

L-1/1732/MGP

June 15, 2018

<b>To</b> <b>The Department of Corporate Services</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 <b>Security Code: 500031</b>	<b>To</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai-400051 <b>Security Code: BAJAJELEC</b>
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Dear Sirs,

**Sub: Proposed Acquisition of entire shareholding of Nirlep Appliances Private Limited by Bajaj Electricals Limited**

**Ref: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**[Meeting Commencement Time: 10.00 AM; Meeting Conclusion Time: 02.25 PM]**

Pursuant to the requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that Bajaj Electricals Limited (the "Company") has entered into a Share Purchase and Shareholders Agreement dated 15 June 2018 ("Agreement") with Nirlep Appliances Private Limited ("Nirlep") and its shareholders for the acquisition of entire shareholding of Nirlep.

Subsequent to the proposed acquisition, Nirlep will become a wholly owned subsidiary of the Company.

The disclosure in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 September 09, 2015 is attached herewith as an annexure.

Thanking You,

Yours faithfully,  
For Bajaj Electricals Limited



Mangesh Patil  
EVP – Legal & Taxation and Company Secretary & Compliance Officer

Encl: as above

**Annexure**

**DISCLOSURE IN TERMS OF REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SEBI CIRCULAR CIR/CFD/CMD/4/2015, DATED SEPTEMBER 09, 2015 IS AS UNDER:**

Sr.	Details of events required to be disclosed	Disclosure
a.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Nirlep Appliances Private Limited, a private limited company incorporated on 16th July 1979 under the provisions of the Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013, having Corporate Identity Number (CIN) U27200MH1979PTC021470 and having its registered office at Plot No: B-5, MIDC Area, Railway Station Road, Aurangabad – 431 005</p> <p>Annual Turnover : Rs. 47 crore (Provisional) (as on 31.03.2018)</p> <p>Paid Up Capital (as on 31.03.2018) : Rs.7,43,55,500/- divided into 7,43,555 equity shares of Rs.100 each</p>
b.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	<p>The proposed acquisition would NOT fall within related party transaction(s).</p> <p>Further, Promoter/ Promoter Group/Group Companies do not have any interest in the acquisition of Nirlep Appliances Private Limited</p>
c.	Industry to which the entity being acquired belongs;	Consumer Durables
d.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p><u>Object</u> : The proposed acquisition will provide a portfolio of products which complements with the offerings of Bajaj Electricals Limited ("Company") and is a perfect synergic blend.</p> <p><u>Effect</u>: The proposed acquisition will make available a running business setup and other synergic benefits to the Company. It shall also give the Company an exclusive access to Nirlep brand, the state of art manufacturing</p>

		facility, people, distribution network, intellectual property rights and goodwill of Nirlep.
e.	Brief details of any governmental or regulatory approvals required for the acquisition;	No acquisition specific approvals are required.
f.	Indicative time period for completion of the acquisition;	By signing the Share Purchase and Shareholders Agreement dated 15 June 2018 ("Agreement"), the Company has agreed to complete the acquisition of entire shareholding of Nirlep in 2 tranches.  <u>Tranche 1</u> – 80% of shares will be acquired on the Closing Date i.e. within 60 days from the date of Agreement; and  <u>Tranche 2</u> – the Company has a right to exercise Call Option to acquire remaining 20% of shares any time after Closing Date.
g.	Nature of consideration - whether cash consideration or share swap and details of the same;	Consideration will be paid in cash.
h.	Cost of acquisition or the price at which the shares are acquired;	The Company has proposed to acquire the entire shareholding (100%) of Nirlep for a consideration of Rs.42.50 crore, subject to adjustments of any additional liabilities for the period prior to acquisition.
i.	Percentage of shareholding / control acquired and / or number of shares acquire;	The Company and its nominees have proposed to acquire the entire shareholding (100%) of Nirlep in 2 Tranches as mentioned in para f above.
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Brief background of Nirlep in terms of products/line of business acquired: Nirlep, launched in 1968, is the pioneer of non-stick technology in India, and is today a brand that is synonymous with non-stick cookware. Apart from being the first company to launch non-stick coated cookware, Nirlep has many firsts to its credit such as first to export professional nonstick cookware to Europe, first to manufacture induction compatible nonstick cookware in India, and first to set up a fully automatic nonstick cookware manufacturing plant in India.

		<p>The details of the products offered are available on its website: <a href="http://nirlep.com/">http://nirlep.com/</a></p> <p>Date of incorporation: 16th July 1979</p> <p>Details of last 3 years Turnover:</p> <table border="1" data-bbox="782 571 1356 728"> <tr> <td>FY 2017-18 (Provisional)</td> <td>Rs. 47 cr</td> </tr> <tr> <td>FY 2016-17</td> <td>Rs. 54 cr</td> </tr> <tr> <td>FY 2015-16 (non-stick cookware business)</td> <td>Rs. 79 cr</td> </tr> </table> <p>Country in which the Nirlep Appliances Private Limited has presence: Republic of India</p>	FY 2017-18 (Provisional)	Rs. 47 cr	FY 2016-17	Rs. 54 cr	FY 2015-16 (non-stick cookware business)	Rs. 79 cr
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