

L-1/HLL-Demerger/MGP

March 20, 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
Option A NCDs: INE193E08038
Option B NCDs: INE193E08020
Option C NCDs: INE193E08012

Dear Sir/Madam,

Sub: Voting Results of NCLT Convened Adjourned Meeting of the Secured Creditors of the Company held on March 19, 2019 pursuant to the Order dated November 2, 2018

Pursuant to the order passed by National Company Law Tribunal, Bench at Mumbai dated November 2, 2018, the NCLT Convened adjourned meeting of the Secured Creditors of the Company was held on Tuesday, March 19, 2019 at 04.30 p.m. at the Corporate Office of the Company at Mulla House, 51, M.G. Road, Fort, Mumbai 400 001 (original meeting was convened on Thursday, February 21, 2019 at 03.30 PM at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai - 400 020, Maharashtra) for approving the Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors ("Scheme").

The Company has provided voting facility through ballot paper at the venue of the meeting to the secured creditors of the Company.

We enclose herewith Scrutinizer's Report in respect of voting results of the secured creditors.

We would like to inform you that the resolution mentioned in the Notice dated March 1, 2019, read with Notice dated January 2, 2019, convening the adjourned meeting of the secured creditors of the Company has been passed with the requisite majority.

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,
For Bajaj Electricals Limited

Mangesh Patil
EVP – Legal & Company Secretary

Encl.: as above

Report of Scrutinizer

[Pursuant to directions issued by the Mumbai Bench of National Company Law Tribunal ("NCLT" or "Tribunal") vide order dated 2nd November 2018 in Company Scheme Application Number 1027 of 2018]

To,

The Chairman of the NCLT convened adjourned meeting of Secured Creditors ("Chairman")

Bajaj Electricals Limited

CIN: L31S00MH1938PLC009887

45/47, Veer Nariman Road

Mumbai - 400 001.

Sub.: Scrutinizers' Report on National Company Law Tribunal Convened Adjourned Meeting of the Secured Creditors of Bajaj Electricals Limited

Dear Sir,

I, Anant B Khamankar (FCS: 3198; C.P. No.: 1860) of M/s. Anant B Khamankar & Co., Practicing Company Secretaries, Mumbai was appointed as a Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT'), by its Order dated the 2nd day of November, 2018 for the purpose of scrutinizing the voting process in a fair and transparent manner at the Adjourned Meeting of the Secured Creditors of Bajaj Electricals Limited ("the Company") held on Tuesday, 19th March, 2019 at 4.30 P.M. held at the Corporate Office of the Company at Mulla House, 51, M.G. Road, Fort, Mumbai - 400 001, Maharashtra (which had been convened on Thursday, 21st February 2019 at 03.30 PM at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai - 400 020, Maharashtra, where after consideration, the under noted item of business was adjourned), in terms of applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I submit my report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. There are no poll papers, which were incomplete and/or which were otherwise found defective.



4. The result of the poll is as under:

Resolution for approving the Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors.

i. Voted in favour of resolution:

Number of Secured Creditors	Number of votes cast by present & voting [in them (Amount in Rupees) person or proxy or Authorised Representative]	% of total number of valid votes cast
6	1198347579	100.00

The under-mentioned secured creditors voted in favour of the proposed Scheme:

Name of creditor or member	Address	Value of Debt (Amt. in Rupees)	No. of Votes
Bank of India	Mumbai Large Corporate Branch, BOI Building, 4 th Floor, 70-80, M.G.Road, Mumbai 400 001.	228,700,599.30	228700599
HDFC Bank Limited	HDFC Bank House, Lower Parel, Mumbai 400 013	251,558,786.56	251558787
ICICI Bank Limited	ICICI Bank Tower, G-Block, Bandra Kurla Complex, Mumbai 400 051	453,331,834.22	453331834
IDBI Bank Limited	224-A, Mittal Court, A Wing, Nariman Point, Mumbai 400 021	11,651,319.77	11651320
State Bank of India	Corporate Account Group Branch, BKC Bandra Kurla Complex, 16 th Floor, A Wing,	202,771,138.72	202771139



	The Capital, Mumbai 400 051		
YES Bank Limited	Yes Bank Towers, IFC-2, 15 th Floor, Senapati Bapat Marg, Elphinstone West, Mumbai 400 013	50,333,900.45	50333900
Total		1,198,347,579.02	1,198,347,579

ii. Voted against the resolution:

Number of Secured Creditors	Number of votes cast by present & voting [in them (Amount in Rupees) person or proxy or Authorised Representative]	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid Votes:

Total number of Secured Creditors present and voting (in person or proxy or Authorised Representative) whose votes were declared invalid	Total number of votes cast by them (Amount in Rupees)
Nil	Nil

5. List of Secured Creditors who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution is enclosed as **Annexure -1**.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

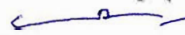
Thanking you,
Yours truly,
For Anant B Khamankar & Co.



Anant B Khamankar
FCS:3198
CP No: 1860



Countersigned:
For Bajaj Electricals Limited



Shekhar Bajaj
Chairman appointed by the NCLT

Place: Mumbai
Date: 19.03.2019



Annexure A

BAJAJ ELECTRICALS LIMITED

Ballot Control Report

Resolution No.	Resolution Description	Poll	Total Votes received		Invalid Votes		Valid Votes		Voted in FAVOUR		Voted AGAINST			
			Ballots	No. of Votes (Amt. in Rs.)	Ballots	No. of Votes (Amt. in Rs.)	Ballots	No. of Votes (Amt. in Rs.)	Ballots	No. of Votes (Amt. in Rs.)	%	Ballots	No. of Votes (Amt. in Rs.)	%
1	Approval of the Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013	Poll - Ballot Paper	6	1,19,83,47,579	0	-	6	1,19,83,47,579	6	1,19,83,47,579	100.00	0	-	-
		TOTAL	6	1,19,83,47,579	0	-	6	1,19,83,47,579	6	1,19,83,47,579	100.00	0	-	-

