

To,

National Stock Exchange of India Limited
 Listing Department
 Exchange Plaza, Bandra Kurla Complex,
 Bandra (East), Mumbai 400 051

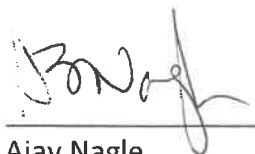
: **BAJELEC - Series: EQ**
BAJ21-Series B NCDs INE193E08020
BAJ22 -Series C NCDs INE193E08012

Sub.: Compliance Report

Re.: Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended ("SEBI Listing Regulations")

It is hereby certified that the draft Scheme of Merger by Absorption of Starlite Lighting Limited ("**Transferor Company**") with Bajaj Electricals Limited ("**Transferee Company**" / "**Company**") and their respective Shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of the SEBI Listing Regulations read with SEBI Circular Nos. CFD/DIL3/CIR/2017/21 and SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated March 10, 2017 and November 3, 2020, respectively ("**Circulars**"), including the following:

Sr.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of Circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting



Ajay Nagle
 EVP and Head - Legal & Company Secretary




Shekhar Bajaj
 Chairman & Managing Director

EPC Business Unit

801 (8th Floor), Rustomjee Aspiree, Bhanu Shankar Yagnik Marg, Off Eastern Express Highway Sion (E), Mumbai 400 022.
 Tel. : +91-22-2406 4000 | Fax : +91-22-2406 4003 | www.bajajelectricals.com

Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001. India
 Email : legal@bajajelectricals.com | CIN : L31500MH1938PLC009887

Certified that the transactions / accounting treatment provided in the draft Scheme involving the Transferor Company and Transferee Company are in compliance with all the Accounting Standards applicable to the Transferee Company.



EC Prasad
Chief Financial Officer



Shekhar Bajaj
Chairman & Managing Director

Mumbai, August 11, 2021

EPC Business Unit

801 (8th Floor), Rustomjee Aspiree, Bhanu Shankar Yagnik Marg, Off Eastern Express Highway Sion (E), Mumbai 400 022.
Tel. : +91-22-2406 4000 | Fax : +91-22-2406 4003 | www.bajajelectricals.com

Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001. India
Email : legal@bajajelectricals.com | CIN : L31500MH1938PLC009887