

June 1, 2022

To,

BSE Limited

: Code No. 500031

Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

National Stock Exchange of India Limited

: BAJAJELEC - Series: EQ

Listing Department
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Dear Sir/Madam,

Sub.: Voting results of the National Company Law Tribunal ("NCLT") convened meeting of equity shareholders of Bajaj Electricals Limited ("Company"), held on Tuesday, May 31, 2022, at 11.00 a.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Further to our letter dated May 31, 2022, we enclose herewith the following documents in connection to the NCLT convened meeting of equity shareholders of the Company, held on **Tuesday, May 31, 2022, at 11.00 a.m. (IST)** through VC / OAVM, as convened by the Hon'ble NCLT, Mumbai Bench vide its order dated February 21, 2022:

1. A consolidated Scrutinizer's Report dated June 1, 2022, with respect to voting by equity shareholders of the Company, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**Act**") as an **Annexure 1**;
2. A consolidated Scrutinizer's Report dated June 1, 2022, with respect to voting done by the public shareholders of the Company, in terms of the provisions of the Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as issued by the Securities and Exchange Board of India, as an **Annexure 2**; and
3. Details regarding voting results in the format specified under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") as amended, as an **Annexure 3**.

We request you to take the above on record and that the same be treated as compliance under the applicable provisions of the Act and SEBI Listing Regulations.

Thanking you,

Yours Faithfully,

For Bajaj Electricals Limited

Ajay Nagle

Head of Department – Legal (and Company Secretary)

Encl.: As above.

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 and other applicable provisions of the Companies Act, 2013, (the 'Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the 'Rules'), (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ('SS-2') and the relaxations and clarifications issued by Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021 and 10/2021 dated June 23, 2021 ('MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars')] and as per the directions issued by National Company Law Tribunal, Mumbai Bench, vide order dated February 21, 2022 in the Company Scheme Application No C.A. (CAA) No. 28/MB/2022 this meeting is being held through VC/OAVM. The deemed venue for the meeting will be "45/47, Veer Nariman Road, Mumbai 400001"]

To,

The Chairman of NCLT convened meeting of Equity shareholders ("Chairman")

Bajaj Electricals Limited

CIN: L31500MH1938PLC009887

45/47, Veer Nariman Road,

Mumbai 400 001.

Dear Sir,

Sub: Consolidated Scrutinizer's Report with respect to voting by equity shareholders of Bajaj Electricals Limited through remote e-voting process, physical postal ballot and e-voting at the meeting.

I, Anant B. Khamankar of M/s. Anant B. Khamankar & Co., Practicing Company Secretaries have been appointed by the Hon'ble National Company' Law Tribunal, Mumbai Bench ('NCLT'), by its Order dated February 21, 2022, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process, postal ballot and e-voting at the meeting in a fair and transparent manner, of the Equity Shareholders of Bajaj Electricals Limited convened by order of NCLT and held on Tuesday, May 31, 2022 at 11:00 a.m. (IST) through Video Conferencing/Other Audio Visual Means ("VC"/"OVAM"), pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the equity



shareholders to the Scheme of Arrangement between Starlite Lighting Limited ("SLL" or "Transferor Company") and Bajaj Electricals Limited ("BEL" or "Company" or "Transferee Company") and their respective shareholders ("Scheme") in terms of the Notice dated March 29, 2022 convening the said meeting.

I do hereby submit my report as under:

1. The Company had appointed Link Intime India Private Limited ("LI IPL") as the agency for providing the e-voting platform to the equity shareholders of the Company.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through remote e-voting, physical postal ballot and e-voting at the venue of the meeting on the resolution contained in the Notice convening NCLT convened meeting of the equity shareholders. Our responsibility as the Scrutinizers for the remote e-voting process, physical postal ballot and e-voting at the venue of the meeting is restricted to scrutinize the physical postal ballot papers, e-voting process and electronic voting system at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, physical postal ballot process and e-voting conducted through electronic voting system at the meeting provided by LI IPL.
3. The Cut-off date was Tuesday, May 24, 2022 for the purpose of deciding the equity shareholders entitled to vote through physical postal ballot, e-voting and e-voting conducted through electronic voting system at the venue of the meeting on the resolution seeking their approval.
4. The remote e-voting and physical postal ballot period commenced on Friday, May 27, 2022 at 9.00 a.m. (IST) and ended on Monday, May 30, 2022 at 5:00 p.m. (IST).
5. As confirmed by the Company, the Notice dated March 29, 2022 convening the meeting of the equity shareholders of the Company along with relevant annexures setting out material facts under sections 230(3), 232(1) & (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 was sent to the equity shareholders and had completed dispatch of notice to the equity shareholders of the Company on April 20, 2022 in respect of the resolution to be passed at the meeting.
6. The remote e-voting module was disabled and blocked by LI IPL for voting on Monday, May 30, 2022 at 5:00 p.m. (IST).
7. The equity shareholders were required to send to us the physical postal ballot form duly completed on or before 5.00 p.m. on May 30, 2022.



8. The Chairman of the meeting at the end of the discussion on Tuesday, May 31, 2022, at the NCLT convened meeting allowed voting by use of "e-voting" for all those shareholders who were present at the meeting through VC/OAVM but had not cast their vote by availing the remote e-voting facility or physical postal ballot.
9. The votes cast through electronic voting system at the meeting were reconciled with the records maintained by the Company and LIPL.
10. We then counted the votes cast through the physical postal ballots and unblocked the votes cast through the remote e-voting module of LIPL in the presence of two witnesses who are not in employment of the Company.
11. The physical postal ballot forms and the e-voting including e-votes cast through electronic voting system, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
12. The consolidated result of the voting through ballot forms received/e-voting and e-voting through electronic voting system at the venue of the meeting through VC/OAVM seeking approval of the equity shareholders of the Company is given below:

Resolution: 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.

(i) Voted in favour of the resolution

Medium of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical Postal Ballot	8	2143	0.0023
Remote E Voting	195	92492674	99.9789
E Voting at Venue	8	16458	0.0178
Total	211	92511275	99.9990

(ii) Voted against the resolution

Medium of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical Postal Ballot	2	926	0.001
Remote E Voting	2	4	0.00
E Voting at Venue	0	0	0
Total	4	930	0.001

(iii) Invalid votes:

Medium of Voting	Number of members voted	Number of valid votes cast by them
Physical Postal Ballot	0	0
Remote E Voting	0	0
E Voting at Venue	0	0
Total	0	0

13. Based on the aforesaid results, I report that the Resolution contained in the Notice dated March 29, 2022, convening the NCLT convened meeting of the equity shareholders has been passed by the equity shareholders with requisite majority.

14. All registers, relevant records and other incidental papers related to electronic voting, physical postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours Truly,

For Anant B. Khamankar & Co.



Anant B. Khamankar



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FCS: 3198
CP No: 1860
UDIN: F003198D000446300

Place: Mumbai,
Date: June1, 2022.

Annexure 2

Anant Khamankar
B.COM. LL.B. F.C.S.

ANANT B KHAMANKAR & CO.
COMPANY SECRETARIES
HANDHOLDING ENTREPRENEURS. WORLDWIDE.

B-510, Neelkanth Business Park, Nathani Road,
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✉ anant@cskhamankar.com / khamankar@gmail.com

website : www.cskhamankar.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 and other applicable provisions of the Companies Act, 2013, (the 'Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the 'Rules'), (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ('SS-2') and the relaxations and clarifications issued by Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021 and 10/2021 dated June 23, 2021 ('MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars')] and as per the directions issued by National Company Law Tribunal, Mumbai Bench, vide order dated February 21, 2022 in the Company Scheme Application No C.A. (CAA) No. 28/MB/2022 this meeting is being held through VC/OAVM. The deemed venue for the meeting will be "45/47, Veer Nariman Road, Mumbai 400001"]

To,

The Chairman of NCLT convened meeting of Equity shareholders ("Chairman")

Bajaj Electricals Limited

CIN: L31500MH1938PLC009887

45/47, Veer Nariman Road,

Mumbai 400 001.

Dear Sir,

Sub: Consolidated Scrutinizer's Report with respect to voting by public shareholders of Bajaj Electricals Limited through remote e-voting process, physical postal ballot and e-voting at the meeting in terms of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 dated November 23, 2021.

I, Anant B. Khamankar of M/s. Anant B. Khamankar & Co., Practicing Company Secretaries have been appointed by the Hon'ble National Company' Law Tribunal, Mumbai Bench ('NCLT'), by its Order dated February 21, 2022, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process, physical postal ballot and e-voting at the meeting in a fair and transparent manner, of the Equity Shareholders of Bajaj Electricals Limited convened by order of NCLT and held on Tuesday, May 31, 2022 at 11.00 a.m. (IST) at through Video Conferencing/Other Audio Visual Means ("VC"/"OVAM"), pursuant to provisions of the Companies Act, 2013 read with applicable rules made there under and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the equity



shareholders to the Scheme of Arrangement between Starlite Lighting Limited ("SLL" or "Transferor Company") and Bajaj Electricals Limited ("BEL" or "Company" or "Transferee Company") and their respective shareholders ("Scheme") in terms of the Notice dated March 29, 2022 convening the said meeting.

I do hereby submit my report as under:

1. The Company had appointed Link Intime India Private Limited ("LI IPL") as the agency for providing the e-voting platform to the equity shareholders of the Company.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through remote e-voting, physical postal ballot and e-voting at the venue of the meeting is restricted to scrutinize the physical postal ballot papers, e-voting process and electronic voting system (through tablet/computer based) at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, physical postal ballot process and e-voting conducted through electronic voting system (through tablet/computer based) at the meeting provided by LI IPL.
3. The Cut-off date was Tuesday, May 24, 2022 for the purpose of deciding the equity shareholders entitled to vote through physical postal ballot, e-voting and e-voting conducted through electronic voting system (through tablet/computer based) at the venue of the meeting on the resolution seeking their approval.
4. The remote e-voting and physical postal ballot period commenced on Friday, May 27, 2022 at 9.00 a.m. (IST) and ended on Monday, May 30, 2022 at 5:00 p.m. (IST).
5. As confirmed by the Company, the Notice dated March 29, 2022 convening the meeting of the equity shareholders of the Company along with relevant annexures setting out material facts under sections 230(3), 232(1) & (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 was sent to the equity shareholders and had completed dispatch of notice to the equity shareholders of the Company on April 20, 2022 in respect of the resolution to be passed at the meeting.
6. The remote e-voting module was disabled and blocked by LI IPL for voting on Monday, May 30, 2022 at 5:00 p.m. (IST).
7. The equity shareholders were required to send to us the physical postal ballot form duly completed on or before 5.00 p.m. on May 30, 2022.
8. The Chairman of the meeting at the end of the discussion on Tuesday, May 31, 2022, at the NCLT convened meeting allowed voting by use of "e-voting" for all those shareholders who were present at the meeting through VC/OAVM but had not cast their vote by availing the remote e-voting facility or physical postal ballot.
9. The votes cast through electronic voting system (through tablet/computer based) at the meeting were reconciled with the records maintained by the Company and LI IPL.



10. We then counted the votes cast through the physical postal ballots and unblocked the votes cast through the remote e-voting module of LIPL in the presence of two witnesses who are not in employment of the Company.
11. The physical postal ballot forms and the e-voting including e-votes cast through electronic voting system (through tablet/computer based) done, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
12. The consolidated result of the voting through ballot forms received/e-voting and e-voting through electronic voting system (through tablet/computer based) at the venue of the meeting through VC/OAVM seeking approval of the public shareholders of the Company is given below:

Resolution: Approval of the Scheme of 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.

(i) Public shareholders voted in favour of the resolution

Medium of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical Postal Ballot	8	2143	0.0086
Remote E-Voting	152	24813151	99.9213
E-Voting at Venue	8	16458	0.0663
Total	168	24831752	99.9963

(ii) Public shareholders voted against the resolution

Medium of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical Postal Ballot	2	926	0.0037
Remote E-Voting	2	4	0.0000
E-Voting at Venue	0	0	0.0000
Total	4	930	0.0037

(iii) Invalid votes of Public shareholders:

Medium of Voting	Number of members voted	Number of valid votes cast by them
Physical Postal Ballot	0	0
Remote E-Voting	0	0
E-Voting at Venue	0	0
Total	0	0

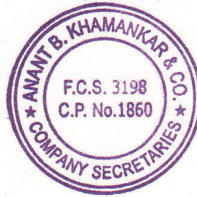


13. Based on the aforesaid results, I report that the Resolution contained in the Notice dated March 29, 2022, convening the NCLT convened meeting of the equity shareholders has been passed by the Public shareholders with requisite majority.
14. All registers, relevant records and other incidental papers related to electronic voting, physical postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours Truly,
For Anant B. Khamankar & Co.


Anant B. Khamankar



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CP No: 1860
UDIN: F003198D000446322

Place: Mumbai,
Date: June 1, 2022.

Voting results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Date of NCLT convened meeting of shareholders of the company	May 31, 2022
Total Number of Shareholders on the record date (cut-off date for reckoning the voting rights of the shareholders) i.e., on May 24, 2022	74,031

No. of shareholders present in the meeting either in person or through proxy:*	Nil
- Promoters and Promoter Group	-
- Public	-
No. of Shareholders attended the meeting through Video Conferencing:	
- Promoters and Promoter Group	32
- Public	33

Bajaj Electricals Limited

Resolution Required : (Special)			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					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held #	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	70839079	67679523	95.5398	67679523	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		67679523	95.5398	67679523	0	100.0000	0.0000
Public Institutions	E-Voting	26115910	23302864	89.2286	23302864	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23302864	89.2286	23302864	0	100.0000	0.0000
Public Non Institutions	E-Voting	17919125	1510291	8.4284	1510287	4	99.9997	0.0003
	Poll		16458	0.0918	16458	0	100.0000	0.0000
	Postal Ballot		3069	0.0171	2143	926	69.8273	30.1727
	Total		1529818	8.5373	1528888	930	99.9392	0.0608
Total		114874114	92512205	80.5336	92511275	930	99.9990	0.0010

Includes 303101 shares representing transferred to Investor Education and Protection Fund Authority and 7940 shares representing transferred to Bajaj Electricals Suspense Account. The voting rights on these shares remain frozen until the rightful owner claims the shares.