50 +05'30'

Ajay Nagle
EVP and Head – Legal & Company Secretary
ICSI Membership No. A9855

Encl.: As above.

Copy for information to: The National Stock Exchange of India Limited, Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400051.

Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001. **Tel.:** 022-61497000

Email ID: legal@bajajelectricals.com **Website:** www.bajajelectricals.com

Corporate Identity Number (CIN): L31500MH1938PLC009887

Annexure-1

REPORT ON COMPLAINT

[in respect of the Scheme of Merger by absorption of Starlite Lighting Limited with Bajaj Electricals Limited and their respective Shareholders]

Period of Complaints Report: September 3, 2021 to September 24, 2021

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

For Bajaj Electricals Limited

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SURESH
NAGLE

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AJAY SURESH NAGLE
Date: 2021.09.27
13:22:22 +05'30'

Ajay Nagle

EVP and Head – Legal & Company Secretary

ICSI Membership No. A9855

Mumbai, September 27, 2021

September 13, 2021

To,
National Stock Exchange of India Limited
Listing Department
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051.
NSE Symbol: BAJAJELEC

Re.: Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations") for the proposed Scheme of Merger by absorption of Starlite Lighting Limited ("Transferor Company") with Bajaj Electricals Limited ("Transferee Company" / "Company") and their respective Shareholders ("Scheme")

Sub.: Report on Complaint in terms of Para I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 as amended from time to time ("SEBI Circular")

Dear Sir/Madam,

This is in reference to the Scheme filed by the Company under Regulation 37 of the SEBI Listing Regulations with National Stock Exchange of India Limited ("NSE") on June 24, 2021 and subsequent hosting of the said Scheme, along with other relevant documents, by NSE on its website on August 20, 2021.

As per Para I(A)(6) of the SEBI Circular, the Company is *inter-alia* required to submit a "Report on Complaints" containing the details of complaints received by the Company on the Scheme from various sources, within 7 days of expiry of 21 days from the date of uploading of the draft Scheme and related documents on the website of the relevant Stock Exchange.

In the present case, i.e. the Scheme, the period of 21 days from date the uploading of said documents by NSE on its website (i.e. August 20, 2021) has expired on September 10, 2021, accordingly, we attach herewith a "Report on Complaints", as Annexure-1 to this letter.

The Report on Complaints is also being uploaded on the website of the Company, i.e., www.bajajelectricals.com, as per requirement of the aforementioned said SEBI Circular.

We request you to take the above on record and treat the same as compliance under the applicable provisions of the SEBI Listing Regulations and SEBI Circular.

Thanking you,

Yours Faithfully,

For Bajaj Electricals Limited

AJAY SURESH
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AJAY SURESH NAGLE
Date: 2021.09.13
19:07:10 +05'30'

Ajay Nagle

EVP and Head – Legal & Company Secretary

ICSI Membership No. A9855

Encl.: As above.

Copy for information to: The General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalai Street, Mumbai— 400 001.

Annexure-1

REPORT ON COMPLAINT

[in respect of the Scheme of Merger by absorption of Starlite Lighting Limited with Bajaj Electricals Limited and their respective Shareholders]

Period of Complaints Report: August 20, 2021 to September 10, 2021

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

For Bajaj Electricals Limited

AJAY
SURESH
NAGLE

Digitally signed by
AJAY SURESH
NAGLE
Date: 2021.09.13
19:07:36 +05'30'

Ajay Nagle

EVP and Head – Legal & Company Secretary

ICSI Membership No. A9855

Mumbai, September 13, 2021

QUARTERLY FINANCIALS
OF
STARLITE LIGHTING LIMITED
FOR
THE PERIOD ENDED 31ST DECEMBER 2021

Starlite Lighting Limited

Management Certified Statement of financial results for the quarter and nine months ended December 31, 2021

Balance Sheet as on December 31, 2021

(Currency: Indian Rupees)

Particulars	Notes	As at	As at
		December 31, 2021	March 31, 2021
		(Unaudited)	(Audited)
ASSETS			
Non-current assets			
Property, plant and equipment	3	94,28,79,695	96,62,79,986
Capital work in progress	3	-	1,94,93,340
Intangible assets	4	-	-
Right-of-use assets	24	-	3,42,46,840
Financial assets			
Other financial assets	5(c)	12,50,64,143	10,43,80,869
Deferred tax assets (net)	6	-	-
Advance income tax (net)	7	37,26,531	16,51,320
Other non-current assets	8	4,04,943	58,47,657
Total non-current assets		1,07,20,75,312	1,13,19,00,012
Current assets			
Inventories	9	37,37,38,176	35,74,52,238
Financial assets			
Trade receivables	5(a)	22,12,29,955	25,28,16,469
Cash and cash equivalents	5(b)	34,32,935	76,21,465
Other financial assets	5(c)	2,85,20,312	5,94,70,694
Other current assets	10	14,16,59,797	10,44,81,993
Total current assets		76,85,81,175	78,18,42,859
TOTAL ASSETS		1,84,06,56,487	1,91,37,42,871
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	57,50,00,000	12,50,00,000
Other equity	12	(3,88,98,03,841)	(3,64,35,33,027)
Total equity		(3,31,48,03,841)	(3,51,85,33,027)
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	13(a)	3,48,25,57,493	1,25,25,47,767
Lease liability	24	-	2,24,31,758
Long term provisions	14	98,38,367	2,15,26,116
Total non-current liabilities		3,49,23,95,860	1,29,65,05,641
Current liabilities			
Financial liabilities			
Borrowings	13(b)	1,30,34,92,365	3,68,87,84,342
Lease liability	24	-	8,05,94,960
Trade payables			
Dues of micro enterprises and small enterprises	13(d)	6,96,60,345	9,96,70,814
Dues of creditors other than micro enterprise and small enterprises	13(d)	21,04,86,110	19,27,35,729
Other financial liabilities	13(c)	5,87,15,410	4,03,74,207
Short term provisions	14	1,48,65,118	2,96,12,775
Other current liabilities	15	58,45,121	39,97,430
Total current liabilities		1,66,30,64,468	4,13,57,70,257
Total liabilities		5,15,54,60,328	5,43,22,75,897
TOTAL EQUITY AND LIABILITIES		1,84,06,56,487	1,91,37,42,871



Place: Nashik

Date: February 1, 2022

Starlite Lighting Limited

Registered office: Gats nos 423 to 426, Wadivharhe, Taluka Igatpuri,

Agra-Mumbai Highway, Opp. Rothe Erder India Pvt. Ltd, Nashik - 422 403, Maharashtra

Company Identity Number: U31300MH1995PLC090213

For and on behalf of the Board of Directors of
Starlite Lighting LimitedShekhar Bajaj
Director

DIN : 00089358

Flat no 50, Bldg no4

Hill Park, Malabar Hill

Mumbai (MAH)

Meeta Jaisingh Khalsa
Director

DIN : 09087533

305, Wing No 3, Lodha Amara

Kolshet Road, Sandoz Baug

Thane West- 400 607

Particulars	Notes	Year ended	
		March 31, 2021	
		December 31, 2021	March 31, 2021
		(Unaudited)	(Audited)
INCOME			
Revenue from operations	16	1,64,89,26,925	1,81,00,19,797
Other income	17	7,02,11,419	81,54,442
Total income		1,71,91,38,344	1,81,81,74,239
EXPENSES			
Cost of raw material consumed	18(a)	1,25,29,51,374	1,32,00,24,513
(Increase)/ decrease in inventories of finished goods and work-in-progress	18(b)	(92,748)	1,01,01,130
Employee benefits expense	19	8,89,91,774	10,52,57,077
Depreciation and amortization expense	20	6,40,02,085	10,06,77,853
Other expenses	21	14,77,09,623	21,39,54,944
Finance cost	22	41,74,07,151	49,90,97,299
Total expense		1,97,09,69,259	2,24,91,12,816
Loss before exceptional items and tax		(25,18,30,915)	(43,09,38,577)
Exceptional items (refer note 5)	23	-	6,25,31,464
Loss before tax		(25,18,30,915)	(49,34,70,041)
Income tax expense		-	-
Loss for the year		(25,18,30,915)	(49,34,70,041)
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Re-measurements gains/ (losses) on defined benefit plans		55,60,101	(14,15,032)
Income tax effect		-	-
Other comprehensive income/(loss)		55,60,101	(14,15,032)
Total comprehensive income/(loss) for the year, net of tax		(24,62,70,814)	(49,48,85,073)
Paid-up equity share capital (Face value of equity shares: Rs. 10 each fully paid up)		57,50,00,000	12,50,00,000
Earnings per share - face value Rs. 10.00 per share (not annualised except for year-end EPS)			
Before exceptional items - Basic and diluted		(4.38)	(34.48)
After exceptional items - Basic and diluted		(4.38)	(39.48)

Notes:

The above financials results were reviewed and approved by Board of Directors at their meeting held on dated 01st February 2022.



Place: Nashik

Date: February 1, 2022

Starlite Lighting Limited

Registered office: Gats nos 423 to 426, Wadivarhe, Taluka Igatpuri,
Agra-Mumbai Highway, Opp. Rothe Erder India Pvt. Ltd, Nashik - 422 403, Maharashtra
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For and on behalf of the Board of Directors of
Starlite Lighting Limited

Shekhar Bajaj
Director
DIN : 00089358
Flat no 50, Bldg no4
Hill Park, Malabar Hill
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Meeta Jaisingh Khalsa
Director
DIN : 09087533
305, Wing No 3, Lodha Amara
Kolshet Road, Sandoz Baug
Thane West- 400 607

Starlite Lighting Limited

Management Certified Statement of financial results for the quarter and nine months ended December 31, 2021

Statement of Cash Flow as on December 31, 2021

Particulars	Nine Months ended	
	December 31, 2021	March 31, 2021
	(Unaudited)	(Unaudited)
Operating activities		
Loss before tax	(25,18,30,915)	(49,34,70,042)
<i>Adjustments to reconcile profit before tax to net cash flows:</i>		
Depreciation, amortisation and impairment of property, plant and equipment	6,34,36,860	15,47,78,885
Impairment of inventories	31,08,521	3,86,25,116
Loss/(gain) on sale of property plant and equipment	(6,02,64,598)	(68,273)
Finance costs (including fair value change in financial instruments)	41,74,07,151	49,90,97,299
Finance income (including fair value change in financial instruments)	(17,54,343)	(40,82,751)
Working capital adjustments:		
(Increase)/decrease in trade receivables	3,15,86,514	68,29,940
(Increase)/decrease in inventories	(1,31,77,417)	(5,55,08,137)
(Increase)/decrease in other financial assets: non-current	(2,04,33,680)	(59,53,486)
(Increase)/decrease in other financial assets: current	3,09,50,382	(2,71,81,125)
(Increase)/decrease in other current assets	(3,17,35,090)	(2,33,19,431)
Increase/(decrease) in long term provisions	(1,16,87,749)	31,15,403
Increase/(decrease) in short term provisions	(1,47,47,657)	(12,26,898)
Increase/(decrease) in trade payables	(1,22,60,088)	16,07,04,299
Increase/(decrease) in other current liabilities	18,47,691	(1,42,230)
Increase/(decrease) in other financial liabilities: current	1,83,41,203	61,21,995
	14,87,86,786	25,83,20,564
Income tax paid (net of refunds)	(20,75,211)	(8,74,653)
Net cash flows from operating activities	14,67,11,574	25,74,45,911
Investing activities		
Purchase of property, plant and equipment including capital work-in-progress and capital advances	(5,18,40,362)	(1,50,91,496)
Proceeds from sale of property, plant and equipment	12,58,08,570	20,77,000
Investment in fixed deposit with original maturity of more than twelve months	(2,49,594)	(4,51,467)
Interest received	14,17,525	(40,93,096)
Net cash flows used in investing activities	7,51,36,139	(1,75,59,059)
Financing activities		
Finance cost	(39,97,85,409)	(41,31,46,617)
Payment for lease liabilities	(12,06,48,460)	(5,15,30,099)
Proceeds from borrowings	3,05,17,43,624	28,51,14,601
Repayment of borrowings	(3,20,73,45,998)	(5,27,60,392)
Proceeds from Equity	45,00,00,000	-
Net cash flows from financing activities	(22,60,36,243)	(23,23,22,507)
Net increase in cash and cash equivalents	(41,88,530)	75,64,346
Cash and cash equivalents at the beginning of the year	76,21,465	57,119
Cash and cash equivalents at the end of the year	34,32,935	76,21,465



Place: Nashik

Date: February 1, 2022

Starlite Lighting Limited

Registered office: Gats nos 423 to 426, Wadivarhe, Taluka Igatpuri, Agra-Mumbai Highway, Opp. Rothe Erder India Pvt. Ltd, Nashik - 422 403, Maharashtra
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For and on behalf of the Board of Directors of
Starlite Lighting Limited

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Director
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Director
DIN : 09087533
305, Wing No 3, Lodha Amara
Kolshet Road, Sandoz Baug
Thane West- 400 607

a. Equity share capital (refer note 11)

Particulars	As at December 31, 2021	As at March 31, 2021
At the beginning of the year	12,50,00,000	12,50,00,000
Issue of equity capital during the year	45,00,00,000	-
At the end of the year	57,50,00,000	12,50,00,000

b. Other equity (refer note 12)

Particulars	Reserves and surplus			Total
	Capital reserve	Securities premium	Retained earnings	
Balance as at April 1, 2020	6,46,11,857	3,50,00,000	(3,24,82,59,810)	(3,14,86,47,953)
Loss for the period	-	-	(49,34,70,042)	(49,34,70,042)
Other comprehensive income (net)	-	-	(14,15,032)	(14,15,032)
Total comprehensive income	-	-	(49,48,85,074)	(49,48,85,074)
Balance as at March 31, 2021	6,46,11,857	3,50,00,000	(3,74,31,44,884)	(3,64,35,33,027)
Loss for the period	-	-	(25,18,30,915)	(25,18,30,915)
Other comprehensive income (net)	-	-	55,60,101	55,60,101
Total comprehensive income	-	-	(24,62,70,814)	(24,62,70,814)
Balance as at June 30, 2021	6,46,11,857	3,50,00,000	(3,98,94,15,698)	(3,88,98,03,841)



Sarilite Lighting Limited
Notes to the financial statements for the year ended December 31, 2021

Note 3: Property, plant and equipment

Particulars	Freehold land	Building	Plant and machinery	Vehicle	Furniture and fixtures	Computers	Office equipments	Total
Cost								
As at 01 April 2018	3,98,93,558	50,91,07,653	1,46,75,70,367	11,84,792	97,50,486	38,80,543	4,72,29,491	2,07,86,16,890
Additions	-	6,46,81,374	4,31,61,993	-	2,09,33,385	3,28,549	26,26,600	15,30,51,903
Disposals / Adjustments	-	-	-	-	-	-	-	-
Impairment	-	-	-	-	-	-	-	-
As at April 1, 2019	3,98,93,558	59,37,89,027	1,51,75,75,226	11,84,792	3,00,03,871	42,09,092	4,98,56,094	2,23,65,11,659
Adjustment for change in accounting policy	-	-	(30,25,06,600)	-	-	-	-	(30,25,06,600)
As at April 1, 2019 (restated)	3,98,93,558	59,37,89,027	1,21,50,68,618	11,84,792	3,00,03,871	42,09,092	4,98,56,094	1,93,40,05,051
Additions	-	-	3,25,71,880	-	63,700	3,29,984	1,61,374	3,31,48,938
Disposals	-	-	(3,84,65,208)	-	-	-	-	(3,84,65,208)
As at March 31, 2020	3,98,93,558	59,37,89,027	1,20,91,75,290	11,84,792	3,00,67,571	45,39,076	5,00,39,468	1,92,86,88,781
Additions	-	94,00,378	16,23,689	-	83,000	2,26,003	7,33,164	1,20,66,234
Adjustments	-	-	-	-	-	-	-	-
Disposals	-	-	(27,24,35,476)	-	(19,37,482)	(5,67,187)	(73,43,038)	(28,22,63,183)
As at March 31, 2021	3,98,93,558	60,31,89,405	93,83,63,503	11,84,792	2,82,13,089	41,97,892	4,34,29,594	1,65,84,71,832
Additions	-	36,17,895	4,69,11,845	-	3,17,518	35,205	9,57,899	5,16,40,362
Adjustments	-	-	-	-	-	-	-	-
Disposals	-	(3,77,26,434)	(1,30,17,160)	-	-	-	-	(5,27,43,594)
As at Dec 31, 2021	3,98,93,558	56,90,80,866	97,02,58,188	11,84,792	2,85,30,607	42,33,097	4,43,87,493	1,65,75,68,600
Depreciation and Impairment								
As at 01 April 2018	-	6,16,64,293	73,72,09,657	11,25,552	53,04,643	34,28,890	2,55,39,675	83,42,72,711
Charge for the year	-	1,75,68,890	14,23,97,672	-	6,35,412	99,055	1,75,079	16,08,76,108
Impairments (refer note 23)	-	-	-	-	-	-	-	-
Disposals / Adjustments	-	-	2,83,75,399	-	-	-	-	2,83,75,399
As at April 1, 2019	-	7,92,33,183	90,79,82,728	11,25,552	59,40,056	35,27,945	2,57,14,754	1,02,35,24,218
Adjustment for change in accounting policy	-	-	(21,74,66,072)	-	-	-	-	(21,74,66,072)
As at April 1, 2019 (restated)	-	7,92,33,183	69,05,16,656	11,25,552	59,40,056	35,27,945	2,57,14,754	80,60,58,146
Charge for the year	-	1,76,17,024	5,34,97,896	-	25,55,773	1,66,446	74,54,184	81,21,91,322
Disposals	-	-	(3,57,81,208)	-	-	-	-	(3,57,81,208)
As at March 31, 2020	-	9,68,50,207	70,82,33,344	11,25,552	84,95,829	36,94,390	3,31,68,938	85,15,68,261
Charge for the year	-	1,82,99,282	4,20,51,707	-	25,55,621	2,66,123	37,14,275	6,02,97,008
Disposals	-	-	(27,09,19,135)	-	(18,40,608)	(5,38,827)	(69,75,884)	(28,02,74,454)
Impairment (refer note 23)	-	-	-	-	-	-	-	-
Adjustments	-	-	5,41,01,033	-	-	-	-	5,41,01,033
As at March 31, 2021	-	11,50,59,490	53,34,66,949	11,25,552	92,10,842	34,21,687	2,99,07,329	69,21,91,848
Charge for the year	-	1,08,33,404	3,21,47,914	-	17,14,178	2,00,399	21,56,300	4,70,72,194
Disposals	-	(1,47,22,850)	(96,93,469)	-	-	-	-	(2,44,16,319)
Impairment (refer note 23)	-	-	-	-	-	-	-	-
Adjustments	-	3,49,838	(8,09,091)	-	1,80,752	1,15,683	-	(1,38,818)
As at Dec 31, 2021	-	11,15,39,881	55,51,16,303	11,25,552	1,11,09,772	37,37,768	3,20,63,628	71,46,88,905
Net book								
As at March 31, 2020	3,98,93,558	49,69,38,819	50,09,41,946	59,240	2,15,71,742	8,44,685	1,68,70,530	1,07,71,20,520
As at March 31, 2021	3,98,93,558	48,81,29,915	40,48,96,554	59,240	1,90,02,247	7,76,205	1,35,22,265	96,62,79,983
As at Dec 31, 2021	3,98,93,558	45,75,40,985	41,51,41,885	59,240	1,74,24,835	4,95,328	1,23,23,864	94,28,79,695

Note 3.1: Certain property, plant and equipment are pledged against borrowings, the details relating to which have been described in note 13(a) and note 13(b).

Note 3.2: The closing capital work in progress as on March 31, 2021 mainly consists of costs incurred development costs for new product lines.

Particulars	December 31, 2021	March 31, 2021
As at the beginning of the year	1,94,93,340	1,27,97,669
Additions during the year	(1,94,93,340)	1,60,96,049
Capitalisation during the year	-	(94,00,378)
As at the end of the year	(0)	1,94,93,340



Starlite Lighting Limited
 Note 4: Intangible assets

Particulars	Computer software	Total
Cost		
As at March 31, 2020	86,03,530	86,03,530
As at March 31, 2021	86,03,530	86,03,530
As at Dec 31, 2021	86,03,530	86,03,530
Amortization		
As at March 31, 2020	86,03,530	86,03,530
As at March 31, 2021	86,03,530	86,03,530
As at Dec 31, 2021	86,03,530	86,03,530
Net block		
As at March 31, 2020	-	-
As at March 31, 2021	-	-
As at Dec 31, 2021	-	-

Note 4.1: Though the Company has fully amortised computer software asset, the same is still under use for business purpose.



Note 5: Financial assets
5(a) Trade receivables (current)

Particulars	As at December 31, 2021	As at March 31, 2021
Trade receivables from unrelated parties		
- Considered good	4,59,32,261	3,81,99,414
- Receivables - credit impaired	-	-
Receivables from related parties	17,52,97,694	21,46,17,055
	22,12,29,955	25,28,16,469
Less: Allowances for doubtful debts	-	-
Total trade receivables	22,12,29,955	25,28,16,469

There are no trade receivables which are due from directors or other officers of the Company either severally or jointly with any person.

Trade receivables are non interest bearing and are generally on terms of 15 to 90 days.

Trade receivables are pledged against borrowings, the details relating to which have been described in note 13(a) and note 13(b).

5(b) Cash and cash equivalents

Particulars	As at December 31, 2021	As at March 31, 2021
Balances with banks - in current accounts	34,12,754	76,18,887
Cash on hand	20,181	2,578
Total cash and cash equivalents	34,32,935	76,21,465

5(c) Other financial assets
Unsecured (Considered good, unless otherwise stated)

Particulars	As at December 31, 2021		As at March 31, 2021	
	Non-current	Current	Non-Current	Current
Deposits with original maturity of more than twelve months (refer note a)	1,06,30,143	-	1,03,80,549	-
Security deposits (refer note b)	32,86,212	-	31,36,212	1,94,85,545
Interest receivable	-95,545	-	-	2,41,273
Receivable towards Industrial Promotion Subsidy under PSI, 2007	11,12,43,333	2,85,20,312	9,08,64,108	3,72,74,635
Others (Govt. Organisation)	-	-	-	24,69,241
Total other financial assets	12,50,64,143	2,85,20,312	10,43,80,869	5,94,70,694

Note a: The aforesaid fixed deposits are against letter of credit and bank guarantee.



Starlite Lighting Limited

Notes to the financial statements for the year ended December 31, 2021

Note 6: Deferred tax assets

Particulars	As at December 31, 2021	As at March 31, 2021
Deferred tax liability		
Fixed assets : Impact of difference between tax depreciation and depreciation / amortization charged for the financial reporting	2,65,80,599	2,65,80,599
Total deferred tax liability	2,65,80,599	2,65,80,599
Deferred tax asset		
Provision for doubtful debts & warranty	37,84,465	37,84,465
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes	1,03,48,200	1,03,48,200
Losses available for offsetting against future taxable income	1,24,47,934	1,24,47,934
Deferred tax asset to the extent of liability	2,65,80,599	2,65,80,599
Deferred tax assets (net) recognised in the balance sheet	-	-

The Company has the following carry forward of business loss and unabsorbed depreciation. However, in the absence of probability of future taxable profit it has not recognised deferred tax asset.

Particulars	As at December 31, 2021	As at March 31, 2021
Business loss	1,80,45,88,388	1,80,45,88,388
Unabsorbed depreciation	1,39,53,71,472	1,39,53,71,472
Total	3,19,99,59,860	3,19,99,59,860

The details of expiry of business loss is as under:

Year of loss	Amount	Expiry
2014-2015	3,14,26,869	2022-2023
2015-2016	2,47,82,605	2023-2024
2017-2018	11,16,97,012	2025-2026
2018-2019	30,91,87,242	2026-2027
2019-2020	48,46,85,084	2027-2028
2020-2021	51,44,77,221	2028-2029
2021-2022	32,83,32,355	2029-2030
Total	1,80,45,88,388	

There is no expiry date for unabsorbed depreciation.

Since the Company has not recognised net deferred tax asset, tax reconciliation as required by Ind AS is not given.



Starlite Lighting Limited

Notes to the financial statements for the year ended December 31, 2021

Note 7: Advance income tax (net)

Particulars	As at December 31, 2021	As at March 31, 2021
Income tax asset (net)	37,26,531	16,51,320
Total advance income tax (net)	37,26,531	16,51,320

Note 8: Other non-current assets

Unsecured (Considered good, unless otherwise stated)

Particulars	As at December 31, 2021	As at March 31, 2021
Capital advances	4,04,943	58,47,657
Total other non-current assets	4,04,943	58,47,657

Note 9: Inventories

(At lower of cost and net realisable value)

Particulars	As at December 31, 2021	As at March 31, 2021
Raw materials	27,45,11,041	26,59,43,094
Work-in-progress	2,19,74,935	3,95,27,370
Finished goods	3,81,20,128	2,04,74,945
Stores and spares	61,39,222	47,70,633
Packing and other material	3,29,92,850	2,67,36,195
Total inventories	37,37,38,176	35,74,52,238

Note 10: Other current assets

Unsecured (Considered good, unless otherwise stated)

Particulars	As at December 31, 2021	As at March 31, 2021
Advances to suppliers	2,29,22,092	65,76,786
Advance to others	5,50,657	6,78,826
Prepaid expenses	33,05,558	21,01,044
Balances with government authorities	11,48,81,490	9,51,25,337
Total other current assets	14,16,59,797	10,44,81,993



Note 11 : Equity share capital

Particulars	As at	As at
	December 31, 2021	March 31, 2021
Authorised 102,500,000 (March 31, 2021: 102,500,000) shares of Rs.10 each	1,02,50,00,000	1,02,50,00,000
Issued, subscribed and fully paid-up 57,500,000 (March 31, 2021: 57,500,000) equity shares of Rs.10 each	57,50,00,000	12,50,00,000
	57,50,00,000	12,50,00,000

a. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Particulars	As at		As at	
	December 31, 2021		March 31, 2021	
	No. of shares	Amount	No. of shares	Amount
Outstanding at the beginning and end of the year	5,75,00,000	57,50,00,000	1,25,00,000	12,50,00,000

b. Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. During the year ended March 31, 2021, the amount of per share dividend recognised as distributions to equity shareholders was Rs. Nil (March 31, 2020: Rs. Nil)

Any dividend proposed by the Board of Directors of the Company is subject to approval of the shareholders at the Annual General Meeting.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% of equity shares in the Company:

Name of shareholder	As at		As at	
	December 31, 2021		March 31, 2021	
	No. of shares	% holding	No. of shares	% holding
Arvind Bharati	7,02,500	1.22	7,02,500	5.62
Ravindra Bharati	25,60,000	4.45	25,60,000	20.48
M/s Bajaj Electricals Limited	58,75,000	88.48	58,75,000	47.00
M/s Jamnalal & Sons	16,25,000	2.83	16,25,000	13.00
M/s Starlite Components Limited	6,87,500	1.20	6,87,500	5.50

d. No shares were allotted as fully paid-up pursuant to contracts without payment being received in cash during the year of five years immediately preceding the date of the balance sheet

e. There are no shares reserved for issue under options.



Note 12 : Other equity

Particulars	As at December 31, 2021	As at March 31, 2021
Capital reserve	6,46,11,857	6,46,11,857
Securities premium	3,50,00,000	3,50,00,000
Retained earnings	(3,98,94,15,697)	(3,74,31,44,883)
Total other equity	(3,88,98,03,840)	(3,64,35,33,026)

(i) Capital reserve	As at December 31, 2021	As at March 31, 2021
Opening and closing balance*	6,46,11,857	6,46,11,857

* Capital Reserve has been created on account loans waived off by the banks in the Year 2006-2007. The distribution of the amount will be subject to the restrictions placed by the Companies Act, 2013

(ii) Securities premium	As at December 31, 2021	As at March 31, 2021
Opening and closing balance*	3,50,00,000	3,50,00,000

* Securities premium account has been created on account of 400,000 shares issued to Bajaj Electricals Limited in the year 2007-2008 at a premium of Rs. 8.75 per share. The amount can be used for the purpose stated in section 52 of the Companies Act, 2013 (as amended). It is not available for distribution to shareholders.

(iii) Retained earnings	As at December 31, 2021	As at March 31, 2021
Opening balance	(3,74,31,44,883)	(3,24,82,59,810)
Loss for the year	(25,18,30,915)	(49,34,70,041)
Other comprehensive income/(loss)	55,60,101	(14,15,032)
Closing balance	(3,98,94,15,697)	(3,74,31,44,883)

The above reserves will be utilised in accordance with the provisions of the Companies Act, 2013.



Note 13(a) : Long term borrowings

Particulars	As at December 31, 2021		As at March 31, 2021	
	Non-current	Current	Non-current	Current
Debentures (secured)				
Debentures	-	0	32,35,36,523	87,93,45,524
Less: Unamortised loan processing charges	-	-	-	-24,89,863
	-	0	32,35,36,523	87,68,55,661
Non-convertible preference shares (unsecured)				
10,000,000 9% Redeemable preference shares	19,54,49,558	-	18,26,34,862	-
5,000,000 9% Redeemable preference shares	8,81,24,888	-	8,23,46,959	-
30,000,000 Redeemable preference shares	66,14,83,046	-	61,81,12,756	-
Term loan from banks (secured)	-	-	4,59,16,667	1,13,52,500
Term loan from related party (unsecured - Non-current)	2,53,75,00,000	-	-	94,40,00,000
Sales tax deferral loan (unsecured)	-	-	-	4,64,507
	3,48,25,57,493	0	1,25,25,47,767	1,83,26,72,668
Amount disclosed under the head "Other financial liabilities" (refer note 13(c))	-	(0)	-	(1,83,26,72,668)
Total long term borrowings	3,48,25,57,493	-	1,25,25,47,767	-

(a) Debentures

Month of repayment	Principal Amount	Interest Rate p.a
September, 2021	40,00,00,000	9.83% (Upto June 26, 2020: 9.33%)
March, 2022	25,00,00,000	11.50%
April, 2022	35,00,00,000	11.50%

The debentures are secured by first pari passu charge over movable and immovable fixed assets of the Company.

(b) Preference shares

10,000,000 - 9% cumulative redeemable preference shares redeemable on June 30, 2024

5,000,000 - 9% cumulative redeemable preference shares redeemable on June 30, 2025

30,000,000 - 0% redeemable preference shares redeemable in 3 equal tranches at an yield of 10% on June 30, 2026, June 30, 2027 and June 30, 2028 respectively.

(c) Term loan from banks

The Company has availed term loan from State Bank of India under Government of India's 'Emergency Line of Credit Scheme' for the purpose of meeting the working capital requirements, operating liabilities and restart operations once lockdown is over. The said loan is secured by primary and collateral securities including mortgages created in the favour of bank. The loan carries interest of External Benchmark Linked Rate (EBLR) + 0.75% i.e. 7.40% p.a. and maximum of 9.25% p.a. during entire tenor of loan. Interest is applied at monthly intervals. The loan is repayable after a moratorium period of 12 months and is repayable in 36 monthly instalments after moratorium.

(d) Loans from related party

The unsecured loan is from Bajaj Electricals Limited and carries an interest rate of MCLR + 1.75% and 10.30% p.a. fixed (March 31, 2020 : MCLR + 1.75%).

(e) Sales tax deferral loan

The sales tax deferral loan is payable in 5 yearly instalments.



Starlite Lighting Limited
Notes to the financial statements for the year ended December 31, 2021
Note 13(b) : Short term borrowings

Particulars	As at December 31, 2021	As at March 31, 2021
From banks (secured)		
Cash credit	8,57,72,048	27,21,70,441
Working capital loan (secured)	0	74,89,91,136
Bill discounting (with recourse)	0	6,98,30,611
Loans from related party (unsecured)	1,21,77,20,317	76,51,19,486
Current maturities of long term debt [refer note 13 (a)]	0	1,83,26,72,668
Total short term borrowings	1,30,34,92,365	3,68,87,84,342

(a) Secured loans from banks

The loans are secured against stock, book debts, other receivables, property, plant and equipment and collateral security given by Bajaj Electricals Limited. The rate of interest 8.95% to 10% (March 31, 2020 : 8.85% to 10%).

(b) Working capital loan

The borrowing is for working capital purpose against book debts, other receivables, property, plant and equipment and comfort letter of Bajaj Electricals Limited and with charge over stock and receivables for a period of 12 months (yearly renewal). The rate of interest on these loans range from 7.40% to 12.00% (March 31, 2020 : 8.36% to 11.80%).

(c) Bill discounting (with recourse)

The discounting facility is availed from bank and financial institution with recourse. The discounting charges are in the range of 10% to 10.85% (March 31, 2020: 8.65% to 11.75%).

(c) Unsecured loan from related party

The unsecured loan is from Bajaj Electricals Limited and is repayable on demand. The rate of interest is MCLR plus 1.75% to 11% fixed (March 31, 2020 : MCLR + 1.75%).

Note 13(c): Other financial liabilities (current)

Particulars	As at December 31, 2021	As at March 31, 2021
Interest accrued but not due on borrowings	-	-
Interest accrued and due on borrowings	3,29,33,433	90,60,861
Liability for capital goods	-	-
Employee related liabilities	1,45,16,977	1,17,86,817
Outstanding liabilities		
- Labour charges	-	65,97,647
- Audit fees	-	18,50,000
- Others	1,12,65,000	1,10,78,882
Total other financial liabilities	5,87,15,410	4,03,74,207

Note 13(d) : Trade payables

Particulars	As at December 31, 2021	As at March 31, 2021
Total outstanding dues of micro enterprises and small enterprises (refer note 34)	6,96,60,345	9,96,70,814
Total outstanding dues of creditors other than micro enterprises and small enterprises	16,07,22,317	19,01,28,681
Trade payables to related parties	4,97,63,793	26,07,048
	21,04,86,110	19,27,35,729
Total trade payables	28,01,46,455	29,24,06,543

Trade payables (except Bajaj Electricals Limited) are non-interest bearing and generally have a payment term of 15 to 180 days. In case of Bajaj Electricals Limited, no interest is payable in case payment is made within 45 days.



Note 14: Provisions

Particulars	As at December 31, 2021		As at March 31, 2021	
	Long-term	Short-term	Long-term	Short-term
Employee benefit obligations				
Leave obligation	-	79,60,140	-	1,43,64,424
Gratuity	98,38,367	18,01,598	2,15,26,116	6,92,716
Others				
Provision for warranty	-	51,03,380	-	1,45,55,635
Total provisions	98,38,367	1,48,65,118	2,15,26,116	2,96,12,775

Provision for warranty

Warranty costs are provided on a technical estimate of costs required to be incurred for repairs, replacements, material used as per past experience in respect of warranty costs. It is expected that this expenditure will be incurred over the contractual warranty period.

The movement in the above provision are summarised below :

Particulars	As at December 31, 2021	As at March 31, 2021
Opening balance	1,45,55,636	1,53,47,240
- Provision created	1,77,30,360	1,57,93,759
- Provision utilized	(79,62,652)	(1,65,85,363)
Closing balance	2,43,23,344	1,45,55,636

Note 15 : Other current liabilities

Particulars	As at December 31, 2021	As at March 31, 2021
Statutory dues		
- Employee related liabilities	14,19,883	18,50,649
- TDS payable	41,00,894	21,42,287
- TCS payable	1,04,850	-
- Deposit received	2,15,000	-
- Others	4,494	4,494
- Deposit for Asset Sale	-	-
Total other current liabilities	58,45,121	39,97,430



Note 16: Revenue from operations

Particulars	Nine months ended		For the Year Ending
	December 31, 2021	December 31, 2020	March 31, 2021 Rupees
Revenue from contracts with customers	1,57,66,73,786	1,21,74,84,997	1,74,55,12,991
Other operating revenue	7,22,53,138	4,88,38,244	6,45,06,806
Total	1,64,89,26,925	1,26,63,23,241	1,81,00,19,797

Note 16.1: Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Particulars	Nine months ended		For the Year Ending
	December 31, 2021	December 31, 2020	March 31, 2021 Rupees
India	1,57,53,63,658	1,19,88,71,083	1,71,67,50,771
Outside India	13,10,128	1,86,13,914	2,87,62,220
Total revenue from contracts with customers	1,57,66,73,786	1,21,74,84,997	1,74,55,12,991

Timing of revenue recognition

Particulars	Nine months ended		For the Year Ending
	December 31, 2021	December 31, 2020	March 31, 2021 Rupees
Goods transferred at a point in time	1,57,66,73,786	1,21,74,84,997	1,74,55,12,991
Total revenue from contracts with customers	1,57,66,73,786	1,21,74,84,997	1,74,55,12,991

Note 16.2: Contract balances

Particulars	Nine months ended		For the Year Ending
	December 31, 2021	December 31, 2020	March 31, 2021 Rupees
Trade receivables	22,12,29,955	26,06,39,399	25,28,16,469
Total	22,12,29,955	26,06,39,399	25,28,16,469

Trade receivables are non interest bearing and are generally on terms of 15 to 90 days.

Note 16.3: Performance obligation

The performance obligation is satisfied upon delivery of consumer products to the customer. The contract also contains warranties for

Note 17: Other income

Particulars	Nine months ended		For the Year Ending
	December 31, 2021	December 31, 2020	March 31, 2021 Rupees
Interest income	17,54,343	32,26,625	40,82,751
Foreign exchange difference (net)	21,81,337	57,97,538	40,03,418
Gain/Loss on sale of fixed assets	6,02,64,598	-	68,273
Discount Received	1,48,540	-	-
Sundry Balances Written back	58,62,601	-	-
Total	7,02,11,419	90,24,163	81,54,442



Note 18(a): Cost of materials consumed

Particulars	Nine months ended	For the Year Ending
	December 31, 2021	March 31, 2021 Rupees
Raw materials at the beginning of the year	26,59,43,094	24,41,47,781
<u>Add:</u>		
Purchases	1,25,48,29,148	1,35,25,32,710
Freight Inward	1,36,80,170	1,26,72,249
<u>Less:</u>		
Provision of Impairment of RM	69,89,998	2,33,85,133
Raw materials at the end of the year	27,45,11,041	26,59,43,094
Cost of raw material consumed	1,25,29,51,374	1,32,00,24,513

Note 18(b): Changes in inventories of work-in-progress and finished goods

Particulars	Nine months ended	For the Year Ending
	December 31, 2021	March 31, 2021 Rupees
Opening balance		
Work-in-progress	3,95,27,370	4,64,71,265
Finished goods	2,04,74,945	2,36,32,180
Traded goods	-	-
Total opening balance	6,00,02,315	7,01,03,445
Closing balance		
Work-in-progress	2,19,74,935	3,95,27,370
Finished goods	3,81,20,128	2,04,74,945
Traded goods	-	-
Total closing balance	6,00,95,063	6,00,02,315
Changes in inventories	(92,748)	1,01,01,130

Note 19: Employee benefit expense

Particulars	Nine months ended	For the Year Ending
	December 31, 2021	March 31, 2021 Rupees
Salaries, wages and bonus	7,41,98,325	8,98,51,163
Contribution to provident and other funds	1,08,91,741	1,07,98,638
Gratuity(refer note 29)	31,55,896	22,70,631
Leave compensation	-5,038	9,54,636
Staff welfare expenses	7,50,850	13,82,009
Total employee benefit expense	8,89,91,774	10,52,57,077

Note 20: Depreciation and amortisation expense

Particulars	Nine months ended	For the Year Ending
	December 31, 2021	March 31, 2021 Rupees
Depreciation of property, plant and equipment (refer note 3)	4,70,72,194	6,67,97,008
Depreciation of right-of-use assets (refer note 27)	1,69,29,891	3,38,80,845
Amortisation of intangible assets (refer note 4)	-	-
Total depreciation and amortisation	6,40,02,085	10,06,77,853



Note 21: Other expenses

Particulars	Nine months ended	For the Year Ending
	December 31, 2021	March 31, 2021 Rupees
Spares and stores	84,67,616	1,96,38,074
Sub-contracting expenses	4,53,46,373	7,38,34,802
Power and fuel expenses	2,93,69,240	3,73,16,838
Freight and forwarding charges	12,47,927	54,65,869
Security charges	29,94,681	47,63,555
Rent	15,55,533	15,71,180
Rates and taxes	81,06,720	15,40,405
Insurance	31,39,789	32,69,841
Repairs and maintenance		
Plant and machinery	73,30,267	98,86,727
Buildings	3,68,259	-
Others	98,314	2,75,963
Advertising and sales promotion	15,004	51,471
Warranty expense	1,77,30,360	1,57,93,759
Travelling and conveyance	62,23,889	75,31,261
Communication costs	-	-
Printing and stationery	-	-
Legal and professional fees	39,17,153	1,27,47,625
Office expenses	16,27,207	17,93,174
Payment to auditor (refer details below)	14,81,574	19,78,266
Provision for doubtful debts	-	-
Provision for inventory impairment	31,08,521	68,09,552
Gain/Loss on sale of fixed assets	-	-
Miscellaneous expenses	61,46,420	96,86,582
Gain/Loss on sale of fixed assets	-	-
Total other expenses	14,82,74,848	21,39,54,944

Note 21a: Details of payments to auditors

Particulars	Nine months ended	For the Year Ending
	December 31, 2021	March 31, 2021 Rupees
Payment to auditors		
As auditor:		
Audit fee	14,36,300	19,00,000
Reimbursement of expenses	45,274	78,266
Total payments to auditors	14,81,574	19,78,266

Note 22: Finance cost

Particulars	Nine months ended	For the Year Ending
	December 31, 2021	March 31, 2021 Rupees
Interest on debts and borrowings	28,37,29,969	33,89,09,784
Other borrowing cost	6,76,23,045	9,11,20,673
Interest on lease liability (refer note 27)	1,76,21,742	1,21,86,533
Interest on others	4,84,32,395	5,68,80,309
Total finance costs	41,74,07,151	49,90,97,299

Note 23: Exceptional items

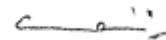
Particulars	Nine months ended	For the Year Ending
	December 31, 2021	March 31, 2021 Rupees
Impairment of inventories (refer note a)	-	84,30,431
Impairment of property, plant and equipment (refer note a)	(5,65,225)	5,41,01,033
Settlement of litigation (refer note b)	-	-
Total exceptional items	(5,65,225)	6,25,31,464



Bajaj Electricals Ltd.
Balance Sheet as at 31st December 2021
(Rs in Lakhs)

Particulars	Notes	As at	As at
		31-Dec-21	31-Dec-20
ASSETS			
Non-Current Assets			
Property, plant and equipment	2	24,956.55	27,445.64
Capital work in progress	2	2,260.38	817.00
Right-of-use assets	3	6,032.33	11,084.73
Intangible assets	4	141.43	269.76
Intangible assets under development	4	1,217.44	-
Investment property	4.1	12,600.00	15,000.00
Investments in subsidiary, associate and joint venture	5.1	10,306.58	3,315.32
Financial Assets			
i) Investments	5.2	588.43	506.88
ii) Trade receivables	6	41,144.98	40,337.99
iii) Loans	7	29,843.08	8,683.24
iv) Other financial assets	8	2,718.20	3,103.71
Deferred tax assets (net)	9	5,493.57	5,994.16
Non-current tax assets (net)		7,817.76	10,100.40
Other non-current assets	10	11,903.35	11,950.52
Total Non-Current Assets		157,024.08	138,609.35
Current Assets			
Inventories	11	103,184.22	77,311.01
Financial Assets			
i) Trade receivables	6	116,642.65	170,924.95
ii) Cash and cash equivalents	12	4,419.26	2,789.33
iii) Bank balances other than (ii) above	12	2,102.77	833.17
iv) Loans	7	0.84	2.57
v) Other current financial assets	13	436.00	969.52
Other current assets	14	37,054.05	27,926.12
Contract assets		8,987.36	7,584.75
		272,827.15	288,341.42
Assets classified as held for sale	15	219.41	219.41
Total Current Assets		273,046.56	288,560.83
Total Assets		430,070.64	427,170.18
EQUITY & LIABILITIES			
Equity			
Equity share capital	16	2,296.28	2,288.44
Other Equity	17	170,931.49	152,855.66
Share application money pending allotment		-	-
Total Equity		173,227.77	155,144.10
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
i) Borrowings	18	1,183.32	3,557.23
ia) Lease liabilities	3	2,443.17	6,779.64
ii) Other financial liabilities	19	5.69	187.55
Provisions	20	2,070.03	2,289.14
Employee benefit obligations	21	6,830.92	6,723.12
Total Non-Current Liabilities		12,533.13	19,536.68
Current Liabilities			
Financial Liabilities			
i) Borrowings	18	17,258.25	40,331.06
ia) Lease liabilities	3	1,292.68	2,526.35
ii) Trade payables	22		
Total Outstanding dues of micro enterprises & small enterprises		4,979.87	8,922.77
Total Outstanding dues of other than micro enterprises & small enterprises		77,133.93	90,185.48
iii) Other current financial liabilities	19	96,370.87	52,014.69
Provisions	20	8,950.80	9,302.21
Employee benefit obligations	21	1,110.66	2,261.81
Current tax liabilities (net)		2,195.49	3,402.91
Contract liabilities		13,008.50	19,709.66
Other current liabilities	23	22,008.69	23,832.46
Total Current Liabilities		244,309.74	252,489.40
Total Liabilities		256,842.87	272,026.08
Total Equity & Liabilities		430,070.64	427,170.18
Summary of significant accounting policies			
The accompanying notes are an integral part of the Financial Statements			

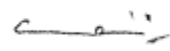
For and on behalf of the Board of directors


Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Mumbai, February 8, 2022

Bajaj Electricals Ltd.
Statement of Profit and Loss for the year ended 31st December 2021
(Rs. In Lakhs)

Particulars	Notes	31-Dec-21	31-Dec-20
Income:			
Revenue from operations	24	344,797.52	331,858.03
Other income	25	6,923.74	4,089.84
Total Income		351,721.26	335,947.87
Expenses:			
Cost of raw materials consumed	26	27,068.21	15,761.82
Purchases of traded goods		216,248.37	207,388.61
Changes in inventories of work-in-progress, finished goods, traded goods	26	(6,904.87)	(8,967.10)
Erection & subcontracting expenses	27	9,308.66	20,692.86
Employee benefit expenses	28	29,590.39	28,766.45
Depreciation and amortisation expense	29	4,198.76	5,296.86
Other expenses	30	52,693.06	45,226.33
Finance cost	31	4,312.78	6,492.69
Total Expenses		336,515.36	320,658.52
Profit before exceptional items and tax		15,205.90	15,289.35
Exceptional Items		962.87	(1,471.25)
Profit before tax		14,243.03	16,760.60
Income tax expense:			
Current tax		4,045.42	4,479.26
Deferred tax		(334.40)	(478.77)
Adjustment of tax relating to earlier periods		(386.76)	-
Total tax expenses		3,324.26	4,000.49
Profit / (loss) for the year		10,918.77	12,760.11
Other comprehensive (income) / loss			
Items that will be reclassified to profit and loss in subsequent periods			
Cash flow hedge reserve		(30.98)	-
Tax impacts on above		7.80	-
Items that will not be reclassified to profit and loss in subsequent periods			
Remeasurement (gains)/losses on defined benefit plans		(358.34)	(450.19)
Tax impacts on above		90.19	113.30
Gain on bargain purchase on demerger		-	(1,423.34)
Other comprehensive (income) / loss, net of tax		(291.33)	(1,760.23)
Total Comprehensive Income / (loss) , net of tax		11,210.10	14,520.34
Earnings per equity share before exceptional items (face value per share Rs. 2)			
Basic		10.15	9.89
Diluted		10.11	9.87
Earnings per equity share after exceptional items (face value per share Rs. 2)			
Basic		9.52	11.18
Diluted		9.48	11.16
Summary of significant accounting policies	1B		
The accompanying notes are an integral part of the Financial Statements			

For and on behalf of the Board of directors

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Mumbai, February 8, 2022

Statement of changes in equity for the year ended 31st December 2021

Particulars	(Rs. In Lakhs)	
	Year Ended 31st December 2021	Year Ended 31st December 2020
A. Equity share capital (Note 16)		
At the beginning of the year	2,290.73	2,275.35
Issue of equity share capital during the year	5.55	13.09
At the end of the year	2,296.28	2,288.44

Particulars	Reserves and surplus					Other reserves			Total
	Cash Flow Hedge Reserve	Securities premium reserve	Debt Redemption Reserve	Shares Outstanding	General Reserve	Retained earnings *	Capital Redemption Reserve	Capital Reserve	
Balance at 31st March 2021	-	63,391.97	3,750.00	1,181.39	45,967.75	43,568.03	135.71	175.18	158,170.03
Profit for the year	-	-	-	-	-	10,918.77	-	-	10,918.77
Other comprehensive income	23.18	-	-	-	-	268.15	-	-	291.33
Total comprehensive income for the year	23.18	63,391.97	3,750.00	1,181.39	45,967.75	54,754.95	135.71	175.18	169,380.13
Exercise of options - proceeds received	-	1,173.94	-	(433.08)	-	-	-	-	1,173.94
Exercise of options - transferred from shares options outstanding account	-	433.08	-	-	-	-	-	-	-
Securities premium proceeds received on issue of equity shares	-	-	-	-	-	-	-	-	-
Securities premium on issue of shares on demerger	-	-	-	-	-	-	-	-	-
Employee stock option expense for the year	-	-	-	371.63	-	-	-	-	371.63
Transferred to retained earnings for vested cancelled options	-	-	-	(21.02)	-	21.02	-	-	-
Transfer from Debenture redemption reserve to General Reserve	-	-	(3,750.00)	-	-	3,750.00	-	-	-
Transfer from Retained Earnings to General Reserve	-	-	-	-	-	-	-	-	-
CFHR Transferred to / from OCI	5.79	-	-	-	-	-	-	-	5.79
Balance at 31st December 2021	28.97	64,998.99	-	1,098.92	45,967.75	58,525.97	135.71	175.18	170,931.49

* Retained earnings includes revaluation reserve of Rs. 808.60 lakhs subsumed during transition to Ind AS

Statement of changes in equity for the year ended 31st December 2021

Particulars	Reserves and surplus					Other reserves			Total		
	Cash Flow Hedge Reserve	Securities premium reserve	Debtenture Reserve	Redemption Reserve	Shares Option Outstanding	General Reserve	Retained earnings *	Total		Capital Redemption Reserve	Capital Reserve
Balance at 31st March 2020	-	60,139.79	4,625.00	4,625.00	1,261.09	43,256.34	26,223.02	135,505.24	135.71	10.00	135,650.95
Loss for the year	-	-	-	-	-	-	12,760.11	12,760.11	-	-	12,760.11
Other comprehensive income	-	-	-	-	-	-	336.89	336.89	-	1,423.34	1,760.23
Total comprehensive income for the year	-	60,139.79	4,625.00	4,625.00	1,261.09	43,256.34	39,320.02	148,602.24	135.71	1,433.34	150,174.29
Exercise of options - proceeds received	-	520.35	-	-	-	-	-	520.35	-	-	520.35
Exercise of options - transferred from shares options outstanding account	-	200.61	-	-	(200.61)	-	-	-	-	-	-
Securities premium proceeds received on issue of equity shares	-	0.05	-	-	-	-	-	0.05	-	-	0.05
Securities premium on merger	-	1,842.31	-	-	-	-	-	1,842.31	-	-	1,842.31
Rights issue expenses	-	-	-	-	-	-	-	-	-	-	-
Employee stock option expense for the year	-	-	-	-	321.66	-	-	321.66	-	-	321.66
CFHR Transferred to / from OCI	-	-	-	-	(108.85)	-	-	-	-	-	-
Transferred to General reserve for vested cancelled options	-	-	-	-	-	-	108.85	-	-	-	-
Balance at 31st December 2020	-	62,703.11	4,625.00	4,625.00	1,273.29	43,256.34	39,428.87	151,286.61	135.71	1,433.34	152,855.66

* Retained earnings includes revaluation reserve of Rs. 808.60 lakhs subsumed during transition to Ind AS

Summary of significant accounting policies (Note 1B)
The accompanying notes are an integral part of the Financial Statements

For and on behalf of the Board of directors



Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Mumbai, February 8, 2022



STANDALONE CASH FLOW STATEMENT FOR THE NINE MONTHS ENDED 31ST DECEMBER 2021

Particulars	Nine months ended 31-Dec-21
Cash flow from operating activities	
Profit before income tax	14,243
Adjustments for:	
Depreciation and amortisation expense	4,199
Employee share-based payment expense	372
(Gain)/Loss on disposal of property, plant and equipment	(377)
Measurement of financial assets held at fair value through Profit or Loss	(119)
Measurement of financial assets and liabilities held at amortised cost	(49)
Measurement of provisions at fair value	(181)
Exceptional items	963
Finance costs	4,313
Interest income	(2,877)
Impairment allowance for doubtful debts & advances (net of write back)	615
Bad debts and other irrecoverable debit balances written off	720
	21,821
Change in operating assets and liabilities:	
(Increase)/decrease in trade receivables (current & non-current)	32,545
(Increase)/decrease in financial and other assets (current & non-current)	(1,342)
(Increase)/decrease in inventories	(6,079)
Increase/(decrease) in trade payables, provisions, employee benefit obligations, other financial liabilities and other liabilities (current & non-current)	20,267
Cash generated from operations	67,212
Income taxes paid (net of refunds)	(4,111)
Net cash inflow from operating activities	63,101
Cash flows from investing activities	
Purchase of property, plant and equipment including capital work in progress and capital advances	(3,573)
Purchase of intangible assets including intangible assets under development	(467)
Proceeds from sale of property, plant and equipment including advances received	2,240
Loans and advances given to subsidiary, associate and joint venture	(20,510)
Purchase of investments in subsidiaries	(6,991)
(Increase)/decrease in bank deposits	(534)
Interest received	2,775
Net cash used in investing activities	(27,060)
Cash flows from financing activities	
Proceeds from issues of shares (net of issue expenses)	1,167
Proceeds from borrowings	1,368
Repayment of borrowings	(29,300)
Payment of lease liabilities	(1,351)
Interest paid	(8,069)
Net cash used in financing activities	(36,184)
	(144)
Net decrease in cash and cash equivalents	
Cash and cash equivalents at the beginning of the financial year	4,563
Acquired on business combinations	-
Cash and cash equivalents at the end of the period	4,419

For and on behalf of the Board of directors

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Mumbai, February 8, 2022

NOTES TO THE INTERIM FINANCIAL STATEMENTS AS AT AND FOR THE NINE MONTHS ENDED 31st DECEMBER 2021

A) General Information

Bajaj Electricals Limited ('the Company') is an existing public limited company incorporated on 14th July 1938 under the provisions of the Indian Companies Act, 1913 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at 45/47, Veer Nariman Road, Mumbai-400 001.

The Company deals in Consumer Segments (CP) (which includes appliances, fan and consumer lighting products). The Company also deals in Engineering and projects (EPC) (which includes supply and erection of transmission line towers, telecommunication towers, high masts, poles, special projects including rural electrification projects and luminaires. The equity shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The financial statements are presented in Indian Rupee (INR).

These Interim Financial Statements has been approved by the Board of Directors at its meeting held on February 8, 2022.

B) Significant accounting policies

a. Statement of compliance

These Interim Financial Statements have been prepared in accordance with the requirements of Indian Accounting Standards 34 'Interim Financial Reporting' ('Ind AS 34'), prescribed under the Section 133 of the Companies Act, 2013 and other relevant provisions of the Act.

b. Basis of preparation and presentation

These Interim Financial Statements which comprise the Interim Balance Sheet as at December 31, 2021, the Interim Statement of Profit and Loss, the Interim Statements of Changes in Equity and the Interim Statements of Cash Flows for the nine months ended December 31, 2021, and other explanatory information

The Interim Financial Statements have been prepared on the historical cost basis except for certain financial instruments measured at fair values at the end of each reporting period and acquisition of subsidiaries where assets and liabilities are measured at fair values as at the date of acquisition in accordance with Ind AS 103. The Interim Financial Statements do not include all the information and disclosures normally included in annual financial statements.

Accounting policies, methods of computation followed in the Interim Financial Statements are same as compared with the annual financial statements for the year ended 31st March 2021

c. Summary of key estimates, judgements and assumption

In the course of applying the accounting policies, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

The area where estimates are significant to the Interim Financial Statements, or areas involving high degree of judgement or complexity, are same as those disclosed in the annual financial statements for the year ended 31st March 2021.

Note 2 : Property, plant and equipment

Particulars	Freehold Land	Lease hold Land	Building	Ownership Premises	Plant & Machinery	Furniture & Fixtures	Electrical Installations	Office Equipment	Vehicles	Dies & Jigs	Leasehold Improvements	Temporary Structures	Roads & Borewell	IT Hardware	Total
Opening gross block as at 1st April 2020	3,728.06	-	4,148.32	11,222.89	7,986.97	2,266.44	614.48	1,686.09	966.08	3,259.37	381.51	125.84	130.07	7,953.88	44,459.80
Additions	-	-	97.94	-	220.68	71.04	213.84	75.24	12.92	948.60	-	0.75	-	149.80	1,790.81
Disposals	-	-	-	(156.84)	(9.96)	(24.53)	(8.14)	(29.36)	(34.53)	(46.43)	(2.70)	-	-	(59.94)	(372.43)
Asset classified as held for sale	-	-	-	(78.00)	-	-	-	-	-	-	-	-	-	-	(78.00)
Acquired on demerger of Hind Lamps Limited	-	-	800.00	-	166.00	35.82	30.00	1.63	9.21	-	-	-	-	-	1,042.66
Reclassified to Right of Use Asset	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing gross block as at 31st March 2020	3,728.06	-	5,046.26	10,987.85	8,363.69	2,338.77	850.18	1,733.60	953.68	4,161.54	378.81	126.59	130.07	8,043.74	46,842.84
Additions	-	-	34.26	-	134.45	123.64	111.95	72.79	0.81	1,517.17	-	-	-	361.97	2,357.04
Disposals	-	-	-	(1,978.30)	(3.61)	(130.72)	(29.21)	(45.49)	(83.84)	(34.90)	(75.48)	-	-	(8.73)	(2,390.28)
Acquired on demerger of Hind Lamps Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Asset classified as held for sale	-	-	(353.65)	259.12	(0.61)	(5.01)	(18.37)	10.79	(0.11)	-	-	-	-	-	78.00
Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.01
Closing gross block as at 31st December 2020	3,728.06	-	4,726.87	9,346.67	8,493.92	2,326.68	914.95	1,771.69	870.54	5,643.81	303.33	126.59	233.66	8,401.24	46,887.61
Opening accumulated depreciation as at 1st April 2020	-	-	659.73	1,042.71	4,158.71	939.46	245.32	857.39	306.10	2,092.08	172.81	125.84	55.83	5,010.95	15,666.93
Depreciation charge during the year	-	-	295.90	198.61	655.24	237.95	70.23	236.66	90.96	558.11	32.47	0.75	8.48	1,151.58	3,536.94
Disposals	-	-	-	(21.99)	(9.75)	(12.60)	(3.08)	(25.68)	(21.46)	(44.81)	(2.70)	-	-	(59.93)	(202.00)
Asset classified as held for sale	-	-	-	(10.39)	-	-	-	-	-	-	-	-	-	-	(10.39)
Closing accumulated depreciation as at 31st March 2020	-	-	955.63	1,208.94	4,804.20	1,164.81	312.47	1,068.37	375.60	2,605.38	202.58	126.59	64.31	6,102.60	18,991.48
Depreciation charge during the year	-	-	221.96	167.09	417.98	246.80	54.74	167.37	65.23	642.54	18.92	-	6.40	729.90	2,738.93
Disposals	-	-	-	(210.25)	(2.68)	(83.31)	(19.91)	(41.08)	(39.44)	(34.90)	(75.48)	-	-	(7.45)	(514.50)
Asset classified as held for sale	-	-	-	10.39	-	-	-	-	-	-	-	-	-	-	10.39
Adjustment	-	-	(37.89)	38.90	0.82	0.19	(5.38)	2.38	(0.02)	-	-	-	-	0.99	0.00
Closing accumulated depreciation as at 31st December 2020	-	-	1,139.70	1,215.07	5,220.32	1,328.49	341.92	1,197.04	401.37	3,213.02	146.02	126.59	70.71	6,826.04	21,226.30
Impairment allowance as on March 31, 2020	-	-	-	-	704.76	-	-	-	-	-	-	-	-	-	704.76
Impairment charge / (reversal) during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment allowance as on March 31, 2021	-	-	-	-	704.76	-	-	-	-	-	-	-	-	-	704.76
Impairment charge during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment allowance as on December 31, 2021	-	-	-	-	704.76	-	-	-	-	-	-	-	-	-	704.76
Closing Net carrying amount as at 31st March 2020	3,728.06	-	4,090.63	9,778.91	2,854.73	1,173.96	537.71	665.23	578.08	1,556.16	176.23	-	65.76	1,941.14	27,146.60
Closing Net carrying amount as at 31st December 2020	3,728.06	-	3,587.17	8,131.61	2,568.84	998.19	572.63	574.65	469.16	2,430.79	157.31	-	162.95	1,575.20	24,956.55

Note 3 : Right of use assets and Lease liabilities

The details of the right-of-use asset held by the Company is as follows:

Right-of-use assets

Particulars	(Rs. In Lakhs)			
	Buildings	Equipments	Leasehold land	Total
Gross block recognised on transition date (April 1, 2020)	12,246.61	-	2,805.69	15,052.30
Adjustments	57.63	-	-	57.63
Additions for the year	2,802.33	-	-	2,802.33
Acquired on demerger of Hind Lamps Limited	-	22.72	-	22.72
Asset classified as held for sale	-	-	-	-
Reassessments (modifications)	(5,687.71)	-	-	(5,687.71)
Deletions for the year	(3,184.22)	-	-	(3,184.22)
Gross block as on March 31, 2021	6,234.64	22.72	2,805.69	9,063.05
Adjustments	-	-	-	-
Additions for the year	1,444.63	-	-	1,444.63
Acquired on demerger of Hind Lamps Limited	-	-	-	-
Asset classified as held for sale	-	-	-	-
Reassessments (modifications)	(177.27)	-	-	(177.27)
Deletions for the year	(1,498.09)	(1.00)	-	(1,499.09)
Closing gross block as on December 31, 2021	6,003.91	21.71	2,805.69	8,831.32
Accumulated depreciation recognised on transition date (April 1, 2020)	2,818.00	-	187.02	3,005.02
Adjustments	(3.96)	-	-	(3.96)
Depreciation for the year	3,076.45	9.33	37.38	3,123.16
Asset classified as held for sale	-	-	-	-
Deletions for the year	(3,184.22)	-	-	(3,184.22)
Accumulated depreciation as on March 31, 2021	2,706.28	9.33	224.40	2,940.00
Adjustments	-	-	-	-
Depreciation for the year	1,319.90	8.95	28.16	1,357.02
Asset classified as held for sale	-	-	-	-
Deletions for the year	(1,498.04)	-	-	(1,498.04)
Closing accumulated depreciation as on December 31, 2021	2,528.14	18.28	252.56	2,798.99
Net carrying value of right of use assets as on March 31, 2021	3,528.36	13.39	2,581.29	6,123.05
Net carrying value of right of use assets as on December 31, 2021	3,475.77	3.43	2,553.13	6,032.33

The details of the lease liabilities held by the Company is as follows:

Lease liabilities

Particulars	(Rs in Lakhs)	
	Year Ended December 31, 2021	Year Ended March 31, 2021
Opening lease liabilities	3,863.29	9,862.88
Additions for the period	1,397.19	2,784.65
Deletions / Modifications for the period	(173.38)	(6,100.87)
Acquired on demerger of Hind Lamps Limited	-	25.15
Finance cost for the period	271.68	944.13
Lease instalments paid for the period	(1,622.93)	(3,652.65)
Closing lease liabilities	3,735.85	3,863.29
- classified as current	1,292.68	1,652.70
- classified as non-current	2,443.17	2,210.59

Note 4: Other Intangible Assets

(Rs in Lakhs)

Particulars	Trade Marks	Computer Software	Total
Opening gross block as at 1st April 2020	0.51	763.22	763.73
Additions	-	193.75	193.75
Closing gross block as at 31st March 2021	0.51	956.97	957.48
Additions	-	31.22	31.22
Closing gross block as at 31st December 2021	0.51	988.19	988.70
Opening accumulated amortization as at 1st April 2020	0.25	478.20	478.45
Amortisation charge for the year	0.05	265.97	266.02
Closing accumulated amortization as at 31st March 2021	0.30	744.17	744.47
Amortisation charge for the year	0.04	102.76	102.80
Closing accumulated amortization as at 31st December 2021	0.34	846.93	847.27
Closing Net carrying amount as at 31st March 2021	0.21	212.80	213.01
Closing Net carrying amount as at 31st December 2021	0.17	141.26	141.43
Closing Net carrying amount as at 31st December 2020	0.21	269.54	269.76

Note 4.1: Investment property

(Rs in Lakhs)

Particulars	Land	Total
Closing gross block as at 31st March 2020	-	-
Acquired on demerger of Hind Lamps Limited (refer note 44)	12,600.00	12,600.00
Closing gross block as at 31st March 2021	12,600.00	12,600.00
Additions	-	-
Closing gross block as at 31st December 2021	12,600.00	12,600.00
Opening accumulated depreciation as at 31st March 2020	-	-
Amortisation charge for the year	-	-
Closing accumulated depreciation as at 31st March 2021	-	-
Amortisation charge for the year	-	-
Closing accumulated depreciation as at 31st December 2021	-	-
Closing net carrying amount as at 31st March 2021	12,600.00	12,600.00
Closing net carrying amount as at 31st December 2021	12,600.00	12,600.00
Closing net carrying amount as at 31st December 2020	15,000.00	15,000.00

The amounts recorded above are fair values on acquisition date based on valuation performed by an accredited independent valuer. The Company has no restrictions on the realisability of its investment property. There is no significant change in the fair value as at March 31, 2021.

Note 5.1 : Investments in subsidiary, associate and joint venture

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Investment in equity instruments of subsidiary, associate & joint venture (fully paid up)		
Unquoted		
Measured at cost		
Non-current equity investments (unquoted) in Nirlep Appliances Pvt Ltd - 593,724 (March 31, 2020 - 593,724) equity shares of Rs 100 each	4,069.71	3,070.42
Fair Value of the call and put options on equity shares of Nirlep Appliances Private Ltd held by non-controlling shareholders ***	244.90	244.90
	<u>4,314.61</u>	<u>3,315.32</u>
Non-current equity investments (unquoted) in Hind Lamps Limited. - 1,140,000 (March 31, 2020 - 1,140,000) equity shares of Rs 25 each **	-	-
Accumulated impairment allowance in value of investments in Hind Lamps Limited	-	-
	<u>-</u>	<u>-</u>
Non-current equity investments (unquoted) in Starlite Lighting Ltd. - 5,875,000 (March 31, 2020 - 5,875,000) equity shares of Rs 10 each	7,629.16	1,637.19
Accumulated impairment allowance in value of investments in Starlite Lighting Ltd	(1,637.19)	(1,637.19)
	<u>5,991.97</u>	<u>-</u>
Total investments in subsidiary, associate & joint venture	<u>10,306.58</u>	<u>3,315.32</u>

Note 5.2 : Financial assets (Investments)

5.2 (a) Investment in equity instruments

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Investment in equity shares		
Unquoted		
Measured at fair value through profit and loss		
Non-current equity investments (unquoted) in M. P. Lamps Limited * - 48,000 (March 31, 2020 - 48,000) equity shares of Rs. 10/- each; (Partly paid shares - Rs. 2.50/- Per share paid up, Called up Rs. 5.00/- per share)	-	-
- 95,997 (March 31, 2020 - 95,997) equity shares of Rs. 10/- each; (Partly paid shares - Rs. 1.25 Per share paid up, Called up Rs. 5 per share).	-	-
Non-current equity investments (unquoted) in Mayank Electro Ltd. - 100 (March 31, 2020 - 100) equity shares of Rs. 100/- each.	0.10	0.10
Total equity instruments	<u>0.10</u>	<u>0.10</u>

5.2 (b) Investment in debt instruments

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Investment in venture capital fund		
Unquoted		
Measured at fair value through profit and loss		
Units of Bharat Innovation Fund	587.96	506.41
Investment in other securities		
Unquoted		
Gold coins	0.37	0.37
Investment in preference shares (fully paid up)		
Unquoted		
Measured at fair value through profit and loss		
10,000,000 - 9% cumulative redeemable preference shares (unquoted) of Rs. 10/- each of Starlite Lighting Ltd, redeemable on June 30, 2024	950.83	950.83
Accumulated Impairment Allowance on Preference Shares	(950.83)	(950.83)
	<u>-</u>	<u>-</u>

5,000,000 - 9% cumulative redeemable preference shares (unquoted) of Rs. 10/- each of Starlite Lighting Ltd, redeemable on June 30, 2025	406.79	406.79
Accumulated Impairment Allowance on Preference Shares	(406.79)	(406.79)
	-	-
Measured at amortised cost		
2,800,000 - 0% redeemable preference shares (Unquoted) of Rs.25/- each of Hind Lamps Ltd, redeemable at the end of term of 10 years, at a premium of Rs. 20/- per share (date of allotment December 26, 2012)**	-	-
30,000,000 - 0% redeemable preference shares (unquoted) of Rs. 10/- each of Starlite Lighting Ltd, redeemable in 3 equal tranches at an yield of 10% on June 30, 2026, 30 June, 2027 and June 30, 2028 respectively	4,294.18	4,294.18
Accumulated Impairment Allowance on Preference Shares	(4,294.18)	(4,294.18)
	-	-
Total debt instruments	588.33	506.78
Total non-current investments	588.43	506.88
	-	-
Aggregate value of quoted investments	588.43	506.88
Aggregate value of unquoted investments	588.43	506.88

* In respect of Investments made in M. P. Lamps Ltd., calls of Rs. 2.50 per share on 48,000 equity shares and Rs. 3.75 per share on 95,997 Equity Shares aggregating to Rs. 4.80 lakhs have not been paid by the Company. On principles of prudence the entire investment in M.P. Lamps Ltd. is considered as impaired and accordingly carried at Rs. NIL.

** During the year, the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated May 21, 2020 had approved the scheme of arrangement for demerger of the manufacturing undertaking of the Hind Lamps Limited (associate of the Company) into the Company, which has been filed with the Registrar of Companies on June 30, 2020. The Company has accounted for the demerger as a business combination under Ind AS 103 as per the Scheme and accounted for the fair value of assets and liabilities acquired. Consequently, the Company has derecognised its existing 19% of the proportionate investment in the manufacturing undertaking of Hind Lamps Limited. Refer note 44 for more details

*** During the financial year 2019, Company had acquired 79.85% equity shares in Nirlep Appliances Private Limited, for a cash consideration of Rs 30.70 crores. The Company has a call option to purchase another 20% equity shares or part thereof in the future at an option price. Further, the non controlling shareholders have a put option to sell balance 20% equity shares or part thereof anytime within 60 business days post expiry of 3 years of closing date i.e Aug 31, 2018 at an option price. The option price formula is the same for the call and the put option and is as mentioned in the agreement. As the option does not give present access to the returns associated with the ownership interest, the call and put option over the shares in the acquired subsidiary has been initially recognised at its fair value, with subsequent changes in the fair value recognised in the statement of profit and loss.

Note 6 : Trade receivables

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Current	116,642.65	170,924.95
Non-current	41,144.98	40,337.99
	157,787.63	211,262.94
Unsecured, considered good	157,787.62	211,262.94
Unsecured, credit impaired	12,957.11	10,972.05
Total	170,744.73	222,234.99
Impairment allowance, credit impaired (allowance for bad and doubtful debts)	(12,957.11)	(10,972.05)
Total trade receivables (net of impairment allowance)	157,787.62	211,262.94

Transferred receivables

The carrying amount of trade receivables, include receivables which are subject to factoring arrangements and channel financing facilities. Under this arrangement the Company has transferred the relevant receivables to the factor in exchange for cash. The said facilities are with recourse to company. The Company therefore continues to recognise the transferred assets in their entirety in its balance sheet. The amount repayable under the factoring agreement is presented as unsecured borrowings / other financial liabilities.

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Unsecured borrowing (Note 18)	-	-
Other financial liabilities (Note 19)	44,261.83	36,559.85
Total transferred receivables	44,261.83	36,559.85

Trade receivable are non-interest bearing and are generally on term of 30-90 days from the time they are contractually due. No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. For trade and other receivables due from firms or private companies in which any director is a partner, a director or a member.

Note 7 : Loans

(Unsecured, considered good unless otherwise stated)

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Non Current		
Secured, considered good (gross)	-	-
Unsecured, considered good	29,843.08	3,903.24
Unsecured, with significant increase in credit risk (gross)	-	-
Unsecured, credit impaired	280.00	5,060.00
Total	30,123.08	8,963.24
Impairment allowance, credit impaired	(280.00)	(280.00)
Total Non-current loans	29,843.08	8,683.24
	31-Dec-21	31-Dec-20
Current		
Secured, considered good	0.84	2.57
Total current loans	0.84	2.57

Note 8 : Other financial assets
(Unsecured, considered good unless otherwise stated)

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Security deposits, considered good	1,639.02	1,865.53
Security deposits, credit impaired	180.57	594.85
Impairment allowance for credit impaired security deposits	(180.57)	(594.85)
	<u>1,639.02</u>	<u>1,865.53</u>
Fixed deposit under lien	1,033.50	1,038.16
Fair value of call option (Refer Note 5.1)	-	189.92
Interest accrued on fixed deposits	45.68	10.10
Total non-current other financial assets	<u>2,718.20</u>	<u>3,103.71</u>

Note 9 : Deferred tax assets (net)

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Deferred tax assets	11,990.34	11,760.96
Deferred tax liabilities	(6,496.77)	(5,766.80)
Total deferred tax assets (net)	<u>5,493.57</u>	<u>5,994.16</u>

Note 10 : Other non-current assets

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Capital advances	676.98	685.24
Impairment allowance for credit impaired capital advances	(21.56)	(21.56)
	<u>655.42</u>	<u>663.68</u>
Sales tax recoverables	3,548.90	4,627.81
Balances with government authorities	-	-
Right to reimbursement against employee benefit obligations for insurers who are related parties (Non-qualifying insurance policies)	3,855.77	3,656.65
Advance to Starlite Lighting Limited	2,200.00	2,200.00
Others *	4,368.02	3,519.65
	<u>14,628.11</u>	<u>14,667.79</u>
Impairment allowance for doubtful advances	(524.76)	(517.27)
Impairment allowance for advances to Starlite Lighting Limited	(2,200.00)	(2,200.00)
Total other non-current assets	<u>11,903.35</u>	<u>11,950.52</u>

Note 11 : Inventories

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Raw material	7,904.80	6,961.14
Work-in-progress	2,238.63	1,396.48
Finished goods	2,675.64	2,401.63
Traded goods	87,884.50	62,004.26
Material in Transit (traded goods)	2,216.16	4,304.36
Stores and spares	264.49	243.14
Total Inventories	<u>103,184.22</u>	<u>77,311.01</u>

Note 12 : Cash and cash equivalents

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Balances with banks		
in current accounts	1,665.94	2,587.31
in cash credit accounts	1,713.86	113.04
in EEFC accounts	-	-
Cheques in hand	985.43	-
Deposits with maturity of less than three months	-	-
Margin Money	-	-
Cash on hand	54.03	88.98
Total cash and cash equivalents	4,419.26	2,789.33

There are no restrictions with regards to cash and cash equivalents as at the end of the reporting period and prior period.

Note 12 : Bank balances

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Unpaid Dividend Accounts	67.39	77.17
Fixed deposit under lien	-	-
Deposits with maturity of more than three months & less than twelve months	1,867.50	755.95
Others	167.88	0.05
Total other bank balances	2,102.77	833.17

Note 13 : Other current financial assets

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Interest accrued on fixed deposits	21.35	22.48
Security deposits	64.48	621.51
Receivable from gratuity fund	188.40	325.53
Derivative asset	161.77	-
Total other current financial assets	436.00	969.52

Note 14 : Other current assets

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Advance to Hind Lamps Ltd (associate)	-	-
Advance to Starlite Lighting Limited (joint venture)	9,042.58	6,355.42
Advance to Nirlep Appliance Pvt Ltd (subsidiary)	2,102.04	-
Export benefits	733.25	617.82
Balances with government authorities	17,432.90	12,657.02
Right to reimbursement against employee benefit obligations for insurers who are related parties (Non-qualifying insurance policies)	1,504.81	1,679.57
Others	6,238.47	6,616.29
Total other current assets	37,054.05	27,926.12

Note 15 : Assets classified as held for sale

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Buildings	219.41	219.41
Ownership premises	-	-
Total assets classified as held for sale	219.41	219.41

Upon relocation of Company's employees to new office premises in Mumbai, the erstwhile leasehold immovable property together with buildings and structure standing thereon was lying vacant. Therefore, the Board of Directors of the Company approved the sale and transfer of leasehold rights therein in favour of the purchaser vide Resolution dated March 23, 2015 subject to the permissions from the appropriate authorities and accordingly the said transaction of sale and transfer of leasehold rights was to be completed within one (1) year. However, on account of delay in getting the requisite permissions from the appropriate local / municipal authorities the transaction execution is pending. The purchaser and the Company are committed for the transaction to sail through. The asset held for sale are not attached to any reported business segment but part of other unallocable assets. The Company has received an advance of Rs 800 lakhs from the purchaser in relation to this sale and is expected to be completed in FY 2021-22. The same is shown as a liability under other current liabilities.

Further in the current year, the Board of Directors have passed resolutions on February 24, 2021 to sell ownership premises at Bangalore. The Company has already identified the buyer and has also received part of the sale proceeds in advance. Both parties stay committed to close the transfer. The Company expects the same to be closed in the next financial year.

Note 16 : Equity share capital

	(Rs in Lakhs)	
	31-Mar-21	31-Mar-20
	Amount	Amount
Authorised		
20,00,00,000 equity shares (March 31, 2020 - 20,00,00,000) of Rs. 2/- each.	4,000.00	4,000.00

i) Movement in Issued, Subscribed and Paid up Equity Share Capital
Issued capital

	No of Shares	Amount
As at 31st March 2020	113,767,707	2,275.35
Exercise of Options under employee stock option scheme	297,485	5.95
Issued pursuant to the scheme of arrangement for demerger of the manufacturing undertaking of the Hind Lamps Limited (associate of the Company) into the Company (refer note vi below)	471,420	9.43
Issued under rights issue (refer note iii below)	7	0.00
As at 31st Mar 2021	114,536,619	2,290.73
Exercise of Options under employee stock option scheme	277,210	5.54
As at 31st Dec 2021	114,813,829	2,296.28
<u>Paid-up capital</u>		
Calls in arrears @ Rs 2 per share, under rights issue (refer note iii below)	(55)	(0.00)
As at 31st Dec 2021	114,813,774	2,296.28

Note 17 : Other Equity

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
i) Securities premium reserve	64,998.99	62,703.11
ii) Debenture redemption reserve	-	4,625.00
iii) General reserve	45,967.75	43,256.34
iv) Share options outstanding account	1,098.91	1,273.29
v) Retained earnings	58,549.16	40,852.24
vi) Capital reserve	175.18	10.00
vii) Capital redemption reserve	135.71	135.71
Total reserves and surplus	170,925.70	152,855.69

i) Securities premium reserve

(Rs in Lakhs)

	31-Dec-21	31-Dec-20
Opening Balance	63,391.97	60,139.79
Exercise of options - proceeds received	1,173.94	520.35
Exercise of options - transferred from shares options outstanding account	433.08	200.61
Securities premium proceeds received on issue of equity shares (Note 16(iii))	-	0.05
Rights issue expenses	-	-
Securities premium on issue of shares on demerger (refer note 44)	-	-
Closing Balance	64,998.99	60,860.80

ii) Debenture redemption reserve

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Opening Balance	3,750.00	4,625.00
Add / (Less): Transferred from / to General Reserve	(3,750.00)	(875.00)
Closing Balance	-	3,750.00

iii) General Reserve

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Opening Balance	45,967.75	43,256.34
Add : Transferred from debenture redemption reserve	-	875.00
Add : Transferred from stock options reserve for vested cancelled options	-	-
Add : Transferred from retained earnings	-	-
Closing Balance	45,967.75	44,131.34

iv) Shares options outstanding account

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Opening Balance	1,181.39	1,261.09
Add : Employee stock option expense	371.63	321.66
Less : Transferred to retained earnings / general reserve for vested cancelled options	(21.02)	(108.85)
Less : Transferred to securities premium for exercise of options	(433.08)	(200.61)
Closing Balance	1,098.92	1,273.29

v) Retained earnings

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Opening Balance	43,568.03	26,223.02
Net profit for the period	10,918.77	12,760.11
Other comprehensive income (net of tax)	268.15	336.89
Add : Transferred from stock options reserve for vested cancelled options	21.02	108.85
Less: Dividend on equity shares	-	-
Less: Dividend distribution tax	-	-
Less: Transferred to general reserve	-	-
Closing Balance	54,775.97	39,428.87

vi) Capital reserve

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Opening Balance	175.18	10.00
Gain on bargain purchase on demerger (note 44)	-	-
Closing Balance	175.18	10.00

vii) Capital redemption reserve

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Opening Balance	135.71	135.71
Closing Balance	135.71	135.71

Note 18 : Borrowings

	(Rs in Lakhs)	
Note No.	31-Dec-21	31-Dec-20
Non-current		
Unsecured		
Sales tax deferral liability	16.65	124.28
Non-convertible redeemable debentures	-	-
Foreign currency term loan	-	1,099.62
Rupee term loans	1,166.67	2,333.33
Total unsecured non-current borrowings	1,183.32	3,557.23
Total non-current borrowings	1,183.32	3,557.23
Current		
Secured		
Cash credits	683.96	620.64
Working capital rupee loan	4,900.00	11,279.11
Total secured current borrowings	5,583.96	11,899.75
Unsecured		
Short term borrowings	10,400.00	5,500.00
Hundi acceptances	-	36.14
Current maturities of Non Convertible Debenture (NCD) *	-	18,500.00
Current maturities of foreign currency loan	-	-
Current maturities of sales tax deferral liability	107.62	228.50
Current maturities of long term rupee loans	1,166.67	4,166.67
Total unsecured current borrowings	11,674.29	28,431.31
Total current borrowings	17,258.25	40,331.06

Note 19 : Other Financial Liabilities

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Non Current		
Deposits received	-	0.61
Accrued premium on redemption of non convertible debenture but not due	-	-
Financial guarantee contracts	-	-
Fair value of put option (Note 5.1)	-	145.53
Employee benefit liabilities	5.69	41.41
Total other non-current financial liabilities	5.69	187.55
Current		
Accrued interest on Non Convertible Debenture but not due	-	4,100.47
Capital creditors	243.02	42.29
Unpaid dividends	67.39	77.17
Trade deposits (dealers, vendors etc.)	1,549.68	1,118.37
Interest (payable) accrued and not due	-	0.21
Interest accrued and due on borrowings	23.44	65.58
Channel financing liability (Note 6)	44,261.83	36,559.85
Derivative liability	52.64	109.68
Other payables	4,980.01	5,788.49
Vendor Bill Discounting	40,244.37	-
Employee benefit liabilities	4,948.49	4,152.58
Total other current financial liabilities	96,370.87	52,014.69

Note 20 : Provisions

(Rs in Lakhs)

	31-Dec-21			31-Dec-20		
	Current	Non Current	Total	Current	Non Current	Total
Service warranties*	6,838.05	2,070.03	8,908.08	7,336.60	2,289.14	9,625.74
Legal claims	479.77	-	479.77	574.86	-	574.86
Other matters**	1,589.23	-	1,589.23	1,347.00	-	1,347.00
E-Waste Management	43.75	-	43.75	43.75	-	43.75
Total Provisions	8,950.80	2,070.03	11,020.83	9,302.21	2,289.14	11,591.35

Note 21 : Employee Benefit Obligations

Particulars	31-Dec-21			31-Dec-20		
	Current	Non Current	Total	Current	Non Current	Total
Leave obligations	299.51	1,459.08	1,758.59	1,415.49	1,194.16	2,609.65
Interest rate guarantee on provident fund	-	689.35	689.35	-	478.72	478.72
Gratuity	811.15	4,682.49	5,493.64	846.32	5,050.24	5,896.56
Total employee benefit obligations	1,110.66	6,830.92	7,941.58	2,261.81	6,723.12	8,984.93

Note 22 : Trade Payables

(Rs in Lakhs)

	31-Dec-21	31-Dec-20
Current		
Trade payable	72,624.02	86,765.75
Dues to micro, small and medium enterprises *	4,979.87	8,922.77
Acceptances	4,125.05	3,361.72
Trade payable to related parties	384.86	58.01
Total current trade payables	82,113.80	99,108.25

Note 23 : Other Current Liabilities

(Rs in Lakhs)

	31-Dec-21	31-Dec-20
Gross amount due to customer for contract work	-	-
Employee benefit liabilities	-	-
Statutory liabilities payable	2,153.34	4,801.07
Deferred revenue *	18,649.00	17,495.35
Deferred consideration	-	-
Advance received from customer	-	-
Temporary overdraft as per books	-	-
Others	1,206.35	1,536.04
Total other current liabilities	22,008.69	23,832.46

Note 24 : Revenue from operations

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Sale of products	308,286.88	252,889.69
Contract Revenue	32,837.03	76,508.98
Other operating revenue	3,673.61	2,459.36
Total revenue from operations	344,797.52	331,858.03

Note 25 : Other income

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Interest income on bank deposits and others	152.76	1,101.44
Interest income from financial assets at amortised cost	2,509.80	520.99
Interest on income tax refund	270.27	-
Rental income	191.83	203.35
Net gain / (losses) on disposal of property, plant & equipment	364.44	1,756.33
Others	3,434.64	507.73
Total other income	6,923.74	4,089.84

Note 26 : Cost of raw materials consumed

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Raw materials at the beginning of the year	8,724.63	7,696.46
Add : Purchases	26,248.38	15,026.50
Less : Raw materials at the end of the year	7,904.80	6,961.14
Total cost of raw material consumed	27,068.21	15,761.82

Note 26 : Changes in inventories of work-in-progress, finished goods, traded goods

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Opening balance		
Work in progress	1,531.03	1,303.95
Finished Goods	1,921.75	3,627.10
Traded goods	84,657.28	56,208.58
Total opening balance	88,110.06	61,139.63
Closing balance		
Work in progress	2,238.63	1,396.48
Finished Goods	2,675.64	2,401.63
Traded goods	90,100.66	66,308.62
Total Closing balance	95,014.93	70,106.73
Total Changes in inventories of work in progress, traded goods and finished goods	(6,904.87)	(8,967.10)

Note 27 : Erection & subcontracting expenses

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Erection and subcontracting expense	9,308.66	20,692.86
Total Erection & subcontracting expense	9,308.66	20,692.86

Note 28 : Employee benefit expenses

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Salaries, wages and bonus	27,495.99	26,023.99
Contribution to provident and other funds (Note 21)	1,230.30	1,200.38
Employees share based payment expense	371.63	321.66
Gratuity (Note 21)	487.07	485.21
Staff welfare expenses	707.16	735.21
Total employee benefit expense	30,292.15	28,766.45

Note 29 : Depreciation and amortisation expense

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Depreciation of property, plant and equipment (Note 2)	2,738.94	2,655.23
Amortisation of intangible assets (Note 4)	102.80	203.16
Depreciation of Right of Use assets (Note 3)	1,357.02	2,438.47
Total depreciation and amortisation expense	4,198.76	5,296.86

Note 30 : Other expenses

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Consumption of stores & spares	488.54	418.46
Packing material consumed	903.38	612.44
Power and fuel	775.61	707.93
Rent	1,604.25	1,027.97
Repairs and maintenance		
Plant and machinery	792.97	818.95
Buildings	9.02	1.10
Others	327.96	266.38
Telephone and communication charges	573.67	491.48
Rates and taxes	105.97	102.97
Travel and conveyance	1,867.66	2,064.92
Insurance	812.79	900.36
Printing and stationery	83.30	102.56
Directors fees & travelling expenses	83.36	62.75
Non executive directors commission	53.00	52.00
Advertisement & publicity	8,992.24	7,588.22
Freight & forwarding	6,784.27	6,849.38
Product promotion & service charges	8,927.76	7,588.01
Sales commission	849.44	841.44
Provision for service warranties	(352.56)	397.23
Impairment allowance for doubtful debts and advances (net of reversals)	2,485.15	(1,583.53)
Bad debts and other irrecoverable debit balances written off	719.81	3,016.08
Payments to auditors (refer note 30(a))	161.67	134.06
Corporate social responsibility expenditure (refer note 43)	129.27	132.66
Fair value loss on financial instruments at fair value through profit and loss	-	-
E-Waste Management	-	0.28
Legal and professional fees	1,879.92	1,656.08
Site support charges	1,510.97	2,610.74
Sales tax expenses	229.09	60.14
Security service charges	870.15	1,203.35
Miscellaneous expenses	11,024.40	7,101.93
Total other expenses	52,693.06	45,226.33

Note 31 : Finance cost

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Interest expense on borrowings	3,180.92	4,995.81
Interest expense on mobilization advances	700.18	416.56
Interest expense on lease liability	271.68	807.44
Unwinding of discount on provisions	137.77	127.97
Exchange differences regarded as an adjustment to borrowing costs	2.18	54.19
Other borrowing costs	20.05	90.72
Total	4,312.78	6,492.69
Finance cost capitalised	-	-
Finance cost expensed in profit and loss	4,312.78	6,492.69

Note 32: Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of directors



Shekhar Bajaj
 Chairman & Managing Director
 DIN: 00089358

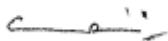
Mumbai, February 8, 2022

Bajaj Electricals Ltd.
Consolidated Balance Sheet as at 31st December 2021

(Rs in Lakhs)

Particulars	Notes	As at 31-Dec-21	As at 31-Dec-20
ASSETS			
Non-Current Assets			
Property, plant and equipment	2	38,393.15	29,847.95
Capital work in progress	2	2,532.08	1,493.08
Right-of-use assets	3	6,032.34	11,084.73
Intangible assets	4	790.15	1,309.23
Intangible assets under development	4	1,217.44	-
Investment property	4.1	12,600.00	15,000.00
Goodwill	44	19,001.10	2,644.36
Investments in associate and joint venture	5.1	-	-
Financial Assets			
i) Investments	5.2	588.47	508.59
ii) Trade receivables	6	41,144.98	40,337.99
iii) Loans	7	(20.04)	4,782.10
iv) Other financial assets	8	4,017.15	2,962.07
Deferred tax assets (net)	9	12,477.21	5,994.16
Non-current tax assets (net)		7,671.74	10,112.22
Other non-current assets	10	12,005.57	12,142.71
Total Non-Current Assets		158,451.34	138,219.19
Current Assets			
Inventories	11	108,880.71	78,371.10
Financial Assets			
i) Trade receivables	6	117,275.63	171,020.62
ii) Cash and cash equivalents	12	4,455.31	2,790.36
iii) Bank balances other than (ii) above	12	2,125.79	839.98
iv) Loans	7	0.84	2.57
v) Other current financial assets	13	721.27	969.55
Other current assets	14	28,362.88	28,382.76
Contract assets		8,987.36	7,584.75
		270,809.79	289,961.69
Assets classified as held for sale	15	219.41	219.41
Total Current Assets		271,029.20	290,181.10
Total Assets		429,480.54	428,400.29
EQUITY & LIABILITIES			
Equity			
Equity share capital	16	2,296.28	2,288.44
Other Equity	17	166,171.66	150,444.06
Share application money pending allotment		-	-
Non-controlling interest		(2,561.95)	-
Total Equity		165,905.99	152,732.50
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
i) Borrowings	18	1,244.72	3,665.98
ia) Lease liabilities	3	2,443.17	6,779.64
ii) Other financial liabilities	19	23.31	963.72
Provisions	20	2,124.41	2,343.52
Employee benefit obligations	21	7,078.90	6,852.73
Total Non-Current Liabilities		12,914.51	20,605.59
Current Liabilities			
Financial Liabilities			
i) Borrowings	18	18,829.02	40,449.64
ia) Lease liabilities	3	1,292.68	2,526.35
ii) Trade payables	22		
Total Outstanding dues of micro enterprises & small enterprises		6,295.82	9,547.33
Total Outstanding dues of other than micro enterprises & small enterprises		79,373.58	90,936.43
iii) Other current financial liabilities	19	96,808.60	52,228.68
Provisions	20	9,020.53	9,319.14
Employee benefit obligations	21	1,213.18	2,317.99
Current tax liabilities (net)		2,195.45	3,402.98
Contract liabilities		13,008.50	19,709.66
Other current liabilities	23	22,622.68	24,624.00
Total Current Liabilities		250,660.04	255,062.20
Total Liabilities		263,574.55	275,667.79
Total Equity & Liabilities		429,480.54	428,400.29
Summary of significant accounting policies			
The accompanying notes are an integral part of the Consolidated Financial Statements			

For and on behalf of board of Directors



Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Mumbai, February 8, 2022

Bajaj Electricals Ltd.

Consolidated Statement of Profit and Loss for the year ended 31st December 2021

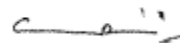
(Rs. In Lakhs)

Particulars	Notes	31-Dec-21	31-Dec-20
Income:			
Revenue from operations	24	347,868.48	332,613.07
Other income	25	4,732.84	3,848.24
Total Income		352,601.32	336,461.31
Expenses:			
Cost of raw materials consumed	26	42,932.43	19,122.36
Purchases of traded goods		198,822.55	203,880.00
Changes in inventories of work-in-progress, finished goods, traded goods	26	(7,342.91)	(8,893.99)
Erection & subcontracting expenses	27	9,312.64	20,693.96
Employee benefit expenses	28	30,920.08	29,198.80
Depreciation and amortisation expense	29	5,140.40	5,728.85
Other expenses	30	54,523.25	45,560.15
Finance cost	31	5,914.23	6,566.05
Total Expenses		340,222.67	321,856.18
Profit before share of profit / (loss) of an associate and a joint venture, exceptional items and tax		12,378.65	14,605.13
Exceptional Items		962.87	(2,843.73)
Profit before share of profit / (loss) of an associate and a joint venture and tax		11,415.78	17,448.86
Share of profit / (loss) of associate and joint venture		-	-
Profit before tax		11,415.78	17,448.86
Income tax expense:			
Current tax		4,246.06	4,479.26
Deferred tax	9	(1,018.12)	(500.09)
Adjustment of tax relating to earlier periods		(386.76)	-
Total tax expenses		2,841.18	3,979.17
Profit / (loss) for the year		8,574.60	13,469.69
Other comprehensive (income) / loss			
Items that will be reclassified to profit and loss in subsequent periods			
Cash flow hedge reserve		(30.98)	-
Tax impacts on above		7.80	-
Items that will not be reclassified to profit and loss in subsequent periods			
Remeasurement (gains)/losses on defined benefit plans	21	(393.44)	(451.99)
Share of other comprehensive income of associates and joint ventures after tax accounted for using equity method		-	-
Tax impacts on above	9	99.02	113.76
Gain on bargain purchase on demerger		-	(1,423.34)
Other comprehensive (income) / loss, net of tax		(317.60)	(1,761.57)
Total Comprehensive Income / (loss), net of tax		8,892.20	15,231.26

Consolidated Statement of Profit and Loss for the year ended 31st December 2021

Profit / (loss) for the year attributable to			
Equity holders of the parent		8,917.83	13,594.44
Non-controlling interest		(343.23)	(124.75)
Other comprehensive (income) / loss for the year attributable to			
Equity holders of the parent		(314.29)	(1,761.31)
Non-controlling interest		(3.31)	(0.27)
Total comprehensive income / (loss) for the year attributable to			
Equity holders of the parent		9,232.12	15,355.75
Non-controlling interest		(339.92)	(124.48)
Earnings per equity share before exceptional items (face value per share Rs. 2)	39		
Basic		8.32	9.31
Diluted		8.28	9.29
Earnings per equity share after exceptional items (face value per share Rs. 2)	39		
Basic		7.48	11.80
Diluted		7.45	11.78
Summary of significant accounting policies	1B		
The accompanying notes are an integral part of the Consolidated Financial Statements			

For and on behalf of the Board of directors



Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358
Mumbai, February 8, 2022

Consolidated Statement of changes in equity for the period ended 31st December 2021

Particulars	Year Ended 31st December 2021		Year Ended 31st December 2020	
	(Rs. in Lakhs)		(Rs. in Lakhs)	
A. Equity share capital (Note 16)				
At the beginning of the year		2,290.73		2,275.35
Issue of equity share capital during the year		5.55		13.09
At the end of the year		2,296.28		2,288.44

Particulars	Reserves and surplus							Other reserves		Total
	Cash Flow Hedge Reserve	Securities premium reserve	Debtenture Reserve	Redemption Reserve	Shares Outstanding	General Reserve	Retained earnings *	Capital Redemption Reserve	Capital Reserve	
Balance at 31st March 2021	-	63,391.97	3,750.00	1,181.39	45,967.75	40,917.38	155,208.49	135.71	175.18	155,519.38
Profit for the year	-	-	-	-	-	8,917.83	8,917.83	-	-	8,917.83
Other comprehensive income	23.18	-	-	-	-	291.11	314.29	-	-	314.29
Total comprehensive income for the year	23.18	63,391.97	3,750.00	1,181.39	45,967.75	50,126.32	164,440.61	135.71	175.18	164,751.50
Exercise of options - proceeds received	-	1,173.94	-	-	-	-	1,173.94	-	-	1,173.94
Exercise of options - transferred from shares options outstanding account	-	433.08	-	(433.08)	-	-	-	-	-	-
Securities premium proceeds received on issue of equity shares	-	-	-	-	-	-	-	-	-	-
Securities premium on issue of shares on demerger	-	-	-	-	-	-	-	-	-	-
Employee stock option expense for the year	-	-	-	371.63	-	-	371.63	-	-	371.63
Transferred to retained earnings for vested cancelled options	-	-	-	(21.02)	-	21.02	-	-	-	-
Transfer from Debtenture redemption reserve to General Reserve	-	-	(3,750.00)	-	-	3,750.00	-	-	-	-
Fair value of non-controlling interest put option	-	-	-	-	-	(131.20)	(131.20)	-	-	(131.20)
CFHR Transferred to / from OCI	5.79	-	-	-	-	-	5.79	-	-	5.79
Transfer from retained earnings to general reserve	-	-	-	-	-	-	-	-	-	-
Balance at 31st December 2021	28.97	64,995.99	-	1,098.92	45,967.75	53,766.14	165,860.77	135.71	175.18	166,171.66

* Retained earnings includes revaluation reserve of Rs. 808.60 lakhs subsumed during transition to Ind AS

Consolidated Statement of changes in equity for the period ended 31st December 2021

Particulars	Reserves and surplus						Other reserves			Total	
	Cash Flow Hedge Reserve	Securities premium reserve	Debtenture Reserve	Redemption Reserve	Shares Outstanding	General Reserve	Retained earnings *	Total	Capital Redemption Reserve		Capital Reserve
Balance at 31st March 2020	-	60,139.79	-	4,625.00	1,261.09	43,256.34	23,121.79	132,404.01	135.71	10.00	132,549.72
Profit for the year	-	-	-	-	-	-	13,594.44	13,594.44	-	-	13,594.44
Other comprehensive income	-	-	-	-	-	-	337.97	337.97	-	1,423.34	1,761.31
Total comprehensive income for the year	-	60,139.79	-	4,625.00	1,261.09	43,256.34	37,054.20	146,336.42	135.71	1,433.34	147,905.47
Exercise of options - proceeds received	-	520.35	-	-	-	-	-	520.35	-	-	520.35
Exercise of options - transferred from shares options outstanding account	-	200.61	-	-	(200.61)	-	-	-	-	-	-
Securities premium proceeds received on issue of equity shares	-	0.05	-	-	-	-	-	0.05	-	-	0.05
Securities premium on merger	-	1,842.31	-	-	-	-	-	1,842.31	-	-	1,842.31
Rights issue expenses	-	-	-	-	-	-	-	-	-	-	-
Employee stock option expense for the year	-	-	-	-	321.66	-	-	321.66	-	-	321.66
Transferred to General reserve for vested cancelled options	-	-	-	-	(108.85)	-	108.85	-	-	-	-
CFHR Transferred to / from OCI	-	-	-	-	-	-	-	-	-	-	-
Fair value of non-controlling interest put option	-	-	-	-	-	-	(145.78)	(145.78)	-	-	(145.78)
Balance at 31st December 2020	-	62,703.11	1,273.29	4,625.00	1,273.29	43,256.34	37,017.27	148,875.01	135.71	1,433.34	150,444.06

Summary of significant accounting policies (Note 1B)
The accompanying notes are an integral part of the Financial Statements

For and on behalf of the Board of directors



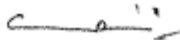
Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Mumbai, February 8, 2022

CONSOLIDATED CASH FLOW STATEMENT FOR THE SIX MONTHS ENDED 31ST DECEMBER 2021

Particulars	Nine months ended 31-Dec-21 (Unaudited)
Cash flow from operating activities	
Profit before income tax	11,415.78
Adjustments for:	
Depreciation and amortisation expense	5,140.41
Employee share-based payment expense	371.63
(Gain)/Loss on disposal of property, plant and equipment	(383.30)
Measurement of financial assets held at fair value through Profit or Loss	(118.69)
Measurement of financial assets and liabilities held at amortised cost	(48.58)
Measurement of provisions at fair value	(181.24)
Derecognition of investment in associate pursuant to demerger	-
Finance costs	5,914.22
Interest income	(442.13)
Impairment allowance for doubtful debts & advances (net of write back)	515.76
Bad debts and other irrecoverable debit balances written off	719.81
	23,866.53
Change in operating assets and liabilities:	
(Increase)/decrease in trade receivables (current & non-current)	32,429.39
(Increase)/decrease in financial and other assets (current & non-current)	(2,142.06)
(Increase)/decrease in inventories	(7,045.24)
Increase/(decrease) in trade payables, provisions, employee benefit obligations, other financial liabilities and other liabilities (current & non-current)	22,438.04
	69,546.66
Cash generated from operations	(4,136.17)
Income taxes paid (net of refunds)	65,410.49
Net cash inflow from operating activities	
Cash flows from investing activities	
Purchase of property, plant and equipment including capital work in progress and capital advances	(4,610.46)
Purchase of intangible assets including intangible assets under development	(467.15)
Proceeds from sale of property, plant and equipment including advances received	2,523.49
Loans and advances (given) / repaid by associate and joint venture (net)	(0.00)
Purchase of investments in subsidiaries	(2,488.92)
(Increase)/decrease in bank deposits	(552.91)
Interest received	341.53
	(5,254.43)
Net cash used in investing activities	
Cash flows from financing activities	
Proceeds from issues of shares (net of issue expenses)	1,166.97
Proceeds from borrowings	2,346.65
Repayment of borrowings	(50,798.16)
Payment of lease liabilities	(1,356.64)
Interest paid	(11,699.38)
	(60,340.56)
Net cash used in financing activities	
Net decrease in cash and cash equivalents	(184.50)
Cash and cash equivalents at the beginning of the financial year	4,563.58
Acquired on business combinations	76.21
Cash and cash equivalents at the end of the period	4,455.30

For and on behalf of the Board of directors



Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358
Mumbai, February 8, 2022

NOTES TO THE INTERIM FINANCIAL STATEMENTS AS AT AND FOR THE NINE MONTHS ENDED 31st DECEMBER 2021

A) General Information

Bajaj Electricals Limited ('the Company') is an existing public limited company incorporated on 14th July 1938 under the provisions of the Indian Companies Act, 1913 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at 45/47, Veer Nariman Road, Mumbai-400 001.

The Company deals in Consumer Segments (CP) (which includes appliances, fan and consumer lighting products). The Company also deals in Engineering and projects (EPC) (which includes supply and erection of transmission line towers, telecommunication towers, high masts, poles, special projects including rural electrification projects and luminaires. The equity shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The consolidated financial statements are presented in Indian Rupee (INR).

These Interim Consolidated Financial Statements has been approved by the Board of Directors at its meeting held on February 8, 2022.

B) Significant accounting policies

a. Statement of compliance

These Interim consolidated Financial Statements have been prepared in accordance with the requirements of Indian Accounting Standards 34 'Interim Financial Reporting' ('Ind AS 34'), prescribed under the Section 133 of the Companies Act, 2013 and other relevant provisions of the Act.

b. Basis of preparation and presentation

These Interim consolidated Financial Statements which comprise the Interim Consolidated Balance Sheet as at December 31, 2021, the Interim Consolidated Statement of Profit and Loss, the Interim Consolidated Statements of Changes in Equity and the Interim Consolidated Statements of Cash Flows for the nine months ended December 31, 2021, and other explanatory information

The Interim Consolidated Financial Statements have been prepared on the historical cost basis except for certain financial instruments measured at fair values at the end of each reporting period and acquisition of subsidiaries where assets and liabilities are measured at fair values as at the date of acquisition in accordance with Ind AS 103. The Interim Consolidated Financial Statements do not include all the information and disclosures normally included in annual consolidated financial statements.

Accounting policies, methods of computation followed in the Interim Consolidated Financial Statements are same as compared with the annual Consolidated financial statements for the year ended 31st March 2021

c. Summary of key estimates, judgements and assumption

In the course of applying the accounting policies, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

The area where estimates are significant to the Interim Financial Statements, or areas involving high degree of judgement or complexity, are same as those disclosed in the annual consolidated financial statements for the year ended 31st March 2021.

Note 2 : Property, plant and equipment

Particulars	(Rs.in Lakhs)											Total			
	Freehold Land	Lease hold Land	Building	Ownership Premises	Plant & Machinery	Furniture & Fixtures	Electrical Installations	Office Equipment	Vehicles	Dies & Jigs	Leasehold Improvements		Temporary Structures	Roads & Borewell	IT Hardware
Opening gross block as at 1st April 2020	4,268.06	-	4,906.08	11,222.69	9,230.87	2,264.78	658.10	1,681.91	966.08	3,354.68	381.51	125.84	130.07	7,977.04	47,167.71
Additions	-	-	609.89	-	709.45	95.57	282.68	85.34	12.92	1,009.04	-	0.75	-	151.00	2,956.64
Asset classified as held for sale	-	-	-	(78.00)	-	-	-	-	-	-	-	-	-	-	(78.00)
Disposals	-	-	-	(156.84)	(9.96)	(24.53)	(8.14)	(29.36)	(34.53)	(46.43)	(2.70)	-	-	(59.94)	(372.43)
Adjusted in business combination	-	-	800.00	-	166.00	35.82	30.00	1.63	9.21	-	-	-	-	-	1,042.66
Closing gross block as at 31st March 2021	4,268.06	-	6,315.97	10,987.85	10,096.36	2,371.64	962.64	1,739.52	953.68	4,317.29	378.81	126.59	130.07	8,068.10	50,716.58
Additions	-	-	100.65	-	700.32	131.06	114.14	79.66	0.81	1,583.64	-	-	-	361.97	3,072.25
Disposals	-	-	(377.26)	(1,978.30)	(153.78)	(130.72)	(29.21)	(45.49)	(83.84)	(34.90)	(75.48)	-	-	(8.73)	(2,917.71)
Asset classified as held for sale	-	-	-	78.00	-	-	-	-	-	-	-	-	-	-	78.00
Acquired on business combinations	1,355.20	-	4,971.22	-	2,610.80	197.28	-	143.20	-	-	-	-	-	-	9,277.70
Adjustment	-	-	(353.65)	259.12	927.69	(5.01)	(18.37)	10.79	(0.11)	-	-	-	103.59	4.26	928.31
Closing gross block as at 31st December 2021	5,623.26	-	10,656.93	9,346.67	14,181.39	2,564.25	1,029.20	1,927.68	870.54	5,866.03	303.33	126.59	233.66	8,425.60	61,155.13
Opening accumulated depreciation as at 1st April 2020	-	-	709.20	1,042.71	4,317.49	941.04	260.70	843.57	306.10	2,111.58	172.81	125.84	55.83	5,021.16	15,908.03
Depreciation charge during the year	-	-	318.75	198.61	800.06	239.88	76.59	237.90	90.96	572.37	32.47	0.75	8.48	1,159.51	3,736.33
Disposals	-	-	-	(21.99)	(9.75)	(12.60)	(3.08)	(25.68)	(21.46)	(44.81)	(2.70)	-	-	(59.93)	(202.00)
Asset classified as held for sale	-	-	-	(10.39)	-	-	-	-	-	-	-	-	-	-	(10.39)
Closing accumulated depreciation as at 31st March 2021	-	-	1,027.95	1,208.94	5,107.80	1,168.32	334.21	1,055.79	375.60	2,639.14	202.58	126.59	64.31	6,120.74	19,431.97
Depreciation charge during the year	-	-	362.21	167.09	832.71	276.01	62.71	193.92	64.64	656.73	18.92	-	6.40	733.77	3,375.11
Disposals	-	-	(147.23)	(210.25)	(99.61)	(83.31)	(19.91)	(41.08)	(39.44)	(34.90)	(75.48)	-	-	(7.45)	(758.66)
Asset classified as held for sale	-	-	-	10.39	-	-	-	-	-	-	-	-	-	-	10.39
Acquired on business combinations	-	-	(34.39)	38.90	(1.31)	2.00	(5.38)	(2.38)	(0.02)	-	-	-	-	0.99	(1.59)
Closing accumulated depreciation as at 31st December 2021	-	-	1,208.54	1,215.07	5,839.59	1,363.02	371.63	1,206.25	400.78	3,260.97	146.02	126.59	70.71	6,848.05	22,057.22
Impairment allowance as on March 31, 2020	-	-	-	-	704.76	-	-	-	-	-	-	-	-	-	704.76
Impairment charge / (reversal) during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment allowance as on March 31, 2021	-	-	-	-	704.76	-	-	-	-	-	-	-	-	-	704.76
Impairment charge during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment allowance as on December 31, 2021	-	-	-	-	704.76	-	-	-	-	-	-	-	-	-	704.76
Closing Net carrying amount as at 31st March 2021	4,268.06	-	5,288.02	9,778.91	4,283.80	1,203.32	628.43	683.73	578.08	1,678.15	176.23	-	65.76	1,947.36	30,579.85
Closing Net carrying amount as at 31st December 2021	5,623.26	-	9,448.39	8,131.60	7,637.04	1,201.23	657.57	721.43	469.76	2,605.06	157.31	-	162.95	1,577.55	38,393.15

* Adjustment includes few assets which have been moved from property, plant and equipment block to intangible block, due to migration of assets to fixed assets module

Note 3: Right of use assets and Lease liabilities

The details of the right-of-use asset held by the Group is as follows:

Right-of-use assets

Particulars				(Rs. In Lakhs)
	Buildings	Equipments	Leasehold land	Total
Gross block recognised on transition date (April 1, 2020)	12,246.61	-	2,805.69	15,052.30
Adjustments	57.63	-	-	57.63
Additions for the year	2,802.33	-	-	2,802.33
Acquired on demerger of Hind Lamps Limited (refer note 44)	-	22.72	-	22.72
Asset classified as held for sale	-	-	-	-
Reassessments (modifications) *	(5,687.71)	-	-	(5,687.71)
Deletions for the year	(3,184.22)	-	-	(3,184.22)
Gross block as on March 31, 2021	6,234.64	22.72	2,805.69	9,063.05
Additions for the year	1,444.63	-	-	1,444.63
Acquired on business combination	-	-	670.00	670.00
Asset classified as held for sale	-	-	-	-
Reassessments (modifications) *	(177.27)	-	-	(177.27)
Deletions for the year	(1,498.09)	(1.00)	(670.00)	(2,169.09)
Closing gross block as on December 31, 2021	6,003.91	21.71	2,805.69	8,831.32
Accumulated depreciation recognised on transition date (April 1, 2020)	2,818.00	-	187.02	3,005.02
Adjustments	(3.96)	-	-	(3.96)
Depreciation for the year	3,076.45	9.33	37.38	3,123.16
Asset classified as held for sale	-	-	-	-
Deletions for the year	(3,184.22)	-	-	(3,184.22)
Accumulated depreciation as on March 31, 2021	2,706.28	9.33	224.40	2,940.00
Adjustments	-	-	-	-
Depreciation for the year	1,319.90	8.95	40.10	1,368.95
Asset classified as held for sale	-	-	-	-
Deletions for the year	(1,498.04)	-	(11.94)	(1,509.98)
Closing accumulated depreciation as on December 31, 2021	2,528.14	18.28	252.56	2,798.98
Net carrying value of right of use assets as on March 31, 2021	3,528.36	13.39	2,581.29	6,123.05
Net carrying value of right of use assets as on December 31, 2021	3,475.77	3.43	2,553.13	6,032.34

The details of the lease liabilities held by the Group is as follows:

Lease liabilities

Particulars	(Rs in Lakhs)	
	Year Ended December 31, 2021	Year Ended March 31, 2021
Opening lease liabilities	3,863.29	9,862.88
Additions for the period	424.57	2,784.65
Deletions / Modifications for the period *	632.26	(6,100.87)
Acquired on business combinations	-	25.15
Finance cost for the period	438.66	944.13
Lease instalments paid for the period	(1,622.93)	(3,652.65)
Closing lease liabilities	3,735.85	3,863.29
- classified as current	1,292.68	1,652.70
- classified as non-current	2,443.17	2,210.59

For maturity profile of lease liabilities, refer Note 35 (B)(ii)

* Modification in right of use assets and lease liabilities are mainly due to migration / termination of leases due to the new logistics agreement entered by the Group.

Note 4: Other Intangible Assets

(Rs in Lakhs)

Particulars	Trade Marks	Computer Software	Brand	Distributor / Dealer Network	Customer relationships	Total
Opening gross block as at 1st April 2020	0.51	769.42	1,952.33	195.57	26.10	2,943.93
Additions	-	194.12	-	-	-	194.12
Closing gross block as at 31st March 2021	0.51	963.54	1,952.33	195.57	26.10	3,138.05
Additions	-	31.22	-	-	-	31.22
Acquired in business combination	-	-	-	-	-	-
Closing gross block as at 31st December 2021	0.51	994.76	1,952.33	195.57	26.10	3,169.27
Opening accumulated amortization as at 1st April 2020	0.25	483.64	620.41	195.57	26.10	1,325.97
Amortisation charge for the year	0.05	266.47	390.47	-	-	656.99
Disposals	-	-	-	-	-	-
Adjustment *	-	-	-	-	-	-
Closing accumulated amortization as at 31st March 2021	0.30	750.11	1,010.88	195.57	26.10	1,982.96
Additions	-	-	-	-	-	-
Amortisation charge for the year	0.04	103.27	292.85	-	-	396.16
Disposals	-	-	-	-	-	-
Adjustment	-	-	-	-	-	-
Acquired in business combination	-	-	-	-	-	-
Closing accumulated amortization as at 31st December 2021	0.34	853.38	1,303.73	195.57	26.10	2,379.12
Closing Net carrying amount as at 31st March 2021	0.21	213.43	941.45	-	-	1,155.09
Closing Net carrying amount as at 31st December 2021	0.17	141.38	648.60	-	-	790.15

Note 4.1: Investment property

(Rs in Lakhs)

Particulars	Land	Total
Closing gross block as at 31st March 2020	-	-
Acquired on demerger of Hind Lamps Limited (refer note 44)	12,600.00	
Closing gross block as at 31st March 2021	12,600.00	12,600.00
Additions	-	-
Closing gross block as at 31st December 2021	12,600.00	12,600.00
Opening accumulated depreciation as at 31st March 2020	-	-
Amortisation charge for the year	-	-
Closing accumulated depreciation as at 31st March 2021	-	-
Amortisation charge for the year	-	-
Closing accumulated depreciation as at 31st December 2021	-	-
Closing net carrying amount as at 31st March 2021	12,600.00	12,600.00
Closing net carrying amount as at 31st December 2021	12,600.00	12,600.00

Note 5.1 : Investments in associate and joint venture

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Investment in equity instruments of associate & joint venture (fully paid up)		
Unquoted		
Measured at cost		
Non-current equity investments (unquoted) in Nirlep Appliance Pvt Ltd - 593,724 (March 31, 2020 - NIL) equity shares of Rs 100 each	-	-
Investment in call option for equity shares of Nirlep Appliance Pvt Ltd	-	-
	<u>-</u>	<u>-</u>
Non-current equity investments (unquoted) in Hind Lamps Limited. - 1,140,000 (March 31, 2020 - 1,140,000) equity shares of Rs 25 each **	-	-
Accumulated impairment allowance in value of investments in Hind Lamps Limited	-	-
	<u>-</u>	<u>-</u>
Non-current equity investments (unquoted) in Starlite Lighting Ltd. - 5,875,000 (March 31, 2020 - 5,875,000) equity shares of Rs 10 each	-	579.42
Accumulated impairment allowance in value of investments in Starlite Lighting Ltd	-	(579.42)
	<u>-</u>	<u>-</u>
Total investments in associate & joint venture	<u>-</u>	<u>-</u>

Note 5.2 : Financial assets (Investments)

5.2 (a) Investment in equity instruments

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Investment in equity shares		
Unquoted		
Measured at fair value through profit and loss		
Non-current equity investments (unquoted) in M. P. Lamps Limited * - 48,000 (March 31, 2020 - 48,000) equity shares of Rs. 10/- each; (Partly paid shares - Rs. 2.50/- Per share paid up, Called up Rs. 5.00/- per share) - 95,997 (March 31, 2020 - 95,997) equity shares of Rs. 10/- each; (Partly paid shares - Rs. 1.25 Per share paid up, Called up Rs. 5 per share).	-	-
Non-current equity investments (unquoted) in Mayank Electro Ltd. - 100 (March 31, 2020 - 100) equity shares of Rs. 100/- each.	0.10	0.10
Investment in equity shares of co-operative banks	0.04	1.71
Total equity instruments	<u>0.14</u>	<u>1.81</u>

5.2 (b) Investment in debt instruments

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Investment in venture capital fund		
Unquoted		
Measured at fair value through profit and loss		
Units of Bharat Innovation Fund	587.96	506.41
Investment in other securities		
Unquoted		
Gold coins	0.37	0.37
Investment in preference shares (fully paid up)		
Unquoted		
Measured at fair value through profit and loss		
10,000,000 - 9% cumulative redeemable preference shares (unquoted) of Rs. 10/- each of Starlite Lighting Ltd, redeemable on June 30, 2024	-	950.83

Accumulated Impairment Allowance on Preference Shares	-	(950.83)
	-	-
5,000,000 - 9% cumulative redeemable preference shares (unquoted) of Rs. 10/- each of Starlite Lighting Ltd, redeemable on June 30, 2025	-	406.79
Accumulated Impairment Allowance on Preference Shares	-	(406.79)
	-	-
Measured at amortised cost		
2,800,000 - 0% redeemable preference shares (Unquoted) of Rs.25/- each of Hind Lamps Ltd, redeemable at the end of term of 10 years, at a premium of Rs. 20/- per share (date of allotment December 26, 2012)**	-	-
30,000,000 - 0% redeemable preference shares (unquoted) of Rs. 10/- each of Starlite Lighting Ltd, redeemable in 3 equal tranches at an yield of 10% on June 30, 2026, 30 June, 2027 and June 30, 2028 respectively	-	4,294.18
Accumulated Impairment Allowance on Preference Shares	-	(4,294.18)
	-	-
Total debt instruments	588.33	506.78
Total non-current investments	588.47	508.59
	-	-
Aggregate value of quoted investments	-	-
Aggregate value of unquoted investments	588.47	508.59

* In respect of Investments made in M. P. Lamps Ltd., calls of Rs. 2.50 per share on 48,000 equity shares and Rs. 3.75 per share on 95,997 Equity Shares aggregating to Rs. 4.80 Lakhs have not been paid by the Group. On principles of prudence the entire investment in M.P. Lamps Ltd. is considered as impaired and accordingly carried at Rs. NIL.

** During the year, the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated May 21, 2020 had approved the scheme of arrangement for demerger of the manufacturing undertaking of the Hind Lamps Limited (associate of the Company) into the Company, which has been filed with the Registrar of Companies on June 30, 2020. The Group has accounted for the demerger as a business combination under Ind AS 103 as per the Scheme and accounted for the fair value of assets and liabilities acquired. Consequently, the Group has derecognised its existing 19% of the proportionate investment in the manufacturing undertaking of Hind Lamps Limited. Refer note 45 for more details.

Note 6 : Trade receivables

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Current	117,275.63	171,020.62
Non-current	41,144.98	40,337.99
	158,420.61	211,358.61
Unsecured, considered good	158,420.61	211,358.61
Unsecured, credit impaired	13,367.62	11,392.43
Total	171,788.23	222,751.04
Impairment allowance, credit impaired (allowance for bad and doubtful debts)	(13,367.62)	(11,392.43)
Total trade receivables (net of impairment allowance)	158,420.61	211,358.61

Transferred receivables

The carrying amount of trade receivables, include receivables which are subject to factoring arrangements and channel financing facilities. Under this arrangement the Group has transferred the relevant receivables to the factor in exchange for cash. The said facilities are with recourse to Group. The Group therefore continues to recognise the transferred assets in their entirety in its balance sheet. The amount repayable under the factoring agreement is presented as unsecured borrowings / other financial liabilities.

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Unsecured borrowing (Note 18)	-	-
Other financial liabilities (Note 19)	44,261.83	36,559.85
Total Transferred receivables	44,261.83	36,559.85

Trade receivable are non-interest bearing and are generally on term of 30-90 days from the time they are contractually due. No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. For trade and other receivables due from firms or private companies in which any director is a partner, a director or a member, refer note 38.

Note 7 : Loans

(Unsecured, considered good unless otherwise stated)

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Non Current		
Unsecured, considered good	(20.04)	2.10
Unsecured, credit impaired	-	5,060.00
Total	(20.04)	5,062.10
Impairment allowance, credit impaired	-	(280.00)
Total Non-current loans	(20.04)	4,782.10

Unsecured, considered good loan is given to Starlite Lighting Limited (Joint Venture of the Company), for meeting its working capital requirements. The loan is bearing interest at 10.3% and is repayable in FY 2026 with bullet repayment.

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Current		
Secured, considered good	0.84	2.57
Total current loans	0.84	2.57

Note 8 : Other financial assets
(Unsecured, considered good unless otherwise stated)

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Security deposits, considered good	2,832.63	1,913.81
Security deposits, credit impaired	180.57	594.85
Impairment allowance for credit impaired security deposits	(180.57)	(594.85)
	<u>2,832.63</u>	<u>1,913.81</u>
Security deposits to related party, considered good	-	-
Deposits with maturity more than 12 months	106.30	-
Fixed deposit under lien	1,033.50	1,038.16
Derivative assets	-	-
Interest accrued on fixed deposits	44.72	10.10
Total non-current other financial assets	<u>4,017.15</u>	<u>2,962.07</u>

Note 9 : Deferred tax assets (net)

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Deferred tax assets	19,582.82	12,393.31
Deferred tax liabilities	(7,105.61)	(6,399.15)
Total deferred tax assets (net)	<u>12,477.21</u>	<u>5,994.16</u>

Note 10 : Other non-current assets

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Capital advances	689.59	832.51
Impairment allowance for credit impaired capital advances	(21.56)	(21.56)
	<u>668.03</u>	<u>810.95</u>
Sales tax recoverables	3,548.90	4,627.81
Balances with government authorities	-	-
Right to reimbursement against employee benefit obligations for insurers who are related parties (Non-qualifying insurance policies)	3,855.77	3,656.65
Advance to Starlite Lighting Limited	-	2,200.00
Others	4,590.03	3,695.84
	<u>12,662.73</u>	<u>14,991.25</u>
Impairment allowance for doubtful advances	(657.16)	(648.54)
Impairment allowance for advances to Starlite Lighting Limited	-	(2,200.00)
Total other non-current assets	<u>12,005.57</u>	<u>12,142.71</u>

Note 11 : Inventories

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Raw material	12,519.94	7,944.62
Work-in-progress	2,570.38	1,445.01
Finished goods	3,400.41	2,516.79
Traded goods	87,530.03	61,918.98
Material in Transit (traded goods)	2,204.14	4,302.56
Stores and spares	655.81	243.14
Total Inventories	<u>108,880.71</u>	<u>78,371.10</u>

Note 12 : Cash and cash equivalents

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Balances with banks		
in current accounts	1,701.44	2,588.23
in cash credit accounts	1,713.86	113.04
Deposits with maturity of less than three months	-	-
Cash on hand	54.58	89.09
Total cash and cash equivalents	4,455.31	2,790.36

There are no restrictions with regards to cash and cash equivalents as at the end of the reporting period and prior period.

Note 12 : Bank balances

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Unpaid Dividend Accounts	67.39	77.17
Deposits with maturity of more than three months & less than twelve months	1,890.52	762.76
Others	167.88	0.05
Total other bank balances	2,125.79	839.98

Note 13 : Other current financial assets

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Interest accrued on fixed deposits	21.42	22.51
Security deposits	349.68	621.51
Receivable from Gratuity Fund	188.40	325.53
Derivative Asset	161.77	-
Total other current financial assets	721.27	969.55

Note 14 : Other current assets

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Advance to Hind Lamps Ltd (associate)	-	-
Advance to Starlite Lighting Limited (joint venture)	-	6,355.42
Export benefits	758.40	636.66
Balances with government authorities	19,584.31	13,076.22
Right to reimbursement against employee benefit obligations for insurers who are related parties (Non-qualifying insurance policies)	1,504.81	1,679.57
Advance to Subsidiary - Nirlep Appliance Pvt Ltd	-	-
Others	6,515.36	6,634.89
Total other current assets	28,362.88	28,382.76

Note 15 : Assets classified as held for sale

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Buildings	219.41	219.41
Ownership premises	-	-
Total assets classified as held for sale	219.41	219.41

Upon relocation of Company's employees to new office premises in Mumbai, the erstwhile leasehold immovable property together with buildings and structure standing thereon was lying vacant. Therefore, the Board of Directors of the Company approved the sale and transfer of leasehold rights therein in favour of the purchaser vide Resolution dated March 23, 2015 subject to the permissions from the appropriate authorities and accordingly the said transaction of sale and transfer of leasehold rights was to be completed within one (1) year. However, on account of delay in getting the requisite permissions from the appropriate local / municipal authorities the transaction execution is pending. The purchaser and the Company are committed for the transaction to sail through. The asset held for sale are not attached to any reported business segment but part of other unallocable assets. The Company has received an advance of Rs 800 lakhs from the purchaser in relation to this sale and is expected to be completed in FY 2021-22. The same is shown as a liability under other current liabilities.

Note 16 : Equity share capital

	(Rs in Lakhs)	
	31-Mar-21	31-Mar-20
	Amount	Amount
Authorised		
20,00,00,000 equity shares (March 31, 2020 - 20,00,00,000) of Rs. 2/- each.	4,000.00	4,000.00

i) Movement in Issued, Subscribed and Paid up Equity Share Capital

Issued capital

	No of Shares	Amount
As at 31st Mar 2020	113,767,707	2,275.35
Exercise of Options under employee stock option scheme	297,485	5.95
Issued pursuant to the scheme of arrangement for demerger of the manufacturing undertaking of the Hind Lamps Limited (associate of the Company) into the Company (refer note vi below)	471,420	9.43
Issued under rights issue (refer note iii below)	7	0.00
As at 31st Mar 2021	114,536,619	2,290.73
Exercise of Options under employee stock option scheme	277,210	5.54
As at 31st Dec 2021	114,813,829	2,296.28
<u>Paid-up capital</u>		
Calls in arrears @ Rs 2 per share, under rights issue (refer note iii below)	(55)	(0.00)
As at 31st Dec 2021	114,813,774	2,296.28

Note 17 : Other Equity

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
i) Securities premium reserve	64,998.99	62,703.11
ii) Debenture redemption reserve	-	4,625.00
iii) General reserve	45,967.75	43,256.34
iv) Share options outstanding account	1,098.91	1,273.29
v) Retained earnings	53,789.32	38,440.61
vi) Capital reserve	175.18	10.00
vii) Capital redemption reserve	135.71	135.71
Total reserves and surplus	166,165.86	150,444.06

Note 18 : Borrowings

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Non-current		
Secured		
Term loan	61.40	108.75
Total secured non-current borrowings	61.40	108.75
Unsecured		
Sales tax deferral liability	16.65	124.28
Foreign currency term loan	-	1,099.62
Rupee Loans	1,166.67	2,333.33
Total unsecured non-current borrowings	1,183.32	3,557.23
Total non-current borrowings	1,244.72	3,665.98
Current		
Secured		
Cash credits	2,209.05	696.78
Working capital rupee loan	4,900.00	11,279.11
Rupee Loans	45.68	42.44
Total secured current borrowings	7,154.73	12,018.33
Unsecured		
Short term borrowings	10,400.00	5,500.00
Sales bills discounting	-	-
Buyer's credit (foreign currency loan)	-	-
Hundi acceptances	-	36.14
Current maturities of Non Convertible Debenture (NCD) *	-	18,500.00
Current maturities of foreign currency loan	-	-
Current maturities of sales tax deferral liability	107.62	228.50
Current maturities of long term rupee loans	1,166.67	4,166.67
Total unsecured current borrowings	11,674.29	28,431.31
Total current borrowings	18,829.02	40,449.64

Note 19 : Other Financial Liabilities

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Non Current		
Deposits received	-	0.61
Redemption liability of non-controlling interest at fair value	-	907.06
Employee benefit liabilities	23.31	56.05
Total other non-current financial liabilities	23.31	963.72

	31-Dec-21	31-Dec-20
Current		
Accrued interest on Non Convertible Debenture but not due	-	4,100.47
Capital creditors	317.27	183.34
Unpaid dividends	67.39	77.17
Trade deposits (dealers, vendors etc.)	1,558.15	1,126.83
Interest (payable) accrued and not due	-	0.21
Interest accrued and due on borrowings	24.04	66.17
Channel financing liability (Note 6)	44,261.83	36,559.85
Derivative liability	52.64	109.68
Other payables	5,092.66	5,788.49
Vendor financing liability	40,244.37	-
Employee benefit liabilities	5,190.25	4,216.47
Total other current financial liabilities	96,808.60	52,228.68

Note 20 : Provisions

	(Rs in Lakhs)					
	31-Dec-21			31-Dec-20		
	Current	Non Current	Total	Current	Non Current	Total
Service warranties*	6,889.08	2,124.41	9,013.49	7,336.60	2,343.52	9,680.12
Legal claims	479.77	-	479.77	574.86	-	574.86
Other matters**	1,607.93	-	1,607.93	1,363.93	-	1,363.93
E-Waste Management	43.75	-	43.75	43.75	-	43.75
Total Provisions	9,020.53	2,124.41	11,144.94	9,319.14	2,343.52	11,662.66

Note 21 : Employee Benefit Obligations

	31-Dec-21			31-Dec-20		
Particulars	Current	Non Current	Total	Current	Non Current	Total
Leave obligations	380.86	1,477.70	1,858.56	1,418.16	1,209.52	2,627.68
Interest rate guarantee on provident fund	-	689.35	689.35	-	478.72	478.72
Gratuity	832.32	4,911.85	5,744.17	899.83	5,164.49	6,064.32
Total employee benefit obligations	1,213.18	7,078.90	8,292.08	2,317.99	6,852.73	9,170.72

Note 22 : Trade Payables

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Current		
Trade payable	74,979.04	87,574.71
Dues to micro, small and medium enterprises *	6,295.82	9,547.33
Acceptances	4,125.05	3,361.72
Total current trade payables	85,669.40	100,483.76

Note 23 : Other Current Liabilities

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Statutory liabilities payable	2,766.73	5,547.64
Deferred revenue *	18,649.00	17,495.35
Others	1,206.95	1,581.01
Total other current liabilities	22,622.68	24,624.00

Note 24 : Revenue from operations

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Sale of products	310,605.53	253,624.63
Contract Revenue	32,837.03	76,508.98
Other operating revenue *	4,425.92	2,479.46
Total revenue from operations (Refer Note 41(i))	347,868.48	332,613.07

Note 25 : Other income

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Interest income on bank deposits and others	172.23	1,104.43
Interest income from financial assets at amortised cost	54.88	276.38
Interest on income tax refund	270.48	-
Rental income	191.83	203.35
Net gain / (losses) on disposal of property, plant & equipment	364.44	1,756.33
Others *	3,678.98	507.75
Total other income	4,732.84	3,848.24

Note 26 : Cost of raw materials consumed

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Raw materials at the beginning of the year	10,007.74	8,356.33
Add : Purchases	45,444.63	18,710.65
Less : Raw materials at the end of the year	12,519.94	7,944.62
Total cost of raw material consumed	42,932.43	19,122.36

Note 26 : Changes in inventories of work-in-progress, finished goods, traded goods

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Opening balance		
Work in progress	1,666.70	1,400.01
Finished Goods	2,124.07	3,751.63
Traded goods	84,571.28	56,137.71
Total opening balance	88,362.05	61,289.35
Closing balance		
Work in progress	2,570.38	1,445.01
Finished Goods	3,400.41	2,516.79
Traded goods	89,734.17	66,221.54
Total Closing balance	95,704.96	70,183.34
Total Changes in inventories of work in progress, traded goods and finished goods	(7,342.91)	(8,893.99)

Note 27 : Erection & subcontracting expenses

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Erection and subcontracting expense	9,312.64	20,693.96
Total Erection & subcontracting expense	9,312.64	20,693.96

Note 28 : Employee benefit expenses

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Salaries, wages and bonus	28,609.92	26,399.74
Contribution to provident and other funds (Note 21)	1,370.87	1,227.49
Employees share based payment expense (Note 33)	371.63	321.66
Gratuity (Note 21)	542.96	501.64
Staff welfare expenses	726.46	748.27
Total employee benefit expense	31,621.84	29,198.80

Note 29 : Depreciation and amortisation expense

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Depreciation of property, plant and equipment (Note 2)	3,375.10	2,794.00
Amortisation of intangible assets (Note 4)	396.16	496.38
Depreciation of Right of Use assets (Note 3)	1,369.14	2,438.47
Total depreciation and amortisation expense	5,140.40	5,728.85

Note 30 : Other expenses

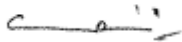
	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Consumption of stores & spares	713.59	487.22
Packing material consumed	903.39	622.33
Power and fuel	1,299.20	858.40
Rent	1,626.93	1,030.52
Repairs and maintenance		
Plant and machinery	912.42	860.69
Buildings	12.71	1.10
Others	332.22	269.26
Telephone and communication charges	577.49	493.81
Rates and taxes	187.66	104.06
Travel and conveyance	1,940.72	2,066.76
Insurance	855.32	907.91
Printing and stationery	85.67	104.75
Directors fees & travelling expenses	83.89	63.80
Non executive directors commission	53.00	52.00
Advertisement & publicity	8,991.54	7,588.35
Freight & forwarding	6,805.62	6,858.72
Product promotion & service charges	8,927.77	7,588.12
Sales commission	849.44	841.44
Provision for Service warranties	(357.11)	397.23
Impairment allowance for doubtful debts and advances (net of reversals)	2,482.45	(1,582.15)
Bad debts and other irrecoverable debit balances written off	719.81	3,016.08
Payments to auditors	190.73	144.60
Corporate social responsibility expenditure	129.27	132.66
Fair value loss on financial instruments at fair value through profit and loss	-	-
E-Waste Management	-	0.28
Legal and Professional Fees	1,919.48	1,656.08
Site support charges	1,510.97	2,610.74
Sales tax expenses	230.42	61.68
Security service charges	936.96	1,229.21
Miscellaneous expenses	11,607.34	7,094.50
Total other expenses	54,523.25	45,560.15

Note 31 : Finance cost

	(Rs in Lakhs)	
	31-Dec-21	31-Dec-20
Interest expense on borrowings	4,510.62	5,023.20
Interest expense on mobilization advances	728.41	456.39
Interest expense on lease liability	438.66	807.44
Unwinding of discount on provisions	137.77	127.97
Exchange differences regarded as an adjustment to borrowing costs	2.18	54.19
Other borrowing costs	96.59	96.86
Total	5,914.23	6,566.05
Finance cost capitalised	-	-
Finance cost expensed in profit and loss	5,914.23	6,566.05

Note 32: Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of directors



Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Mumbai, February 8, 2022

ANNEXURE G

PRE AND POST-SCHEME SHAREHOLDING PATTERN:

A. For Transferor Company

a) Equity Share Capital

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
(A)	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP						
1	Indian Promoters	-	-	-			
a)	Individual / HUF	-	-	-			
b)	Central Govt.	-	-	-			
c)	State Govt(s).	-	-	-			
d)	Banks / FIs	-	-	-			
e)	Any other	2	52499990	91.30			
	Bodies Corp.						
	BAJAJ ELECTRICALS LIMITED	1	50874990	88.48			
	JAMNALAL SONS PRIVATE LIMITED	1	1625000	2.82			
	NIRLEP APPLIANCES PRIVATE LIMITED	-	-	-			
	BAJEL PROJECTS LIMITED	-	-	-			
	Sub-Total (A1)	2	52499990	91.30			
2	Foreign Promoters						
a)	Individual / HUF	-	-	-			
b)	Central Govt.	-	-	-			
c)	State Govt(s).	-	-	-			
d)	Bodies Corp.	-	-	-			
e)	Banks / FIs	-	-	-			
f)	Any other	-	-	-			
	Sub-Total (A2)	-	-	-			
	Total Promoter and Promoter Group Shareholding (A) [(A1) + (A2)]	2	52499990	91.30	Not Applicable	Not Applicable	Not Applicable
(B)	PUBLIC SHAREHOLDING						
1	Institutions	-	-	-			
a)	Mutual Fund	-	-	-			
b)	Venture Capital Funds	-	-	-			
c)	Alternate Investment Funds	-	-	-			
d)	Foreign Venture Capital Investors	-	-	-			
e)	Foreign Portfolio Investor	-	-	-			
(f)	Financial Institutions / Banks	-	-	-			
(g)	Insurance Companies	-	-	-			
(h)	Provident Funds/ Pension Funds	-	-	-			
(i)	Any Other (Specify)	-	-	-			
	Sub-Total (B1)	-	-	-			
2	Central Government / State Government(s) / President of India	-	-	-			
	Sub-Total (B2)	-	-	-			
3	Non-Institutions						
(a)	Individuals						
	i. Individual shareholders holding nominal share capital up to ₹ 2 lakh.	10	10	0.00			
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	7	4312500	7.50			
	RAVINDRA BHARATI	1	2560000	4.45			
	ARVIND BHARATI	1	702500	1.22			

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
	ROCHANA SUBHASHCHNDRA BHARATI	1	600000	1.04	Not Applicable	Not Applicable	Not Applicable
(b)	NBFCs registered with RBI	-	-	-			
(c)	Employee Trusts	-	-	-			
(d)	Overseas Depositories(holding DRs) (balancing figure)	-	-	-			
(e)	Any Other (Specify)	-	-	-			
	Bodies Corporate	1	687500	1.20			
	STARLITE COMPONENTS LIMITED	1	687500	1.20			
	Sub-Total (B3)	18	5000010	8.70			
	Total Public Shareholding (B) [(B1)+(B2)+(B3)]	18	5000010	8.70			
(C)	SHARES HELD BY CUSTODIAN FOR GDR ADRS	-	-	-			
	Total (C)	-	-	-			
	Grand Total (A)+(B)+(C)	20	57500000	100.00			

b) Preference Share Capital

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
(A)	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP				Not Applicable	Not Applicable	Not Applicable
1	Indian Promoters	-	-	-			
a)	Individual / HUF	-	-	-			
b)	Central Govt.	-	-	-			
c)	State Govt(s).	-	-	-			
d)	Banks / FIs	-	-	-			
e)	Any other	1	45000000	100.00			
	Bodies Corp.						
	BAJAJ ELECTRICALS LIMITED	1	45000000	100.00			
	JAMNALAL SONS PRIVATE LIMITED	-	-	-			
	NIRLEP APPLIANCES PRIVATE LIMITED	-	-	-			
	BAJEL PROJECTS LIMITED	-	-	-			
	Sub-Total (A1)	1	45000000	100.00			
2	Foreign Promoters						
a)	Individual / HUF	-	-	-			
b)	Central Govt.	-	-	-			
c)	State Govt(s).	-	-	-			
d)	Bodies Corp.	-	-	-			
e)	Banks / FIs	-	-	-			
f)	Any other	-	-	-			
	Sub-Total (A2)	-	-	-			
	Total Promoter and Promoter Group Shareholding (A) [(A1) + (A2)]	1	45000000	100.00			
(B)	PUBLIC SHAREHOLDING						
1	Institutions	-	-	-			
a)	Mutual Fund	-	-	-			
b)	Venture Capital Funds	-	-	-			
c)	Alternate Investment Funds	-	-	-			
d)	Foreign Venture Capital Investors	-	-	-			
e)	Foreign Portfolio Investor	-	-	-			

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
(f)	Financial Institutions / Banks	-	-	-	Not Applicable	Not Applicable	Not Applicable
(g)	Insurance Companies	-	-	-			
(h)	Provident Funds/ Pension Funds	-	-	-			
(i)	Any Other (Specify)	-	-	-			
	Sub-Total (B1)	-	-	-			
2	Central Government / State Government(s) / President of India	-	-	-			
	Sub-Total (B2)	-	-	-			
3	Non-Institutions						
(a)	Individuals						
	i. Individual shareholders holding nominal share capital up to ₹ 2 lakh.	-	-	-			
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	-	-	-			
(b)	NBFCs registered with RBI	-	-	-			
(c)	Employee Trusts	-	-	-			
(d)	Overseas Depositories(holding DRs) (balancing figure)	-	-	-			
(e)	Any Other (Specify)	-	-	-			
	Sub-Total (B3)	-	-	-			
	Total Public Shareholding (B) [(B1)+(B2)+(B3)]	-	-	-			
(C)	SHARES HELD BY CUSTODIAN FOR GDR ADRS	-	-	-			
	Total (C)	-	-	-			
	Grand Total (A)+(B)+(C)	1	45000000	100.00			

B. For Transferee Company (Based on Shareholding Pattern as on December 31, 2021)

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
(A)	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP						
1	Indian Promoters						
a)	Individual / HUF	17	20481009	17.84	17	20481009	17.84
	Mrs. Kiran Bajaj	1	7545224	6.57	1	7545224	6.57
	Ms. Geetika Bajaj	1	2160084	1.88	1	2160084	1.88
	Ms. Pooja Bajaj	1	1989875	1.73	1	1989875	1.73
	Master Vanraj Bajaj	1	1843556	1.61	1	1843556	1.61
	Mr. Shekhar Bajaj	1	1814639	1.58	1	1814639	1.58
	Ms. Sunaina Kejriwal	1	1240730	1.08	1	1240730	1.08
	Mr. Niraj Bajaj	1	1130882	0.98	1	1130882	0.98
	Mr. Madhur Bajaj	1	703199	0.61	1	703199	0.61
	Ms. Minal Bajaj	1	694674	0.61	1	694674	0.61
	Mr. Sanjivnayan Bajaj	1	428749	0.37	1	428749	0.37
	Mr. Niravnayan Bajaj	1	282507	0.25	1	282507	0.25
	Ms. Kumud Bajaj	1	200000	0.17	1	200000	0.17
	Ms. Neelima Bajaj Swamy	1	200000	0.17	1	200000	0.17
	Ms. Suman Jain	1	110700	0.10	1	110700	0.10
	Ms. Kriti Bajaj	1	101297	0.09	1	101297	0.09
	Ms. Shefali Bajaj	1	33767	0.03	1	33767	0.03

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
	Ms. Deepa Bajaj	1	1126	0.00	1	1126	0.00
	Ms. Nimisha Jaipuria	-	-	-	-	-	-
	Mr. Rahulkumar Bajaj	-	-	-	-	-	-
	Mr. Rajivnayan Bajaj	-	-	-	-	-	-
	Mr. Rishabhayan Bajaj	-	-	-	-	-	-
	Mr. Siddhant Bajaj	-	-	-	-	-	-
	Ms. Sanjali Bajaj	-	-	-	-	-	-
	Mast. Aryaman Kejriwal	-	-	-	-	-	-
	Mast. Nirvaan Kejriwal	-	-	-	-	-	-
	Master Aarav Swamy	-	-	-	-	-	-
	Master Vihaan Jaipuria	-	-	-	-	-	-
	Ms. Sheetal Bajaj	-	-	-	-	-	-
	Rajivnayan Bajaj HUF	-	-	-	-	-	-
	Sanjivnayan Bajaj HUF	-	-	-	-	-	-
b)	Central Govt.	-	-	-	-	-	-
c)	State Govt(s).	-	-	-	-	-	-
d)	Banks / FIs	-	-	-	-	-	-
e)	Any other	27	51861269	45.17	27	51861270	45.17
	Bodies Corp.						
	Jamnalal Sons Private Limited	1	22443275	19.55	1	22443276	19.55
	Bajaj Holdings And Investment Limited	1	18793840	16.37	1	18793840	16.37
	Baroda Industries Private Limited	1	1412738	1.23	1	1412738	1.23
	Hind Musafir Agency Limited	1	1288000	1.12	1	1288000	1.12
	Bajaj International Private Limited	1	917881	0.80	1	917881	0.80
	Hercules Hoists Limited	1	624596	0.54	1	624596	0.54
	Shekhar Holdings Pvt Ltd	1	540253	0.47	1	540253	0.47
	Rahul Securities Pvt Ltd	1	467093	0.41	1	467093	0.41
	Bachhraj Factories Private Limited	1	105466	0.09	1	105466	0.09
	Bachhraj And Company Pvt Limited	1	66585	0.06	1	66585	0.06
	Bajaj Sevashram Private Ltd	1	5550	0.00	1	5550	0.00
	Kamalnayan Investment & Trading Pvt Ltd	1	1110	0.00	1	1110	0.00
	Madhur Securities Pvt Ltd	1	1110	0.00	1	1110	0.00
	Niraj Holdings Pvt Limited	1	1110	0.00	1	1110	0.00
	Rupa Equities Private Limited	1	1110	0.00	1	1110	0.00
	Sanraj Nayan Investments Pvt Ltd	1	1110	0.00	1	1110	0.00
	Partnership Firms	-	-	-	-	-	-
	Bajaj Trading Company	-	-	-	-	-	-
	Trusts						
	Mrs. Kiran Bajaj (as Trustee of Geetika Trust No. 2)	-	-	-	-	-	-
	Vanraj Bajaj Trust (Kiran Bajaj as a Trustee)	1	1000000	0.87	1	1000000	0.87
	Rishab Family Trust (Rajivnayan Bajaj as a Trustee)	1	471052	0.41	1	471052	0.41
	Sanjali Family Trust (Sanjivnayan Bajaj as a Trustee)	1	262717	0.23	1	262717	0.23
	Siddhant Family Trust (Sanjivnayan Bajaj as a Trustee)	1	262717	0.23	1	262717	0.23
	Neelima Bajaj Swamy Family Trust (Neelima Bajaj Swamy as a Trustee)	1	812973	0.71	1	812973	0.71
	Nimisha Jaipuria Family Trust (Nimisha Jaipuria as a Trustee)	1	628043	0.55	1	628043	0.55
	Niravnayan Trust (Niraj Bajaj as a Trustee)	1	524721	0.46	1	524721	0.46

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
	Kriti Bajaj Family Trust (Minal Niraj Bajaj as a Trustee)	1	500000	0.44	1	500000	0.44
	Niravnayan Bajaj Family Trust (Niraj Bajaj as a Trustee)	1	500000	0.44	1	500000	0.44
	Nimisha Bajaj Family Trust (Madhur Bajaj as a Trustee)	1	206575	0.18	1	206575	0.18
	Neelima Bajaj Family Trust (Kumud Bajaj as a Trustee)	1	21644	0.02	1	21644	0.02
	Deepa Trust	-	-	-	-	-	-
	Sanjali Trust	-	-	-	-	-	-
	Siddhant Trust	-	-	-	-	-	-
	Rishab Trust	-	-	-	-	-	-
	Geetika Trust	-	-	-	-	-	-
	Aryaman Trust	-	-	-	-	-	-
	Nirvaan Trust	-	-	-	-	-	-
	Rajiv Trust	-	-	-	-	-	-
	Sanjiv Trust	-	-	-	-	-	-
	Anant Bajaj Trust	-	-	-	-	-	-
	Nirav Trust	-	-	-	-	-	-
	Nimisha Trust	-	-	-	-	-	-
	Aryaman Family Trust	-	-	-	-	-	-
	Nirvaan Family Trust	-	-	-	-	-	-
	Geetika Shekhar Bajaj Family Trust	-	-	-	-	-	-
	Kumud Neelima Family Trust	-	-	-	-	-	-
	Kumud Nimisha Family Trust	-	-	-	-	-	-
	Madhur Neelima Family Trust	-	-	-	-	-	-
	Madhur Nimisha Family Trust	-	-	-	-	-	-
	Sub-Total (A1)	44	72342278	63.01	44	72342279	63.01
2	Foreign Promoters	-	-	-	-	-	-
a)	Individual / HUF	-	-	-	-	-	-
b)	Central Govt.	-	-	-	-	-	-
c)	State Govt(s).	-	-	-	-	-	-
d)	Bodies Corp.	-	-	-	-	-	-
e)	Banks / FIs	-	-	-	-	-	-
f)	Any other	-	-	-	-	-	-
	Sub-Total (A2)	-	-	-	-	-	-
	Total Promoter and Promoter Group Shareholding (A) [(A1) + (A2)]	44	72342278	63.01	44	72342279	63.01
(B)	PUBLIC SHAREHOLDING						
1	Institutions						
a)	Mutual Fund	8	12918493	11.25	8	12918493	11.25
	HDFC Small Cap Fund	1	6429243	5.60	1	6429243	5.60
	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	1	3074992	2.68	1	3074992	2.68
	ICICI Prudential Flexicap Fund	1	2988888	2.60	1	2988888	2.60
b)	Venture Capital Funds	-	-	-	-	-	-
c)	Alternate Investment Funds	7	197177	0.17	7	197177	0.17
d)	Foreign Venture Capital Investors	-	-	-	-	-	-
e)	Foreign Portfolio Investor	84	13489014	11.75	84	13489014	11.75
	Smallcap World Fund, Inc	1	7218607	6.29	1	7218607	6.29
(f)	Financial Institutions / Banks	25	17265	0.02	25	17265	0.02
(g)	Insurance Companies	3	193111	0.17	3	193111	0.17

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-
(i)	Any Other (Specify)	-	-	-	-	-	-
	Sub-Total (B1)	127	26815060	23.36	127	26815060	23.36
2	Central Government / State Government(s) / President of India	-	-	-	-	-	-
	Sub-Total (B2)	-	-	-	-	-	-
3	Non-Institutions						
(a)	Individuals						
	i. Individual shareholders holding nominal share capital up to ₹ 2 lakh.	64210	9519934	8.29	64227	9519951	8.29
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	3	1233900	1.07	3	1233900	1.07
(b)	NBFCs registered with RBI	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-
(d)	Overseas Depositories(holding DRs) (balancing figure)	-	-	-	-	-	-
(e)	Any Other (Specify)	2441	4902657	4.27	2442	4902658	4.27
	IEPF	1	305351	0.27	1	305351	0.27
	Trusts	10	2132772	1.86	10	2132772	1.86
	HUF	703	241620	0.21	703	241620	0.21
	Non-Resident Indian (NRI)	1261	832151	0.72	1261	832151	0.72
	LLP	24	107330	0.09	24	107330	0.09
	Clearing Members	72	36770	0.03	72	36770	0.03
	Bodies Corporate	369	1238723	1.08	370	1238724	1.08
	Unclaimed or Suspense or Escrow Account	1	7940	0.01	1	7940	0.01
	Sub-Total (B3)	66654	15656491	13.64	66672	15656509	13.64
	Total Public Shareholding (B) [(B1)+(B2)+(B3)]	66781	42471551	36.99	66799	42471569	36.99
(C)	SHARES HELD BY CUSTODIAN FOR GDR ADRS	-	-	-	-	-	-
	Total (C)	-	-	-	-	-	-
	Grand Total (A)+(B)+(C)	66,825	114813829	100.00	66,843	114813848	100.00

Note: Name mentioned for 'Promoters and Promoter Group' shareholders and such other public shareholders holding more than 1% in the paid-up capital.

ANNEXURE H

Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against Bajaj Electricals Limited (“Company”), its promoters and directors

1. Alpha Communication Limited (“Alpha”) has filed a petition before the Uttar Pradesh Micro & Small Enterprises Facilitation Council against the Company, claiming an amount of Rs.21.53 crore from the Company, on account of non-payment of dues by the Company towards goods supplied by Alpha. The Company also has a counter claim against Alpha. The matter is currently pending.
2. The Company approached the Idea Unlimited for supply of foldable bags and the parties started discussing the same. However, the deal between the parties did not conclude and documented. Hence, the Company informed and intimidated Idea Unlimited to keep the entire transaction on hold. However, Idea Unlimited served the legal notice to the Company calling upon to collect the bags and make the payment of Rs.3.89 crore (excluding interest, compensation and relevant charges). Thereafter, Idea Unlimited also preferred a Suit for Specific Performance before the Hon’ble High Court, Bombay. The Company is contesting the said matter and filed their Written Statement in this suit denying their claims. The matter is currently pending.
3. Datamax Marketing Consultants, sole proprietor – Amit Thaper (“Datamax”), a sub-contractor appointed by the Company for supply of (skilled/semi-skilled/unskilled) manpower at different locations across various states for execution of power distribution work, has filed an application under Section 9 of the Insolvency and Bankruptcy Code, 2016 before the Hon’ble National Company Law Tribunal, Mumbai Bench, against the Company, claiming an amount of Rs.2.72 crore from the Company, on account of non-payment of dues by the Company towards services supplied by Datamax. The Company is contesting the matter on the ground of double billing, non-payment of statutory dues, non-submission of data/records for reconciliation purposes by Datamax. The matter is currently pending.
4. The name of Rajendra Prasad Singh, one of the Non-Executive and Independent Directors of the Company, appears in the list of wilful defaulters issued by TransUnion CIBIL Limited (formerly Credit Information Bureau (India) Limited) (“CIBIL”) in relation to a default of payment of loan(s) availed by G.E.T. Power Limited (“GPL”) from Axis Bank Limited (“Axis Bank”) and Punjab National Bank (“PNB”). As per the information available on CIBIL’s website, the said default appears for the period from period December 2016 to December 2017 (as reported by Axis Bank) and from September 2018 to March 2019 (as reported by PNB). The outstanding amount as of December 31, 2017 was Rs.58.74 crore (as reported by Axis Bank) and was Rs.123.54 crore (as reported by PNB). However, Rajendra Prasad Singh, who was an independent director on the board of directors of GPL, resigned from its board on August 12, 2014.
5. Sundeep Polymers Private Limited and Dileep Nivetia (the “Complainants”) have filed criminal complaints before the Special Metropolitan Magistrate (SMM), Dadar (“SMM Court”) against Bajaj Finance Limited (“BFL”), Rajivnayan Bajaj, Madhur Bajaj and others (the “Defendants”) for alleged misuse of security cheques, forgery and cheating, viz. personal guarantee allegedly filled for higher amount by BFL officials without the knowledge of the Complainants (the “Complaints”). Sessions Court, Sewri, Mumbai, by its order dated April 29, 2010, quashed and set aside issue process order passed by the SMM Court in the Complaints and remanded the matters back to the SMM Court for an enquiry and to pass appropriate order (the “Order”). The Complainants have filed revision applications before the High Court of Mumbai against the Order. The matter is currently pending.
6. Sundeep Polymers Private Limited (the “Complainant”) has filed a civil suit before District Court, Nagpur against Bajaj Finance Limited, Bajaj Auto Limited, Rahul Bajaj, Rajiv Bajaj & others (the “Defendants”), claiming damages of Rs.8.37 crores and additional interest. A written statement has been filed by the Defendants denying all the allegations of the Complainant. The matter is currently pending.

Note: Apart from details given above, the Company, its directors and promoters, are involved in various legal proceedings from time to time, mostly arising in the ordinary course (of business). These legal proceedings are primarily in the nature of tax disputes, labour disputes, writ petitions, criminal complaints, civil suits, pending before various adjudicating forums. Further, in terms of the Company’s “Policy on Determination of Materiality for Disclosure of Events or Information” framed in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Materiality Policy”), there is no outstanding litigation that has been disclosed to the Stock Exchanges. Also, based on the Materiality Policy, there is no pending matter against the Company or directors/promoters of the Company, which if they result in an adverse outcome would materially and adversely affect the Company’s operations or its financial position, or respective positions (i.e. directorship/promotership) of directors/promoters of the Company, as the case may be.

STARLITE LIGHTING LIMITED

Regd. Off. : Gat No. 423-426, Mumbai Agra Highway,
 Post : Wadivarhe, Tal. : Igatpuri, Dist. : Nashik - 422 403,
 Maharashtra, INDIA ☎ +91 9175205198
 ✉ : info@starlitelighting.com 🌐 www.starlitelighting.com
 CIN : U31300MH1995PLC090213

IN THE NATURE OF ABRIDGED PROSPECTUS – MEMORANDUM CONTAINING SALIENT FEATURES IN RESPECT OF SCHEME OF MERGER BY ABSORPTION OF STARLITE LIGHTING LIMITED WITH BAJAJ ELECTRICALS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS (“SCHEME” / “MERGER”) UNDER SECTIONS 230-232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (“ACT”) AND RULES FRAMED THEREUNDER.

THIS IS AN ABRIDGED PROSPECTUS PREPARED TO COMPLY WITH THE REQUIREMENTS OF REGULATION 37 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (“LISTING REGULATIONS”). YOU ARE ALSO ENCOURAGED TO READ THE GREATER DETAILS AVAILABLE IN THE SCHEME.

THIS ABRIDGED PROSPECTUS CONTAINS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This document is prepared to comply with the requirement of Regulation 37 of the Listing Regulations read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended, and is in accordance with the disclosure required to be made in Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, to the extent applicable. Bajaj Electricals Limited (hereinafter referred to as the “**Transferee Company**” or “**BEL**”) is already listed on BSE Limited and the National Stock Exchange of India Limited (hereinafter collectively referred to as the “**Stock Exchanges**”). Pursuant to the Scheme, there is no issue of equity shares by the Transferee Company to the public at large, except to the existing shareholders of Starlite Lighting Limited (hereinafter referred to as the “**Transferor Company**” or “**SLL**”) excluding to the Transferee Company itself. The equity shares so issued would be listed on the Stock Exchanges under Regulation 19 of the Securities Contract (Regulation) Rules, 1957.

You may also download this Abridged Prospectus along with the Scheme as approved by the Board of Directors and Audit Committees of the Transferor Company and Transferee Company in their respective meetings held on May 25, 2021, and a copy of the valuation report dated May 24, 2021, along with its annexures, issued by Messrs R V Shah & Associates, Chartered Accountants, recommending the Share Entitlement Ratio and Report on Fairness Opinion dated May 25, 2021, issued by Navigant Corporate Advisors Limited from the websites of the Stock Exchanges where the equity shares of Transferee Company, issued pursuant to the Scheme, are proposed to be listed i.e. www.bseindia.com and www.nseindia.com. These documents are also available on the website of the Transferee Company i.e. www.bajajelectricals.com. A copy of the Abridged Prospectus shall be submitted to the Securities and Exchange Board of India (“SEBI”).

STARLITE LIGHTING LIMITED

Incorporated as a private company with limited liability under the Companies Act, 1956 pursuant to a certificate of incorporation dated July 4, 1995, under the name and style of ‘Starlite Caps Private Limited’, and thereafter, changed its name to ‘Starlite Lighting Private Limited’ under a certificate of change of name dated November 18, 1998, and thereafter, converted from being private limited company to public limited company, and consequent to such conversion, changed its name from ‘Starlite Lighting Private Limited’ to ‘Starlite Lighting Limited’ under a certificate of change of name dated November 18, 1998). SLL is inter alia engaged in the business of manufacture of different consumer electrical products including: (i) lighting products including compact fluorescent lamps (CFLs) and light emitting diode (LED) of various shapes, sizes, lumens etc.; and (ii) consumer electrical appliances like water heaters (storage and instant), mixers, food processors, juicers, hand blenders, room heaters (oil filled radiators), fans etc.



STARLITE LIGHTING LIMITED

Regd. Off. : Gat No. 423-426, Mumbai Agra Highway,
Post : Wadivarhe, Tal. : Igatpuri, Dist. : Nashik - 422 403,
Maharashtra, INDIA ☎ +91 9175205198
✉ : info@starlitemlighting.com 🌐 www.starlitemlighting.com
CIN : U31300MH1995PLC090213

Factory & Registered Office: Gat Nos. 423 to 426, Wadivarhe, Tal: Igatpuri, Agra-Mumbai Highway, Opp. Rothe Erde India Pvt. Ltd., Wadivarhe, Gonedumala, Igatpuri, Nashik 422403, Maharashtra, India.
Corporate Identity Number: U31300MH1995PLC090213
Contact Person: Mr. Ravindra Tukaram Uttekar, Company Secretary
Tel: +91 7720098759
Website: www.starlitemlighting.com;
Email: ravindra.uttakar@starlitemlighting.com

PROMOTER OF THE COMPANY: Bajaj Electricals Limited (PAN: AAACB2484Q)
(For further details refer to the para titled "PROMOTERS OF TRANSFEROR COMPANY" on pages 4 - 5 of this Abridged Prospectus)

ISSUE DETAILS, LISTING AND PROCEDURE

The Board of Directors of SLL and BEL have approved the Scheme under Sections 230-232 and other applicable provisions of the Act and the Rules framed thereunder for merger by absorption of SLL into BEL.

Pursuant to the Scheme and subject to the applicable laws and receipt of requisite approvals, the Equity shares of BEL issued pursuant to the Scheme, will be listed on the Stock Exchanges.

Price Information

Messrs R V Shah & Associates, Chartered Accountants (FRN: 133958W) have submitted a report dated May 24, 2021 and recommended a fair equity share exchange ratio as follows:

"The Transferee Company shall without any further act or deed, issue and allot 1 (one) equity share of face value of Rs.2 (Rupees Two Only) each of the Transferee Company to each of the Eligible Members."

Procedure

The procedure with respect to Public Issue / Offer would not be applicable as this issue is only to the shareholders of the Transferor Company, pursuant to the Scheme without any cash consideration. Hence, the procedure with respect to GID are not applicable.

ELIGIBILITY

- In compliance with the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and in accordance with Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable;
- The equity shares sought to be listed are proposed to be allotted by the Transferee Company to the holders of securities of an unlisted entity, i.e. the Transferor Company, pursuant to a Scheme to be sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT") under Sections 230-232 of the Act;
- The percentage of post-Scheme shareholding of public shareholders of the listed Transferee Company shall not be less than 25%; and
- The Transferee Company will not issue/re-issue any shares not covered under the draft Scheme.



STARLITE LIGHTING LIMITED

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CIN : U31300MH1995PLC090213

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the Hon'ble NCLT, the time frame cannot be established with certainty.

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Transferee Company unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Transferee Company and this Offer, including the risks involved. The equity shares have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus. Specific attention of the investors is invited to the Section of "Risk Factors" of this Abridged Prospectus. – Not Applicable as the offer is not for public at large.

Names of Book Running Lead Manager/s and contact details (telephone and email id) of each BRLM	Not applicable
Names of Syndicate Members	Not applicable
Name of Registrar to the Issue and contact details (telephone and email id)	Not applicable
Name of Statutory Auditor	S R B C & CO LLP, Chartered Accountants Firm Registration Number: 324982E/E300003 Address: 12 th Floor, The Ruby, 29 Senapati Bapat Marg, Dadar (West), Mumbai- 400 028 Tel.: +91 022-68198000 Email: Pratik1.Gandhi@srb.in , Anant.Acharya@srb.in
Name of Credit Rating Agency and the rating or grading obtained, if any	Not applicable
Name of Debenture Trustee, if any	Not applicable
Self-Certified Syndicate Banks	Not applicable
Non-Syndicate Registered Brokers	Not applicable
Details regarding website address(es)/link(s) from which the investor can obtain list of Registrar to Issue and Share Transfer Agents, Depository Participants and Stock-	Not applicable



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Brokers who can accept application from investor (as applicable)	
Merchant Banker	Navigant Corporate Advisors Limited Address: 423, A wing, Bonanza, Sahar Plaza Complex, J.B. Nagar, Andheri Kurla Road, Andheri East, Mumbai 400059 Tel: +91 22 4120 4837; +91 22 4973 5078 E-mail: navigant@navigantcorp.com Website: www.navigantcorp.com CIN: L67190MH2012PLC231304 SEBI Registration Number: INM000012243

PROMOTERS OF TRANSFEROR COMPANY

BEL is the promoter of SLL. BEL is a public limited company, having corporate identity number L31500MH1938PLC009887, incorporated under the Indian Companies Act, 1913 on July 14, 1938 under the name and style of 'Radio Lamp Works Limited', and deemed to exist within the purview of the Companies Act, 2013. The name of the Transferee Company was changed from 'Radio Lamp Works Limited' to 'Bajaj Electricals Limited' and consequent to such change, the fresh certificate of change of name was issued by the Registrar of Companies, Maharashtra, on October 9, 1960. The registered office of the Transferee Company is situated at 45/47, Veer Nariman Road, Mumbai – 400001, Maharashtra.

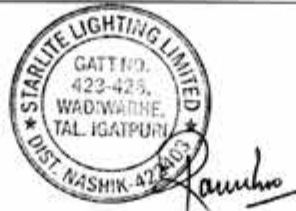
BEL is inter alia engaged in the business of diversified range of products and services including sales, distribution and marketing of electrical appliances, manufacture of fans and high masts, poles and towers and products relating to industrial, commercial, and domestic lighting, undertaking turnkey, commercial and rural lighting projects, design, manufacture, erection and commissioning of high masts, poles and towers.

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

The Present Business / Products Portfolio: SLL is engaged in the business of manufacture of different consumer electrical products including: (i) lighting products including compact fluorescent lamps (CFLs) and light emitting diode (LED) of various shapes, sizes, lumens etc.; and (ii) consumer electrical appliances like water heaters (storage and instant), mixers, food processors, juicers, hand blenders, room heaters (oil filled radiators), fans etc.

Our Strategies:

- Both the entities are in a similar line of business thus there will be synergies of business.
- The Merger will lead to a more efficient utilization of capital, greater business synergies, superior deployment of brand promotion, sales and distribution strategies and create a consolidated and diversified base for future growth.
- The Merger will result in economies of scale and consolidation of opportunities will contribute to make the Transferee Company more profitable and accordingly further enhance the overall shareholder value.
- Keeping in view the rationale and purpose of Merger as mentioned in the Scheme, post-Merger, there would be cost reduction, increase efficiencies, productivity gains and logistical advantages, thereby contributing to future growth and enhancement of shareholder value.



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BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current past position held in other firms
1.	Shekhar Bajaj	Chairman, Non-Executive Director	Shekhar Bajaj is the Chairman of SLL. He is the Chairman and the Managing Director of BEL. He has been associated with SLL since June 2007. He has significant experience in Consumer Products Business, EPC Business and automobile sector. He is also on the board of various companies viz. Bajaj Electricals Limited, Bajaj Projects Limited, Bajaj Auto Limited, Bajaj Sevashram Private Limited, Hind Lamps Limited, Council for Fair Business Practices, Bachhraj Factories Private Limited, Bajaj Holding and Investment Limited, Bajaj International Private Limited, Hind Musafir Agency Limited, Hercules Hoists Limited, Bhoopati Shikshan Pratisthan, and Shekhar Holdings Private Limited.
2.	Samir Shrimankar	Non-Executive and Independent Director	Samir Shrimankar is a Non-Executive and Independent Director of SLL. He has been associated with SLL since November 2017. He is also on the board of various companies viz. Bajaj International Private Limited, Nirlep Appliances Private Limited, Mukand Engineers Limited, Primus Investments and Finance Private Limited, Econium Investments and Finance Private Limited, Conquest Investment and Finance Private Limited, Simply Cheqit Private Limited, Rapidkart Online Private Limited, Sidya Investments Limited and Lazytech Online Private Limited.
3.	Amit Bhalla	Non-Executive Director	Amit Bhalla is a Non-Executive Director of SLL. He is the Chief Executive Officer of Hercules Hoists Limited. He has been associated with SLL since October 2018. He is also on the board of Nirlep Appliances Private Limited.
4.	Meeta Khalsa	Non-Executive and Independent Director	Meeta Khalsa is a Non-Executive and Independent Director of SLL. She has been associated with SLL since April 2021.
5.	Praveen Singh	Executive Director	Praveen Singh is an Executive Director of SLL. He is a B.E Graduate. He is also a Six Sigma Green Belt Certified Professional having more than 16 years of experience in plant manufacturing & engineering, material management, and manufacturing excellence. He has been associated with SLL since January 2022. Presently he is also the Plant Head of SLL.



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OBJECTS OF THE ISSUE

Details of means of finance – Not applicable.

Objects - 'Purpose and Rationale' as set out in Point no. 3 of the Scheme is as under:

- (a) SLL is a manufacturer of different consumer electrical products such as lighting products including compact fluorescent lamps (CFLs) and light emitting diode (LED); also manufacturer of consumer electrical appliances like water heaters, mixers including new models, food processors, juicers, hand blenders, room heaters (oil filled radiators), fans etc.
- (b) SLL has manufacturing plant located at Wadivarhe, Igatpuri, Nashik, which is a major emerging industrial city in the State of Maharashtra, with good geographical location and has a great connectivity of roads. The plant is located at prime location which is easily accessible.
- (c) BEL is part of the globally renowned Bajaj Group of Companies, one of the largest Indian conglomerates with business interests across several sectors. BEL business is spread across – consumer products (appliances, fans, lighting etc.), and EPC (illumination, transmission towers and power distribution), in India and outside India.
- (d) SLL and BEL are engaged in the similar line of business i.e. manufacturing and distribution of consumer products, lighting and allied products which complement to each other.
- (e) SLL is presently an Original Equipment Manufacturer ("OEM") vendor for BEL and BEL is the largest customer of products manufactured by SLL. Merger is in line with BEL's strategic decision to increase in-house manufacturing and reduce dependency on OEM vendors.
- (f) Since the year 2007, BEL has made strategic investments, firstly in the equity share capital of SLL and later in the preference share capital of SLL from time to time. Further, BEL has also provided several long-term and short-term loans, as well as trade advances to SLL over the years. Also, BEL has given corporate guarantees to lenders for loans availed by SLL from its lenders. Accordingly, the Merger of SLL with BEL will enable consolidation of business of SLL into BEL for strategic and commercial considerations.
- (g) SLL has a good production line, which manufactures good quality products and has a skilled, competent and experienced labour force which are required for manufacturing such products. BEL will reap long-term benefits by absorbing such production line and skilled labour force including safeguarding the intellectual property and designs of certain products which are proposed to be launched in markets with its unique fit, finish and features, which can distinguish its products from competitors.
- (h) Merger of SLL with BEL will lead to a more efficient utilization of capital, greater business synergies, superior deployment of brand promotion, sales and distribution strategies and create a consolidated and diversified base for future growth.
- (i) The Merger will result in administrative and operational rationalization and promote organizational efficiencies with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters.



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(j) There is no likelihood that any creditor of the Transferor Company or the Transferee Company will be prejudiced as a result of the Scheme. The Scheme will neither impose any additional burden on the shareholders of the Transferor Company, nor will it adversely affect the interests of any of the shareholders or creditors of the Transferor Company and Transferee Company. Further, the Scheme is only for the Merger of the Transferor Company with the Transferee Company and is not an arrangement with the creditors of any of the entities involved.
Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Transferor Company in the preceding 10 years - Not Applicable.
Name of monitoring agency, if any – Not Applicable.
Terms of Issuance of Convertible Security, if any – Not Applicable.

SHAREHOLDING PATTERN

Shareholding Pattern of the Transferor Company			
A. Equity Share Capital			
Sr. No.	Particulars	Pre-Scheme number of shares	% Holding of Pre-Scheme Equity Share Capital
1.	Promoter and Promoter Group	5,24,99,990	91.30
2.	Public	50,00,010	8.70
	Total	5,75,00,000	100
B. Preference Share Capital			
Sr. No.	Particulars	Pre-Scheme number of shares	% Holding of Pre-Scheme Preference Share Capital
1.	Promoter and Promoter Group	4,50,00,000	100
2.	Public	Nil	Nil
	Total	4,50,00,000	100

RESTATED AUDITED FINANCIALS OF TRANSFEROR COMPANY

Standalone:						
(Amount: ₹ in crore except EPS and Book Value)						
Particulars	HE ended Sep-21	FY 2020-21	FY 2019-20	FY 2018-19	FY 2017-18	FY 2016-17
Total income from operations (net) (refer note 1 below)	111.23	181.00	172.90	138.85	161.99	120.26
Net Profit / (Loss) before tax and extraordinary items	(26.68)	(43.09)	(48.82)	(63.35)	(60.31)	(27.71)



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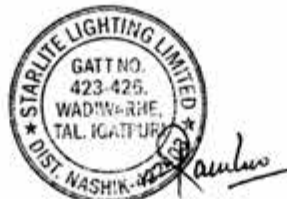
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Net Profit / (Loss) after tax and extraordinary items (refer note 2 below)	(26.68)	(49.35)	(49.29)	(97.52)	(109.87)	(21.40)
Equity Share Capital	57.50	12.50	12.50	12.50	12.50	12.50
Reserves and Surplus (refer note 3 below)	(396.94)	(370.81)	(321.33)	(271.69)	(167.04)	(41.43)
Net worth (refer note 4 and 5 below)	(339.44)	(313.31)	(263.83)	(214.19)	(109.54)	16.07
Basic earnings per share (₹) (refer note 6 below)	(4.64)	(34.48)	(39.06)	(50.68)	(48.25)	(27.85)
Diluted earnings per share (₹) (refer note 6 below)	(4.64)	(34.48)	(39.06)	(50.68)	(48.25)	(27.85)
Return on net worth (%) (refer note 7 below)	*	*	*	*	*	*
Net asset value/Book value per share (₹) (refer note 8 below)	(59.03)	(250.65)	(211.06)	(171.35)	(87.63)	12.86

Notes:

- Total income from operations (net) represents revenue from contracts with customers and other operating revenue.
- Net Profit / (Loss) after tax and extraordinary items does not include other comprehensive income.
- Reserves and Surplus does not include capital reserve since the same was created on account of loans waived by the banks, without routing the corresponding amount through the statement of profit and loss. Since the Company has not created this reserve out of profits, the same has not been considered.
- Net worth is as per definition of net worth as given under Section 2(57) of the Act. The definition is reproduced below:

'Net worth' means the aggregate value of the paid up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- In the financial statements of the Company the non-convertible preference shares together with redemption premium accrued thereon have been presented as liability in accordance with the applicable accounting standards notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) except for the year ended 31st March 2016. However, as per definition of the term net worth under the Act, face value of preference shares amounting to Rs. 45 crores for each of the said financial years, being part of the paid-up capital, has been included in the computation of net worth.
- Basic and diluted earnings per share is based on profits before exceptional items.
- Since the amount is negative, no amounts have been reported therein.
- Net asset value/Book value per share is computed as net worth divided by total no. of shares outstanding for the respective year.



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9. The financial statements are prepared in accordance with Ind AS.

10. The numbers as presented above are based on audited financial statements of the respective years, except for Half Year ended Sept 30, 2021, which are basis financials certified by Management.

Consolidated: Not applicable.

INTERNAL RISK FACTORS

- a) With the accumulated losses, the net worth of the Transferor Company is negative.
- b) In view of the growth potential in the lighting industry, increased number of players are entering in this segment. Increased competition is likely to put pressure on the existing players. Also, due to competitive nature of the market, pricing pressures persist.
- c) An inability to manage the rapid growth in scale of our operations or adapt to technological developments could affect the performance and features of the products we provide, thereby, adversely affecting our business operations.
- d) It is a constant challenge to retain the right talent as there is imminent short-term risk from new entrants and existing domestic players.
- e) In past, the Transferor Company has entered into related party transactions.
- f) Some of the Transferor Company's historical, legal and secretarial records are not readily traceable.
- g) The Transferor Company is subject generally to changes in Indian law, as well as to changes in government regulations and policies and accounting principles. Any changes in the regulatory framework could adversely affect the profitability of the Transferor Company or its future financial performance, by requiring a restructuring of its activities, increasing costs or otherwise.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Transferor Company and amount involved

As on the date of the Abridged Prospectus, there were 5 (five) outstanding assessments / cases / litigations / claims / regulatory actions pending against the Transferor Company involving an aggregate amount of ₹1.44 crore.

B. Brief details of top 5 material outstanding assessments / cases / litigations / claims / regulatory actions pending against the Transferor Company and amount involved:



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Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1.	States Tax Assessment Proceedings for FY 2015-16.	VAT and CST assessment dues raised by the Dy. Commissioner of States Tax.	Appeal filed by SLL before the Joint Commissioner of States Tax (Appellate Tribunal). The matter is currently pending.	Rs.0.85 crore
2.	TDS Demand notice received by SLL for FYs 2007-08 to 2020-21.	TDS ACIT Circle Nashik.	Reply letter filed by SLL. The matter is currently pending.	Rs.0.32 crore
3.	Demand Order by the Custom Authority.	The Central Board of Excise and Customs	Appeal filed by SLL before Custom Authority. The matter is currently pending.	Rs.0.18 crore
4.	Land dispute wherein SLL is one of the parties (at Sr. No.17)	Ms. Leelavati Eknath Thete	Pending with Civil Court Senior Division, Nashik [Case No.233/2018]. The matter is currently pending.	Rs.0.07 crore
5.	States Tax Assessment Proceedings for FY 2013-14.	VAT and CST assessment dues raised by the Dy. Commissioner of States Tax.	Appeal filed by SLL before the Joint Commissioner of States Tax (Appellate Tribunal). The matter is currently pending.	Rs.0.02 crore

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any (200 - 300 word limit in total): BEL paid a fine of ₹ 10,000/- to each of the Stock Exchanges for delay of one (1) day in submission of voting results of Postal Ballot held on March 26, 2019 within time specified under Regulation 44(3) of the Listing Regulations.

Brief details of outstanding criminal proceedings against Promoters (200 - 300 words limit in total):

1. Pursuant to a complaint ("Complaint") by C Babu Rao Sagar (the "Complainant"), the Anti-Corruption Bureau, State of Telangana has filed a charge sheet before the IST Additional Special Judge for SPE & ACB cases, Hyderabad, against the president and other present and former office bearers of Hyderabad Cricket Association, Hyderabad, in relation to alleged misappropriation of funds in relation to construction of Rajiv Gandhi International Cricket Stadium, Uppal, Hyderabad. BEL was awarded the tender for the illumination project at the said stadium. Although BEL has been made a party to the Complaint, there are no specific charges against BEL in the charge sheet. The matter is currently pending.



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2. Pradeep Kumar Singh ("**Complainant**") has filed a first information report with the Kotwali city police station, Uttar Pradesh, against certain employees of BEL and other alleging inter alia, cheating, forgery and criminal intimidation in relation to supply and delivery of certain goods by the Complainant. The matter is currently pending. Please note that BEL is not mentioned in the complaint. It's only employees of BEL are named as accused in this case.

OTHER INFORMATION

- A. **The disclosure under the heading "IPO Grading", stating all the grades obtained for the initial public offer, along with the summary of rationale or description furnished by the credit rating agency(ies) for each of the grades obtained. Particulars of Grading Agency, Grades Assigned and assessment: Not Applicable.**
- B. **Any special tax benefit (if any) for the issuer/project and its shareholders:** The Directorate of Industries, Government of Maharashtra ("**DI**") has issued an 'Eligibility Certificate for Mega Project' dated September 15, 2015 as amended vide Addenda dated May 9, 2017 and Addenda dated August 6, 2018 ("**Eligibility Certificate**") under the Package Scheme of Incentives-2007 to SLL for the Igatpuri Factory. Under the Eligibility Certificate, SLL is entitled to:
- electricity duty exemption for a period up to March 31, 2030;
 - 100 per cent exemption from payment of stamp duty; and
 - Industrial promotion subsidy equivalent to 100 per cent of the eligible investment or the extent of taxes payable under the Maharashtra Value Added Tax, 2002 and Central Sales Tax Act, 1956 in respect of the sale of finished products eligible for incentive after adjustment of set-off, available within a period of 7 years, whichever is lower.
- C. **Eligibility of the Issue:** It is pursuant to the Scheme.
- D. **Expert Opinion obtained, if any:** Fairness Opinion and Valuation Report.
- E. **Material Contracts and Documents for Inspection:**
- Memorandum of Association & Articles of Association of the Transferor Company.
 - Financial Statements & latest Shareholding Pattern of the Transferor Company.
 - Draft Scheme.
 - Valuation report dated May 24, 2021.
 - Fairness Opinion dated May 25, 2021.
- F. **Time and Place of Inspection of material contracts:** Copies of the above-mentioned documents are available for inspection at the registered office of the Transferor Company on all working days from the date of Abridged Prospectus until the date of listing approval.
- G. **Price information of past issues during last current financial year and two financial years preceding the current financial year:** On May 11, 2021, SLL made an allotment of 4,50,00,000 equity shares, having face value of Rs.10/- each fully paid, of SLL at a price of Rs.10 per equity share, aggregating to Rs.45,00,00,000 (Rupees Forty-Five Crores Only) for a cash consideration on a private placement cum preferential issue basis.



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DECLARATION

We hereby declare that all the relevant provisions of the Companies Act, 1956, the Companies Act 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956 and Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 dated November 23, 2021, as amended, and Part-E of Schedule VI of the SEBI (ICDR) Regulations, 2018, to the extent applicable, has been complied and no statement made in this document is contrary to the provisions to the said SEBI Circular and SEBI Regulations. We further certify that all statement in this document is true and correct.

For Starlite Lighting Limited



Shekhar Bajaj
Director

Date: February 2, 2022
Place: Nashik





Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

Registered office: 4118, Rustomjee Eaze Zone, Laxmi Singh Complex, Goregaon, Mulund link Road, Malad (w), Mumbai, Maharashtra, 400064

Corporate Office: 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road, Andheri (East) Mumbai-400 059;

Tel: +91-22- 41204837

Email: navigant@navigantcorp.com; Website: www.navigantcorp.com

Date: 2nd February, 2022

To,
The Board of Directors
Bajaj Electricals Limited
45/47, Veer Nariman Road,
Mumbai 400 001

To,
The Board of Directors
Starlite Lighting Limited
Gat Nos. 423 to 426, Wadivarhe, Tal: Igatpuri, Agra-Mumbai Highway,
Opp. Rothe Erde India Pvt. Ltd., Wadivarhe, Gonedumala, Igatpuri,
Nashik 422403, Maharashtra, India

SUB: CERTIFICATE ON ADEQUACY AND ACCURACY OF DISCLOSURE OF INFORMATION IN THE ABRIDGED PROSPECTUS OF STARLITE LIGHTING LIMITED IN COMPLIANCE WITH SEBI CIRCULAR CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 READ WITH MASTER CIRCULAR NO. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 DATED NOVEMBER 23, 2021 FOR THE PURPOSE OF SCHEME OF MERGER BY ABSORPTION OF STARLITE LIGHTING LIMITED WITH BAJAJ ELECTRICALS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS ("SCHEME" / "MERGER") UNDER SECTIONS 230-232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT") AND RULES FRAMED THEREUNDER

Dear Sir / Madam,

BACKGROUND

We, Navigant Corporate Advisors Limited, SEBI Registered Category I Merchant Banker, having Registration No. INM000012243 have been appointed by M/s Bajaj Electricals Limited having its registered office at 45/47, Veer Nariman Road, Mumbai 400 001. ("Transferee Company" or "BEL") for the purpose of certifying the adequacy and accuracy of disclosure of information provided in its Abridged Prospectus in connection with the Scheme Of Merger By Absorption of Starlite Lighting Limited ("Transferor Company" or "SLL") with M/s Bajaj Electricals Limited under a proposed Scheme



of Merger under Sections 230 to 232 of Companies Act, 2013 ("hereinafter referred to as the "Proposed Merger").

ABOUT NAVIGANT CORPORATE ADVISORS LIMITED

Navigant Corporate Advisors Limited (hereinafter referred to as "Navigant") is a Public Limited Company incorporated under the provisions of Companies Act, 1956 with the Registrar of Companies, Mumbai. Our Company is a Category I Merchant Banker registered with the Securities and Exchange Board of India (SEBI), Mumbai with Registration No.: INM000012243.

SCOPE AND PURPOSE OF THE CERTIFICATE

SEBI vide Circular no. CFD/ DIL3/ CIR/2017/21 dated March 10, 2017 ("SEBI Circular") interalia prescribed that the listed entity (in the present case "BEL") shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme (in the present case, "SLL") in the format specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking approval of the scheme. SEBI Circular further prescribes that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above mentioned requirement under the SEBI Circular.

This certificate is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

SOURCES OF THE INFORMATION

We have received the following information from the Management of Bajaj Electricals Limited and Starlite Lighting Limited:

1. Draft Scheme of Arrangement;
2. Disclosure in the format of Abridged Prospectus dated 2nd February, 2022 prepared in accordance with SEBI Circular No. CFD/DIL3/OIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021;
3. Information / documents / undertakings, etc. provided by the Management of Starlite Lighting Limited pertaining to the disclosures made in the Abridged Prospectus dated 2nd February, 2022.

CERTIFICATION:

1. As required under the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended from time to time, we have examined the disclosures made in the Abridged Prospectus issued by SLL, which shall form part of the explanatory statement to the Notice to be issued by BEL.



2. Accordingly, we confirm that the information disclosed in the Abridged Prospectus contains all applicable information required in respect of unlisted entity involved in the Scheme, i.e. SLL, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. However, We further mention that SLL has mentioned Audited financials for the financial year from 2016-17 to 2020-21 and Management reviewed financials for the half year ended 30th September, 2021.

DISCLAIMER:

Our scope of work did not include the following:-

- An audit of the financial statements of SLL.
- Carrying out a market survey / financial feasibility for the Business of SLL.
- Financial and Legal due diligence of SLL.
- It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not carried out an independent verification, thereof.
- We assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of SLL.
- We do not assume any obligation to update, revise or reaffirm this certificate because of events or transactions occurring subsequent to the date of this certificate.
- We understand that the management of SLL during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our Certificate.
- The fee for our services is not contingent upon the result of the proposed Merger.
- The management of SLL, BEL or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this certificate available to any party other than those required by statute for carrying out the limited purpose of this certificate.
- Our certificate is not, nor should it be constructed as our opinion or certification of the compliance of the proposed Scheme of Merger with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.
- In no event, will Navigant, its Directors and employees be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

Thanking You,

For Navigant Corporate Advisors Limited



Sarthak Vijlani
Managing Director

Date: 2nd February, 2022

Place: Mumbai

STARLITE LIGHTING LIMITED

Regd. Off. : Gat No. 423-426, Mumbai Agra Highway,
Post : Wadivarhe, Tal. : Igatpuri, Dist. : Nashik - 422 403,
Maharashtra, INDIA ☎ +91 9175205198

✉ : info@starlitelighting.com 🌐 www.starlitelighting.com

CIN : U31300MH1995PLC090213

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF STARLITE LIGHTING LIMITED (“COMPANY” / “TRANSFEROR COMPANY”), EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS, NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE ENTITLEMENT RATIO, IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013

1. The Board of Directors (“**Board**”) of the Company at its meeting held on May 25, 2021 approved a draft of the proposed Scheme of Merger by Absorption of Transferor Company with Bajaj Electricals Limited (“**Transferee Company**”) and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (“**Act**”) (hereinafter referred to as the “**Scheme**” / “**Merger**”).
2. As per Section 232(2)(c) of the Act, a report is required to be adopted by the Directors explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and specifying any special valuation difficulties.
3. Having regard to the applicability of the aforesaid provision, the Scheme and the following documents are placed before the Board:
 - (a) Valuation Report dated May 24, 2021 issued by Messrs R V Shah & Associates, Chartered Accountants and registered valuers (“**Valuers**”), for the purpose of arriving at the Share Exchange Ratio (*as specified below*), describing *inter alia* the methodology adopted by the Valuers in arriving at the same for the proposed Merger (the “**Valuation Report**”), and the workings and calculations for the valuation provided in the Valuation Report, as well as the methods used for such valuation;
 - (b) Fairness Opinion dated May 25, 2021 issued by Messrs Navigant Corporate Advisors Limited, SEBI registered ‘Category-I’ merchant banker (“**Fairness Opinion**”) on valuation of the shares of the Transferee Company to be issued to the shareholders of the Transferor Company (except to the Transferee Company itself) pursuant to the Merger.
4. Rationale, objective & purpose of the Scheme are as described in detail in the Scheme.

STARLITE LIGHTING LIMITED

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CIN : U31300MH1995PLC090213

5. Effect of the Scheme on stakeholders:

Sr. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Shareholders (including promoters)	<p>(i) Upon the Scheme becoming effective, in consideration of the Merger, and based on the Valuation Report and Fairness Opinion, the equity shares of the Transferee Company will be issued and allotted to the shareholders of the Transferor Company (except to the Transferee Company itself) in the following ratio (the "Share Exchange Ratio"): </p> <p><i>"The Transferee Company shall without any further act or deed, issue and allot 1 (one) equity share of face value of Rs. 2 (Rupees Two Only) each of the Transferee Company to each of the Eligible Members."</i></p> <p>(ii) Upon the Scheme becoming effective, the Company shall stand dissolved without winding up and accordingly, the equity shares of the Transferor Company shall be cancelled and extinguished.</p> <p>(iii) The equity shares of the Transferee Company to be allotted to shareholders of the Transferor Company (except to the Transferee Company itself) shall rank <i>pari passu</i> in all respects with the existing equity shares the Transferee Company and shall be listed on BSE Limited and National Stock Exchange of India Limited.</p>

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Sr. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
		(iv) The Merger will result in dilution (though immaterial) of the holding of the shareholders of the Transferee Company and in turn result in an increase public float of the Transferee Company's shares. This will in turn increase the trading stock of the equity shares of the Transferee Company.
2.	Promoters	Please refer to point 1 above for details regarding the effect on the shareholders. Upon the Scheme becoming effective, the Company shall stand dissolved without winding up and accordingly, the Promoters shall cease to exist.
3.	Non- promoter Shareholders	Please refer to point 1 above for details regarding the effect on the shareholders. Upon the Scheme becoming effective, the Company shall stand dissolved without winding up and accordingly, the non-promoter shareholders shall cease to exist.
4.	Key Managerial Personnel ("KMPs")	Please refer to point 1 above for details regarding the effect of the Scheme on such KMPs who are also shareholders of the Transferee Company. Upon the Scheme becoming effective, the Company shall stand dissolved without winding up and accordingly, the KMPs of the Company shall cease to be the key managerial personnel of the Company.

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CIN : U31300MH1995PLC090213

Sr. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
5.	Employees	<p>Upon the Scheme becoming effective, all employees of the Company shall become the employees of the Transferee Company, as per the terms of the Scheme.</p> <p>The interest of the employees of the Company shall not be impacted in any manner.</p>
6.	Creditors	<p>Upon the Scheme becoming effective, all creditors of the Company shall become the creditors of the Transferee Company, as per the terms of the Scheme.</p> <p>Under the Scheme, no arrangement is sought to be entered into between the Company and its creditors. The interest of the creditors of the Company shall not be impacted in any manner.</p>

6. Valuation:

- (a) Upon the Scheme becoming effective, in consideration of the Merger and based on the Valuation Report and Fairness Opinion, the equity shares of the Transferee Company will be issued and allotted to the shareholders of the Transferor Company (except to the Transferee Company itself) as per the Share Exchange Ratio.
- (b) The equity shares of the Transferor Company shall be cancelled and extinguished.
- (c) The Valuers have adopted Market Price method to determine the value of equity shares of the Transferee Company and Discounted Cash Flow method to determine the value of equity shares of the Transferor Company.
- (d) The Valuers have not expressed any difficulty while carrying out the valuation.

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CIN : U31300MH1995PLC090213

- (e) The recommendation of the Share Exchange Ratio has been certified as being a fair valuation and has been approved by the Audit Committee of the Transferor Company, the Board of the Transferor Company, the Audit Committee of the Transferee Company and the Board of the Transferee Company.

7. Adoption of the Report by the Directors:

The Directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any duly authorised committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

For Starlite Lighting Limited



Shekhar Bajaj
Chairman

Mumbai, May 25, 2021

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF BAJAJ ELECTRICALS LIMITED (“COMPANY” / “TRANSFEREE COMPANY”), EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS, NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE ENTITLEMENT RATIO, IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013

1. The Board of Directors (“**Board**”) of the Company at its meeting held on May 25, 2021 approved a draft of the proposed Scheme of Merger by Absorption of Starlite Lighting Limited (“**Transferor Company**”) with the Transferee Company and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (“**Act**”) (hereinafter referred to as the “**Scheme**” / “**Merger**”).
2. As per Section 232(2)(c) of the Act, a report is required to be adopted by the Directors explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and specifying any special valuation difficulties.
3. Having regard to the applicability of the aforesaid provision, the Scheme and the following documents are placed before the Board:
 - (a) Valuation Report dated May 24, 2021 issued by Messrs R V Shah & Associates, Chartered Accountants and registered valuers (“**Valuers**”), for the purpose of arriving at the Share Exchange Ratio (*as specified below*), describing *inter alia* the methodology adopted by the Valuers in arriving at the same for the proposed Merger (the “**Valuation Report**”), and the workings and calculations for the valuation provided in the Valuation Report, as well as the methods used for such valuation;
 - (b) Fairness Opinion dated May 25, 2021 issued by Messrs Navigant Corporate Advisors Limited, SEBI registered ‘Category I’ merchant banker (“**Fairness Opinion**”) on valuation of the shares of the Transferee Company to be issued to the shareholders of the Transferor Company (except to the Transferee Company itself) pursuant to the Merger.
4. Rationale, objective & purpose of the Scheme are as described in detail in the Scheme.
5. **Effect of the Scheme on stakeholders:**

Sr. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Shareholders (including promoters)	(i) Upon the Scheme becoming effective, in consideration of the Merger, and based on the Valuation Report and Fairness Opinion, the

Sr. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
		<p>equity shares of the Transferee Company will be issued and allotted to the shareholders of the Transferor Company (except to the Transferee Company itself) in the following ratio (the “Share Exchange Ratio”):</p> <p><i>“The Transferee Company shall without any further act or deed, issue and allot 1 (one) equity share of face value of Rs. 2 (Rupees Two Only) each of the Transferee Company to each of the Eligible Members.”</i></p> <p>(ii) The equity shares of the Transferor Company shall be cancelled and extinguished.</p> <p>(iii) The equity shares of the Transferee Company to be allotted to shareholders of the Transferor Company (except to the Transferee Company itself) shall rank <i>pari passu</i> in all respects with the existing equity shares the Transferee Company and shall be listed on BSE Limited and National Stock Exchange of India Limited.</p> <p>(iv) The authorised share capital of the Company will be increased, in accordance with the provisions of the Act, pursuant to the Scheme.</p> <p>(v) The Merger will result in dilution (though immaterial) of the holding of the shareholders of the Company and in turn result in an increase public float of the Company's shares. This will in turn increase the trading stock of the equity shares of the Company.</p>
2.	Promoters	Please refer to point 1 above for details regarding the effect on the shareholders.

Sr. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
		The promoters of the Company shall continue to remain the promoters, even after the effectiveness of the Scheme.
3.	Non-promoter Shareholders	Please refer to point 1 above for details regarding the effect on the shareholders.
4.	Key Managerial Personnel (“KMPs”)	<p>The KMPs of the Company shall continue as the key managerial personnel of the Company even after the effectiveness of the Scheme.</p> <p>Please refer to point 1 above for details regarding the effect of the Scheme on such KMPs who are also shareholders of the Company.</p> <p>Other than the above, KMPs are not affected pursuant to the Scheme.</p>
5.	Employees	Under the Scheme, no rights of the staff and employees of the Company are being affected.
6.	Creditors	Under the Scheme, no arrangement is sought to be entered into between the Company and its creditors. The interest and rights of the creditors of the Company shall not be impacted in any manner.

6. **Valuation:**

- (a) Upon the Scheme becoming effective, in consideration of the Merger and based on the Valuation Report and Fairness Opinion, the equity shares of the Transferee Company will be issued and allotted to the shareholders of the Transferor Company (except to the Transferee Company itself) as per the Share Exchange Ratio.
- (b) The equity shares of the Transferor Company shall be cancelled and extinguished.
- (c) The Valuers have adopted Market Price method to determine the value of equity shares of the Transferee Company and Discounted Cash Flow method to determine the value of equity shares of the Transferor Company.

- (d) The Valuers have not expressed any difficulty while carrying out the valuation.
- (e) The recommendation of the Share Exchange Ratio has been certified as being a fair valuation and has been approved by the Audit Committee of the Transferor Company, the Board of the Transferor Company, the Audit Committee of the Transferee Company and the Board of the Transferee Company.

7. **Adoption of the Report by the Directors:**

The Directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any duly authorised committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

For Bajaj Electricals Limited



Shekhar Bajaj
Chairman & Managing Director

Mumbai, May 25, 2021



Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001. **Tel.:** 022-61497000
Email ID: legal@bajajelectricals.com **Website:** www.bajajelectricals.com
CIN: L31500MH1938PLC009887

THE LAST DATE FOR RECEIPT OF POSTAL BALLOT IS MAY 30, 2022, 5.00 P.M. (IST)

PHYSICAL POSTAL BALLOT FORM

No. _____

Sr. No.	Particulars	Details of Equity Shareholder(s)
1.	Name(s) of Equity Shareholder(s) [In BLOCK letters]	
2.	Registered Address of sole/first named Equity Shareholder [In BLOCK letters]	
3.	Registered Folio No./ DP ID & Client ID	
4.	No. of shares held	

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in Notice conveying the meeting of the equity shareholders of the Company pursuant to Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench dated February 21, 2022 by sending my/our assent or dissent to the said Resolution by placing tick [✓] mark at the appropriate box below:

Item No.	Description	No. of shares Held	I / We assent [agree] to the Resolution [FOR]	I / We dissent [disagree] to the Resolution [AGAINST]
1.	Resolution for approval of the Merger embodied in the Scheme of Merger by Absorption of Starlite Lighting Limited with Bajaj Electricals Limited and their respective shareholders under Sections 230-232 and other applicable provisions of the Companies Act, 2013.			

Place: _____

Date: _____

Signature of the Equity Shareholder

NOTE: Please read the instructions printed overleaf carefully before exercising your vote through this Postal Ballot Form.

INSTRUCTIONS:

1. The members who do not have access to e-voting or who could not attend meeting via electronic mode, are requested to fill in this Physical Postal Ballot Form and post / courier / submit the same in a sealed envelope to the Scrutinizer at: **Mr. Anant B. Khamankar of Messrs Anant B. Khamankar & Co., Practicing Company Secretaries, Unit: BAJAJ ELECTRICALS LIMITED, c/o. Link Intime India Pvt. Limited, C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.**
2. This form should be completed and signed by the equity shareholder. In case of joint holding, this form should be completed and signed [as per the specimen signatures registered with the Company or furnished by NSDL/CDSL to the Company, in respect of share(s) held in physical form or demat form respectively] by the first named equity shareholder and in his absence, by next named joint equity shareholder.
3. Unsigned/Incomplete Physical Postal Ballot Forms will be rejected.
4. Duly completed Physical Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on May 30, 2022. Physical Postal Ballot Form received after this time and date will be strictly treated as if the reply from the equity shareholder has not been received.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of equity shareholders as on the cut-off date i.e. May 24, 2022.
6. An equity shareholder may request for a duplicate Physical Postal Ballot Form, if so required. The Physical Postal Ballot Form can also be downloaded from the website of the Company: www.bajajelectricals.com. However, the duly filled duplicate Physical Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on May 30, 2022.
7. The exercise of vote through Physical Postal Ballot Form is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Physical Postal Ballot Form would be final.
9. Equity shareholders are requested to fill the Physical Postal Ballot Form in indelible ink and avoid filling it by erasable writing medium(s) like pencil.
10. There will be one Physical Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
11. Equity shareholders can opt only one mode of voting i.e. either by physical postal ballot form or through e-voting (instavote/instameet). In case, you are opting for voting by physical postal ballot form, then please do not cast your vote by e-voting and vice-versa. In case equity shareholders cast their votes by physical postal ballot form and e-voting, the votes cast through e-voting shall prevail and the votes cast through physical postal ballot form shall be considered invalid.
12. The equity shareholders casting their votes through e-voting may follow instructions for which are specified in detail in the Notice conveying meeting.
13. In the case of shares held by companies, financial institutions, trusts, societies, etc., the duly completed physical postal ballot form should be accompanied by a certified true copy of the relevant Board Resolution / Authorisation.
14. A physical postal ballot form shall be considered invalid if:
 - a. Signature on the Postal Ballot Form does not match the specimen signature with the Company.
 - b. A form other than one issued by the Company has been used.
 - c. It has not been signed by or on behalf of the equity shareholder.
 - d. It is not possible to determine without any doubt the assent or dissent of the equity shareholder.
15. Only an equity shareholder entitle to vote is entitled to fill in the physical postal ballot form and send it to the Scrutinizer, and any receipt of the Notice, who has no voting rights should treat the notice as intimation only.