

L-1/2030/MGP

February 22, 2019

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

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

Dear Sir / Madam,

Sub: Summary of proceedings of NCLT Convened Meeting of the Unsecured Creditors of the Company held on February 22, 2019

Pursuant to the provisions of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the summary of proceedings of the meeting of unsecured creditors of the Company convened pursuant to Order dated November 2, 2018 ("Order") passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT"), are as under:

- a. The meeting of the unsecured creditors of the Company convened as per the directions of the Hon'ble NCLT was held today, i.e. on Friday, February 22, 2019 at 10.30 a.m., at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra.
- b. Shri Shekhar Bajaj, who was appointed as the Chairman by the Hon'ble NCLT to preside over the meeting, chaired the meeting and informed that the meeting was convened pursuant to the Order of the Hon'ble NCLT, in the matter of the Scheme of Arrangement between Hind Lamps Limited ("Demerged Company") and Bajaj Electricals Limited ("Resulting Company" / "Company") and their respective shareholders and creditors ("Scheme") under sections 230-232 and other applicable provisions of the Companies Act, 2013 ("Act") for a demerger of the manufacturing business of Demerged Company into the Resulting Company.
- c. The requisite quorum being present, Chairman called the meeting to order.
- d. The Notice of the meeting along with the Explanatory Statement pursuant to sections 230(3), 232(1) & (2) and 102 of the Act and the Scheme since was already circulated to all the unsecured creditors, was taken as read with the consent of the unsecured creditors.
- e. The Chairman then gave the background and rational of the Scheme.
- f. The Chairman informed the unsecured creditors that as required under the Act read with the Companies (Compromises, Arrangements and Amalgamation) Rules 2016 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to the unsecured creditors facility to cast their vote through Postal Ballot. Further, the Chairman also informed that the facility of voting through ballot paper was available at the venue of the meeting for the unsecured creditors who had not exercised their vote earlier through postal ballot.
- g. The Chairman informed the unsecured creditors present that Shri Anant B. Khamankar, Practicing Company Secretary (Membership Number: FCS 3198, CP Number 1860) and failing him, Shri Surendra Singh, Practicing Company Secretary (Membership Number: ACS

41539, CP Number 15640) of Messrs Anant B. Khamankar & Co., was appointed as the Scrutinizer under the Order of the Hon'ble NCLT to conduct the postal ballot and e-voting process and voting at the meeting in a fair and transparent manner.

- h. The Chairman then invited the unsecured creditors to express their views, ask questions and seek clarifications on the Scheme, however, none of the unsecured creditors present raised any queries or offered any comments.
- i. The following resolution set out in the Notice convening the meeting was then transacted:-

Item No.	Details of the Agenda	Resolution required
1.	Approval of the Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors under sections 230-232 and other applicable provisions of the Companies Act, 2013	Requisite Majority

- j. The Chairman then requested the unsecured creditors present and those who had not voted earlier to cast their votes using ballot papers and requested the Company Secretary and the Scrutinizer to co-ordinate for an orderly conduct of the voting process.
- k. The Chairman then handed over the proceedings to the Company Secretary and the Scrutinizer to complete the voting formalities.
- l. The Chairman informed the unsecured creditors that the results of the meeting along with the consolidated Scrutinizer's Report would be declared and posted on the Company's website not later than February 23, 2019 and shall also be forwarded to the stock exchanges.
- m. The Chairman then thanked the unsecured creditors for their participation in the meeting and declared that the proceedings of the meeting are closed.

Thanking you,

Yours faithfully,
For Bajaj Electricals Limited

Mangesh Patil
EVP – Legal & Company Secretary