



**NOTICE
OF
NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING
OF
THE EQUITY SHAREHOLDERS
OF
BAJAJ ELECTRICALS LIMITED**

*(convened pursuant to the order dated January 5, 2023
passed by the Hon'ble National Company Law Tribunal, Mumbai Bench)*

**BAJAJ ELECTRICALS LIMITED****Regd. Office:** 45/47, Veer Nariman Road, Mumbai 400 001 | **Tel.:** 022-61497000**Email ID:** legal@bajajelectricals.com | **Website:** www.bajajelectricals.com | **CIN:** L31500MH1938PLC009887**NOTICE TO EQUITY SHAREHOLDERS****NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF BAJAJ ELECTRICALS LIMITED CONVENED PURSUANT TO THE ORDER DATED JANUARY 5, 2023, OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

Meeting of the Equity Shareholders of Bajaj Electricals Limited	
Day	Thursday
Date	March 2, 2023
Time	11.00 A.M. (IST)
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the meeting shall be conducted through Video Conferencing / Other Audio-Visual Means.
Details of E-Voting:	
Cut-off date for e-voting	Thursday, February 23, 2023
Remote e-voting start date	Sunday, February 26, 2023, at 9:00 A.M. (IST)
Remote e-voting end date	Wednesday, March 1, 2023, at 5:00 P.M. (IST)
E-voting at the Meeting	As may be instructed by the Chairman during the proceedings of the Meeting.

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FORM CAA. 2
[Pursuant to Section 230(3) and Rule 6 of the Companies
(Compromises, Arrangements and Amalgamations) Rules, 2016]

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY SCHEME APPLICATION NO. C.A.(CAA)/286/MB/2022

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

AND

In the matter of the Scheme of Arrangement between Bajaj Electricals Limited ("Demerged Company" or "BEL" or "Company" or "Applicant Company") and Bajel Projects Limited ("Resulting Company" or "BPL") and their respective shareholders (the "Scheme").

Bajaj Electricals Limited, a company incorporated)
under the provisions of the Indian Companies Act, 1913)
and having its registered office at 45/47, Veer Nariman)
Road, Mumbai 400 001, Maharashtra.)

CIN: L31500MH1938PLC009887

) ... **Applicant Company / Demerged Company / BEL / Company**

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF
BAJAJ ELECTRICALS LIMITED

To,
The Equity Shareholders of Bajaj Electricals Limited

NOTICE is hereby given that by an order dated January 5, 2023 (the "**Order**") in the abovementioned Company Scheme Application, the Mumbai Bench of the Hon'ble National Company Law Tribunal ("**NCLT**" or "**Tribunal**") has directed a meeting to be convened and held of the equity shareholders of Bajaj Electricals Limited ("**Applicant Company**" or "**Demerged Company**" or "**BEL**" or "**Company**"), for the purpose of considering, and if thought fit, approving the arrangement embodied in the Scheme of Arrangement between the Company and Bajel Projects Limited ("**Resulting Company**" or "**BPL**") and their respective Shareholders, pursuant to the provisions of Sections 230 to 232, and other applicable provisions of the Companies Act, 2013 ("**Act**") (the "**Scheme**" or "**Scheme of Arrangement**").

In pursuance of the said Order and as directed therein, further Notice is hereby given that a meeting of the equity shareholders of the Applicant Company will be held on **Thursday, March 2, 2023 at 11:00 A.M. (IST), through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM")**, in compliance with the applicable provisions of the Act and by following the operating procedures (with relevant modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, Circular No. 03/2022 dated May 5, 2022, Circular No.10/2022 dated December 28, 2022, and Circular No.11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (collectively, "**MCA Circulars**") read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, issued by the Securities and Exchange Board of India ("**SEBI**"), at which day, date and time the equity shareholders of the Company are requested to attend the meeting through VC/OAVM to consider, and, if thought fit, to pass the following resolution for approval of the Scheme by the requisite majority as prescribed under Section 230(1) read with Section 232(1) of the Act and under the SEBI Master Circular dated November 23, 2021, bearing reference No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 (as amended from time to time):

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (the "**Act**") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Act, the rules, circulars, and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021

issued by the Securities and Exchange Board of India (“SEBI”) and as amended from time to time, read with the observation letters dated December 2, 2022 and December 5, 2022 issued by BSE Limited and National Stock Exchange of India Limited, respectively, the provisions of the Memorandum and Articles of Association of Bajaj Electricals Limited (“Company”), and subject to approval of the Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”) and/or the National Company Law Appellate Tribunal or such other forum or authority as may be vested with the appellate jurisdiction in relation to approval of the Scheme (defined hereinbelow) and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the proposed arrangement embodied in the Scheme of Arrangement between the Company and Bajel Projects Limited and their respective Shareholders (“Scheme”), as per the draft enclosed to this notice, be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modification(s), amendment(s), limitation(s) and/or condition(s), if any, which may be required and/or imposed by the Hon’ble NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities, as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

TAKE FURTHER NOTICE that there shall be no meeting requiring physical presence at a common venue in view of the present circumstances on account of the COVID-19 pandemic. Members are requested to attend the meeting through VC/OAVM.

TAKE FURTHER NOTICE that the Hon’ble NCLT has appointed Mr. Shekhar Bajaj, Chairman of the Company, and failing him, Mr. Anuj Poddar, Managing Director & Chief Executive Officer of the Company, and failing him, Mr. Shailesh Haribhakti, Independent Director of the Company, as the Chairman of the meeting, including for any adjournment thereof. Further, the Hon’ble NCLT has appointed Mr. Anant B. Khamankar, Practicing Company Secretary (Membership Number: FCS 3198, CP Number 1860) of Messrs Anant B. Khamankar & Co., Practicing Company Secretaries, as the Scrutiniser for the meeting, including for any adjournment thereof. In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the equity shareholders and be acted upon only if the Scheme is approved by majority in number representing three-fourths in value of the equity shareholders of the Company, voting through remote e-voting and e-voting facility made available during the Meeting through VC/OAVM. The Scheme, if approved by the equity shareholders, will be subject to the subsequent approval of the Hon’ble NCLT.

TAKE FURTHER NOTICE that in terms of the said Order of the Hon’ble NCLT and in compliance with the provisions of: (a) Sections 230-232 read with Section 108 of the Act; (b) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (c) Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; and (d) Regulation 44 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility of electronic voting/remote e-voting (“e-voting”) through the platform provided by Link Intime India Private Limited (“Link Intime”) so as to enable the equity shareholders of the Company, to consider and approve the Scheme by way of the above mentioned resolution. Further, the members who have not cast their vote through remote e-voting can exercise their voting rights by using e-voting facility during the meeting through the platform provided by Link Intime.

TAKE FURTHER NOTICE that remote e-voting period begins from 09:00 a.m. (IST) on Sunday, February 26, 2023, and ends at 5:00 p.m. (IST) on Wednesday, March 1, 2023. E-voting module will be disabled by Link Intime thereafter. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on Thursday, February 23, 2023 (“Cut-off Date”). The equity shareholders opting to cast their votes by remote e-voting or e-voting during the meeting are requested to read the instructions in the notes to this notice carefully.

TAKE FURTHER NOTICE that each equity shareholder can opt for only one mode of voting. If the shareholders opt for remote e-voting, they will be entitled to attend and participate in the meeting but will not be entitled to vote again during the meeting.

TAKE FURTHER NOTICE that a copy of the Scheme, the Explanatory Statement under Sections 230, 232 and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, are enclosed herewith. A copy of this notice and the accompanying documents will be placed on the

website of the Company at www.bajajelectricals.com and will also be available on the website of BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) at www.bseindia.com and www.nseindia.com, respectively, and also on the website of Link Intime at <https://instavote.linkintime.co.in/>. Pursuant to Rule 11 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016, a copy of the Scheme along with explanatory statement shall be furnished by the Company, on requisition from equity shareholders to the Company on its email id: legal@bajajelectricals.com.

TAKE FURTHER NOTICE that since the physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act, will not be available for the meeting and hence, the proxy form and attendance slip are not annexed to this notice. However, pursuant to Sections 112 and 113 of the Act, in case of body corporates, authorised representatives can be appointed for the purpose of voting through remote e-voting, for attending the meeting through VC/OAVM facility and e-voting during the meeting. Further, an authority letter/power of attorney by the board of directors or a certified copy of the resolution passed by its board of directors or other governing body authorising such representative to attend and vote at the meeting on its behalf be emailed to the Scrutiniser at khamankarcs@gmail.com or khamankar@gmail.com with a copy marked to enotices@linkintime.co.in in not later than 48 (forty-eight) hours before the time for holding the meeting.

The result(s) of the meeting shall be announced by the Chairman within two (2) working days or three (3) days, whichever is earlier, of the conclusion of the meeting upon receipt of Scrutiniser’s report and the same shall be displayed on the website of the Company at www.bajajelectricals.com and websites of the Stock Exchanges i.e., BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime at <https://instavote.linkintime.co.in/>.

Sd/-
Shekhar Bajaj
(DIN: 00089358)
Chairman appointed for the Meeting

Place: Mumbai

Date: January 18, 2023

Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001, Maharashtra.

NOTES:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has, vide its General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, Circular No. 03/2022 dated May 5, 2022, Circular No.10/2022 dated December 28, 2022, and Circular No.11/2022 dated December 28, 2022 (collectively, “**MCA Circulars**”), permitted convening the General Meetings through Video Conferencing or Other Audio Visual Means (“**VC**”/“**OAVM**”), without physical presence of the members at a common venue. Pursuant to the order dated January 5, 2023 (“**Order**”), in Company Scheme Application No. C.A.(CAA)/286/MB/2022, passed by the Hon’ble National Company Law Tribunal, Mumbai Bench (“**NCLT**” or “**Tribunal**”) and in accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“**Act**”) and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively, “**SEBI relaxation circulars**”) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 (“**Listing Regulations**”), this meeting is being held through VC/OAVM. The deemed venue for the meeting will be “45/47, Veer Nariman Road, Mumbai 400001”. Since the meeting will be held through VC/OAVM, the Route Map is not annexed in this Notice.
2. The Explanatory Statement pursuant to Sections 230, 232 and 102 of the Act read with Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (as amended from time to time) in respect of the above resolution included in the notice is annexed hereto.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this meeting is being held pursuant to the aforesaid MCA Circulars and SEBI relaxation circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this meeting and hence, the Proxy Form and Attendance Slip are not annexed to this notice.

4. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. The attendance of the members at the meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The members who have queries may send their queries from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at legal@bajaelectricals.com. These queries will be replied by the Company appropriately during the meeting. Alternatively, members can also put question on the Q&A box available at the time of the meeting.
7. Notice of the meeting, together with the documents accompanying the same, is being sent through electronic mode to those members whose names appear in the register of members/list of beneficial owners as received from Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company (“**Link Intime**”) and whose email addresses are registered with the Company/Depositories. Further, members whose email addresses are not registered, the notice together with the documents accompanying the same is being sent through courier / registered post/speed post. Members may note that the notice is also available on the Company’s website www.bajaelectricals.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Link Intime at <https://instavote.linkintime.co.in/>.
8. Voting rights shall be reckoned on the basis of paid-up value of the shares registered in the name(s) of the equity shareholders as on the Cut-off Date i.e., February 23, 2023. Persons who are not equity shareholders of the Company as on the Cut-off Date should treat this notice for information purposes only.
9. As directed by the Hon’ble NCLT, Mr. Anant B. Khamankar, Practicing Company Secretary (Membership Number: FCS 3198, CP Number 1860) of Messrs Anant B. Khamankar & Co., Practicing Company Secretaries shall act as the Scrutiniser to scrutinise votes cast and shall submit a report on votes cast by the equity shareholders of the Company, to the Chairman of the meeting or to the person so authorised by him within two (2) working days or three (3) days, whichever is earlier, from the conclusion of the meeting. The Scrutiniser’s decision on the validity of the vote shall be final.
10. The result of the voting shall be announced within two (2) working days or three (3) days, whichever is earlier, of the conclusion of the meeting, upon receipt of Scrutiniser’s report and same shall be displayed on the website of the Company at www.bajaelectricals.com and on the website of Link Intime at <https://instavote.linkintime.co.in/> and on websites of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).
11. The notice convening the meeting will be published through advertisement in ‘Business Standard’ in the English language and translation thereof in ‘Navshakti’ in the Marathi language.
12. **INSTRUCTIONS FOR E-VOTING:**

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and the provisions of Regulation 44 of the Listing Regulations, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Link Intime on the resolution set forth in this notice.

The remote e-voting period commences on Sunday, February 26, 2023 (9:00 A.M. IST) and ends on Wednesday, March 1, 2023 (5:00 P.M. IST). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off Date of February 23, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.

Pursuant to SEBI circular dated December 9, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode can vote through their demat account maintained with depositories and depository participants (DPs). Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-voting facility.

E-voting Instructions for shareholders:

a. For Individual Shareholders holding securities in demat mode with NSDL

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.
- After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
- If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS” Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen (16) digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

b. For Individual Shareholders holding securities in demat mode with CDSL

- Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi / Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e., NSDL, KARVY, LINK NTIME, CDSL. Click on e-voting service provider name to cast your vote.
- If the user is not registered for Easi/Easiest option to register is available at <https://web.cdslindia.com/myeasi./Registration/EasiRegistration>.
- Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.

c. For Individual Shareholders (holding securities in demat mode) & login through their DPs

- You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-voting facility.
- Once logged in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

d. For Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINK INTIME

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 - Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four (4) digits), as recorded with your DP/Company.
 - Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.
 - Set the password of your choice (the password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (your password is now generated).
2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (if you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
7. After selecting the desired option i.e., Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

e. For Institutional Shareholders

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

f. If Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINK INTIME, have forgotten the password

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%^), at least one numeral, at least one alphabet and at least one capital letter.

g. If Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password

- Shareholders/members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ DPs website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

h. Helpdesk for Individual Shareholders holding securities in demat mode

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 4430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

i. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINK INTIME

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: Tel:- 022-4918 6000.

13. PROCESS AND MANNER FOR ATTENDING THE MEETING THROUGH INSTAMEET:

- Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>.
- Select the ‘Company’ and ‘Event Date’ and register with your following details:
 - Demat Account No. or Folio No.: Enter your sixteen (16)-digit Demat Account No. or Folio No.
 - Shareholders/members holding shares in CDSL demat account shall provide sixteen (16) Digit Beneficiary ID.
 - Shareholders/members holding shares in NSDL demat account shall provide eight (8) Character DP ID followed by eight (8) Digit Client ID.
 - Shareholders/members holding shares in physical form shall provide Folio Number registered with the Company
 - PAN: Enter your ten (10)-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - Mobile No.: Enter your mobile number.
 - Email ID: Enter your email id, as recorded with your DP/ Company.
- Click ‘Go to Meeting’ (you are now registered for InstaMeet and your attendance is marked for the meeting).

14. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING MEETING:

- a. Shareholders/Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at least three (3) days in advance with the Company at legal@bajaelectricals.com.
- b. Shareholders/Members will get confirmation on first cum first basis depending on the availability of time for the meeting.
- c. Shareholders will receive 'speaking serial number' once they mark attendance for the meeting.
- d. Shareholders/Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at legal@bajaelectricals.com. The same will be replied by the Company suitably.
- e. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- f. For a smooth experience of viewing the meeting proceedings, shareholders/members who are registered as speakers for the event are requested to download and install the 'Webex Meetings' application by clicking on the link: <https://www.webex.com/downloads.html/>
- g. Shareholders/Members are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

Note: Those Shareholders/Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the meeting. Shareholders/Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

15. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the Scrutiniser during the meeting, Shareholders/Members who have not already exercised their vote through the e-voting can cast the vote as under:

- a. On the Shareholders VC page, click on the link for e-voting "Cast your vote".
- b. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMeet and click on 'Submit'.
- c. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- d. Cast your vote by selecting appropriate option i.e., "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the Cut-off Date under "Favour/Against".
- e. After selecting the appropriate option i.e., "Favour/Against" as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- f. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/Members, who will be present in the meeting through InstaMeet facility and have not casted their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the meeting. Shareholders/Members who have voted through remote e-voting prior to the meeting will be eligible to attend/participate in the meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY SCHEME APPLICATION NO. C.A.(CAA)/286/MB/2022**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016;

AND

In the matter of the Scheme of Arrangement between Bajaj Electricals Limited ("Demerged Company" or "BEL" or "Company" or "Applicant Company") and Bajel Projects Limited ("Resulting Company" or "BPL") and their respective shareholders (the "Scheme").

Bajaj Electricals Limited, a company incorporated)
under the provisions of the Indian Companies Act, 1913)
and having its registered office at 45/47, Veer Nariman)
Road, Mumbai 400 001, Maharashtra.) ... **Applicant Company / Demerged Company / BEL / Company**
CIN: L31500MH1938PLC009887

EXPLANATORY STATEMENT UNDER SECTION 230(3) READ WITH SECTION 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. This is a statement accompanying the Notice convening the meeting of the equity shareholders of the Company on Thursday, March 2, 2023, at 11.00 a.m. (IST), as per the details specified in the said notice, pursuant to the order dated January 5, 2023 ("**Order**") passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**" or "**Tribunal**") in the Company Scheme Application No. C.A.(CAA)/286/MB/2022, for the purpose of considering and, if thought fit, approving, the arrangement embodied in the Scheme of Arrangement between Bajaj Electricals Limited ("**Demerged Company**" or "**BEL**" or "**Company**" or "**Applicant Company**") and Bajel Projects Limited ("**Resulting Company**" or "**BPL**") and their respective shareholders ("**Scheme**") under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("**Act**").
2. The Demerged Company and Resulting Company are hereinafter collectively referred to as the "**Companies**".
3. In terms of the said Order, the quorum for the meeting of equity shareholders shall be as prescribed under Section 103 of the Act i.e., 30 members. If the quorum is not present within half an hour from the time appointed for the holding of the meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter, the members present shall be deemed to constitute the quorum and the meeting shall be held. Further, in terms of the said Order, the Hon'ble NCLT has appointed Mr. Shekhar Bajaj, Chairman of the Company, and failing him, Mr. Anuj Poddar, Managing Director & Chief Executive Officer of the Company, and failing him, Mr. Shailesh Haribhakti, Independent Director of the Company, as the Chairman of the meeting of the Company, including for any adjournment thereof. Further, the Hon'ble NCLT has appointed Mr. Anant B. Khamankar, Practicing Company Secretary (Membership Number: FCS 3198, CP Number 1860) of Messrs Anant B. Khamankar & Co., Practicing Company Secretaries, as the Scrutiniser for the meeting ("**Scrutiniser**"), including for any adjournment thereof.
4. The Board of Directors of the Demerged Company and Resulting Company at their respective Board Meetings held on February 8, 2022, approved the proposed Scheme, after taking on record Valuation Report dated February 8, 2022 (including therein the basis of valuation) ("**Valuation Report**"), issued by Messrs RBSA Valuation Advisors LLP, Registered Valuer and Fairness Opinion dated February 8, 2022 ("**Fairness Opinion**"), issued by Dalmia Securities Private Limited, Merchant Banker. Messrs S R B C & Co LLP, Chartered Accountants, Statutory Auditors of the Company, vide their Certificate dated February 8, 2022, confirmed that the accounting treatment prescribed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. Based upon these reports, the Board of Directors of the respective companies have come to the conclusion that the Scheme is in the best interest of both the companies and their shareholders. The rationale and salient features of the Scheme are also mentioned in this Explanatory Statement.
5. Thereafter, upon application made by the Applicant Company under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the stock exchanges i.e., BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**", and together with BSE, "**Stock Exchanges**"), vide their

observation letters dated December 2, 2022, and December 5, 2022, respectively (“**Observation Letters**”), conveyed their ‘no objection’ to the Scheme. Further, as advised/directed by the Securities and Exchange Board of India (“**SEBI**”)/ Stock Exchanges, the Demerger Committee of the Board of Directors of the Applicant Company, and the Board of Directors of the Resulting Company, at their respective meetings held on December 6, 2022, have made certain/required amendment(s) to the Scheme.

6. A copy of the revised Scheme is enclosed herewith as **Annexure A** and forms part of this Statement. The proposed Scheme is envisaged to be effective from the Appointed Date (as defined in the Scheme).
7. The copies of the said Valuation Report and report on the valuation of Demerged Undertaking (as defined in the Scheme) dated November 29, 2022 (“**Demerged Undertaking Valuation Report**”), both issued by Messrs RBSA Valuation Advisors LLP, are enclosed herewith as **Annexures B-1** and **B-2** respectively and forms part of this Statement.
8. A copy of the Fairness Opinion is enclosed herewith as **Annexure C** and forms part of this Statement.
9. Considering the transaction contemplated in the proposed Scheme and since there is no change in the shareholding pattern of the Demerged Company, the Scheme does not require valuation report under SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and no independent or relative valuation of the Demerged Undertaking was required to be carried out. For greater details on valuation (including therein the basis of valuation), the shareholders are advised to read the Valuation Report, Demerged Undertaking Valuation Report, and Fairness Opinion.
10. The copies of the aforesaid Observation Letters from BSE and NSE, are enclosed herewith as **Annexures D-1** and **D-2**, respectively, and forms part of this Statement. Further, Complaints Reports dated March 28, 2022 and March 31, 2022, submitted by the Company to BSE and NSE are enclosed herewith as **Annexures E-1** and **E-2**, respectively, and forms part of this Statement. For details on comments, remarks, directions made/given by the SEBI and Stock Exchanges, the shareholders are advised to read the Observation Letters.
11. The additional information/documents submitted by the Company after filing the Scheme with the Stock Exchanges (and till the date of receipt of the aforesaid Observation Letters) is/are displayed on the website of the Company at: <https://www.bajajelectricals.com/scheme-of-arrangements/>.
12. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the equity shareholders of the Company if the resolution mentioned in the Notice is approved at the meeting by a majority in number representing three-fourth in value of the equity shareholders of the Company, voting through remote e-voting and e-voting facility made available during the Meeting through VC/ OAVM.
13. **BACKGROUND OF THE COMPANIES INVOLVED IN THE SCHEME IS AS UNDER:**

13.1. Details of the Demerged Company:

- a. The Demerged Company was incorporated as a public limited company in the name ‘Radio Lamp Works Limited’ under the Indian Companies Act, 1913 pursuant to a certificate of incorporation dated July 14, 1938. The name of the Demerged Company was subsequently changed as ‘Bajaj Electricals Limited’ on October 1, 1960. Since then, there has been no further change in the name of the Demerged Company. The Demerged Company is engaged in (a) Consumer Product segment (‘CP’) (which includes appliances, fan and consumer lighting products) and (b) Engineering Procurement and Construction segment (‘EPC’). EPC segment primarily focuses on Illumination Business and Power Transmission and Power Distribution Business. The EPC segment comprises of providing solutions that include design, engineering, procurement, construction and project management and managing all aspects of project execution from conceptualizing to commissioning. It also comprises of providing end-to-end EPC solutions or any combination of individual services, depending on customer’s needs and market opportunity.
- b. Corporate identity number (CIN): L31500MH1938PLC009887
- c. Permanent Account Number (PAN): AAACB2484Q
- d. Registered office: 45/47, Veer Nariman Road, Mumbai 400 001, Maharashtra, India.
- e. E-mail address: legal@bajajelectricals.com
- f. The equity shares of the Demerged Company are listed on both the Stock Exchanges.

- g. The main objects of the Demerged Company, as set out in its Memorandum of Association, are as under:

“3. The objects for which the Company is established are the following:--

- (a) To manufacture, assemble, repair, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in all kinds of electrical goods, instruments, appliances and apparatus of every kind and description including lighting fittings and effects of every kind and description, machinery and equipment, transformers, switchgear, motors, fans all parts, components, accessories and raw materials and all articles, goods and things required for or capable of being used for, or in connection with the generation, transformation, propagation, distribution, supply, measurement, accumulation and employment of electricity, heat, light, gas, atomic, solar and other power for any purposes whatsoever.*
- (aa) To manufacture, assemble, repair, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in non-electrical, scientific, precision, optical, surgical, measuring industrial and other instruments, laboratory and medical apparatus and equipments, industrial, commercial, domestic, cooking, heating, lighting and other appliances, all parts, components, accessories and raw materials thereof.*
- (aaa) To design, manufacture, test, assemble, erect, commission, repair, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in all kinds of engineering goods such as high, medium and low tension power transmission line polygonal poles, AAC/ACSR/GI conductors, lighting poles – decorative, conical, octagonal or stepped type, fixed platform type High Mast lighting system with lantern carriage, headframes, lowering and raising winches, base hinged lowering and raising masts, and its manually or electrically operated and hydraulically powered counterbalances, mobile lighting masts with diesel genset, antenna masts, traffic light poles, sign poles, windmill masts, transmission towers, lattice masts, T.V. towers, railway electrification structures, electric substation structures, cable trays, electrical junction boxes of any type and instruments, equipments, apparatus, machinery and all articles, goods and material required for the purpose of area illumination and for floodlighting or in connection with generation, distribution, supply of electricity or for any other purpose whatsoever.*
- (b) To manufacture, assemble, repair, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in electrical, metallic, accessories and components, apparatus, tools, appliances, hardware products, and as general merchants.*
- (bb) To buy, sell, import, export and deal in both wholesale and retail, and whether as principals, agents, (including selling agents, sub-agents, distributors, or stockists), brokers or otherwise, goods, products, articles and chattels of all kinds including, without limiting the generality of the foregoing, medicines, drugs, chemicals, pharmaceuticals, cosmetics, detergents, insect repellents, processed foods, food products, groceries, fruit, confectionery items, beverages, furniture, furnishing linen; fancy and gift articles, sanitary-wares, utensils, pesticides, fertilizers and various products connected with agrobased industries, safety regulation items e.g. helmets and requirements of Defence and Civil Departments of the Government.*
- (c) To buy, sell, import, export, manufacture, manipulate, treat, prepare and deal in merchandise, products, substances, commodities, articles and things belonging to any such business and used in connection therewith or with any invention, patent or privilege for the time being belonging to the Company and to transact and carry on business as agents for such business.*
- (d) To carry on business of electrical and general engineers, including founders, smiths, machinists, manufacturers and contractors, suppliers of electricity, heat, light, gas, atomic, solar and other power and to erect, install, construct, establish and run, maintain, alter, repair, pull down and restore, either alone or jointly with any other persons or Companies, works of all descriptions including factories, mills, workshops, laboratories and buildings.*
- (dd) To carry on the business of metal surface treatment of every type including hot dip galvanizing, anodizing, epoxy coating, painting, heat treatment.*
- (ddd) To carry on the business of manufacture/generate electrical energy, by use of gas, wind, solar, thermal, hydro, atomic or any other resources and/or trading thereof and/or transmit, distribute, convey or supply the same by whatever means to any user, trader or any person whomsoever in any part of India or outside India.*
- (e) To purchase or otherwise acquire the whole or any part of the business property, undertakings and liabilities of any other Company, association, corporation, firm or individual carrying on wholly or in part any business which this Company is authorised to carry on or possessed of property suitable for the purpose of the Company.*

- (f) *To acquire any shares, stocks, debentures, debenture stocks, bonds, obligations or securities, by original subscription, tender, purchase, exchange or otherwise in its own name or in the name of its trustees and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof, and to exercise and enforce any rights and powers conferred by or incidental to the ownership thereof.*
- (g) *To pay for any property or rights acquired by the Company, either in cash, or fully or partly paid shares or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as the Company may deem expedient.*
- (h) *To amalgamate with any other Company or Companies.*
- (i) *To promote, form or join in promoting or forming any Company or Companies for the purpose of acquiring by purchase, exchange or otherwise all or any of the undertakings, property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay the costs, charges and expenses, preliminary or incidental to the promotion, formation, establishment, registration and advertising of any such Company and the issue of its capital or securities and to guarantee the payment of any debentures, debenture stock or other securities issued by any such Company and the interest thereon and the payment of interest or dividend upon the stock or shares of any such Company.*
- (j) *To enter into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or Company carrying on or engaged in, or about to carry on or engaged in, any business or transaction which this Company is authorized to carry on or engage in, or any business or transaction capable of being conducted or directly or indirectly to benefit this Company and to lend money to, guarantee the contract of, or otherwise assist, any person or Company and to take or otherwise acquire shares or securities of any Company, and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.*
- (k) *To carry on all and any other trade or business which can in the opinion of the Company be advantageous or convenient by way of extension of or in connection with the Company's business or is calculated directly or indirectly to develop any branch of the Company's business or increase the value or turn into account any of the Company's assets, properties or rights.*
- (l) *To purchase, construct, maintain, alter, take on lease, let, exchange or otherwise acquire any moveable or immoveable property for the purpose of the Company.*
- (m) *To apply for, purchase or otherwise acquire any patents, brevet d'inventions, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right and to transfer or lease any rights therein to any other person or persons.*
- (n) *To borrow, raise or secure the payment of money by mortgage or any other manner the Company shall think fit for the purposes said above, and to charge all or any of the Company's properties or assets present or future.*
- (o) *To invest and deal with the funds of the Company in such manner as may be deemed expedient.*
- (p) *To lend money to such persons, firms or Companies and on such terms as may be deemed expedient and in particular to customers, agents and employees and others having dealings with the Company and to guarantee the performance of contracts by such persons, firms or Companies.*
- (q) *To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures or other negotiable instruments.*
- (r) *To give any guarantee or indemnity which in the opinion of the Directors may be necessary or advisable for any purpose.*
- (s) *To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other Companies belonging to this Company or of which this Company may have the power of disposing.*
- (t) *To grant bonuses, allowances and gratuities to the employees of the Company or the dependents of such persons and to subscribe, to donate or otherwise aid any benevolent, religious, scientific, national, public, political or other institutions organizations or objects or purposes.*

- (u) To sell or dispose of the undertaking or property of the Company or any part thereof in such manner and for such consideration as the Company may think fit and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (v) To insure against losses, damages, risks, accidents and liabilities of all kinds, which may affect the Company whether, in respect of its contracts, agreements, advances or securities or in respect of servant, employees, officers and agents of the Company, or in respect of the property belonging to or leased to or hired by the Company, either by setting apart funds of the Company or by effecting such insurances and in the latter case to pay the premium and charges thereon.
- (w) To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books, magazines, periodicals, or by granting scholarships, exhibition prizes, rewards or donations.
- (x) To do all or any of the above things in any part of the world either as principals, agents, trustees or otherwise and by or through agents, sub-contractors or trustees.
- (y) To do such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that in the interpretation of this clause the objects of the Company described in the various sub-clauses and powers exercisable by the Company in pursuance thereto shall not (unless it is expressly so stated) be limited or restricted by reference to or inference from the terms of any other sub-clause or to the name of the Company or by the order in which the various objects are described or by juxtaposition or two or more of the objects and none of the objects specified in any of the sub-clauses or powers thereby conferred shall be deemed subsidiary or ancillary to the objects mentioned in the first or any other sub-clause but the Company shall have the full power to exercise all or any of the powers conferred by any part of this clause, in any part of the world and sub-clause of this clause shall be construed in such a way as to widen and not to restrict the objects and powers of the Company.”

- h. There has been no change in the name, registered office and objects of the Demerged Company in the last 5 (five) years.
- i. The authorised, issued, subscribed and paid-up share capital of the Demerged Company as on December 31, 2021, is as under:

Particulars	Rs.
Authorised Share Capital:	
20,00,00,000 Equity Shares of Rs.2/- each	40,00,00,000/-
Total	40,00,00,000/-
Issued, Subscribed and Paid Up Capital:	
11,48,13,829 Equity Shares of Rs. 2/- each fully paid up	22,96,27,658/-
Total	22,96,27,658/-

Subsequent to the above date, there has been a change in the issued, subscribed and paid-up share capital of the Demerged Company. The authorised, issued, subscribed and paid-up share capital of the Demerged Company as on March 31, 2022, is as under:

Particulars	Rs.
Authorised Share Capital:	
20,00,00,000 Equity Shares of Rs.2/- each	40,00,00,000/-
Total	40,00,00,000/-
Issued, Subscribed and Paid Up Capital:	
11,48,74,114 Equity Shares of Rs. 2/- each fully paid up	22,97,48,228/-
Total	22,97,48,228/-

Subsequent to the above date, there has been a change in the authorized, issued, subscribed and paid-up share capital of the Demerged Company. The authorised, issued, subscribed, and paid-up share capital of the Demerged Company as on December 31, 2022, is as under.

Particulars	Rs.
Authorised Share Capital:	
71,25,00,000 Equity Shares of Rs. 2/- each	1,42,50,00,000/-
Total	1,42,50,00,000/-
Issued, Subscribed and Paid Up Capital:	
11,50,32,219 Equity Shares of Rs. 2/- each fully paid up	23,00,64,438/-
Total	23,00,64,438/-

The Demerged Company does not have a preference share capital.

- j. Names of the promoters and directors along with their addresses:

Details of Promoters and Promoter Group:-

Sr. No.	Name	Address
Promoter(s)		
1.	Shekhar Bajaj	Flat No. 50, Bldg No. 4, Hill Park, A Graham Bell Marg, Malabar Hill, Mumbai- 400 006.
2.	Niraj Bajaj	Mount Unique Co-op. Housing Society Limited, Flat No.97, 13th Floor, 62-A, Peddar Road, Mumbai 400 026.
3.	Madhur Bajaj	134, B-Wing, NCPA Apartments, Sir Dorabji Tata Marg, Nariman Point, Mumbai City, Mumbai 400 021.
4.	Sanjiv Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Limited Complex, Mumbai Pune Road, Akurdi, Pune 411 035.
Promoter Group		
5.	Kiran Bajaj	Flat No. 50, Bldg No. 4, Hill Park, A Graham Bell Marg, Malabar Hill, Mumbai- 400 006.
6.	Pooja Bajaj	Flat No 26, Hill Park, Building No 3A, A.G. Bell Marg, Malabar Hill, Mumbai 400 006.
7.	Vanraj Bajaj	Flat No 26, Hill Park, Building No 3A, A.G. Bell Marg, Malabar Hill, Mumbai 400 006.
8.	Sunaina Kejriwal	Flat No. 3703, B Wing, Vivarea, Sane Guruji Marg, Near Jacob Circle, Mumbai 400 011.
9.	Neelima Bajaj Swamy	Ashoka Apts., Flat No.43, 4th Floor, Rungta Lane, Napeansea Road, Mumbai 400 006.
10.	Geetika Bajaj	Flat No. 50, Bldg No. 4, Hill Park, A Graham Bell Marg, Malabar Hill, Mumbai- 400 006.
11.	Minal Bajaj	Mount Unique Co-op. Housing Society Limited, Flat No.97, 13th Floor, 62-A, Peddar Road, Mumbai 400 026.
12.	Nimisha Jaipuria	Flat No.165-A, Raj Mahal, Vilas Extension, 9th Main Road, Bengaluru 560 080.
13.	Niravnayan Bajaj	Mount Unique Co-op. Housing Society Limited, Flat No.98, 13th Floor, 62-A, Peddar Road, Mumbai 400 026.
14.	Kumud Bajaj	Bungalow No. 3, Bajaj Vihar Colony, Bajaj Auto Limited Complex, Mumbai Pune Road, Akurdi, Pune 411 035.
15.	Suman Jain	Bhagwati Bhawan, 31-B, M. L. Dahanukar Marg, Mumbai 400 026.
16.	Kriti Bajaj	Mount Unique Co-op. Housing Society Limited, Flat No.97, 13th Floor, 62-A, Peddar Road, Mumbai 400 026.
17.	Shefali Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Limited Complex, Mumbai Pune Road, Akurdi, Pune 411 035.

Sr. No.	Name	Address
18.	Deepa Bajaj	Plot No. 34 & 35, Yog Koregaon Park, Lane No. 2, Pune 411 001.
19.	Rajiv Bajaj	34/35, Lane No. 2, Koregaon Park, Pune City, Pune 411 001.
20.	Rishabhayan Bajaj	Plot No. 34 & 35, Yog Koregaon Park, Lane No. 2, Pune 411 001.
21.	Siddhant Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Limited Complex, Mumbai Pune Road, Akurdi, Pune 411 035.
22.	Sanjali Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Limited Complex, Mumbai Pune Road, Akurdi, Pune 411 035.
23.	Mast. Aryaman Kejriwal	Flat No. 3703, B Wing, Vivarea, Sane Guruji Marg, Near Jacob Circle, Mumbai 400 011.
24.	Mast. Nirvaan Kejriwal	Flat No. 3703, B Wing, Vivarea, Sane Guruji Marg, Near Jacob Circle, Mumbai 400 011.
25.	Master Aarav Swamy	Ashoka Apts., Flat No.43, 4th Floor, Rungta Lane, Napeansea Road, Mumbai 400 006.
26.	Master Vihaan Jaipuria	Flat No.165-A, Raj Mahal, Vilas Extension, 9th Main Road, Bengaluru 560 080.
27.	Smt. Sheetal Bajaj	Mount Unique Co-op. Housing Society Limited, Flat No.98, 13th Floor, 62-A, Peddar Road, Mumbai 400 026.
28.	Rajivnayan Bajaj HUF	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
29.	Sanjivnayan Bajaj HUF	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
30.	Jamnalal Sons Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
31.	Bajaj Holdings And Investment Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
32.	Baroda Industries Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
33.	Hind Musafir Agency Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
34.	Bajaj International Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
35.	Hercules Hoists Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
36.	Shekhar Holdings Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
37.	Rahul Securities Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
38.	Bachhraj Factories Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
39.	Bachhraj And Company Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
40.	Bajaj Sevashram Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
41.	Kamalnayan Investment & Trading Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
42.	Madhur Securities Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
43.	Niraj Holdings Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
44.	Rupa Equities Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
45.	Sanraj Nayan Investments Private Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.

Sr. No.	Name	Address
46.	Indef Manufacturing Limited	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
47.	Vanraj Bajaj Trust (Kiran Bajaj as a Trustee)	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
48.	Geetika Trust No. 2 (Kiran Bajaj as a Trustee)	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
49.	Niravnayan Trust (Niraj Bajaj as a Trustee)	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
50.	Kriti Bajaj Family Trust (Minal Niraj Bajaj as a Trustee)	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
51.	Niravnayan Bajaj Family Trust (Niraj Bajaj as a Trustee)	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
52.	Rishab Family Trust (Rajiv Bajaj as a Trustee)	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
53.	Sanjali Family Trust (Sanjivnayan Bajaj as a Trustee)	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
54.	Siddhant Family Trust (Sanjivnayan Bajaj as a Trustee)	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
55.	Nimisha Bajaj Family Trust (Madhur Bajaj as a Trustee)	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
56.	Deepa Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
57.	Sanjali Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
58.	Siddhant Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
59.	Rishab Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
60.	Geetika Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021.
61.	Aryaman Trust	Prabhat Building, 3rd floor, #18, B-Road, Churchgate, Mumbai 400020
62.	Nirvaan Trust	Prabhat Building, 3rd floor, #18, B-Road, Churchgate, Mumbai 400020
63.	Rajiv Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
64.	Sanjiv Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
65.	Anant Bajaj Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
66.	Nirav Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
67.	Nimisha Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
68.	Aryaman Family Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
69.	Nirvaan Family Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
70.	Neelima Bajaj Swamy Family Trust (Sanjivnayan Bajaj as a Trustee)	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021

Sr. No.	Name	Address
71.	Nimisha Jaipuria Family Trust (Nimisha Jaipuria as a Trustee)	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
72.	Neelima Bajaj Family Trust (Kumud Bajaj as a Trustee)	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
73.	Geetika Shekhar Bajaj Family Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
74.	Kumud Neelima Family Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
75.	Kumud Nimisha Family Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
76.	Madhur Neelima Family Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
77.	Madhur Nimisha Family Trust	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
78.	Bajaj Trading Company	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
79.	RDR Ventures LLP	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
80.	Aryan Nayan Realty LLP	Bajaj Bhawan, 2 nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021

Details of Directors:

Name	Designation	Address
Shekhar Bajaj	Chairman	Flat No. 50, Bldg No. 4, Hill Park, A Graham Bell Marg, Malabar Hill, Mumbai- 400 006.
Anuj Poddar	Managing Director & Chief Executive Officer	201, Martins Nest, 9, Central Avenue, Santacruz West, Mumbai 400 054.
Madhur Bajaj	Non-Executive Non-Independent Director	134, B-Wing, NCPA Apartments, Sir Dorabji Tata Marg, Nariman Point, Mumbai City, Mumbai 400021.
Rajiv Bajaj	Non-Executive Non-Independent Director	34/35, Lane No. 2, Koregaon Park, Pune City, Pune- 411001.
Pooja Bajaj	Non-Executive Non-Independent Director	Flat No. 26, Bldg No. 3A, Hill Park, A Graham Bell Marg, Malabar Hill, Mumbai- 400006.
Harsh Vardhan Goenka	Non-Executive Independent Director	Unit No.208, 2nd floor, Bezzola Complex, B-Wing, Sion Trombay Road, Opp., Suman Nagar, Chembur, Mumbai 400071.
Shailesh Haribhakti	Non-Executive Independent Director	10-11, Sahil Apartment, 14 Altamount Road, Aairavat Co-op Housing Society Limited, Cumbala Hill, Mumbai 400 026.
Dr. Indu Shahani	Non-Executive Independent Director	Flat No.56, Hill Park, A.G. Bell Road, Malabar Hill, Telephone Exchange, Mumbai 400006.
Dr. Rajendra Prasad Singh	Non-Executive Independent Director	A-1 PWD Housing Complex, Sector- 43, Gurgaon- 122 001.
Munish Khetrpal	Non-Executive Independent Director	12660 Kane Dr, Saratoga, California, USA 95070.

13.2. Details of the Resulting Company:

- a. The Resulting Company was incorporated as a public limited company under the Act, in the state of Maharashtra, Mumbai on January 19, 2022. The main object of the Resulting Company inter-alia is to carry out the Power Transmission and Power Distribution Business.

- b. CIN: U31900MH2022PLC375133.
- c. PAN: AAKCB4563E
- d. Registered office: 801, Rustomjee Aspiree, Anik Wadala Link Road, Sion East, Mumbai 400022, Maharashtra, India.
- e. E-mail address: legal@bajajelectricals.com
- f. The equity shares of the Resulting Company are not listed on any stock exchange. Upon consummation of the Scheme, the equity shares of the Resulting Company will be listed on both the Stock Exchanges.
- g. The main objects of the Resulting Company, as set out in its Memorandum of Association, are as under:

“III. The objects for which the company is established are:

A) The objects to be pursued by the Company on its incorporation are:-

To design, manufacture, test, assemble, erect, commission, repair, maintain, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in all kinds of engineering goods such as high, medium and low tension power transmission line polygonal poles, AAC/AAAC/ACAR/ACSR/GI conductors, monopoles for all applications, lighting poles-decorative, conical, octagonal or stepped type, fixed platform type High Mast lighting system with lantern carriage, headframes, lowering and raising winches, base hinged lowering and raising masts, and its manually or electrically operated and hydraulically powered counterbalances, mobile lighting masts with diesel genset, antenna masts, traffic light poles, sign poles, windmill masts, transmission towers, lattice masts, T.V. towers, railway electrification structures, electric substation structures, transformers, electrical switchgears, automation system, OPGW cable, LV/HV/EHV cables, energy storage systems, solar systems, renewable energy systems, building electrification & energy management systems, cable trays, electrical junction boxes of any type and instruments, equipments, apparatus, machinery, electrical, metallic, accessories and components, apparatus, tools, appliances, hardware products, and all articles, goods and material required for the purpose of area illumination and for floodlighting or in connection with generation, distribution, supply of electricity or for any other related objects whatsoever and to carry out the business of metal surface treatment of all types including hot dip galvanizing, anodizing, metallizing, surface preparation, epoxy coating, painting and heat treatment and other related objects whatsoever and to buy, sell, import & export and deal in both wholesale and retail, and whether as principals, agents, (including selling agents, sub-agents, distributors, or stockists), brokers or otherwise, all types of engineering goods, own manufactured & bought-out, in domestic market as well as international market and to plan, promote and develop an integrated and efficient power transmission system network in all its aspects including planning, investigation, research, design and engineering, preparation of preliminary, feasibility and definite project reports, construction, operation and maintenance of transmission lines, sub-stations, load dispatch stations and communication facilities and appurtenant works, coordination of integrated operation of state, regional and national grid system, execution of turn-key jobs for other utilities/organizations and wheeling of power in accordance with the policies, guidelines and objectives laid down by the Government from time to time, and to study, investigate, collect information and data, review operation, plan, research, design and prepare Report, diagnose operational difficulties and weaknesses and advise on the remedial measures to improve, undertake development of new and innovative product connected with business of the Company as well as modernize existing EHV, HV lines and Sub-Stations, and to act as consultants, technical advisors, surveyors and providers of technical and other services to Public or Private Sector enterprises engaged in the planning, investigation, research, design and preparations of preliminary, feasibility and definite project reports, manufacture of power plant and equipment, construction, generation, operation and maintenance of power transmission system from power generating stations and projects, transmission, distribution and sale of power.

B) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-

- 1. To obtain license, approvals and authorization from Governmental Statutory and Regulatory Authorities, as may be necessary to carry out and achieve the Objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and abroad.*
- 2. To enter into any arrangement with the Government of India or with any State Government or with other authorities/ commissions, local bodies or public sector or private sector undertakings, Power Utilities, Financial Institutions, Banks, International Funding Agencies and obtain such charters, subsidies,*

loans, advances or other money, grants, contracts, rights, sanctions, privileges, licenses or concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain for carrying its activities in furthering the interests of the Company or its members.

3. *To enter into any agreement, contract or any arrangement for the implementation of the power generation, evacuation, transmission and distribution system and network with Power/Transmission Utilities, State Electricity Boards, Vidyut Boards, Transmission Companies, Generation Companies, Licensees, Statutory bodies, other organizations (whether in Private, Public or Joint Sector Undertaking) and bulk consumers of power etc.*
4. *To carry on the business or purchasing, importing, exporting and trading of power subject to the provisions of Electricity Act,2003 and to supply electric power generated by other plants to distribution companies, trading companies, other generation companies and other Persons, and in this regard execute agreements with Central and State generating authorities, departments or companies, Independent Power Producers and other Persons.*
5. *To secure the payments of money, receivables on transmission and distribution of electricity and sale of fuel, as the case may be, to the State Electricity Boards, Vidyut Boards, Transmission Utilities, Generating Companies, Transmission Companies, Distribution Companies, State Governments, Licensees, statutory bodies, other organizations (whether in Private, Public or Joint Sector Undertaking) and bulk consumers of power etc. through Letter of Credits/ESCROW and other security documents.*
6. *To execute Transmission Service Agreements or other agreements for transmission of power to distribution, trading, and other companies, State Electricity Boards, State Utilities and any other organization and Persons.*
7. *To coordinate with the Central Transmission Utility for transmission of electricity under the provisions of Electricity Act 2003.*
8. *Subject to provisions of Sections 73, 179, 180 and other applicable provisions of the Companies Act, 2013 and subject to other laws or directives, if any, of SEBI/RBI, to borrow money in Indian rupees or foreign currencies and obtain foreign lines of credits/ grants/aids etc. or to receive money or deposits from public for the purpose of the Company's business in such manner and on such terms and with such rights, privileges and obligations as the Company may think fit. The Company may issue bonds/ debentures whether secured or unsecured; bills of exchange, promissory notes or other securities, mortgage or charge on all or any of the immovable and movable properties, present or future and all or any of the uncalled capital for the time being of the Company as the Company may deem fit and to repay, redeem or pay off any such securities or charges.*
9. *To lend money on property or on mortgage of immovable properties or against Bank guarantee and to make advances of money against future supply of goods and services on such terms as the Directors may consider necessary and to invest money of the Company in such manner as the Directors may think fit and to sell, transfer or to deal with the same.*
10. *To own, possess, acquire by purchase, lease or otherwise rights, title and interests in and to, exchange or hire real estate, equipment, Transmission lines, lands, buildings, apartments, plants, equipment, machinery, fuel blocks and hereditaments of any tenure or descriptions situated in India or abroad or any estate or interest therein and any right over or connected with land so situated and turn the same to account in any manner as may seem necessary or convenient for the purpose of business of the Company and to hold, improve, exploit, re-organize, manage, lease, sell, exchange or otherwise dispose of the whole or any part thereof.*
11. *Subject to applicable provisions of law, to subscribe for, underwrite, or otherwise acquire, hold, dispose of and deal with the shares, stocks, debentures, derivatives (including commodity and forex derivative products and the hedge instruments to cover the forex / commodity price risk), or other securities and titles of indebtedness or the right to participate in profits or other similar documents issued by any Government authority, Corporation or body or by any company or body of persons and any option or right in respect thereof.*
12. *To create any depreciation fund, reserve fund, sinking fund, insurance fund, gratuity, provident fund or any other fund, for depreciation or for repairing, improving extending or maintaining any of the properties of the Company or for any other purposes whatsoever conducive to the interests of the Company.*

13. *To acquire shares, stocks, debentures or securities of any company carrying on any business which this Company is entitled to carry on or acquisition of undertaking itself which may seem likely or calculated to promote or advance the interests of the Company and to sell or dispose of or transfer any such shares, stocks or securities and the acquired undertaking.*
14. *To enter into partnership or into any agreement for joint working, sharing or pooling profits, joint venture, amalgamation, union of interests, co-operation, reciprocal concessions or otherwise or amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business or transaction in India or abroad which the Company is authorized to carry on or engage in any business undertaking having objects identical or similar to, as are being carried on by this Company.*
15. *To establish and maintain agencies, branch offices and local agencies, to procure business in any part of India and world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as deemed proper in the interest of the Company.*
16. *To promote and undertake the formation of any institution or Company or subsidiary company or for any aforesaid objects intended to benefit the Company directly or indirectly and to coordinate, control and guide their activities.*
17. *To negotiate and enter into agreements and contracts with domestic and foreign companies, persons or other organizations, banks and financial institutions, in relation to the business of the Company including that of technical know-how, import, export, purchase or sale of plant, machinery, equipment, tools, accessories and consumables, financial assistance and for carrying out all or any of the objects of the Company.*
18. *To negotiate and enter into agreements and contracts for execution of turnkey jobs, works, supplies and export of plant, machinery, tools and accessories etc.*
19. *Upon and for the purpose of any issue of shares, debentures or any other securities of the Company, to enter into agreement with intermediaries including brokers, managers of issue/commission agents and underwriters and to provide for the remuneration of such persons for their services by way of payment in cash or issue of shares, debentures or other securities of the Company or by granting options to take the same or in any other manner as permissible under the law.*
20. *To enter into contracts of indemnity and get guarantee and allocations for the business of the Company.*
21. *To make arrangements for training of all categories of employees and to employ or otherwise engage experts, advisors, consultants etc. in the interest of achieving the Company's objects.*
22. *To promote conservation and protection of electricity from theft, safety of life and to protect environments including air, land and water etc.*
23. *To pay and provide for the remuneration, amelioration and welfare of persons employed or formerly employed by the Company and their families providing for pension, allowances, bonuses, other payments or by creating for the purpose from time to time the Provident Fund, Gratuity and other Funds or Trusts. Further to undertake building or contributing to the building or houses, dwellings or chawls by grants of money, or by helping persons employed by the Company to effect or maintain insurance on their lives by contributing to the payment of premium or otherwise and by providing or subscribing or contributing towards educational institutions, recreation, hospitals and dispensaries, medical and other assistance as the Company may deem fit.*
24. *To ensure any rights, properties, undertakings, contracts, guarantees or obligations or profits of the Company of every nature and kind in any manner with any person, firm, association, institution or company.*
25. *To distribute among members of the Company dividend including bonus shares out of profits, accumulated profits or funds and resources of the Company in any manner permissible under law.*
26. *To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and to allow time for payment or satisfaction of any debts or recovery due, claims or demands by or against the Company and to refer any claims or demands by or against the Company or any differences arising in execution of contracts to conciliation and arbitration and to observe, comply with and/or challenge any awards preliminary, interim or final made in any such arbitration.*

27. *To pay out of the funds of the Company all costs, charges, expenses and reliminary and incidental to the promotion, formation, establishment and registration of the Company or other expenses incurred in this regard.*
28. *Subject to provisions of Companies Act, 2013 to contribute money or otherwise assist to charitable, benevolent, religious, scientific national, defense, public or other institutions or objects or purposes.*
29. *To open an account or accounts with any individual, firm or company or with any bank bankers or shroffs and to pay into and withdraw money from such account or accounts.*
30. *To accept gifts, bequests, devises and donations from members and others and to make gifts to members and others of money, assets and properties of any kind.*
31. *To carry out all or any of the objects of the company and do all or any of the above things in any part of the world and either as principal, agent, contractor or trustee or otherwise and either alone or in conjunction with others.*
32. *To negotiate and/or enter into agreement and contract with individuals, companies, corporations, foreign or Indian, for obtaining or providing technical, financial or any other assistance for carrying on all or any of the objects of the Company and also for the purpose of activating, research, development of projects on the basis of know-how and/or financial participation and for technical collaboration, and to acquire or provide necessary formulate and patent rights for furthering the objects of the company.*
33. *To aid pecuniary or otherwise, any association, body or movement having for its object the solution, settlement or surmounting of industrial or labour problems or trouble or the promotion of industry or trade.*
34. *Subject to the provisions of Companies Act, 2013 or any amendment or re-enactment thereof in the event of winding up to distribute among the members in specie any property of the Company or any proceeds of sale on disposal of any property in accordance with the provisions of the Act.*
35. *To do all such other things as may be deemed incidental or conducive to the attainment of the above Objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried in connection with any of the Company's Objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.*
36. *To establish, provide, maintain and conduct or otherwise subsidie research laboratories and experimental workshops for scientific, technical or researches, experiments and to undertake and carry on directly or in collaboration with other agencies scientific and technical research experiments and tests of all kinds and to process, improve and invent new products and their techniques of manufacture and to promote, encourage, reward in every manner studies and research, scientific and technical investigations and inventions of any kind that may be considered likely to assist, encourage and promote rapid advances in technology, economies, import substitution or any business which the Company is authorized to carry on.*
37. *Subject to provisions of the Companies Act, 2013, to evolve scheme for restructuring or arrangement, to amalgamate or merge or to enter into partnership or into any consortium or arrangement for sharing of profits, union of interests, co-operation, joint venture with any Person or Persons, partnership firm/ firms, or company or companies carrying on or engaged in any operation capable of being conducted so conveniently in co-operation with the business of the Company or to benefit the Company or to the activities for which the Company has been established.*
38. *To apply for purchase, or otherwise acquire any trademarks, patents, brevets, inventions, licenses, concessions and the like, conferring any exclusive or nonexclusive or limited rights to use, or any secret or other information as to any invention which may be capable of being used for any of the purposes of the Company, or the acquisition of which may benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.*
39. *To sell, dispose or hive off an undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other association, corporation or company.*
40. *To sell, improve, manage, develop, exchange, loan, lease or let, under-lease, sub - let, mortgage, dispose of, deal with in any manner, turn to account or otherwise deal with any rights or property of the Company.*

41. To outsource parts of its activities to achieve higher efficiencies and throughputs in the achievement of its business goals.”

- h. There has been no change in the name, registered office and objects of the Resulting Company in the last 5 (five) years.
- i. The authorised, issued, subscribed and paid-up share capital of the Resulting Company as on January 31, 2022, is as under:

Particulars	Rs.
Authorised Share Capital:	
50,00,000 Equity Shares of Rs.2/- each	1,00,00,000/-
Total	1,00,00,000/-
Issued, Subscribed and Paid Up Capital:	
25,00,000 Equity Shares of Rs. 2/- each fully paid up	50,00,000/-
Total	50,00,000/-

Subsequent to the above date, there has been no change in the authorized, issued, subscribed and paid-up share capital of the Resulting Company. The Resulting Company does not have a preference share capital.

- j. Names of the promoters and directors along with their addresses:

Details of Promoters and Promoter Group:-

Sr. No.	Name	Address
Promoter(s)		
1.	Bajaj Electricals Limited	45/47, Veer Nariman Road, Mumbai 400 001.
Promoter Group		
2.	Nirlep Appliances Private Limited	Gut no. 16, Naigavhan Khandewadi, Tq. Paithan, Paithan Road, Dist. Aurangabad- 4311 05.

Details of Directors:

Name	Designation	Address
Shekhar Bajaj	Chairman, Non-Executive Director	Flat No. 50, Bldg No. 4, Hill Park, A Graham Bell Marg, Malabar Hill, Mumbai- 400 006.
Samir Shrimankar	Non-Executive Director	Mansarokar Building, B Wing, Flat No 507, Satya Nagar, Borivali West S.O, Mumbai 400 092.
Sanjay Murarka	Non-Executive Director	Flat No. 7, Krishna Nandan, Natwar Nagar, Road No. 4, Hindu Friends Society Road, Jogeshwari (East), Mumbai 400 060.

14. RELATIONSHIP BETWEEN THE COMPANIES:

The Resulting Company is a wholly owned subsidiary of the Demerged Company. As on the date of approval of the Scheme by the respective Board of Directors of the Companies and as on the date of this notice, the entire share capital of Resulting Company was/is 100% legally and beneficially held by the Demerged Company along with its nominees.

15. BACKGROUND AND RATIONALE OF THE SCHEME:

‘Rationale and Purpose’ as set out in the Scheme is as under:

- (a) The Demerged Company has 2 (two) distinct business segments viz. (i) Consumer Product segment (‘CP’) (which includes appliances, fan and consumer lighting products) and (ii) Engineering Procurement and Construction segment (‘EPC’). The EPC segment primarily focuses on Illumination Business and Power Transmission and Power Distribution Business.

- (b) Illumination Business which is a part of EPC segment is more synergistic to CP segment and its risk and rewards are also aligned to that of CP segment.
- (c) The nature of risk, competition, challenges, opportunities and business methods for the Power Transmission and Power Distribution Business (as defined hereinafter) is separate and distinct from the Remaining Business (as defined hereinafter) carried out by the Demerged Company. Further, the way the Power Transmission and Power Distribution Business is required to be handled and managed is not similar to that of the Remaining Business.
- (d) Each of the varied businesses carried out by the Demerged Company have significant potential for growth and profitability and can attract different set of investors, strategic partners, lenders, etc. Therefore, as these businesses approach their next phase of growth, it would be strategically apt to segregate the Power Transmission and Power Distribution Business from the Remaining Business.
- (e) The segregation shall enable them to move forward independently, with greater focus and specialization, building on their respective capabilities and their strong brand presence. It will also help to channelize resources required for all the businesses to focus on the growing businesses and attracting right talent and providing enhanced growth opportunities to existing talent in line with a sharper strategic focus on each business segment under separate entities.
- (f) The Scheme will also enable the Demerged Company and the Resulting Company to focus and enhance its respective businesses by streamlining operations and its management structure ensuring better and more efficient management control.
- (g) Bifurcation of these businesses will enable unlocking value of each vertical thereby paving way for focused growth with a view to create significant stakeholder value and at the same time allow investors to allocate their portfolio into separate entities, focused on the distinct entities. Further, it will enable independent and distinct capital allocation approach and balance sheet management based on the distinct needs of each business.
- (h) Thus, the demerger would help in achieving the desired operating structure and shall inter-alia have following benefits:
 - (i) Create sector focused companies;
 - (ii) Streamline the management structure;
 - (iii) Unlock value for shareholders;
 - (iv) Ring-fence businesses from each other; and
 - (v) Better risk management.

16. SALIENT FEATURES OF THE SCHEME:

16.1. This Scheme provides for the demerger of the Demerged Undertaking of the Demerged Company and vesting the same into the Resulting Company with effect from the Appointed Date pursuant to Sections 230 to 232 and other relevant provisions of the Act, and various other matters consequential to or otherwise connected with the above in the manner provided for in the Scheme.

16.2. The Demerged Company and Resulting Company have made/shall make application(s) and/or petition(s) under Sections 230-232 of the Act, and other applicable provisions of the Act to the jurisdictional NCLT, as the case may be, for sanction of the Scheme and all matters ancillary or incidental thereto.

16.3. Appointed Date, Effective Date, and Record Date:-

16.3.1. Clause 1.2 of Part A of the Scheme defines "Appointed Date" as "opening of business hours on 1st day of April 2022."

16.3.2. Clause 1.8 of Part A of the Scheme defines "Effective Date" as "the day on which last of the conditions specified in Clause 24.1 (Conditionality of the Scheme / Conditions Precedent) of this Scheme are complied with or otherwise duly waived. References in this Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme being effective" or "upon the Scheme becoming effective" or "the Scheme becoming effective" shall mean the Effective Date."

- 16.3.3. Clause 1.20 of Part A of the Scheme defines “Record Date” as “the date fixed by the Board of Directors or a committee thereof of the Resulting Company for the purpose of determining the shareholders of the Demerged Company to whom New Equity Shares will be allotted pursuant to the Scheme.”

16.4. Share Exchange Ratio and Other Considerations:-

- 16.4.1. Upon the Scheme becoming effective and in consideration of and subject to the provisions of the Scheme, the Resulting Company shall without any application or deed, issue and allot New Equity Shares of face value of INR 2/- each, credited as fully paid up, to the extent indicated below, to the equity shareholders holding fully paid up equity shares of the Demerged Company and whose name appear in the register of members of the Demerged Company as on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Demerged Company in the following proportion, subject to the Clause 11.4 and Clause 11.5 of the Scheme:

“1 equity share of the face value of INR 2 each fully paid-up of the Resulting Company shall be issued and allotted for every 1 equity share of face value INR 2 each fully paid up held by equity shareholders of the Demerged Company.”

- 16.4.2. The fractional entitlements, if any, shall be aggregated and held by the trust, nominated by the Board of the Resulting Company in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares, as per the Scheme and on such sale, shall pay to the Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon the Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Demerged Company in proportion to their respective fractional entitlements so sold by the trustee.
- 16.4.3. The New Equity Shares to be issued to the shareholders of the Demerged Company as above shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Resulting Company. Further, the New Equity Shares issued shall rank pari passu with the existing equity shares of the Resulting Company in all respects including dividends, if any, that may be declared by the Resulting Company on or after the Scheme becoming effective, as the case may be.
- 16.4.4. The issue and allotment of the New Equity Shares to the shareholders of the Demerged Company as provided in Clause 11 of the Scheme, is an integral part of the Scheme, and shall be deemed to be carried out without requiring any further act on the part of the Resulting Company or its shareholders as if the procedure laid down under Section 62 of the Act and any other applicable provisions of the Act, were duly complied with.
- 16.4.5. The New Equity Shares to be issued and allotted by the Resulting Company to the shareholders of the Demerged Company shall be issued in dematerialized form. All the shareholders who hold shares of the Demerged Company in physical form shall also have the option to receive the equity shares, as the case may be, in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to the Demerged Company and/or its Registrar on or before the Record Date. The shareholders who fail to provide such details shall be issued equity shares in physical form. Notwithstanding the above, if as per Applicable Laws, the Resulting Company is not permitted to issue and allot the new equity shares in physical form and it has still not received the demat account details of such shareholders of the Demerged Company, the Resulting Company shall issue and allot such shares in lieu of the new equity share entitlement of such shareholders, into a Demat Suspense account, which shall be operated by one of the directors of the Resulting Company, duly authorised in this regard, who shall upon receipt of appropriate evidence from such shareholders regarding their entitlements, will transfer from such Demat Suspense account into the individual demat account of such claimant shareholders, such number of shares as may be required in terms of the Scheme.
- 16.4.6. In the event that the Parties restructure their share capital by way of share split / consolidation / issue of bonus shares during the pendency of the Scheme, the share exchange ratio per Clause 11.1 of the Scheme shall be adjusted accordingly to take into account the effect of any such corporate actions.
- 16.4.7. Further, the Resulting Company shall, and to the extent required, take all the necessary steps and approvals required to increase its authorised share capital on or before the Effective Date for issuance of the New Equity Shares as per Clause 11 of the Scheme.

- 16.4.8. New Equity Shares to be issued by the Resulting Company pursuant to Clause 11.1 of the Scheme in respect of such of the equity shares of the Demerged Company which are held in abeyance under the provisions of Section 126 of the Act or otherwise shall, pending allotment or settlement of dispute by order of Court or otherwise, also be kept in abeyance by the Resulting Company.

16.5. Conditionality of the Scheme / Conditions Precedent

- 16.5.1. Unless otherwise decided (or waived) by the relevant Parties, this Scheme is conditional upon and subject to the following:
- Obtaining no-objection from the Stock Exchanges in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as amended from time to time);
 - The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective shareholders and/or creditors, if required, of the Parties, as may be directed by the NCLT or any other Appropriate Authority as may be applicable;
 - the Parties, as the case may be, complying with the provisions of the SEBI Circular, as applicable;
 - The requisite consent, approval or permission of the Appropriate Authority or any other Person, which by Applicable Law or contract, agreement, may be necessary for the effective transfer of business and/or implementation of the Scheme;
 - The sanction of this Scheme by the NCLT under Sections 230 to 232 of the Act, and other applicable provisions, if any of the Act in favour of the Parties; and
 - Requisite form along with Certified or authenticated copy of the Order of the NCLT sanctioning the Scheme being filed with the ROC by the Parties as may be applicable.
- 16.5.2. It is hereby clarified that submission of this Scheme to the NCLT and to the Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, titles or defences that the Demerged Company and the Resulting Company may have under or pursuant to all Applicable Laws.
- 16.5.3. On the approval of this Scheme by the shareholders of the Demerged Company and the Resulting Company and such other classes of Persons of the said Parties, if any, pursuant to Clause 24.1, such shareholders and classes of Persons shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise to the same extent applicable in relation to the Scheme and related matters.

NOTE: THE FEATURES/DETAILS SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME, THE EQUITY SHAREHOLDERS OF THE COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF. THE WORDS AND EXPRESSIONS USED AND NOT DEFINED BUT DEFINED IN THE SCHEME, SHALL HAVE THE SAME MEANINGS RESPECTIVELY ASSIGNED TO THEM IN THE SCHEME.

17. CORPORATE APPROVALS:

The Scheme was approved by the Board of Directors of the Demerged Company and Resulting Company in their respective meetings on February 8, 2022. Names of the directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate in such resolution at the said meetings:

17.1. Demerged Company

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Shekhar Bajaj	Chairman	Yes	-	-
Anuj Poddar	Managing Director & Chief Executive Officer	Yes	-	-
Madhur Bajaj	Non-Executive Non-Independent Director	Yes	-	-
Rajiv Bajaj	Non-Executive Non-Independent Director	N.A.*	N.A.*	N.A.*

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Pooja Bajaj	Non-Executive Non-Independent Director	Yes	-	-
Harsh Vardhan Goenka	Non-Executive Independent Director	Yes	-	-
Shailesh Haribhakti	Non-Executive Independent Director	Yes	-	-
Dr. Indu Shahani	Non-Executive Independent Director	Yes	-	-
Dr. Rajendra Prasad Singh	Non-Executive Independent Director	Yes	-	-
Munish Khetrapal	Non-Executive Independent Director	Yes	-	-

**Did not attend the meeting and taken a leave of absence.*

17.2. Resulting Company

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Shekhar Bajaj	Chairman, Non-Executive Director	Yes	-	-
Samir Shrimankar	Non-Executive Director	Yes	-	-
Sanjay Murarka	Non-Executive Director	Yes	-	-

18. DETAILS OF CAPITAL OR DEBT RESTRUCTURING, IF ANY:

18.1. Immediately with effect from the Effective Date and upon allotment of New Equity Shares by the Resulting Company, the entire pre-demerger paid up equity share capital, as on the Effective Date, of the Resulting Company shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up capital of the Resulting Company to that effect shall stand cancelled and reduced, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to Section 66 of the Act as also any other applicable provisions of the Act. The reduction of the share capital of the Resulting Company shall be effected as an integral part of the Scheme itself, without having to follow the process under Sections 66 of the Act separately and the order of the NCLT sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.

18.2. The Scheme does not involve any debt restructuring.

19. EXTENT OF SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

19.1. Save as otherwise provided in the Scheme, the directors and key managerial personnel (KMP) of BEL and BPL and their respective relatives may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the respective Companies, or to the extent the said directors/KMPs are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that hold shares in any of the Companies. Save as aforesaid, none of the directors, managing director or the manager or KMP of BEL and BPL and their respective relatives have any material interest in the Scheme.

19.2. The details of the present Directors and KMP of BEL and their relatives and their respective shareholdings, if any, in BEL and BPL as on December 31, 2022 are as follows:

Name relatives of the Director/ KMPs or their relatives*	Designation / Category of Director / Relation to the Director	Shares held in BPL	Shares held in BEL
Shekhar Bajaj	Chairman	*1	18,14,639
Anuj Poddar	Managing Director & Chief Executive Officer	*1	-
Madhur Bajaj	Non- Executive Non-Independent Director/ Brother of Mr. Shekhar Bajaj	-	2,00,000

Name relatives of the Director/ KMPs or their relatives*	Designation / Category of Director / Relation to the Director	Shares held in BPL	Shares held in BEL
Rajiv Bajaj	Non- Executive Non-Independent Director	-	-
Pooja Bajaj	Non- Executive Non-Independent Director/ Daughter-in-law of Mr. Shekhar Bajaj	-	15,41,875
Harsh Vardhan Goenka	Non-Executive Independent Director	-	-
Shailesh Haribhakti	Non-Executive Independent Director	-	-
Dr. Indu Shahani	Non-Executive Independent Director	-	-
Dr. Rajendra Prasad Singh	Non-Executive Independent Director	-	-
Munish Khetrpal	Non-Executive Independent Director	-	-
Niraj Bajaj	Brother of Mr. Shekhar Bajaj and Mr. Madhur Bajaj	-	11,30,882
Kiran Bajaj	Wife of Mr. Shekhar Bajaj	-	75,45,224
Geetika Bajaj	Daughter of Mr. Shekhar Bajaj	-	21,60,084
Kumud Bajaj	Wife of Mr. Madhur Bajaj	-	2,00,000
Neelima Bajaj Swamy	Daughter of Mr. Madhur Bajaj	-	2,00,000
Vanraj Bajaj	Son of Ms. Pooja Bajaj and grandson of Mr. Shekhar Bajaj	-	18,43,556
Deepa Bajaj	Wife of Mr. Rajiv Bajaj	-	1,126
Sanjiv Bajaj	Brother of Mr. Rajiv Bajaj	-	4,28,749
Sunaina Kejriwal	Sister of Mr. Rajiv Bajaj	-	12,40,730
Mridula Vishnukumar Poddar	Mother of Mr. Anuj Poddar	-	10
Ajay Nagle	KMP - Company Secretary	*1	9,256
E C Prasad	KMP – Chief Financial Officer	*1	3,000

*Share(s) held as a nominee of Bajaj Electricals Limited.

19.3. The details of the present Directors and KMP of BPL and their relatives and their respective shareholdings, if any, in BEL and BPL as on December 31, 2022 are as follows:

Name relatives of the Director/KMPs or their relatives*	Designation / Category of Director / Relation to the Director	Shares held in BPL	Shares held in BEL
Shekhar Bajaj	Chairman, Non-Executive Director	*1	18,14,639
Samir Shrimankar	Non-Executive Director	-	-
Sanjay Murarka	Non-Executive Director	-	-
Madhur Bajaj	Non- Executive Non-Independent Director/ Brother of Mr. Shekhar Bajaj	-	2,00,000
Pooja Bajaj	Non- Executive Non-Independent Director/ Daughter-in-law of Mr. Shekhar Bajaj	-	15,41,875
Niraj Bajaj	Brother of Mr. Shekhar Bajaj and Mr. Madhur Bajaj	-	11,30,882
Kiran Bajaj	Wife of Mr. Shekhar Bajaj	-	75,45,224
Geetika Bajaj	Daughter of Mr. Shekhar Bajaj	-	21,60,084

Name relatives of the Director/KMPs or their relatives*	Designation / Category of Director / Relation to the Director	Shares held in BPL	Shares held in BEL
Vanraj Bajaj	Son of Ms. Pooja Bajaj and grandson of Mr. Shekhar Bajaj	-	18,43,556

*Share(s) held as a nominee of Bajaj Electricals Limited.

20. **Amounts due to creditors as on September 30, 2022:**

	Demerged Company		Resulting Company	
	Number	Amount in INR	Number	Amount in INR
Secured creditors	-	-	-	-
Unsecured creditors	9,539	1,687,18,97,461.17	5	7,99,927.60

21. **EFFECTS OF THE SCHEME ON VARIOUS PARTIES:**

- 21.1. The Scheme is not expected to have any adverse effects on the KMPs, Directors, Promoters, Non-Promoter Members, Depositors, Creditors and Employees of the Companies, wherever relevant. The Companies do not have any Depositors, Debenture holder(s)/trustee(s), and Secured Creditors.
- 21.2. The rights and interests of Unsecured Creditors of either of the Companies, if any, will not be prejudicially affected by the Scheme as no compromise, sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner and post the Scheme, the Companies will be able to meet their respective liabilities as they arise in the ordinary course of business.
- 21.3. The Audited Accounts of the Demerged Company for the year ended March 31, 2022, and the Unaudited or Management Certified Accounting Statements of the Companies for the period ended September 30, 2022 indicate that the Companies would be in solvent positions and would be able to meet their respective liabilities as they arise in the course of business. There is no likelihood that any creditors of the Companies would lose or be prejudiced as a result of this Scheme being passed since no compromise, sacrifice or waiver is at all called for from them nor are their rights sought to be adversely modified in any manner. Hence, the Scheme will not cast any additional burden on the shareholders or creditors of the Companies, nor will it adversely affect the interest of any of the shareholders or creditors.
- 21.4. Except to the extent of the shares held by the Directors and KMPs and their respective relatives stated under paragraph 19 above, none of Directors and KMPs of the Companies and/or their respective relatives is/are in any way connected or interested in the aforesaid resolution.
- 21.5. As far as the employees of the Companies are concerned there would not be any change in their terms of employment on account of the Scheme. Employees of the Company transferred pursuant to the Scheme to the Resulting Company will be governed as per clause 9 of the Scheme. Further, no change in the Board of Directors of the Company is envisaged on account of the Scheme.
- 21.6. There will be no adverse effect on account of the Scheme as far as the depositors, employees, and creditors of the Companies are concerned.
- 21.7. In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Demerged Company and Resulting Company, in their respective meetings held on February 8, 2022 have adopted a report, inter-alia, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders amongst others. Copy of the reports adopted by the respective Board of Directors of the Demerged Company and Resulting Company are enclosed as **Annexure F-1** to **F-2**.
22. Unaudited (Standalone and Consolidated) Financial Results of the Demerged Company as on September 30, 2022 are enclosed herewith as **Annexure G-1** and forms part of this Statement, and Unaudited (Standalone) Financial Statements of the Resulting Company as on September 30, 2022 are enclosed herewith as **Annexure G-2** and forms part of this Statement.
23. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the Company, its promoters and directors, are enclosed herewith as **Annexure H** and forms part of this Statement.

24. Details of indicative list of Assets & Liabilities which are being transferred as a part of the Demerged Undertaking, the details of indicative list of Assets & Liabilities of Resulting Company, and the rationale for arriving at the share entitlement ratio, are enclosed herewith as **Annexure I** and forms part of this Statement.

25. PRE AND POST SCHEME CAPITAL STRUCTURE

25.1. The Pre-Scheme capital structure of the Demerged Company is mentioned in Paragraph 13.1(i) above. Post-Scheme, there will be no change in the capital structure of the Demerged Company.

25.2. The Pre-Scheme capital structure of the Resulting Company is mentioned in Paragraph 13.2(i) above. Post-Scheme, issued, subscribed and paid-up capital structure of the Resulting Company will mirror to the shareholding of the Demerged Company and Resulting Company shall, and to the extent required, take all the necessary steps and approvals required to increase its authorised share capital on or before the Effective Date for issuance of the New Equity Shares pursuant to the Scheme.

25.3. Pre- and post-Scheme (indicative) shareholding pattern of the Demerged Company and Resulting Company are collectively enclosed herewith as an **Annexure J** and forms part of this Statement.

26. The applicable information of the Resulting Company in the format specified for the abridged prospectus as provided in Part E of the Schedule VI of the Securities Exchange Board of India (Issue of Capital and Disclosures Requirement), 2018 is enclosed herewith as **Annexure K** and forms part of this Statement.

27. DETAILS OF APPROVAL FROM REGULATORY AUTHORITIES

A copy of the Scheme along with the necessary statement under Section 230 read with Rules 6 and 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, is also being forwarded to the Registrar of Companies and other regulatory authorities, in terms of the Order. The copies of the resolutions passed by the Board of Directors of the Companies approving the Scheme were filed by the Companies with the Registrar of Companies, Mumbai. The Stock Exchanges, vide their Observation Letters, have conveyed their 'no objection' to the Scheme. Further, a copy of the Scheme has been duly filed by the Companies with the Registrar of Companies, in Form GNL-1, on January 17, 2023. The Scheme, if approved by the equity shareholders, will be subject to the subsequent approval of the Hon'ble NCLT.

28. INVESTIGATION OR PROCEEDINGS, IF ANY, PENDING AGAINST THE COMPANY UNDER THE ACT

No investigation proceedings have been instituted or are pending in relation to the Demerged Company and the Resulting Company under Sections 210 to 229 of Chapter XIV of the Act or under the corresponding provisions of the Companies Act, 1956. Further, no proceedings are pending under the Act or under the corresponding provisions of the Companies Act, 1956 against any of the aforementioned Companies.

To the knowledge of the Demerged Company and the Resulting Company, no winding up proceedings have been filed or are pending against them under the Act or the corresponding provisions of the Companies Act, 1956.

29. INSPECTION

The electronic copy of the following documents shall be available for inspection by the equity shareholders of the Company in the investor section of the website of the Company at www.bajajelectricals.com. These documents are also open for inspection by the members at the Registered Office of the Company on all working days from 11.00 a.m. to 5.00 p.m. up to the date of the meeting:

- i. Copy of the said Order;
- ii. Copies of the Memorandum and Articles of Association of the Companies;
- iii. Copy of the Annual Report (containing Audited financial statements) of BEL for the financial year ended March 31, 2022;
- iv. Copy of the Audited financial statements of BPL as at January 31, 2022;
- v. Copies of the Valuation Report and Demerged Undertaking Valuation Report, both issued by Messrs RBSA Valuation Advisors LLP;
- vi. Copy of the Fairness Opinion issued by Dalmia Securities Private Limited, Merchant Bankers;
- vii. Copy of the reports by the Audit Committee and Independent Directors Committee of BEL, both dated February 8, 2022;
- viii. Copies of the respective resolutions passed by the Board of Directors of BEL and BPL approving the Scheme, both dated February 8, 2022;
- ix. Copies of the respective resolutions passed by the Demerged Committee of Board of Directors of BEL and Board of Directors of BPL approving the modified/revised Scheme, both dated December 6, 2022;

- x. Copies of the Statutory Auditor's certificates in relation to accounting treatment dated February 8, 2022, issued by statutory auditors to the Companies;
- xi. Copy of the Abridged Prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, giving applicable information pertaining to BPL;
- xii. Copies of the complaint reports dated March 28, 2022 and March 31, 2022 submitted by BEL to BSE and NSE respectively;
- xiii. Copies of the Observation Letters issued by the Stock Exchanges to BEL;
- xiv. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against BEL, its promoters and directors;
- xv. Details of indicative list of assets and liabilities of Demerged Undertaking and BPL as on the Appointed Date;
- xvi. Copy of the modified/revised Scheme; and
- xvii. Copies of the respective Reports dated February 8, 2022, adopted by the Board of Directors of BEL and BPL, pursuant to the provisions of Section on 232(2)(c) of the Act.

It may be noted that the Companies do not have any material contract or arrangement to the Scheme of arrangement.

30. This statement may be treated as an Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Act read with rule 6 of the Rules. A copy of the Scheme and Explanatory Statement shall be furnished by the Demerged Company to its shareholders, free of charge, within one (1) working day (except Saturdays) on a requisition being so made for the same by the shareholders of the Demerged Company.
31. After the Scheme is approved by the Equity Shareholders of the Demerged Company, it will be subject to the approval/sanction by the Hon'ble NCLT.
32. Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommend the Scheme for approval of the shareholders.
33. The Directors and KMPs, as applicable, of the Company and of the Resulting Company, and their relatives do not have any concern or interest, financially or otherwise, in the Scheme except as shareholders in general.

Sd/-
Shekhar Bajaj
(DIN: 00089358)
Chairman appointed for the Meeting

Place: Mumbai
Date: January 18, 2023
Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001, Maharashtra.

SCHEME OF ARRANGEMENT

BETWEEN

**BAJAJ ELECTRICALS LIMITED
("DEMERGED COMPANY" or "BEL")**

AND

**BAJEL PROJECTS LIMITED
("RESULTING COMPANY" or "BPL")**

AND

THEIR RESPECTIVE SHAREHOLDERS

**(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF
THE COMPANIES ACT, 2013)**

I. PREAMBLE AND OVERVIEW OF THE SCHEME

1. This Scheme of Arrangement ("**Scheme**" or "**this Scheme**", as more particularly defined hereinafter) is presented under Sections 230 to 232 and other applicable provisions of the Act (as defined below) read with Section 2(19AA) and other applicable provisions of the Income Tax Act, 1961, including the rules and regulations issued thereunder, as may be applicable, between Bajaj Electricals Limited ("**Demerged Company**" or "**BEL**") and Bajel Projects Limited ("**Resulting Company**" or "**BPL**") and their respective shareholders.
2. This Scheme provides for the following:
 - (i) the transfer by way of a demerger of the Demerged Undertaking (as more particularly defined hereinafter) of the Demerged Company into the Resulting Company on a going concern basis and the consequent issue of New Equity Shares (as defined below) by the Resulting Company to the shareholders of the Demerged Company; and
 - (ii) various other matters consequential or otherwise integrally connected herewith.

II. BACKGROUND AND DESCRIPTION OF THE COMPANIES

1. BEL is a public listed company incorporated on July 14, 1938 under the provisions of the Indian Companies Act, 1913, and deemed to exist within the purview of the Act, with the Corporate Identification Number L31500MH1938PLC009887. Its registered office is situated at 45/47, Veer Nariman Road, Mumbai 400001. BEL is engaged in (a) Consumer Product segment ('CP') (which includes appliances, fan and consumer lighting products) and (b) Engineering Procurement and Construction segment ('EPC'). EPC segment primarily focuses on Illumination Business and Power Transmission and Power Distribution Business. The EPC segment comprises of providing solutions that include design, engineering, procurement, construction and project management and managing all aspects of project execution from conceptualizing to commissioning. It also comprises of providing end-to-end EPC solutions or any combination of individual services, depending on customer's needs and market opportunity.

The equity shares of BEL are listed on the Stock Exchanges (defined below).

The Board of Directors of BEL has, at its meeting held on May 25, 2021, approved a Scheme of Merger by Absorption of Starlite Lighting Limited ("**SLL**") with BEL and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Act ("**SLL Merger Scheme**"). BSE Limited and National Stock Exchange of India Limited have given their no observation letter dated October 22, 2021 and October 26, 2021 respectively

and the SLL and BEL are in the process of filing an application with the Tribunal (as defined hereinafter) as on the date of this Scheme being approved by the Board. Pursuant to this on-going SLL Merger Scheme, BEL will be issuing shares to the shareholders of SLL (except to BEL itself) upon the said SLL Merger Scheme being effective (as per the share entitlement ratio provided in the said SLL Merger Scheme). As BEL and SLL are engaged in the same line of business i.e. 'manufacturing and distribution of consumer products, lighting and allied products', this merger of SLL into BEL will lead to greater synergies in CP business/segment of BEL. The SLL Merger Scheme is subject to the necessary statutory and regulatory approvals including the approvals of Hon'ble Tribunal (defined below), the shareholders and creditors of both the companies (i.e. SLL and BEL).

2. BPL is a public company incorporated on January 19, 2022 under the provisions of the Act, with the Corporate Identification Number U31900MH2022PLC375133. Its registered office is situated at 801, Rustomjee Aspiree, Anik Wadala Link Road, Sion East, Mumbai 400022. The main object of the Resulting Company *inter-alia* is to carry out the Power Transmission and Power Distribution Business.

III. RATIONALE OF THE SCHEME

- (a) The Demerged Company has 2 (two) distinct business segments viz. (i) Consumer Product segment ('CP') (which includes appliances, fan and consumer lighting products) and (ii) Engineering Procurement and Construction segment ('EPC'). The EPC segment primarily focuses on Illumination Business and Power Transmission and Power Distribution Business.
- (b) Illumination Business which is a part of EPC segment is more synergistic to CP segment and its risk and rewards are also aligned to that of CP segment.
- (c) The nature of risk, competition, challenges, opportunities and business methods for the Power Transmission and Power Distribution Business (as defined hereinafter) is separate and distinct from the Remaining Business (as defined hereinafter) carried out by the Demerged Company. Further, the way the Power Transmission and Power Distribution Business is required to be handled and managed is not similar to that of the Remaining Business.
- (d) Each of the varied businesses carried out by the Demerged Company have significant potential for growth and profitability and can attract different set of investors, strategic partners, lenders, etc. Therefore, as these businesses approach their next phase of growth, it would be strategically apt to segregate the Power Transmission and Power Distribution Business from the Remaining Business.
- (e) The segregation shall enable them to move forward independently, with greater focus and specialization, building on their respective capabilities and their strong brand presence. It will also help to channelize resources required for all the businesses to focus on the growing businesses and attracting right talent and providing enhanced growth opportunities to existing talent in line with a sharper strategic focus on each business segment under separate entities.
- (f) The Scheme will also enable the Demerged Company and the Resulting Company to focus and enhance its respective businesses by streamlining operations and its management structure ensuring better and more efficient management control.
- (g) Bifurcation of these businesses will enable unlocking value of each vertical thereby paving way for focused growth with a view to create significant stakeholder value and at the same time allow investors to allocate their portfolio into separate entities, focused on the distinct entities. Further, it will enable independent and distinct capital allocation approach and balance sheet management based on the distinct needs of each business.
- (h) Thus, the demerger would help in achieving the desired operating structure and shall *inter-alia* have following benefits:
 - (i) Create sector focused companies;
 - (ii) Streamline the management structure;

- (iii) Unlock value for shareholders;
- (iv) Ring-fence businesses from each other; and
- (v) Better risk management.

IV. PARTS OF THE SCHEME

This Scheme is divided into the following parts:

- Part A** - Deals with Definitions, Interpretation and Share Capital;
- Part B** - Deals with demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company;
- Part C** - Deals with the general terms and conditions applicable to this Scheme.

V. TREATMENT OF THE SCHEME FOR THE PURPOSES OF INCOME TAX ACT, 1961

The provisions of this Scheme have been drawn up to comply with the conditions relating to "Demerger" (as applicable) as defined under Section 2(19AA) read with other applicable provisions of the Income Tax Act, 1961. If, at a later date, any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(19AA) of the Income Tax Act, 1961, including as a result of an amendment of law or enactment of new legislation or any other reason whatsoever, the provisions of Section 2(19AA) of the Income Tax Act, 1961, or corresponding provisions of any amended or newly enacted law, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income Tax Act, 1961 or such newly enacted law or new legislation. Such modifications will, however, not affect the other provisions of the Scheme.

VI. NO ARRANGEMENT WITH CREDITORS

The Scheme in no way, is a scheme of compromise or arrangement with the creditors and is not, in any way, adversely affecting the rights of the creditors because the aggregate assets of the Demerged Company and the Resulting Company are more than sufficient to meet the liabilities of the respective creditors in full. The present Scheme is not a scheme of corporate debt restructuring as envisaged under Section 230(2)(c) of the Act or a scheme of compromise or arrangement with creditors.

PART A

DEFINITIONS, INTERPRETATION AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context thereof, (i) capitalised terms defined by inclusion in quotations and/or parenthesis have the meanings so ascribed; (ii) subject to (iii) hereinafter, all terms and words not defined in this Scheme shall have the same meaning ascribed to them under Applicable Laws; and (iii) the following expressions shall have the meanings respectively assigned against them:

- 1.1 **"Act"** means the Companies Act, 2013 and the rules and regulations made thereunder as the case may be, and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force;
- 1.2 **"Appointed Date"** means opening of business hours on 1st day of April, 2022;
- 1.3 **"Applicable Law"** means any applicable central, provincial, local or other law including all applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, court, tribunal having jurisdiction over the Parties; (b) Permits; and (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having

jurisdiction over the Parties and shall include, without limitation, the listing agreement executed with the Stock Exchanges;

1.4 **“Appropriate Authority”** means:

1.4.1 the government of any jurisdiction (including any central, state, provincial, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, central bank, commission or other authority thereof;

1.4.2 any public international organisation or supranational body and its institutions, departments, agencies and instrumentalities;

1.4.3 any governmental, quasi-governmental or private body or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing or other governmental or quasi-governmental authority including (without limitation) SEBI and NCLT;

1.4.4 Stock Exchanges;

1.4.5 Such other sectoral regulators or authorities as may be applicable.

1.5 **“Board of Directors” or “Board”** means the Board of Directors of the Demerged Company or of the Resulting Company as the context may require and shall, unless it be repugnant to the context or otherwise, include a duly constituted committee of directors or any person(s) authorised by the Board of Directors or such committee of directors;

1.6 **“Demerged Company”** means Bajaj Electricals Limited (Corporate Identification Number: L31500MH1938PLC009887), a public limited company incorporated under the Indian Companies Act, 1913 and deemed to exist within the purview of the Act and having its registered office at 45/47, Veer Nariman Road, Mumbai 400001;

1.7 **“Demerged Undertaking”** means the entire PT PD Business, undertakings, activities and operations of the Demerged Company as identified by the Board of Directors of the Demerged Company, with all properties, assets, technical experience and credentials, including for power transmission and power distribution projects and tower manufacturing, pre-qualifications, rights and powers and all debts, liabilities, duties and obligations, litigations, working capital (including all inventories), whether tangible or intangible, and such other ventures and shall include ancillary and support services in relation to the same, to be transferred to the Resulting Company as a going concern with effect from the Appointed Date, and shall include (without limitation):

1.7.1 all the movable and immovable properties (including plant located at RU1 – Plot No. B-7 & RU2 – Plot No. B-29, Village Dhoksangvi, MIDC Ranjangaon, Taluka Shirur, District Pune 412209 and office premises at 801, Rustomjee Aspiree Anik, Wadala Link Road, Sion East, Mumbai 400022), tangible or intangible, investments, plant and machinery, electrical installations, equipment, furniture, fixtures, vehicles, stocks and inventory, leasehold assets and other properties, real, corporeal and incorporeal, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, assets, pertaining to the PT PD Business including cash in hand, amounts lying in the banks, escrow accounts, claims, powers, authorities, allotments, approvals, consents, letters of intent, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, advantages, freehold, leasehold rights, brands, sub-letting tenancy rights, leave and license permissions, no objection certificates, goodwill, other intangibles, registration, approvals, Permits, authorisations, trademarks, trade names, patents, patent rights, copyrights, and other industrial and intellectual properties and credential and rights of any nature whatsoever including know-how, websites, portals, domain names, or any applications for the above, assignments and grants in respect thereof, import quotas and other quota rights, right to use and avail of services of every kind, nature and description

whatsoever, provisions, funds, and benefits (including all work-in progress), of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, semi-government, local authorities or any other Person including customers, contractors or other counter parties, etc., all earnest monies and/or deposits, privileges, liberties, easements, advantages, benefits, exemptions, licenses, privileges and approvals of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Demerged Company in relation to and pertaining to the PT PD Business;

- 1.7.2 all other interests or rights (including claim, arbitration awards, etc.) or, accumulated experience or performance qualifications including financial, technical, manufacturing and other qualifications, in or arising out of relating to the PT PD Business together with all respective powers, interests, charges, privileges, benefits, entitlements, building plans, drawings (including approvals obtained for such drawings or pending applications for approvals), approved tenders, past experience and credentials, business track record, brands and trademarks, patents, copyrights, other intellectual property rights, industrial and other registrations, licenses, quotas, subsidies, grants, powers and facilities of every kind, nature and descriptions whatsoever, income tax (including advance tax, self-assessment tax, regular assessment tax, tax deducted at source) paid by Demerged Company pertaining to PT PD Business, unutilized credits relating to excise duties, sales tax, service tax, VAT, GST or any other Taxes by whatever name called belonging to PT PD Business, tax benefits and other claims and powers, rights to use and avail of telephones, facsimile connections and other communication facilities, connections, installations and equipment, utilities, email, internet and leased lines, utilities, electricity, water and other services, and all other interests in connection with or relating to the PT PD Business;
- 1.7.3 right to use the work experience, credential, qualifications, capabilities, legacies and track record with Government/Non-Government agencies/bodies, contracts with clients and with vendors (including technical parameters, past performance, track record, financials etc.) of the Demerged Company, whether or not pertaining to the PT PD Business, acquired by reason of the completion of various projects and works, certificates of completion of projects or works issued by the clients and the right to use all these for qualifying for any tender or project that may be issued at any time;
- 1.7.4 all receivables, loans and advances, including accrued interest thereon, all advance payments, earnest monies and/or security deposits, payment against warrants, if any, or other entitlements of the Demerged Company in relation to and pertaining to the PT PD Business;
- 1.7.5 all the debts, liabilities, duties and obligations, funded and non-funded facilities, bank guarantees, performance guarantees, corporate guarantees, letters of credit including contingent liabilities of the Demerged Company in relation to and pertaining to the PT PD Business after following the due process prescribed by lenders/ Persons wherever required;
- 1.7.6 all contracts (including vendor contracts, lease contracts, customer contracts of every nature and revenue and receipts associated therewith), agreements, entitlements, pre-qualifications, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertaking, memoranda of agreements, memoranda of agreed points, bids, tenders, tariff orders, open order book(s), expression of interest, letter of intent, hire purchase agreements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, insurance covers and claims and clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder in relation to and pertaining to the PT PD Business;
- 1.7.7 all civil, legal or other litigations and proceedings in relation to the PT PD Business;
- 1.7.8 all books, records, files, papers, engineering and process information, records of standard operating

procedures, computer programs/ software along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, in connection with or relating to the PT PD Business; and

1.7.9 all Transferring Employees, provided that the Demerged Undertaking shall exclude the Illumination Business.

It is clarified that any question as to whether or not a specified asset or liability pertains to the Demerged Undertaking or arises out of the activities or operations of Demerged Undertaking shall be decided by the Demerged Company.

- 1.8 **“Effective Date”** means the day on which last of the conditions specified in Clause 24.1 (Conditionality of the Scheme / Conditions Precedent) of this Scheme are complied with or otherwise duly waived. References in this Scheme to the date of **“coming into effect of this Scheme”** or **“upon the Scheme being effective”** or **“upon the Scheme becoming effective”** or **“the Scheme becoming effective”** shall mean the Effective Date;
- 1.9 **“Encumbrance”** means (i) any charge, lien (statutory or other), or mortgage, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any Person; (ii) pre-emption right, option, right to acquire, right to set off or other third party right or claim of any kind, including any restriction on use, voting, selling, assigning, pledging, hypothecating, or creating a security interest in, place in trust (voting or otherwise), receipt of income or exercise; or (iii) any equity, assignments, hypothecation, title retention, restriction, power of sale or other type of preferential arrangements; or (iv) any agreement to create any of the above; and the terms **“Encumber”** or **“Encumbrances”** shall be construed accordingly;
- 1.10 **“ESOP Plans”** means employee stock option plan 2011 and employee stock option plan 2015 of the Demerged Company;
- 1.11 **“Illumination Business”** means the illumination division of the EPC segment comprising of providing complete lighting solutions for street lights, for all class of streets, area/façade lighting, landscape lighting coupled with sustainable solar solutions, smart poles which are integrated with multiple applications, populated on a single dashboard for easy access and maintenance for the city supervisors. This division also undertakes special lighting projects such as at power plants, stadiums, smart cities and city beautification in the form of architectural lighting.
- 1.12 **“INR”** means Indian Rupee, the lawful currency of the Republic of India;
- 1.13 **“New Equity Shares”** means the equity shares of the Resulting Company issued and allotted pursuant to the Scheme;
- 1.14 **“NCLT”** or **“Tribunal”** means the relevant bench of the Hon’ble National Company Law Tribunal having jurisdiction over BEL and BPL or any other competent authority as constituted and authorized as per the provisions of the Act for approving any scheme of arrangement, compromise or reconstruction of companies under Sections 230 to 232 and other applicable provisions of the Act;
- 1.15 **“Options”** shall mean the stock options granted by BEL as per the ESOP Plans of BEL;
- 1.16 **“Parties”** shall mean collectively the Demerged Company and the Resulting Company and **“Party”** shall mean each of them, individually;
- 1.17 **“Permits”** means all consents, licences, permits, permissions, authorisations, rights, clarifications, approvals, clearances, confirmations, declarations, waivers, exemptions, registrations, filings, whether governmental, statutory, regulatory under Applicable Law;

- 1.18 **“Person”** means an individual, a partnership, a corporation, a limited liability partnership, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization or an Appropriate Authority;
- 1.19 **“Power Transmission and Power Distribution Business” or “PT PD Business”** means all business and related ventures of the EPC segment, comprising of providing solutions that include design, engineering, procurement, construction and project management and managing all aspects of project execution from conceptualizing to commissioning and providing end-to-end EPC solutions or any combination of individual services, depending on customer’s needs and market opportunity and excludes the Illumination Business;
- 1.20 **“Record Date”** means the date fixed by the Board of Directors or a committee thereof of the Resulting Company for the purpose of determining the shareholders of the Demerged Company to whom New Equity Shares will be allotted pursuant to the Scheme;
- 1.21 **“Remaining Business”** means all the business, units, divisions, undertakings and assets and liabilities of the Demerged Company other than those forming part of the Demerged Undertaking, and includes the Illumination Business and the business of the CP segment;
- 1.22 **“Resulting Company”** means Bajel Projects Limited (Corporate Identification Number: U31900MH2022PLC375133), a public limited company incorporated under the Companies Act, 2013, having its registered office at 801, Rustomjee Aspiree, Anik Wadala Link Road, Sion East, Mumbai 400022;
- 1.23 **“RoC”** means the relevant Registrar of Companies having jurisdiction over the Parties, as the case may be;
- 1.24 **“Scheme” or “this Scheme”** means this scheme of arrangement in its present form or with any modification(s) made under Clause 23 of this Scheme as approved or directed by the Appropriate Authority;
- 1.25 **“SEBI”** means the Securities and Exchange Board of India, established under the Securities and Exchange Board of India Act, 1992;
- 1.26 **“SEBI Circular”** shall mean the circular issued by the SEBI, being Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, and any amendments thereof, modifications issued pursuant to regulations 11, 37 and 94 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015;
- 1.27 **“Stock Exchanges”** means BSE Limited and the National Stock Exchange of India Limited, collectively;
- 1.28 **“Taxation” or “Tax” or “Taxes”** means all forms of taxes and statutory, governmental, state, provincial, international, local governmental or municipal impositions, duties, contributions and levies and whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value or otherwise and shall further include payments in respect of or on account of Tax, whether by way of deduction at source, advance tax, minimum alternate tax or otherwise or attributable directly or primarily to the Demerged Company or the Resulting Company or any other Person and all penalties, charges, costs and interest relating thereto;
- 1.29 **“Transferring Employees”** means (i) all the employees of the PT PD Business as on the Effective Date and (ii) such other employees as identified by the Demerged Company as on the Effective Date.

2. INTERPRETATION

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Income-tax Act, 1961, the Securities Contract (Regulation) Act, 1956, the Depositories Act, 1996 or other Applicable Laws, rules, regulations, bye-laws, as the case may be, or any statutory modification or re-enactment thereof from time to time.

In this Scheme, unless the context otherwise requires:

- words denoting singular shall include plural and vice versa;
- headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation;
- references to the word “include” or “including” shall be construed without limitation;
- a reference to an article, clause, section, paragraph or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph or schedule of this Scheme;
- unless otherwise defined, the reference to the word “days” shall mean calendar days;
- references to dates and times shall be construed to be references to Indian dates and times;
- reference to a document includes an amendment or supplement to, or replacement or novation of, that document; and
- word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them.

3. DATE OF TAKING EFFECT

The Scheme in its present form or with any modification(s) approved or directed by the NCLT or any amendment(s) made under Clause 23 of this Scheme shall be deemed to be effective from the Appointed Date but shall be operative from the Effective Date.

4. SHARE CAPITAL

- 4.1 The authorised, issued, subscribed and paid-up share capital of the Demerged Company as on December 31, 2021 is as under:

Share Capital	Amount (in INR)
Authorised Capital	
20,00,00,000 Equity Shares of INR 2/- each	40,00,00,000
TOTAL	40,00,00,000
Issued, Subscribed and Paid-up Share Capital	
11,48,13,829 Equity Shares of INR 2/- each fully paid up	22,96,27,658
TOTAL	22,96,27,658

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up capital of the Demerged Company.

- 4.2 The authorised, issued, subscribed and paid-up share capital of the Resulting Company as on January 31, 2022 is as under:

Share Capital	Amount (in INR)
Authorised Capital	
50,00,000 Equity Shares of INR 2/- each	1,00,00,000
TOTAL	1,00,00,000
Issued, Subscribed and Paid-up Share Capital	
25,00,000 Equity Shares of INR 2/- each fully paid up	50,00,000
TOTAL	50,00,000

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid-up capital of the Resulting Company. As on the date of approval of the Scheme by the Board of Directors, the entire share capital of the Resulting Company is 100% legally and beneficially held by the Demerged Company along with its nominees.

- 4.3 The Demerged Company has outstanding employee stock options under the ESOP Plans, the exercise of which

may result in an increase in the issued and paid-up share capital of the Demerged Company.

- 4.4 The Demerged Company may, from time to time, in accordance with the Act, rules and regulations framed by the SEBI including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other Applicable Laws, issue securities to any persons (including by way of a rights issue, preferential allotment or bonus issue).

PART B

DEMERGER OF THE DEMERGED UNDERTAKING FROM THE DEMERGED COMPANY INTO THE RESULTING COMPANY

5. TRANSFER AND VESTING OF THE DEMERGED UNDERTAKING

- 5.1 Upon the Scheme becoming effective and with effect from the opening of business hours of the Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Act, the whole of the Demerged Undertaking of the Demerged Company shall stand demerged in the Resulting Company on a going concern basis and all assets, liabilities, contracts, arrangements, Transferring Employees, Permits, licenses, records, no objection certificates, approvals, credentials, litigations, etc. of the Demerged Undertaking shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company, so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, Permits, licences, records, approvals, etc. of the Resulting Company by virtue of, and in the manner provided in this Scheme.
- 5.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date:
- 5.2.1 with respect to the assets of the Demerged Undertaking that are movable in nature or are otherwise capable of being transferred by manual delivery or by paying over or endorsement and/or delivery, the same may be so transferred by the Demerged Company by operation of law without any further act or execution of an instrument with the intent of vesting such assets with the Resulting Company as on the Appointed Date.
- 5.2.2 with respect to the assets of the Demerged Undertaking, other than those referred to in Clause 5.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), contracts, investment in shares of any body corporate (excluding investments in SLL, Nirlep Appliances Private Limited and Hind Lamps Limited), fixed deposits, mutual funds, bonds and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, earnest moneys and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, whether or not the same is held in the name of the Demerged Company, shall, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in the Resulting Company, with effect from the Appointed Date by operation of law as transmission, as the case may be, in favour of the Resulting Company. It is clarified that all agreements with customer, agreements with SEBI, agreement with banks/funds, vendor agreements, software or third party licenses, statutory and regulatory permissions, environmental approvals and consents, registrations or other licenses and power of attorneys would get transferred to and vested in the Resulting Company, with effect from the Appointed Date by operation of law as transmission, as the case may be, in favour of the Resulting Company and shall have been deemed to have been entered into by the Resulting Company with such respective parties.
- 5.2.3 without prejudice to the aforesaid, all the immovable property whether or not included in the books of the Demerged Company pertaining to the Demerged Undertaking, whether freehold or leasehold (including but not limited to any other document of title, rights, interest and easements in relation thereto, and any shares in cooperative housing societies associated with such immoveable property) shall stand transferred to and be vested in the Resulting Company, with effect from the Appointed Date,

without any act or deed to be done or executed by the Demerged Company and/or the Resulting Company. With regard to the licenses of the properties, the Resulting Company will enter into novation agreements, if it is so required.

- 5.2.4 all debts, liabilities, duties and obligations (debentures, bonds, notes and other debt securities), bank guarantees, performance guarantees, corporate guarantees, letters of credit including contingent liabilities of the Demerged Company in relation to and pertaining to the Demerged Undertaking shall, without any further act, instrument or deed or wherever required after following the due process prescribed by lenders/ Persons, be transferred to, and vested in, and/ or deemed to have been transferred to, and vested in, the Resulting Company, so as to become on and from the Appointed Date, the debts, liabilities, duties and obligations of the Resulting Company on the same terms and conditions as were applicable to the Demerged Company, and it shall not be necessary to obtain the consent of any Person who is a party to contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 5.
- 5.2.5 all the brands and trademarks pertaining to the Demerged Undertaking including registered and unregistered trademarks along with all rights of commercial nature including attached goodwill, title, interest, labels and brand registrations, copyrights, trademarks and all such other industrial and intellectual property rights of whatsoever nature pertaining to Demerged Undertaking shall be transferred to the Resulting Company, with effect from the Appointed Date. The Resulting Company shall take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of the Resulting Company.
- 5.2.6 The vesting of the Demerged Undertaking, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, in respect of any financing, borrowings and/or debts pertaining to the Demerged Undertaking which shall be transferred to the Resulting Company, provided however that such Encumbrances shall be confined only to the relevant assets of the Demerged Undertaking or part thereof on or over which they are subsisting on and no such Encumbrances shall extend over or apply to any other asset(s) of the Resulting Company. Any reference in any security documents or arrangements (to which the Demerged Company is a party) related to any assets of the Demerged Undertaking shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Resulting Company. Similarly, the Resulting Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of/to be availed of by it, and the Encumbrances in respect of such indebtedness of the Resulting Company shall not automatically extend or be deemed to extend or apply to the assets so vested.
- 5.2.7 Upon the Scheme being effective, the work experience, qualifications, capabilities, legacies and track record with Government/Non-Government agencies/bodies, contracts with clients and with vendors (including technical parameters, past performance, track record, financials, etc.) of the Demerged Company acquired by reason of the completion of various projects and works pertaining to the Demerged Undertaking and certificates of completion of projects or works pertaining to the Demerged Undertaking issued by the clients of the Demerged Company shall be deemed to be part of and belonging to the Resulting Company and shall for all purposes be regarded as the work experience, credentials and qualification, capabilities and legacies (including technical parameters, past performance, track record, financials etc.) and certificates of completion of the Resulting Company.
- 5.2.8 On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company pertaining to the Demerged Undertaking, if any, has been replaced with that of the Resulting Company, the Resulting Company shall be entitled to maintain and operate the bank accounts of the Demerged Undertaking in the name of the Demerged Company and for such time as may be determined to be necessary by the Resulting Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company and pertaining to the Demerged Undertaking after the Effective Date shall be accepted by the bankers of the

Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company.

5.2.9 Without prejudice to the foregoing provisions of this Scheme, the Demerged Company and/or the Resulting Company shall be entitled to apply to the Appropriate Authorities as are necessary under any law for such consents, approvals and sanctions which the Resulting Company may require and execute any and all instruments or documents and do all the acts and deeds as may be required, including filing of necessary particulars and/or modification(s) of charge, with the concerned RoC or filing of necessary applications, notices, intimations or letters with any Appropriate Authority or Person, to give effect to the above provisions. Additionally, at the election of the Demerged Company and the Resulting Company, immovable properties forming a part of the Demerged Undertaking may be assigned, not by virtue of this Scheme, but by way of separate deeds of conveyance, so as to give effect to the above provisions of the Scheme.

6. PERMITS

6.1 With effect from the Appointed Date, all the Permits held or availed of by, and all rights and benefits that have accrued to, the Demerged Company pertaining to the Demerged Undertaking, pursuant to the provisions of Sections 230 to 232 of the Act, shall be transferred to and vested in the Resulting Company and the concerned licensor and grantors of such Permits shall endorse where necessary, and record the Resulting Company on such Permits so as to empower and facilitate the approval and vesting of the Demerged Undertaking in the Resulting Company and continuation of operations pertaining to the Demerged Undertaking in the Resulting Company without any hindrance, and shall stand transferred to and vested in or be deemed to have been transferred to, and vested in, and be available to, the Resulting Company so as to become as and from the Appointed Date, the Permits, estates, assets, rights, title, interests and authorities of the Resulting Company and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible in Applicable Laws.

6.2 Upon the Effective Date and until the Permits are transferred, vested, recorded, effected, and/or perfected, in the record of the Appropriate Authority, in favour of the Resulting Company, the Resulting Company is authorized to carry on business in the name and style of the Demerged Company, and under the relevant license and/or permit and/or approval, as the case may be, and the Resulting Company shall keep a record and/or account of such transactions.

7. CONTRACTS, DEEDS, APPROVALS, EXEMPTIONS, ETC.

7.1 Subject to the other provisions of the Scheme, all contracts, guarantees, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature in relation to the Demerged Undertaking, to which the Demerged Company is a party and which is subsisting or having effect on or immediately before the Appointed Date shall remain in full force and effect against or in favour of the Resulting Company and shall be binding on and be enforceable by and against the Resulting Company as fully and effectually as if the Resulting Company had at all material times been a party or beneficiary or obligee thereto. The Resulting Company will, if required, enter into a novation agreement, sub-contracting agreement, deeds, writings or confirmations in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above and, if required, cause such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above to be formally taken on record/ recognised by the Appropriate Authorities.

7.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Demerged Undertaking of the Demerged Company occurs by virtue of this Scheme, the Demerged Company and/or the Resulting Company may, at any time in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Demerged Company is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme. The Resulting Company shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Company, to carry out or perform all such formalities

or compliances referred to above on the part of the Demerged Company pertaining to Demerged Undertaking.

- 7.3 On and from the Effective Date, and thereafter, the Resulting Company shall be entitled to enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of the Demerged Company, in relation to or in connection with the Demerged Undertaking, in the name of the Resulting Company in so far as may be necessary until the transfer of rights and obligations of the Demerged Undertaking to the Resulting Company under this Scheme have been given effect to under such contracts and transactions.
- 7.4 In an event where any contracts, agreements, arrangements and other instruments of whatsoever nature pertaining to the Demerged Undertaking are not transferrable for any reasons, the Demerged Company shall sub-contract such contracts to the Resulting Company by entering into applicable agreements/ deeds as per the Applicable Law. In such cases, the Resulting Company, if required shall indemnify the Demerged Company for any risks or loss or reward associated with such contracts sub-contracted. Further, if any contracts, agreements, arrangements and other instruments of whatsoever nature pertaining to the Demerged Undertaking are not transferrable for any reasons and cannot be sub-contracted to the Resulting Company then, the Resulting Company shall allow the Demerged Company the right to use such performance qualifications, technical experience and credentials, if required, which will be transferred to the Resulting Company pursuant to this Scheme to complete/ implement only such contracts, agreements, arrangements.

8. LEGAL PROCEEDINGS

- 8.1 Upon the coming into effect of this Scheme, proceedings relating to the Demerged Undertaking shall not abate or be discontinued or be in any way prejudicially affected by reason of this Scheme or by anything contained in this Scheme but shall be continued and be enforced by or against the Resulting Company with effect from the Effective Date in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company.
- 8.2 The Resulting Company: (a) shall be replaced/added as party to such proceedings relating to the Demerged Undertaking; and (b) shall prosecute or defend such proceedings at its own cost and the liability of the Demerged Company shall consequently stand nullified.
- 8.3 It is clarified that except as otherwise provided herein, the Demerged Company shall in no event be responsible or liable in relation to any proceedings relating to the Demerged Undertaking that stand transferred to the Resulting Company.

9. STAFF & EMPLOYEES

- 9.1 Upon the effectiveness of this Scheme, the Resulting Company undertakes to engage, without any interruption in service, all Transferring Employees, on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid Transferring Employees or union representing them. The Resulting Company agrees that the services of all such Transferring Employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said Transferring Employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retirement/terminal benefits and to this effect the accumulated balances, if any, standing to the credit of such Transferring Employees in the existing provident fund, gratuity fund and superannuation fund of which they are members will be transferred to such provident fund, gratuity fund and superannuation funds nominated by the Resulting Company and/ or such new provident fund, gratuity fund and superannuation fund to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, by the Resulting Company. The decision on whether or not Transferring Employee is part of the Demerged Undertaking, be decided by the Demerged Company, and shall be final and binding on all concerned.

- 9.2 Pending the transfer as aforesaid, the provident fund, the gratuity fund and superannuation fund dues of the said Transferring Employees would be continued to be deposited in the existing the provident fund, gratuity fund and superannuation fund respectively of the Demerged Company.
- 9.3 Employee stock options:
- 9.3.1 Upon the Scheme becoming effective, the Resulting Company shall formulate new special purpose employee stock option scheme by adopting the ESOP Plans of the Demerged Company, as modified in accordance with the variations mentioned in this Clause 9.3.
- 9.3.2 With respect to the Options granted by the Demerged Company to the eligible employees of the Demerged Company (irrespective of whether they continue to be employees of the Demerged Company or become employees of the Resulting Company pursuant to this Scheme) under the ESOP Plans; and upon the Scheme becoming effective, the said eligible employees shall be issued 1 (one) stock option by the Resulting Company under the new special purpose employee stock option scheme for every 1 (one) ESOP outstanding as on the Effective Date in the Demerged Company, on terms and conditions similar to the ESOP Plans.
- 9.3.3 The Options granted by the Demerged Company under the ESOP Plans would continue to be held by the eligible employees irrespective of whether they continue to be employees of the Demerged Company or become employees of the Resulting Company. Upon the Scheme becoming effective, the Demerged Company shall, if required, take necessary steps to modify the ESOP Plans in a manner considered appropriate and in accordance with the Applicable Laws, in order to enable the continuance of the same in the hands of the eligible employees who become employees of the Resulting Company, subject to the approval of the Stock Exchanges and the relevant regulatory authorities, if any under Applicable Laws.
- 9.3.4 The existing exercise price of the Options of the Demerged Company shall be modified consequent to which the exercise price of the Options of the Demerged Company shall stand adjusted and the balance of the exercise price shall become the exercise price of the stock options issued by the Resulting Company.
- 9.3.5 The Demerged Company shall undertake applicable procedure for making a fair and reasonable adjustment to the exercise price as mentioned in Clause 9.3.4.
- 9.3.6 While granting stock options, the Resulting Company shall take into account the period during which the employees held Options granted by the Demerged Company prior to the issuance of the stock options by the Resulting Company, for determining of minimum vesting period required for stock options granted by the Resulting Company, subject to Applicable Laws.

10. [***]¹

11. CONSIDERATION

- 11.1 Upon the Scheme becoming effective and in consideration of and subject to the provisions of the Scheme, the Resulting Company shall without any application or deed, issue and allot New Equity Shares of face value of INR 2/- each, credited as fully paid up, to the extent indicated below, to the equity shareholders holding fully paid up equity shares of the Demerged Company and whose name appear in the register of members of the Demerged Company as on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Demerged Company in the following proportion, subject to the Clause 11.4 and Clause 11.5 of the Scheme:

¹Omitted by the Demerger Committee (of the Board of Directors) of Bajaj Electricals Limited and by the Board of Directors of Bajaj Projects Limited at their respective meetings held on December 6, 2022."

“1 equity share of the face value of INR 2 each fully paid-up of the Resulting Company shall be issued and allotted for every 1 equity share of face value INR 2 each fully paid up held by equity shareholders of the Demerged Company.”

- 11.2 The fractional entitlements, if any, shall be aggregated and held by the trust, nominated by the Board of the Resulting Company in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares, as per the Scheme and on such sale, shall pay to the Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon the Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Demerged Company in proportion to their respective fractional entitlements so sold by the trustee.
- 11.3 The New Equity Shares to be issued to the shareholders of the Demerged Company as above shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Resulting Company. Further, the New Equity Shares issued shall rank *pari passu* with the existing equity shares of the Resulting Company in all respects including dividends, if any that may be declared by the Resulting Company on or after the Scheme becoming effective, as the case may be.
- 11.4 The issue and allotment of the New Equity Shares to the shareholders of the Demerged Company as provided in Clause 11 of this Scheme, is an integral part of the Scheme, and shall be deemed to be carried out without requiring any further act on the part of the Resulting Company or its shareholders as if the procedure laid down under Section 62 of the Act and any other applicable provisions of the Act, were duly complied with.
- 11.5 The New Equity Shares to be issued and allotted by the Resulting Company to the shareholders of the Demerged Company shall be issued in dematerialized form. All the shareholders who hold shares of the Demerged Company in physical form shall also have the option to receive the equity shares, as the case may be, in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to the Demerged Company and/or its Registrar on or before the Record Date. The shareholders who fail to provide such details shall be issued equity shares in physical form. Notwithstanding the above, if as per Applicable Laws, the Resulting Company is not permitted to issue and allot the new equity shares in physical form and it has still not received the demat account details of such shareholders of the Demerged Company, the Resulting Company shall issue and allot such shares in lieu of the new equity share entitlement of such shareholders, into a Demat Suspense account, which shall be operated by one of the directors of the Resulting Company, duly authorised in this regard, who shall upon receipt of appropriate evidence from such shareholders regarding their entitlements, will transfer from such Demat Suspense account into the individual demat account of such claimant shareholders, such number of shares as may be required in terms of this Scheme.
- 11.6 In the event that the Parties restructure their share capital by way of share split / consolidation / issue of bonus shares during the pendency of the Scheme, the share exchange ratio per Clause 11.1 shall be adjusted accordingly to take into account the effect of any such corporate actions.
- 11.7 Further, the Resulting Company shall, and to the extent required, take all the necessary steps and approvals required to increase its authorised share capital on or before the Effective Date for issuance of the New Equity Shares as per this Clause 11.
- 11.8 New Equity Shares to be issued by the Resulting Company pursuant to Clause 11.1 above in respect of such of the equity shares of the Demerged Company which are held in abeyance under the provisions of Section 126 of the Act or otherwise shall, pending allotment or settlement of dispute by order of Court or otherwise, also be kept in abeyance by the Resulting Company.

12. REDUCTION AND CANCELLATION OF THE EXISTING EQUITY SHARE CAPITAL OF THE RESULTING COMPANY

- 12.1 Immediately with effect from the Effective Date and upon allotment of New Equity Shares by the Resulting Company, the entire pre-demerger paid up equity share capital, as on the Effective Date, of the Resulting

Company (“**Resulting Company Cancelled Shares**”) shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up capital of the Resulting Company to that effect shall stand cancelled and reduced, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to Section 66 of the Act as also any other applicable provisions of the Act.

- 12.2 The reduction of the share capital of the Resulting Company shall be effected as an integral part of this Scheme itself, without having to follow the process under Sections 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.
- 12.3 On effecting the reduction of the share capital as stated in Clause 12.1 above, the share certificates in respect of the Resulting Company Cancelled Shares held by their respective holders shall also be deemed to have been cancelled.
- 12.4 On the Effective Date, the Resulting Company shall debit its share capital account in its books of account with the aggregate face value of the Resulting Company Cancelled Shares.
- 12.5 The capital reserve in the books of the Resulting Company shall be increased to the extent of the amount of Resulting Company Cancelled Shares.
- 12.6 Notwithstanding the reduction in the equity share capital of the Resulting Company, the Resulting Company shall not be required to add “And Reduced” as suffix to its name.

13. LISTING OF THE RESULTING COMPANY

- 13.1 Resulting Company shall apply for listing of its equity shares on the Stock Exchanges in terms of and in compliance of SEBI Circular and other relevant provisions as may be applicable. The equity shares allotted by the Resulting Company in terms of Clause 11 above, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated stock exchange. [Further, there shall be no change in the shareholding pattern of or control in the Resulting Company between the Record Date and the listing of the New Equity Shares, which may affect the status of approval of the Stock Exchanges, other than as provided in the Scheme.]²
- 13.2 Resulting Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.

14. ACCOUNTING TREATMENT

- 14.1 The Demerged Company and the Resulting Company shall account for the Scheme in their respective books/financial statements in accordance with applicable Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, and generally accepted accounting principles in India as amended from time to time including as provided herein below:

Accounting treatment in the books of the Demerged Company:

- 14.1.1 The demerger accounting will apply from the date on which all substantive approvals are received.
- 14.1.2 The Demerged Company shall derecognise the carrying value of assets and liabilities pertaining to the Demerged Undertaking, transferred to and vested in the Resulting Company from the carrying value of assets and liabilities as appearing in its books.
- 14.1.3 The Demerged Company shall derecognise the carrying amount of investments in the Resulting Company cancelled pursuant to the Scheme.

² Amended by the Demerger Committee (of the Board of Directors) of Bajaj Electricals Limited and by the Board of Directors of Bajaj Projects Limited at their respective meetings held on December 6, 2022.

- 14.1.4 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company and the Resulting Company relating to the Demerged Undertaking will stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 14.1.5 The excess/deficit if any, of the net assets transferred to the Resulting Company pursuant to Clause 14.1.2 after giving effect to investment cancellation as mentioned in Clause 14.1.3 and effect to elimination of balances as mentioned in Clause 14.1.4, shall be adjusted with the Retained Earnings of the Demerged Company.
- 14.1.6 Till the time demerger is effective and approved by the NCLT, the Resulting Company will be considered as a wholly owned subsidiary of the Demerged Company and thus consolidated financial statement from incorporation till the date the Scheme becomes effective will be prepared by the Demerged Company.

Accounting treatment in the books of the Resulting Company:

- 14.1.7 The Resulting Company shall record the assets and liabilities pertaining to the Demerged Undertaking, transferred to and vested in it at their respective carrying values as appearing in the books of the Demerged Company.
- 14.1.8 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company and the Resulting Company relating to the Demerged Undertaking will stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 14.1.9 The Resulting Company shall credit to its share capital in its books of accounts the aggregate face value of equity shares issued by it to the shareholders of the Demerged Company pursuant to Clause 11 of this Scheme.
- 14.1.10 The excess/deficit if any, of the net assets transferred to the Resulting Company pursuant to Clause 14.1.7 after giving effect to Clause 14.1.8 and Clause 14.1.9, shall be transferred to the Capital Reserve of the Resulting Company.
- 14.1.11 In case of any difference in accounting policy between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company shall prevail and the difference shall be adjusted appropriately as per the applicable Ind-AS.
- 14.1.12 The Resulting Company's share capital cancelled pursuant to Clause 12 shall be credited to the Capital Reserve account.
- 14.1.13 On the Effective Date, the financial information in the financial statements in respect of prior periods will be restated as if the demerger had occurred from the beginning of the preceding period or the date of incorporation of the Resulting Company, whichever is later, irrespective of the actual date of the combination in accordance with Appendix C to Ind-AS 103.

14.2 Accounting treatment for Tax purposes:

It is further clarified that the Scheme set out herein in its present form duly approved by the NCLT shall be effective from the Appointed Date for tax purposes. Accordingly, the Demerged Company and the Resulting Company shall, for tax purposes, account for the Scheme and all its effects with effect from the Appointed Date.

15. TAXES/ DUTIES / CESS ETC.

- 15.1 The unutilized credits relating to excise duties, sales tax, service tax, VAT, GST or any other Taxes by whatever

name called as applicable which remain unutilised in the electronic ledger of the Demerged Company pertaining to the Demerged Undertaking shall be transferred to and vest in the Resulting Company upon filing of requisite forms. Thereafter the unutilized credit so specified shall be credited to the electronic credit ledger of the Demerged Company and the input and capital goods shall be duly adjusted by the Resulting Company in its books of account.

- 15.2 After the Appointed Date, Taxes of whatsoever nature including advance tax, self-assessment tax, regular assessment taxes, tax deducted at source, GST, wealth tax, if any, paid by the Demerged Company pertaining to the Demerged Undertaking shall be treated as paid by the Resulting Company and it shall be entitled to claim the credit, refund, adjustment for the same as may be applicable notwithstanding that challans or records may be in the name of the Demerged Company.
- 15.3 All the Tax payments/compliances (including, but without limitation to income tax, service tax, excise duty, central sales tax, applicable state value added tax, etc.) whether by way of tax deducted at source, advance tax, all earnest monies, security deposits provisional payments, payment under protest, or otherwise howsoever, by the Demerged Company pertaining to the Demerged Undertaking after the Appointed Date, shall be deemed to be paid by the Resulting Company and shall, in all proceedings, be dealt with accordingly.
- 15.4 Further, any tax deducted at source by the Demerged Company pertaining to the Demerged Undertaking on transactions with the Resulting Company, if any (from Appointed Date to Effective Date) shall be deemed to be advance tax paid or tax deposited by the Resulting Company and shall, in all proceedings, be dealt with accordingly in the hands of the Resulting Company (including but not limited to grant of such tax deposited as credit against total tax payable by the Resulting Company while filing consolidated return of income on or after Appointed Date).
- 15.5 Upon Scheme becoming effective, the Demerged Company and the Resulting Company are expressly permitted to revise their financial statements and its income tax returns along with prescribed forms, filings and annexures under the Income-Tax Act, 1961 and other statutory returns, including but not limited to tax deducted/collected at source returns, service tax returns, excise tax returns, sales tax/VAT/GST returns, as may be applicable. The Resulting Company has expressly reserved the right to make such provision in its returns and to claim refunds, advance tax credits, credit of tax deducted at source, credit of foreign taxes paid/withheld, etc., if any, as may be required for the purposes of/consequent to implementation of the Scheme. All compliances done by the Demerged Company pertaining to the Demerged Undertaking will be considered as compliances by the Resulting Company.
- 15.6 It is hereby clarified that there are no accumulated business losses and unabsorbed depreciation as per tax books of the Demerged Company as on the Appointed Date pertaining to the Demerged Undertaking being eligible to be transferred and carried forward to the Resulting Company.
- 15.7 It is hereby clarified that in case of any benefits, incentives, grants, subsidies, etc. under Income-tax Act, 1961, service tax laws, excise duty laws, central sales tax, applicable state value added tax laws, any incentive scheme or policies or any other applicable laws/regulations dealing with Taxes/duties/levies due to the Demerged Company pertaining to the Demerged Undertaking shall stand vested to the Resulting Company upon this Scheme becoming effective. However, the tax liabilities and tax demands or refunds received or to be received by the Demerged Company for a period prior to the Appointed Date in relation to the Demerged Undertaking shall not be transferred as part of the Demerged Undertaking to the Resulting Company.
- 15.8 All Tax assessment proceedings/appeals of whatsoever nature by or against the Demerged Company pertaining to the Demerged Undertaking pending and/or arising shall be continued and/or enforced until the Effective Date by the Demerged Company.

16. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the Demerged Undertaking into the Resulting Company as above and the

continuance of proceedings by or against the Resulting Company shall not affect any transaction or proceedings already concluded on and after the Appointed Date till the Effective Date, to the end and intent that the Resulting Company accepts and adopts all acts, deeds and things done and executed by the Demerged Company in relation to the Demerged Undertaking, in respect thereto as done and executed on behalf of the Resulting Company.

PART C

GENERAL TERMS AND CONDITIONS

17. REMAINING BUSINESS

- 17.1 The Remaining Business and all the assets, investments, liabilities and obligations of the Demerged Company, shall continue to belong to and be vested in and be managed by the Demerged Company.
- 17.2 All legal, Taxation and/or other proceedings by or against the Demerged Company under any statute, whether pending on the Effective Date or which may be instituted at any time thereafter and relating to the Remaining Business of the Demerged Company (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business) shall be continued and enforced against the Demerged Company. The Resulting Company shall in no event be responsible or liable in relation to any such legal or other proceedings in relation to the Remaining Business.
- 17.3 If proceedings are taken against the Resulting Company in respect of matters referred to in Clause 17.1 above relating to the Remaining Business, it shall defend the same in accordance with the advice of the Demerged Company and at the cost of the Demerged Company, and the latter shall reimburse and indemnify the Resulting Company, against all liabilities and obligations incurred by the Resulting Company in respect thereof.
- 17.4 If proceedings are taken against the Demerged Company in respect of matters referred to in Clause 17.1 above relating to the Demerged Undertaking, it shall defend the same in accordance with the advice of the Resulting Company and at the cost of the Resulting Company, and the latter shall reimburse and indemnify the Demerged Company, against all liabilities and obligations incurred by the Demerged Company in respect thereof.

18. DIVIDENDS

- 18.1 During the pendency of the Scheme, the Parties shall be entitled to declare and pay dividends, to their respective shareholders in consistent with the past practice or in ordinary course of business, whether interim or final. Any other dividend shall be recommended/declared only by the mutual consent of the concerned Parties.
- 18.2 It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Parties to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Parties as the case may be, and subject to approval, if required, of the shareholders of the Parties as the case may be.

19. CONDUCT OF BUSINESS/ TRANSACTIONS UPTO THE EFFECTIVE DATE BY THE DEMERGED COMPANY

From the earlier of the: (i) Scheme being approved by the respective Board of Directors of the Demerged Company and the Resulting Company; and (ii) Appointed Date, and up to and including the Effective Date:

- 19.1 The Demerged Company (with respect to the Demerged Undertaking) shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets for and on account of, and in trust for the Resulting Company.

- 19.2 The Demerged Company with respect to the Demerged Undertaking shall carry on their business with reasonable diligence and business prudence and in the same manner as it had been doing hitherto, and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for themselves or on behalf of its respective affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or Encumber or deal in any of its properties/assets, except:
- 19.2.1 when the same is expressly provided in this Scheme; or
- 19.2.2 when the same is in the ordinary course of business as carried on, as on the date of filing of this Scheme in the NCLT; or
- 19.2.3 when written consent of the Resulting Company has been obtained in this regard.
- 19.3 The Demerged Company with respect to Demerged Undertaking shall not alter or substantially expand its business, or undertake except with the written concurrence of the Resulting Company: (i) any material decision in relation to its business and affairs and operations other than that in the ordinary course of business; (ii) any agreement or transaction (other than an agreement or transaction in the ordinary course of business); (iii) any new business, or discontinue any existing business or change the capacity of facilities other than that in the ordinary course of business; and (iv) any material amendment to contracts with customers or vendors of the Demerged Undertaking.
- 19.4 The Demerged Company with respect to Demerged Undertaking shall not vary the terms and conditions of employment of any of its Transferring Employees, except in the ordinary course of business or pursuant to any pre-existing obligation undertaken, except with the written concurrence of the Resulting Company.
- 19.5 The Demerged Company and/or the Resulting Company shall be entitled, pending the sanction of the Scheme, to apply to the Appropriate Authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Resulting Company may require to carry on the business of the Demerged Company with respect to the Demerged Undertaking and to give effect to the Scheme.
- 19.6 With effect from the Appointed Date, all profits or income arising or accruing to the Demerged Company with respect to the Demerged Undertaking and all taxes paid thereon (including but not limited to advance tax, tax deducted at source, securities transaction tax, taxes withheld/ paid in a foreign country, etc.) or losses arising or incurred by the Demerged Company with respect to the Demerged Undertaking shall, for all purposes, be treated as and deemed to be the profits or income, taxes or losses, of the Resulting Company.
- 19.7 All loans raised and all liabilities and obligations incurred by the Demerged Company with respect to the Demerged Undertaking after the Appointed Date and prior to the Effective Date, shall, subject to the terms of this Scheme, be deemed to have been raised, used or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date, shall also, without any further act or deed be and be deemed to become the debts, liabilities, duties and obligations of the Resulting Company.
- 19.8 For the purpose of giving effect to the order passed under Sections 230 to 232 and other applicable provisions of the Act in respect of this Scheme by the NCLT, the Resulting Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the demerger of the Demerged Undertaking, in accordance with the provisions of Sections 230 to 232 of the Act. The Resulting Company shall always be deemed to have been authorized to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and facilitate and carry out any formalities or compliances as are necessary for the implementation of this Scheme. For the purpose of giving effect to the vesting order passed under Sections 230 to 232 of the Act in respect of this Scheme, the Resulting Company shall be entitled to exercise all rights and privileges, and be liable to pay all taxes and charges and fulfil all its obligations, in relation to or applicable to all immovable properties, including mutation and/or substitution of the ownership or the title

to, or interest in the immovable properties which shall be made and duly recorded by the Appropriate Authority(ies) in favour of the Resulting Company pursuant to the sanction of the Scheme by the NCLT and upon the effectiveness of this Scheme in accordance with the terms hereof, without any further act or deed to be done or executed by the Demerged Companies as the case may be. It is clarified that the Resulting Company shall be entitled to engage in such correspondence and make such representations, as may be necessary, for the purposes of the aforesaid mutation and/ or substitution.

20. FACILITATION PROVISIONS

- 20.1 Immediately upon the Scheme being effective, the Demerged Company and the Resulting Company shall enter into necessary arrangements including brand licensing agreements, sub-contracting agreements, sub-licensing agreements and shared services agreements, as may be necessary, *inter alia* in relation to use by the Resulting Company of brands pertaining to the PT PD Business, office space, infrastructure facilities, information technology services, employee/ staff, tax, audit, finance, secretarial, human resource service, security personnel, legal, administrative and other services, etc. of the Demerged Company, and so as to give full effect to the provisions of this Scheme, each, on such terms and conditions that may be agreed between the Parties and on payment of consideration on an arm's length basis and which are in the ordinary course of business.
- 20.2 Further, if required the Demerged Company will provide office facility management services for the Resulting Company by continuing to work with property manager, landlord, lessor, as may be appropriate in line with the existing arrangement. Status quo for existing operations and services of the Demerged Company shall be maintained.
- 20.3 It is clarified that approval of the Scheme by the shareholders of the Resulting Company under Sections 230 to 232 of the Act shall be deemed to have their approval under, Section 188 and other applicable provisions of the Act and Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that no separate approval of the Board and/or Audit Committee or shareholders shall be required to be sought by Resulting Company.

21. PROPERTY IN TRUST

Notwithstanding anything contained in this Scheme, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom are transferred, vested, recorded, effected and/or perfected, in the records of the Appropriate Authority(ies), regulatory bodies or otherwise, in favour of the Resulting Company, the Resulting Company is deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till entry is made in the records of the Appropriate Authority(ies) and till such time as may be mutually agreed by the Demerged Company and the Resulting Company, the Demerged Company will continue to hold the property and/or the asset, license, permission, approval as the case may be in trust on behalf of the Resulting Company. It is further clarified that on the Effective Date, notwithstanding the Scheme being made effective, any asset/liability identified as part of the Demerged Undertaking and pending transfer due to the pendency of any approval/consent and/or sanction shall be held in trust by the Demerged Company for the Resulting Company. Immediately upon receipt of such approval/consent and/or sanction such asset and/or liability forming part of the Demerged Undertaking shall without any further act/deed or consideration be transferred/vested in the Resulting Company, with all such benefits, obligations and rights with effect from the Effective Date. All costs, payments and other liabilities that the Demerged Company shall be required to bear to give effect to this Clause 21 shall be borne solely by the Resulting Company and the Resulting Company shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.

22. APPLICATIONS / PETITIONS TO THE NCLT

- 22.1 The Parties shall dispatch, make and file all applications and petitions under Sections 230 to 232 and other

applicable provisions of the Act before the Tribunal, under whose jurisdiction, the registered offices of the respective Parties are situated, for sanction of this Scheme under the provisions of Applicable Law, and shall apply for such approvals as may be required under Applicable Law.

- 22.2 The Parties shall be entitled, pending the sanction of the Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals which the Demerged Company and the Resulting Company may require to own the assets and/or liabilities of the Demerged Undertaking and to carry on the business of the Demerged Undertaking.

23. MODIFICATIONS/AMENDMENTS TO THE SCHEME

- 23.1 On behalf of the Demerged Company and Resulting Company, the Board of the respective companies acting themselves or through authorized persons or through sub-committee of the Board, may consent jointly but not individually, on behalf of all person concerned, to any modifications or amendments of this Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by all of them (i.e. the Board of Directors of the Demerged Company and Resulting Company) and solve all difficulties that may arise for carrying out this Scheme and do all acts, deeds and things necessary for putting this Scheme into effect.
- 23.2 For the purpose of giving effect to this Scheme or to any modification thereof, the Board of Directors of the Demerged Company and Resulting Company acting themselves or through authorized persons or through sub-committee of the Board may jointly but not individually give and are jointly authorized to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.
- 23.3 The Parties, acting through their respective Boards or through persons authorized by their respective Boards or through sub-committee of the Board in their full and absolute discretion, may withdraw this Scheme or any part of the Scheme prior to the Scheme becoming effective at any time.

24. CONDITIONALITY OF THE SCHEME / CONDITIONS PRECEDENT

- 24.1 Unless otherwise decided (or waived) by the relevant Parties, this Scheme is conditional upon and subject to the following:
- 24.1.1 Obtaining no-objection from the Stock Exchanges in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as amended from time to time);
 - 24.1.2 The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective shareholders and/or creditors, if required, of the Parties, as may be directed by the NCLT or any other Appropriate Authority as may be applicable;
 - 24.1.3 the Parties, as the case may be, complying with the provisions of the SEBI Circular, as applicable;
 - 24.1.4 The requisite consent, approval or permission of the Appropriate Authority or any other Person, which by Applicable Law or contract, agreement, may be necessary for the effective transfer of business and/or implementation of the Scheme;
 - 24.1.5 The sanction of this Scheme by the NCLT under Sections 230 to 232 of the Act, and other applicable provisions, if any of the Act in favour of the Parties; and

24.1.6 Requisite form along with Certified or authenticated copy of the Order of the NCLT sanctioning the Scheme being filed with the ROC by the Parties as may be applicable.

24.2 It is hereby clarified that submission of this Scheme to the NCLT and to the Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, titles or defences that the Demerged Company and the Resulting Company may have under or pursuant to all Applicable Laws.

24.3 On the approval of this Scheme by the shareholders of the Demerged Company and the Resulting Company and such other classes of Persons of the said Parties, if any, pursuant to Clause 24.1, such shareholders and classes of Persons shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise to the same extent applicable in relation to the Scheme and related matters.

25. EFFECT OF NON-RECIPT OF APPROVALS

25.1 The Parties acting through their respective Boards shall each be at liberty to withdraw this Scheme: (a) in case any condition or alteration imposed by any Appropriate Authority is unacceptable to any of them; or (b) they are of the view that coming into effect of this Scheme could have adverse implications on the respective Parties.

25.2 If this Scheme is not effective within such period as may be mutually agreed upon amongst the Parties through their respective Boards or their authorised representative, this Scheme shall become null and void and each Party shall bear and pay its respective costs, charges and expenses for and/ or in connection with this Scheme.

25.3 In the event of revocation/withdrawal under Clause 25.1 above, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Parties or their respective shareholders or creditors or employees or any other Person, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with the Applicable Law and in such case, each Party shall bear its own costs, unless otherwise mutually agreed.

25.4 If any parts and/or provisions of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Parties through their respective Boards, affect the validity or implementation of the other parts and/or provisions of this Scheme.

26. COSTS, CHARGES AND EXPENSES

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Parties, in relation to carrying out, implementing and completing the terms and provisions of the Scheme and/ or incidental to the completion of the Scheme shall be borne as mutually agreed by Board of Directors of the Parties.

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**REPORT ON EQUITY SHARE ENTITLEMENT RATIO
FOR DEMERGER OF
POWER TRANSMISSION AND DISTRIBUTION BUSINESS
OF BAJAJ ELECTRICALS LIMITED
TO
BAJEL PROJECTS LIMITED**

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Report Reference Number: RVA2122AFASREP02001

Date: February 8, 2022

The Board of Directors
Bajaj Electricals Limited
45/47, Veer Nariman Road
Fort,
Mumbai – 400023

The Board of Directors
Bajel Projects Limited
1, Rustomjee Aspiree,
Anik Wadala Link Road, Sion East,
Mumbai 400022

Subject: Recommendation of equity share entitlement ratio for the Proposed Demerger of Power Transmission and Distribution Business of Bajaj Electricals Limited to Bajel Projects Limited

Dear Sirs,

We refer to our engagement letter dated January 11, 2022, wherein Bajaj Electricals Limited (“BEL” / “Company” / “Client”) has requested RBSA Valuation Advisors LLP (“RBSA”, “Valuer”), to recommend equity share entitlement ratio for the proposed demerger of the Power Transmission and Power Distribution Business (“PT PD” or “Demerged Undertaking”) of Bajaj Electricals Limited, on a ‘going concern value’ premise, into Bajel Projects Limited (“BPL”, “Resulting Company”), pursuant to a scheme of arrangement under section 230-232 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, read with Section 2(19AA) and other applicable provisions of the Income Tax Act, 1961 (the “Scheme”).

BEL and BPL are together hereinafter referred to as the “Specified Companies”

The equity share entitlement ratio for the purpose of this Report refers to the number of fully paid-up equity shares of face value INR 2/- each to be issued by BPL to the equity shareholders of BEL as a consideration for the proposed demerger of the Demerged Undertaking on a ‘going concern value’ premise into BPL (the “Share Entitlement Ratio”)

This Report is subject to the scope, assumptions, exclusions, limitations, and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

CONTEXT AND PURPOSE OF THIS REPORT

We understand that the Board of Directors of BEL propose to demerge the Demerged Undertaking of BEL into BPL with effect from April 1, 2022, pursuant to the Scheme (“Proposed Transaction”).

As consideration for the transfer of Demerged Undertaking, equity shares of BPL shall be issued to the equity shareholders of BEL. Upon Scheme becoming effective and upon allotment of equity shares by the Resulting Company, the shares held by BEL in BPL shall be cancelled, extinguished, and annulled.

In this context, the Board of Directors of BEL have requested RBSA to submit a report (“Report”) recommending the equity share entitlement ratio for the proposed demerger of the Demerged Undertaking of BEL on a ‘going concern value’ premise into BPL, pursuant to the Scheme. The scope of our services is to arrive at the share entitlement ratio for the Proposed Transaction in accordance with the standards prescribed by the Institute of Chartered Accountants of India.



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SOURCES OF INFORMATION

In connection with the preparation of this Report, we have relied on the following information received from the management of BEL (the "Management"),

- i. Shareholding pattern of BEL as of December 31, 2021;
- ii. Discussions with the Management to augment our knowledge on the operations of the Companies / Demerged Undertaking;
- iii. Management certified Balance sheet of PT PD as on December 31, 2021;
- iv. Draft scheme of arrangement;
- v. Such other information, explanations and representations that were required and provided by the Management;
- vi. Such other analysis, inquiries, and reviews as we considered necessary.

BACKGROUND OF THE SPECIFIED COMPANIES

Bajaj Electricals Limited is a public limited company incorporated in July 1938 under the provisions of the Indian Companies Act, 1913. BEL primarily operate in Consumer Product Segment (which includes appliances, fan, and consumer lighting products) and Engineering Procurement and Construction ("EPC") segment (which includes Power Transmission, Power Distribution, and Illumination Projects). The equity shares of BEL are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").

The shareholding pattern of BEL as of December 31, 2021, is as under:

No.	Shareholder category	No. of equity shares #	Percentage
1.	Promoter and Group	72,342,278	63.01%
2.	Public shareholders	42,471,551	36.99%
	Total	114,813,829	100.00%

Face value INR 2 each

Source: Management

The EPC segment comprises providing solutions that include design, engineering, procurement, construction and project management and managing all aspects of project execution from conceptualizing to commissioning. It also comprises of providing end-to-end EPC solutions or any combination of individual services, depending on customer's needs and market opportunity. As per the Scheme, PT PD Business means all business and related ventures of engineering, procurement, and construction division of BEL except the business of illumination and certain investments.

BPL is a public limited company incorporated on January 19, 2022, under the provisions of the Companies Act, 2013, as a wholly owned subsidiary of BEL. The main object of BPL is to *inter-alia* carry out the Power Transmission and Power Distribution Business.



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EXCLUSIONS AND LIMITATIONS:

- Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. These services do not represent accounting, assurance, accounting and tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.
- The scope of our services is to recommend a Share Entitlement Ratio for the Proposed Transaction. Valuation Standards ("ICAI VS") issued by the Institute of Chartered Accountants of India has been adopted for the valuation.
- This Report, its contents and the results herein are (i) specific to the purpose of valuation agreed as per the terms of our engagement; (ii) the date of the Report and other information provided by the Management.
- A valuation of this nature is necessarily based on the information made available to us as of the date hereof, the prevailing market conditions, financial, economic, and other conditions in general and industry trends in particular, as of the Valuation Date. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.
- The recommendation rendered in this Report only represents our recommendation based upon information till date, furnished by the Management (or its representatives) and other sources and the said recommendation shall be considered to be in the nature of non-binding advice. Our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors.
- Determination of Share Entitlement Ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no single undisputed Share Entitlement Ratio. While we have provided our recommendation of the Share Entitlement Ratio based on the information available to us and within the scope of our engagement, others may have a different opinion. The final responsibility for the determination of the Share Entitlement Ratio at which the Proposed Transaction shall take place will be with the Board of Directors of BEL who should take into account other factors such as their own assessment of the Proposed Transaction and inputs from other advisors.
- In the course of the valuation, we were provided with both written and verbal information. In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification the accuracy and completeness of information made available to us by BEL. We have not carried out a due diligence or audit of the information provided for this engagement, nor have we independently investigated or otherwise verified the data provided. We do not express any form of assurance that the financial information or other information as prepared and provided by BEL is accurate and no responsibility is assumed for matters of a legal nature.
- This Report does not look into the business/ commercial reasons behind the Proposed Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the



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Proposed Transaction as compared with any other alternative business transaction or other alternatives or whether such alternatives could be achieved or are available.

- We owe responsibility to only the Boards of Directors of BEL and BPL who have appointed us under the terms of our engagement letter and nobody else. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions of or advice given by any other advisor to the Specified Companies. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or willful default on part of the Specified Companies, their directors, employees, or agents. In no circumstances shall the liability of a Valuer, its partners, its directors, or employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to the Valuer in respect of the fees charged by it for these services. We do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion on the Share Entitlement Ratio. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.
- The Report assumes that the Specified Companies and the Demerged Undertaking comply fully with relevant laws and regulations applicable in all its area of operations and usage unless otherwise stated, and that they will be managed in a competent and responsible manner. Further, unless specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/ reflected in the provisional financial statements provided to us. Our assumption of value assumes that the assets and liabilities of the Specified Companies and the Demerged Undertaking, reflected in the respective latest balance sheets remain intact as of this Report date.
- Neither this Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties other than in connection with the Scheme, without our prior written consent. This Report does not in any manner address the prices at which equity shares of the Specified Companies will trade following the consummation of the Proposed Transaction and we express no opinion or recommendation as to how the shareholders of BEL should vote at the shareholders' meeting(s) to be held in connection with the Proposed Transaction.
- This Report is intended only for the sole use and information of the Board of Directors of BEL in connection with the Proposed Transaction including for the purpose of obtaining regulatory approvals, as required under applicable laws of India, for the proposed demerger. Without limiting the foregoing, we understand that BEL may be required to share this Report with their shareholders, regulatory or judicial authorities and merchant banker providing fairness opinion on the Share Entitlement Ratio, in connection with the Proposed Transaction (together, "Permitted Recipients"). We hereby give consent to such disclosure of this Report, on the basis that the Valuer owes responsibility only to BEL who has engaged us, under the terms of the engagement, and to no other person; and that, to the fullest extent permitted by law, the Valuer accepts no responsibility or liability to any other party, in connection with this Report. It is clarified that reference to this Report in any document and / or filing with Permitted Recipients, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by the Valuer of any responsibility or liability to any person/ party other than BEL and BPL.



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- The Management has informed us that there are no unusual / abnormal events in the Specified Companies till the Report Date materially impacting their operating / financial performance. Further, the Management has informed us that all material information impacting the Specified Companies has been disclosed to us and that there would be no variation between the draft Scheme of Arrangement and the final scheme approved and submitted with the relevant authorities.
- The fee for the engagement is not contingent upon the results reported.
- This Report is subject to the laws of India.

BASIS OF SHARE ENTITLEMENT RATIO

The Proposed Transaction contemplates demerger of Demerged Undertaking of BEL and transfer to BPL, its wholly owned subsidiary, pursuant to the Scheme. As a consideration for the transfer of Demerged Undertaking, BPL shall issue its equity shares to the equity shareholders of BEL. Further, upon the Scheme becoming effective and upon allotment of equity shares by the BPL to BEL shareholders, the equity shares held by BEL in BPL shall be cancelled, extinguished, and annulled.

Accordingly, the shareholders of BEL are and will, upon demerger, be ultimate economic beneficial owners of BPL in the same proportion as they hold in BEL.

As per clause 4(b) of Annexure I of circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, issued by the Securities and Exchange Board of India (SEBI), a Valuation Report is not required where there is no change in the shareholding pattern of the listed entity/resultant entity.

Considering *inter-alia*, the capital structure, serviceability and other factors, the Management has proposed a Share Entitlement Ratio of 1 (One) fully paid-up equity share of face value INR 2 each of BPL for every 1 (One) fully paid-up equity share of face value INR 2 each in BEL, as a consideration for the demerger of Demerged Undertaking on a 'going concern value' premise, pursuant to the Scheme.

Considering the aforementioned and, in particular, that all the shareholders of BEL are and will, upon demerger, be ultimate economic beneficial owners of BPL in the same proportion as they hold in BEL, the Share Entitlement Ratio of 1 (One) fully paid-up equity share of face value INR 2 each of BPL for every 1 (One) fully paid-up equity share of face value INR 2 each in BEL, as proposed by the Management, is fair.

The Proposed Transaction does not require valuation report under SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, since there is no change in the shareholding pattern of the Demerged Company and the Resulting Company.

BSE Circular No. LIST/COMP/02/2017-18 dated May 29, 2017, and NSE Circular No. NSE/CML/2017/12 dated June 1, 2017, requires a valuation report to disclose certain information in the specified format, which is given below,



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Valuation Approaches	PT PD Undertaking (A)		BPL (B)	
	Value per share	Weight (%)	Value per share	Weight (%)
Asset Approach	NA	Nil	NA	Nil
Market Approach	NA	Nil	NA	Nil
Income Approach	NA	Nil	NA	Nil
Relative Value per share	NA		NA	
Share Entitlement Ratio (A/B)	NA			

NA - Not Applicable

Thanking you.

For RBSA Valuation Advisors LLP

RVE No.: IBBI/RV-E/05/2019/110

Samir D. Shah

Partner

Asset Class: Securities or Financial Assets

RV No.: IBBI/RV/06/2019/12263



**REPORT ON VALUATION OF
OF
POWER TRANSMISSION AND DISTRIBUTION
BUSINESS
OF
BAJAJ ELECTRICALS LIMITED**

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Private and Confidential

Report Ref No: RVA2223BOMREP248

29/11/2022

The Board of Directors

Bajaj Electricals Limited

45/47, Veer Nariman Road,
Fort, Mumbai – 400023

Sub: Valuation of Power Transmission and Distribution Business of Bajaj Electricals Limited

Dear Sirs,

In accordance with our appointment letter dated November 10, 2022, we enclose our report (“Report”) on the valuation of Power Transmission and Distribution (“PTPD”) Business of Bajaj Electricals Limited (“BEL” / the “Company”) as of March 31, 2022 (“Valuation Date”) on a ‘going concern value’ premise.

1. Preamble

- 1.1. Bajaj Electricals Limited is a public limited company incorporated in July 1938 under the provisions of the Indian Companies Act, 1913. BEL primarily operates in Consumer Product Segment (which includes appliances, fan, and consumer lighting products) and Engineering Procurement and Construction (“EPC”) segment (which includes Power Transmission, Power Distribution and Illumination Projects). The equity shares of BEL are listed on the BSE Limited and the National Stock Exchange of India Limited.
- 1.2. Power Transmission and Distribution Business is primarily engaged in providing solutions that include design, engineering, procurement, construction and project management and managing all aspects of project execution from conceptualizing to commissioning. It also comprises of providing end-to-end EPC solutions or any combination of individual services, depending on customer’s needs and market opportunity.
- 1.3. Bajel Projects Limited (“BPL”), incorporated on January 19, 2022, is a public limited company under the provisions of the Companies Act, 2013. BPL is a wholly owned subsidiary of BEL. The main object of BPL is to *inter-alia* carry out the PTPD Business. Equity shares of BPL are not listed on any stock exchange.



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1.4. Scheme of Arrangement:

- On February 8, 2022, the Board of Directors of BEL approved a scheme to demerge the PTPD Business (“Demerged Undertaking”) of BEL into BPL with effect from April 1, 2022, pursuant to a scheme of arrangement under section 230-232 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, read with Section 2(19AA) and other applicable provisions of the Income Tax Act, 1961 (“Proposed Transaction”). The Scheme is awaiting regulatory approvals.
 - The Proposed Transaction contemplates:
 - i. Demerger of the Demerged Undertaking of BEL to BPL;
 - ii. As a consideration for the transfer of Demerged Undertaking, BPL shall issue its equity shares to the equity shareholders of BEL;
 - iii. Equity shares held by BEL in BPL shall be cancelled, extinguished, annulled;
 - iv. The shareholders of BEL are and will, upon demerger, be ultimate economic beneficial owners of BPL in the same proportion as they hold in BEL.
 - Considering inter-alia, the capital structure, serviceability and other factors, the Management proposed a Share Entitlement Ratio of 1 (One) fully paid-up equity share of face value INR 2 each of BPL for every 1 (One) fully paid-up equity share of face value INR 2 each in BEL, as a consideration for the demerger of Demerged Undertaking on a ‘going concern value’ premise, pursuant to the Scheme.
 - The Proposed Transaction did not require valuation report under SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (“SEBI Circular”), since there was no change in the shareholding pattern of the Demerged Company (“BEL”) and therefore no independent valuation of the PTPD Business was carried out.
- 1.5. We understand from the Management, that SEBI has sought from BEL, the fair valuation of the PTPD Business. In this context, the Management has approached RBSA Valuation Advisors LLP (“RBSA”) to carry out the fair valuation of PTPD Business as of March 31, 2022 (“Valuation Date”) on a ‘going concern value’ premise.
- 1.6. We have carried out the valuation of the PTPD Business as at the Valuation Date and our approach, along with the valuation conclusions, are detailed in this Report.



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2. PTPD Business Overview

- 2.1 PTPD Business is primarily engaged in providing solutions that include design, engineering, procurement, construction and project management and managing all aspects of project execution from conceptualizing to commissioning. It also comprises of providing end-to-end EPC solutions or any combination of individual services, depending on customer's needs and market opportunity.
- 2.2 BEL has over 15 years of experience in the PTPD Business. The Company has executed and commissioned power transmission and power distribution projects in over 15 states in India and has extensive experience and proven track record of execution of projects of various size, complexity and nature.
- 2.3 The Power Transmission sub-segment is primarily engaged in providing standardised and customised turnkey projects, which include planning, project management, financial considerations, and environmental solutions. This sub-segment manufactures transmission line towers and monopoles. As of March 2022, this sub-segment has completed more than 6,950 circuit kilo meters ("ckms") of transmission lines on turnkey basis and supply of over 2,40,000 MT transmission line towers up to 765 kV line voltage.
- 2.4 The Power Distribution sub-segment is primarily engaged in providing engineering, procurement and construction solutions for power distribution, feeder separation, rural electrification, and underground cabling. As of March 2022, this sub-segment has installed over 75,000 distribution transformer and associated substations.
- 2.5 The PTPD Business has undertaken projects under various flagship Gol initiatives such as DDUGJY (Deendayal Upadhyaya Gram Jyoti Yojana), IPDS (Integrated Power Distribution Scheme), Rajiv Gandhi Grameen Vidyutikaran Yojana & SAUBHAGYA (Sahaj Bijli Har Ghar Yojana).
- 2.6 Extracts of the carved-out income statement of PTPD Business for FY20, FY21 and FY22 and carved out statement of assets and liabilities as of March 31, 2022 are provided in Annexure 1.



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3. INDUSTRY OVERVIEW

3.1. Indian Economy:

Indian economy has delivered a healthy GDP growth of ~8.7% in FY22. The overall economic activity and output has recovered and surpassed the pre-pandemic levels. Further, according to S&P Global Ratings the economy is expected to deliver a GDP growth of 7.3% in FY23 and 6.5% in FY24. These estimates project India amongst the fastest growing economy in the world. According to renewables-focused consultancy BRIDGE TO INDIA, India added ~13.5 GW of renewable energy capacity in 2021-22, an increase of ~128% from 2020-21. In FY 2021-22, India added ~10.2 GW of utility-scale solar capacity, ~1.1 GW of wind power, and ~2.2 GW of rooftop solar capacity.

As of 2020, India ranked fourth in wind power, fifth in solar power and fourth in renewable power installed capacity. India is the only country among the G20 nations that is on track to achieve the targets under the Paris Agreement.

3.2. Power Transmission and Distribution Industry in India:

Power is among the most critical components of infrastructure, crucial for the economic growth and welfare of nations. The existence and development of adequate power infrastructure is essential for sustained growth of the Indian economy. The Ministry of Power has made significant efforts over the past few years to turn the country from one with a power shortage to one with a surplus by establishing a single national grid, fortifying the distribution network, and achieving universal household electrification.

India continues to be the third-largest producer of electricity worldwide. The Central Electricity Authority's Optimum Energy Mix report has projected India's power demand to touch 817 GW in 2029-30. Of this, 522 GW is estimated to come from renewable sources, including 140 GW of wind energy and 280 GW of solar energy, which presently stands at 404 GW in July 2022. The government plans to establish renewable energy capacity of 500 GW by 2030. In order to meet India's 500 GW renewable energy target and tackle the annual issue of coal demand supply mismatch, the Ministry of Power has identified 81 thermal units which will replace coal with renewable energy generation by 2026. Development of high voltage transmission lines and substation infrastructure will thus need to keep pace with the generation capacity. The sector expects that the dynamics will be primarily driven by the growth of renewable energy.

The ambitious target of 500 GW from non-fossil fuels by 2030 committed at the COP26 conference last November, requires significant development in the transmission sector to enable the flow of renewable energy into the National Grid Network. The Government of India's focus to increase capacity of Green Energy Corridor (GEC) projects, setting up of ultra-mega



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solar power parks and solar & wind energy zones in renewable energy-rich states will stimulate demand for transmission and distribution network.

The sector is also seeing a shift towards laying of underground power cables, instead of overhead transmission lines, to improve reliability of power supplies and also to save endangered bird species. Additionally, there is a growing need for strengthening the inter-regional grid capacity to ensure seamless flow of power from one region to another and cross-border interconnections with SAARC countries.

The advent of new and advanced technologies is significantly enabling the development of the power sector. The industry expects significant growth in the deployment of technologically advanced Gas Insulated Substations (GIS) and Hybrid substations, with the segment envisaged to garner 40-45 percent of the total investments in the power sector in India. Automation and digitalisation are the other drivers in substation technology. With focus on improving the power quality, technology driven solutions like Static Synchronous Compensator (STATCOM) for substations are gaining traction. Advanced technologies such as HVDC and HVDC Lite are being deployed for bulk power transmission from remote locations, in addition to development of High-Capacity Power Transmission Corridors. Monopoles, narrow base towers, and innovative conductor technologies such as HTLS Conductors, Covered Conductors, etc., are playing a crucial role in resolving issues related to Right of Way.

India ranked sixth in the list of countries to make significant investments in clean energy by allotting US\$ 90 billion between 2010 and the second half of 2019. FDI inflow in the power sector stood at US\$ 15.89 billion between April 2000-March 2022, accounting for 2.8% of the total FDI inflow in India. India's power sector is forecast to attract investment worth INR 9-9.5 trillion (US\$ 128.24 - 135.37 billion) between FY19-23. As per the National Infrastructure Pipeline 2019-25, energy sector projects accounted for the highest share (24%) out of the total expected capital expenditure of INR 111 lakh crore (US\$ 1.4 trillion). Electrification in the country is increasing with support from schemes like Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY), Ujwal DISCOM Assurance Yojana (UDAY), and Integrated Power Development Scheme (IPDS).

In the current decade (2020-2029), the Indian electricity sector is likely to witness a major transformation with respect to demand growth, energy mix and market operations. India would like to ensure that it has reliable access to sufficient electricity at all times, while also accelerating the clean energy transition by lowering its reliance on fossil fuels and moving toward more environmentally friendly, renewable sources of energy. Future investments will benefit from strong demand fundamentals, policy support and increasing government focus on infrastructure, which would require substantial investment in power transmission and distribution network.

Source: IBEF and secondary research reports



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4. SOURCES OF INFORMATION

We have obtained the following information for valuation of PTPD Business:

- Carved out historical income statements of PTPD Business for FY20, FY21 and FY22 and carved out statement of assets and liabilities as of March 31, 2022, provided by the Management;
- Projected income statements, working capital and capital expenditure of the PTPD Business for the period April 01, 2022, till March 31, 2027 (including key underlying assumptions), which the Management believes to be their best estimate of the expected operating performance of PTPD Business going forward (“Management Projections”);
- Discussions with the Management to *inter-alia* understand historical performance of the PTPD Business, key value drivers, competitive scenario, business outlook, Management Projections, etc.;
- Information obtained from public domain and subscribed databases in respect of comparable companies;
- Such other information and explanation that we considered necessary for the purpose of valuation which was provided by the Management.

Our scope did not include valuation of fixed assets of PTPD Business.



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5. PROCEDURES ADOPTED:

The procedures used in our valuation included such substantive steps as we considered necessary under the circumstances, including, the following:

- Considered carved out historical income statements of PTPD Business for FY20, FY21 and FY22 and carved out statement of assets and liabilities as at March 31, 2022, provided by the Management;
- Analysis of Management Projections;
- Discussions with the Management to inter-alia understand historical performance of the PTPD Business, key value drivers, competitive scenario, business outlook, Management Projections, etc.;
- Considered Information obtained from public domain and subscribed databases in respect of comparable companies;
- Such other information and explanation that we believed necessary for the purpose of valuation which was provided by the Management.

6. VALUATION APPROACH AND METHODOLOGIES

6.1. Basis and Premise of valuation

6.1.1. Valuation of the PTPD Business as on the Valuation Date is carried out in accordance with ICAI Valuation Standards ("ICAI VS") issued by the Institute of Chartered Accountants of India.

6.1.2. Basis of Valuation

It means the indication of the type of value being used in an engagement. Fair Value as per ICAI VS is defined as under:

"Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date."

6.1.3. Premise of Value

Premise of Value refers to the conditions and circumstances how an asset is deployed. Valuation of the PTPD Business is carried out on a Going Concern Value premise which is defined under ICAI VS as under:

"Going concern value is the value of a business enterprise that is expected to continue to operate in the future. The intangible elements of going concern value result from factors such as having a trained work force, an operational plant, the necessary licenses, systems, and procedures in place, etc."

6.2. Valuation of PTPD Business as of March 31, 2022, has been carried out adopting "Fair value" basis and 'going concern value' premise.



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6.3. Commonly accepted methods for determining the value of the business, include:

- Income Approach
- Market Approach
- Asset Approach

6.4. There are several commonly used and accepted methods, within the income approach, market approach and asset approach, for determining the fair value of the business, which can be considered in the present case, to the extent relevant and applicable, and subject to the availability of detailed information.

6.5. Income Approach – Discounted Cash Flow (“DCF”)

Income approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalized) amount.

Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital. This method is used to determine the present value of a business on a going concern assumption and recognizes the time value of money by discounting the free cash flows for the explicit forecast period and the terminal value at an appropriate discount factor. The terminal value represents the total value of the available cash flow for all periods subsequent to the horizon period. The terminal value of the business at the end of the horizon period is estimated, discounted to its present value equivalent, and added to the present value of the available cash flow to estimate the value of the business.

Such DCF analysis involves determining the following:

- *Estimating future free cash flows:* Free cash flows are the cash flows expected to be generated by a company/ asset that are available to the providers of the company’s capital – both debt and equity.
- *Appropriate discount rate to be applied to cash flows i.e., the cost of capital:* This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely, shareholders and creditors), weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

6.6. Market Approach

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.



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6.7. Market Price Method:

Under this method, the value of shares of a company is determined by taking the average of the market capitalization of the equity shares of such company as quoted on a recognized stock exchange over reasonable periods of time where such quotations are arising from the shares being regularly and freely traded in an active market, subject to the element of speculative support that may be inbuilt in the market price.

6.8. Comparable Companies Multiple ("CCM") Method:

Under this method, the value of the shares/business of a company is estimated by applying the derived market multiple based on market quotations of comparable public / listed companies, in an active market, possessing attributes similar to the business of such company - to the relevant financial parameter of the company/ business (based on past and / or projected working results) after making adjustments to the derived multiples on account of dissimilarities with the comparable companies and the strengths, weaknesses and other factors peculiar to the company being valued. These valuations are based on the principle that such market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

6.9. Comparable Transaction Multiple ("CTM") Method

Under Comparable Transaction Method, the value of shares / business of a company is determined based on market multiples of publicly disclosed transactions in the similar space as that of the subject company. Multiples are generally based on data from recent transactions in a comparable sector, but with appropriate adjustment after consideration has been given to the specific characteristics of the business being valued.

6.10. Asset Approach

The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. A net asset methodology is most applicable for businesses where the value lies in its underlying assets and not in the ongoing operations of the business.



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6.11. Valuation Approach/ methodology adopted for valuation of PTPD Business.

- 6.11.1. Valuation of the PTPD Business as of March 31, 2022 has been carried out adopting 'Fair value' basis and 'going concern value' premise.
- 6.11.2. PTPD Business is a division of BEL and does not have any independent market price. Accordingly, Market price method is not adopted.
- 6.11.3. The operations of the PTPD Business were significantly impacted in the recent past *inter-alia* due to Covid 19 pandemic, extended working capital cycle, etc. and it incurred losses for the period FY2020 to FY2022.
- 6.11.4. The Management represented that:
- As at the Valuation Date, the PTPD Business had an order backlog of ~INR 8,000 Mn and the working capital cycle of the PTPD Business has since improved due to realisation of the old receivables;
 - It expects to capitalize on its experience in the PTPD Business and identify new profitable projects in the PTPD Business considering the eligibility criteria for bids in terms of number of project execution and years of operation;
 - PTPD Business intend to expand its international business by leveraging its domestic experience and expertise;
 - Considering the aforementioned and the improvement in the Indian economy and external factors, it expects a further improvement in the order position of PTPD Business going forward.

Considering the aforementioned, the Management expects that the PTPD Business would achieve profitable operations in the near to medium term.

- 6.12. Considering the aforementioned, the historical performance of the PTPD Business is not considered to be representative of its expected future performance. Accordingly, we have not adopted Comparable Companies Multiple method for the valuation of PTPD Business. We have not adopted Comparable transactions multiple method ('CTM') for the purpose of valuation considering inter alia the size/ historical performance of the PTPD Business and lack of adequate details of comparable transactions.
- 6.13. Valuation of PTPD Business is carried out on a 'going concern value' premise. The historical net asset value of PTPD Business may not be representative of its earning potential. Accordingly, Asset Approach has not been adopted for the valuation of PTPD Business.
- 6.14. The Management has provided us projected income statements, working capital and capital expenditure of the PTPD Business for the period April 01, 2022, till March 31, 2027 (including key underlying assumptions), which the Management believes to be their best estimate of the expected operating performance of PTPD Business going forward. Considering this, DCF method has been adopted for the valuation of PTPD Business.



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7 KEY CONSIDERATIONS

7.1 PTPD Business

7.1.1 BEL has over 15 years of experience in the PTPD Business. The Company has executed and commissioned power transmission and power distribution projects in over 15 states in India and has extensive experience and proven track record of execution of projects of various size, complexity, and nature.

7.1.2 The operations of the PTPD Business were significantly impacted in the recent past inter-alia due to Covid 19 pandemic, extended working capital cycle, etc. and it incurred losses for the period FY2020 to FY2022.

7.1.3 The Management represented that:

- As at the Valuation Date, the PTPD Business had an order backlog of ~INR 8,000 Mn and the working capital cycle of the PTPD Business has since improved due to realisation of the old receivables.
- It expects to capitalize on its experience in the PTPD Business and identify new profitable projects in the PTPD Business considering the eligibility criteria for bids in terms of number of project execution and years of operation;
- PTPD Business intend to expand its international business by leveraging its domestic experience and expertise
- Considering the aforementioned and the improvement in the Indian economy and external factors, it expects a further improvement in the order position of PTPD Business going forward;

Considering the aforementioned, the Management expects that the PTPD Business would achieve profitable operations in the near to medium term.

7.2 Management Projections

7.2.1 The Management has represented that the projections of PTPD Business has been prepared considering inter-alia the following:

- Business Outlook;
- Existing order backlog;
- Eligibility criteria for bidding and new bids under evaluation;
- Extensive experience and proven track record of execution of projects of various size, complexity, and nature;
- Competitive scenario;
- Renewed focus on conventional energy business and expanded support in renewable energy

7.2.2 We understand from the Management that the PTPD business has an order backlog of ~ INR 13,000 Mn as of September 30, 2022, which is expected to be executed over next 2-3 years.



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8 SCOPE ASSUMPTIONS & LIMITING CONDITIONS

- 8.1 Valuation is carried out in accordance with the Valuation Standards issued by the Institute of Chartered Accountants of India ("ICAI Valuation Standards"). Valuation of the PTPD Business as of March 31, 2022 has been carried out adopting 'Fair value' basis and 'going concern value' premise.
- 8.2 This Report, its contents and the results herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement; (ii) the date of this Report; (iii) carved out financial statements of PTPD Business for the year ended March 31, 2022; and (iv) Management Projections of PTPD Business and other information provided by the Management and information obtained from public domain.
- 8.3 RBSA has carried out an analysis of the financial information and other information provided by the Management for carrying out valuation of PTPD Business. This information has been relied upon by RBSA for the Valuation. While our work has involved an analysis of financial and other information provided by the Management, our engagement does not include an audit in accordance with generally accepted auditing standards of the Company's existing business records. We have not carried out any independent technical evaluation or appraisal or due diligence of the assets or liabilities of the PTPD Business. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the Management. Our Report is subject to the scope, assumptions and limitations detailed hereinafter. As such the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.
- 8.4 The valuation is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value and we normally express our opinion on the value as falling within a likely range. While we have provided our opinion on fair value of the PTPD Business based on the information made available to us and within the scope and constraints of our engagement, others may have a different opinion.
- 8.5 A valuation of this nature is necessarily based on stock market, financial, economic, and other conditions in general and industry trends in particular prevailing as on the Valuation date and the information made available to us as of the date hereof. Events occurring after the Valuation date may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.



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- 8.6 The ultimate analysis will have to be tempered by the exercise of judicious discretion and judgment by the valuer taking into account the relevant factors. There will always be several factors, e.g., management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the face of the financial statements but could strongly influence the value.
- 8.7 Valuation may be based on estimates of future financial performance or opinions that represent reasonable expectations at a particular point in time. However, we do not provide assurance on the achievability of the results projected by the Management as events and circumstances do not occur as expected and differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected as the achievement of the projected results is inter-alia dependent on actions, plans and assumptions of the Management and macro-economic and other external factors which are beyond the control of the Management.
- 8.8 We have relied on the data from external sources to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and/or reproduced in its proper form and context.
- 8.9 The actual price achieved in case of a transaction may be higher or lower than our estimate of value depending upon the circumstances and timing of the transaction, the nature of the business and other relevant factors. The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual price achieved. Accordingly, our valuation conclusion will not necessarily be the price at which any agreement proceeds. The final transaction price is something on which the parties themselves have to agree considering inter-alia their own assessment of the Proposed Transaction and inputs from other advisors.
- 8.10 In the course of valuation, we were provided with both written and verbal information. We have analyzed the information provided to us by the Management through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information provided by the Management.
- 8.11 The Report assumes that the PTPD Business complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that they will be managed in a competent and responsible manner. Further, unless specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues



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of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/ reflected in the financial statements provided to us.

- 8.12 No investigation of the PTPD Business' claim to title of assets has been made for the purpose of this Report and the PTPD Business' claim to such rights have been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 8.13 The scope of work has been limited both in terms of the areas of the business and operations which have been reviewed. There may be matters, other than those noted in this report, which might be relevant in the context of the transaction and which a wider scope might uncover.
- 8.14 RBSA is not aware of any contingent, commitment or material issue, besides the information as provided by the Management which has been presented in this Report, which could materially affect the company's economic environment and future performance and therefore, the fair value of the PTPD Business.
- 8.15 The Management has been provided with the opportunity to review the draft report for this engagement to make sure the factual inaccuracies / omissions are avoided in the final report. We reserve the right to alter our conclusions should any information that we are not aware of at the time of preparing this Report comes to light that has a material impact on the conclusions herein.
- 8.16 This Report forms an integral whole and cannot be split in parts. The outcome of the valuation can lead to proper conclusions only if the Report as a whole is taken into account.



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9 Deliverables

9.1 This Report is intended only for the sole use and information of the Board of Directors of BEL in connection with the Proposed Transaction including for the purpose of obtaining regulatory approvals, as required under applicable laws of India. Without limiting the foregoing, we understand that BEL may be required to share this Report with shareholders, regulatory or judicial authorities in connection with the Proposed Transaction (together, "Permitted Recipients"). We hereby give consent to such disclosure of this Report, on the basis that the RBSA owes responsibility only to BEL who has engaged us, under the terms of the engagement, and to no other person; and that, to the fullest extent permitted by law, RBSA accepts no duty, obligation, liability, or responsibility to any other party, with respect to the services and/ or this Report. It is clarified that reference to this Report in any document and / or filing with Permitted Recipients, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by the Valuer of any responsibility or liability to any person/ party other than BEL.

9.2 In no event shall we be liable for any loss, damage, cost, or expense arising in any way from fraudulent acts, misrepresentations, or willful default on the part of BEL, their directors, employees, or agents. In no circumstances shall the liability of RBSA, its partners, directors, or employees, relating to services provided in connection with the engagement set out in this letter (or variation or addition thereto) exceed the amount paid to us in respect of the fees charged for those services.

10 Conclusion

Based on the analysis of the information provided by the Management, analysis of industry and other relevant factors, read with explanation provided in Para 6 above, the value of PTPD Business as of March 31, 2022, is INR 6,523.4 Mn.

We thank you for the cooperation provided by you and your team during the course of this engagement.

For RBSA Valuation Advisors LLP

RVE No.: IBBI/RV-E/05/2019/110

Samir D. Shah

Partner

Asset Class: Securities or Financial Assets

RV No.: IBBI/RV/06/2019/12263

Place: Mumbai

29/11/2022



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Annexure 1 – Extracts of Historical Carved-out Financial Statement of PTPD Business

1.1 Carved-out Income statement

	(In INR Mn)		
For the year	FY 2020	FY 2021	FY 2022
No of Months	12	12	12
Income			
Revenue From Operations	13,075.3	7,303.6	4,170.5
Total Income	13,075.3	7,303.6	4,170.5
Expenses			
Cost of raw material consumed	9,871.0	4,897.4	2,484.2
Employee benefits expense	1,069.1	1,119.1	953.3
Other Expenses	2,185.6	1,695.8	1,336.8
Total Expenses	13,125.7	7,712.3	4,774.3
EBITDA	(50.4)	(408.8)	(603.9)
Depreciation	111.1	107.5	69.0
EBIT	(161.5)	(516.3)	(672.9)
Other Income - Non-Operating	39.5	81.6	275.8
EBIT (including Other income)	(122.0)	(434.8)	(397.1)

Source: Information provided by Management

1.2 Carved out Statement of Assets and Liabilities

	(In INR Mn)
Particulars as at March 31, 2022	Amount
Net Fixed Assets and other non-current assets	
Fixed Assets	453.0
Capital Work In progress	22.3
Right of use	1.9
Lease liabilities	(2.0)
Deferred tax assets (net)	94.4
Cash and Cash equivalents	3.3
Total Net Fixed Assets and other non-current assets	572.9
Net working Capital	
Inventories	871.6
Trade Receivables	7,307.5
Other current assets	1,118.5
Trade Payables	(3,335.0)
Other current liabilities	(682.0)
Total Net working capital	5,280.7
Net worth	5,853.6

Source: Information provided by Management



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Annexure 2 – Income Approach – Summary

Particulars	in INR Mn
Enterprise Value	6,520.1
Add: Cash & Bank Balance	3.3
Value of PTPD Business	6,523.4



Letter Ref no. : DSPL/BEL/01/2021-22

February 08, 2022

FAIRNESS OPINION

STRICTLY PRIVATE & CONFIDENTIAL

The Board of Directors Bajaj Electricals Limited 45/47 Veer Nariman Road, Mumbai 400 001	The Board of Directors Bajel Projects Limited 801 Rustomjee Aspiree , Wadala Anik Link Road Sion Mumbai 400 022
---	---

Dear Sir(s),

SUBJECT: FAIRNESS OPINION ON THE PROPOSED SCHEME OF ARRANGEMENT*Fairness Opinion for the proposed Scheme of Arrangement as per details as under:*

This Scheme of Arrangement for Demerger ('Scheme') is presented under Sections 230 –232 and other applicable provisions of the Companies Act, 2013, rules and regulations thereunder, for:

- (a) Demerger of Power Transmission ("PT") and Power Distribution ("PD") business of Bajaj Electricals Limited (hereinafter referred to as "**BEL**" or "**Demerged Company**") into Bajel Projects Limited (Hereinafter referred to as "**BPL**" or "**Resulting company**") with effect from the Appointed Date of April 1, 2022; pursuant to a Scheme of Demerger under Sections 230 to 232 and other applicable clauses of the Companies Act, 2013 (Hereinafter referred to as "**Scheme**" or "**Demerger**")

The Demerged Company and Resulting Company are hereinafter referred as the "**Companies**".

Please refer to the engagement letter no. DSPL/BEL/01/2021/22 dated January 20, 2022 appointing Dalmia Securities Private Limited ["**DSPL**"], a SEBI Registered Category (I) Merchant Banker, to provide a fairness opinion in terms of the SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ["**SEBI Master Circular**"] and other applicable SEBI Regulations for the proposed Scheme between Demerged Company and the Resulting Company and their respective shareholders pursuant to sections 230-232 and other applicable provisions of the Companies Act, 2013.



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Regd .Office: Ideal Plaza, Suite S-401, 4th Floor, 11/1, Sarat Bose Road, Kolkata – 700020, P 91-33-22806544, 91-33-66320500 F 91-33-22806643
Mumbai Office: 17, Khetan Bhawan, 2nd Floor, 198, J.Tata Road, Mumbai 400020 Ph No: 91-22-30272810, 91-22-30272860
CIN: U67120WB1993PTC060525
Email. ID: dspl@dalmiasec.com
www.dalmiasec.com

SEBI Regn No: Merchant Banking – INM000011476, Research Analyst – INH300003066
Single SEBI Registration No - INZ000181031 (NSE Code 06453 / BSE Code 530)
NSDL IN300222. CDSL 14500. ARN 0284

1. BACKGROUND

1.1 Bajaj Electricals Limited

BEL is a public company incorporated on July 14, 1938 under the provisions of the Indian Companies Act, 1913, and deemed to exist within the purview of the Act, with the Corporate Identification Number L31500MH1938PLC009887. Its registered office is situated at 45/47, Veer Nariman Road, Mumbai 400001. BEL is engaged in the business of (a) manufacturing and marketing of electrical appliances, fan and consumer lighting products) and (b) Engineering Procurement and Construction segment (including Power Transmission and Power Distribution and Illumination Projects). The equity shares of BEL are listed and traded on the recognized Stock Exchanges viz. BSE and NSE. The authorized, issued, subscribed and paid-up share capital of BEL as on December 31, 2021 is as under:

Share Capital	Amount (in INR)
Authorized Capital	
20,00,00,000 Equity Shares of INR 2/- each	40,00,00,000
TOTAL	40,00,00,000
Issued, Subscribed and Paid-up Share Capital	
11,48,13,829 Equity Shares of INR 2/- each fully paid up	22,96,27,658
TOTAL	22,96,27,658

The shareholding pattern of BEL as at December 31, 2021 is as under:

Sl.No	Shareholder particular	% of holding
1	Promoters and Promoter Group	63.01
2	Public shareholding	36.99

(Source: Filing with the BSE as per SEBI LODR requirements)

BEL is a Bajaj Group company.

1.2 Bajel Projects Limited (BPL)

Bajel Projects Limited (BPL) , is a public company incorporated on January 19, 2022 under the provisions of the Companies Act, 2013, under the CIN-U31900MH2022PLC375133, having its registered office at 801 Rustomjee Aspiree Anik Wadala Link Road, Sion (East) Mumbai Maharashtra. Its main object inter-alia is to carry out the Power Transmission and Power Distribution Business.

The authorized, issued, subscribed and paid-up share capital of the Resulting Company as on date of this report is as under:

Share Capital	Amount (in INR)
Authorized Capital	
50,00,000 Equity Shares of INR 2/- each	1,00,00,000
TOTAL	1,00,00,000
Issued, Subscribed and Paid-up Share Capital	
25,00,000 Equity Shares of INR 2/- each fully paid up	50,00,000
TOTAL	50,00,000

As on date the entire paid up capital of BPL is held by BEL, as it has been incorporated as a Wholly Owned subsidiary of BEL. Upon effecting the proposed Scheme, the equity share holders of BEL, would be allotted equity shares of BPL in the same ratio of their holding in BEL, subject to the company complying with enhancement of the authorized capital, if needed.

2.0 Key Features of the Scheme and transaction overview

Based on information provided by the management of the Companies forming part of the Scheme and after analyzing the draft Scheme, the key feature of the scheme are as under:

The Demerged Company has 2 (two) distinct business segments (i) Consumer Product segment ('CP') (which includes appliances, fan and consumer lighting products) and (ii) Engineering Procurement and Construction segment ('EPC') (which includes Power Transmission and Power Distribution and Illumination Projects). The Illumination Projects which is a part of EPC segment is more synergistic to the consumer project segment and risk and rewards are also aligned to that of CP segment. The nature of risk, competition, challenges, opportunities and business methods for the Power Transmission and Power Distribution Business is distinct from other businesses carried out by the Demerged Company. The Power Transmission and Power Distribution Business is required to be handled and managed in a different manner to that of other businesses of the Demerged Company.

It is envisaged by the management that each segment of business carried out by the Demerged Company has significant potential for growth and profitability and can attract different set of stake holders including investors, strategic partners, etc. Therefore, as these businesses approach their next phase of growth, the management of Demerged Company is of the view that it would be strategically apt to segregate the Power Transmission and Power Distribution Business from the other businesses and vest the same into the Resulting Company.

The proposed Scheme of arrangement would result in following benefits

- Enable both companies to move forward independently, with greater focus and specialization, building on their respective capabilities and their strong brand presence.
- Enable each of these companies to focus and enhance its respective businesses by streamlining operations and its management structure ensuring better and more efficient management control.
- Enable unlocking value of each vertical thereby paving way to create significant stakeholder value and at the same time allow investors to allocate their portfolio into separate entities, focused on the distinct entities.
- Enable independent and distinct capital allocation approach and balance sheet management based on the distinct needs of each business.
- Enable ring fencing of business and lead to better risk management

2. SCOPE OF ENGAGEMENT

The Companies have appointed DSPL to issue fairness opinion for the proposed Scheme in terms of the SEBI Master Circular and applicable SEBI Regulations. DSPL is issuing this fairness opinion (“Fairness Opinion”) in the capacity of Independent Merchant Banker based on the valuation report dated February 08, 2022 containing recommendation of fair equity share allotment ratio for the proposed Scheme [**“Valuation Report”**], issued by M/s. RBSA Valuation Advisors LLP (RBSA), a Registered Valuer Securities or Financial Assets, with Registration No: IBBI/RV-E/05/2019/110.

3. SOURCES OF INFORMATION

DSPL has relied on the following information for issuing the Fairness Opinion for the purpose of the proposed Scheme:

- i. Draft Scheme of Arrangement under Sections 230-232 and other applicable provisions of the Companies Act, 2013, with regard to the proposed the proposed Scheme.
- ii. Valuation Report dated February 08, 2022, for the proposed Scheme issued by M/s. RBSA Valuation Advisors LLP (RBSA), a Registered Valuer Securities or Financial Assets, with Registration No: IBBI/RV-E/05/2019/110, for the proposed Scheme [**“Valuation Report”**]
- iii. Copy of Memorandum and Article of Association of the BEL and BPL
- iv. Shareholding Pattern of BEL and BPL
- v. Audited Financial Statements of BEL for the year ended March 31, 2021.
- vi. Such other information, documents, data, reports, discussions and verbal & written explanations from the Demerged Company, and Resulting Company as well as advisors for proposed Scheme, information available public domain & websites as were considered relevant for the purpose of the Fairness Opinion.



4. EXCLUSIONS AND LIMITATIONS

The Fairness Opinion is subject to the scope limitations detailed hereinafter.

- 4.1 The Fairness Opinion is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein. The Fairness Opinion is divided into chapters and sub section only for the purpose of reading convenience. Any partial reading of this Fairness Opinion may lead to inferences, which may be divergence with the conclusion and opinion based on the entirety of this Fairness Opinion.
- 4.2 In the course of the present exercise, DSPL were provided with both written and verbal information, including financial data. The Fairness Opinion issued by DSPL based on the basis of information available in public domain and sources believed to be reliable and information provided by the companies forming part of the Scheme and the Valuer for the sole purpose of to facilitate the Companies to comply with the requirements of the SEBI Circulars and applicable SEBI Regulations and shall not be valid for any other purpose or as at any other date.
- 4.3 As the proposed scheme envisages issue of equity shares of BPL, (The Resulting Company) to the shareholders of BEL (The Demerged Company), in the same ratio of their equity shareholding as at the Record Date , no specific valuation is required to be done. DSPL has been given to understand by the managements of the Companies forming part of the Scheme that they have not omitted any relevant and material factors. DSPL assumes no responsibility whatsoever for any errors in the above information furnished by the companies and/or the Valuer and their impact on the present exercise. DSPL has not conducted any independent valuation or appraisal of any of the assets or liabilities of the Companies. In particular, DSPL does not express opinion on value of assets of the Companies forming part of the Scheme and/or their subsidiary, holding, affiliates, whether at current price or future price. No investigation of the Companies claim to the title of assets or property owned by the companies has been made for the purpose of this fairness opinion. With regard to the Companies claim, DSPL has relied solely on representation, whether verbal or otherwise made, by the management for purpose of this Fairness Opinion. Therefore no responsibility whatsoever is assumed for matters of legal nature. Further, DSPL has not evaluated solvency or fair value of the Companies forming part of the Scheme under any law relating bankruptcy, insolvency or similar matter.
- 4.4 DSPL work does not constitute an audit, due diligence or verification of historical financials including the working results of the Companies or their business referred to in this Fairness

Opinion. Accordingly, DSPL is unable to and does not express an opinion on the accuracy of any financial information referred to in this Fairness Opinion.

- 4.5 DSPL assumes with the consent of the Companies, that the Scheme will be in compliance with all applicable law and other requirements and will be implemented on terms described in the Draft Scheme, without further modifications of any material terms and conditions, and that in course of obtaining necessary regulatory or third party approvals for the Scheme, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on the companies forming part of the Scheme and/or its relevant subsidiaries/affiliates and their respective shareholders. DSPL assumes, at the direction of the companies, that the final Scheme will not differ in any material respect from the Draft Scheme. DSPL understands from the companies' management that the Scheme will be given effect in totality and not in part.
- 4.6 The Fairness Opinion of DSPL does not express any opinion whatsoever and make recommendation at all to the companies forming part of the Scheme underlying decision to affect the proposed Scheme or as to how the holders of equity shares or secured or unsecured creditors of the companies should vote at their respective meetings held in connection with the proposed Scheme. DSPL does not express and should not be deemed to have expressed any views on any other term of the proposed Scheme. DSPL also express no opinion and accordingly accept no responsibility or as to the prices at which the equity shares of BEL/ BPL will trade following the announcement of the proposed Scheme or as to the financial performance of BPL/BEL following the consummation of the proposed Scheme.
- 4.7 The Fairness Opinion should not be construed as certifying the compliance of the proposed transfer with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.
- 4.8 The Fairness Opinion is specific to the date of this report. An exercise of this nature involves consideration of various factors. This Fairness Opinion is issued on the understanding that the companies forming part of the Scheme have drawn attention to all the matters, which they are aware of concerning the financial position of the companies, their businesses, and any other matter, which may have an impact on the Fairness Opinion for the proposed demerger, including any significant changes that have taken place or are likely to take place in the financial position of the companies or their businesses subsequent to the proposed appointed date for the proposed Scheme. DSPL has no responsibility to update this Fairness Opinion for events and circumstances occurring after the date of this Fairness Opinion. DSPL assumes no responsibility for updating or revising the Fairness Opinion based on circumstances or events occurring after the date hereof.

- 4.9 In past, DSPL may have provided and currently or in the future provide, investment banking services to the companies forming part of the Scheme under the scheme and/or any holding or subsidiaries or affiliates and their respective shareholders, for which DSPL has received or may receive customary fees. DSPL engagement as fairness opinion provider is independent of our other business relationship, which may have the companies under the scheme and/or any holding or subsidiaries or affiliates. In addition in ordinary course of their respective business, after complying with applicable SEBI Regulations, DSPL or its affiliates may actively trade in securities of the companies under the scheme and/or any holding or subsidiaries or affiliates and their respective shareholders for their own accounts and account of their customers and accordingly may at a time hold position in such securities. DSPL engagement and opinion only to fulfill the requirement of the SEBI Circular and not for other purposes. Neither DSPL nor any of its affiliates, partners, directors, shareholders, managers, employees or agents make any representation or warranty, expressed or implied, as to the information and documents provided, based on which the Fairness Opinion has been issued.
- 4.10 This Fairness Opinion issued by DSPL without regard to specific objectivities, suitability, financial situation and need of any particular person and does not constitute any recommendation, and should not be construed as offer for to sell or the solicitation of an offer to buy, purchase or subscribe to any securities mentioned herein. This report has not been or may not be approved by any statutory or regulatory authority in India or by any Stock Exchange in India. This Fairness Opinion may not be all inclusive and may not contain all information that the recipient may consider material.
- 4.11 The Fairness Opinion and information contained therein or any part of it does not constitute or purport to constitute investment advice in publicly accessible media and should not printed, reproduced, transmitted, sold distributed or published by recipient without prior written approval of DSPL. The distribution/taking/sending/dispatching of this document in certain foreign jurisdiction may be restricted by law, and person into whose this document comes should inform themselves about, and observe, any such restriction.
- 4.12 This Fairness Opinion has been issued for the sole purpose to facilitate the Companies to comply with SEBI Master Circular and other applicable SEBI Regulations and it shall not be valid for any other purpose. Neither this Fairness Opinion nor the information contained herein, may be reproduced passed to any person or used for any purpose other than stated above, without prior written approval of DSPL.

- 4.13 The Companies have been provided with opportunity to review the draft as part of standard practice to make factual inaccuracy/omissions are avoided in the Fairness Opinion.
- 4.14 The fee for the services is not contingent upon the result of proposed Scheme. This Fairness Opinion is subject to law of India.

5. OPINION & CONCLUSION

As per the Valuation Report of RBSA it is stated that the PT and PD Business of BEL is proposed to be demerged into BPL. Once the Scheme is implemented, all the shareholders of BEL would also become shareholders in BPL and their shareholding in BPL would mirror their shareholding in BEL. Hence, the valuer has indicated that no relative valuation of the two entities is required to be undertaken.

Accordingly the valuer has not carried out valuation of these entities under generally accepted valuation approaches.

In light of the forgoing and subject to the caveats as detailed hereinbefore, DSPL hereby certifies that the proposed issue of fresh equity shares by BPL to the shareholders of BEL in same ratio of their holding of equity shares in BEL as at the Record Date of the Scheme, would be fair and reasonable.

For *Dalmia Securities Private Limited*



Jeyakumar S

COO- Investment Banking

SEBI Registration Number INM000011476

Date: February 08, 2022

Place: Mumbai

DCS/AMAL/MJ/IP/2584/2022-23

"E-Letter"

December 02, 2022

The Company Secretary,
BAJAJ ELECTRICALS LTD.
 45/47 Veer, Nariman Road, Mumbai- 400001.

Dear Sir,

Sub: Observation letter regarding the Scheme of Arrangement between Bajaj Electricals Limited and Bajel Projects Limited and their respective Shareholders.

We are in receipt of the Scheme of Arrangement of Bajaj Electricals Limited as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated December 01, 2022 has inter alia given the following comment(s) on the draft scheme of Arrangement:

- a) "Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
- b) "Company shall ensure that additional information and undertaking, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- c) "Company shall ensure compliance with the said circular issued from time to time."
- d) "The entities involved in the Scheme shall duly comply with various provisions of the Circular."
- e) "Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- f) "Company shall ensure that Transferor Company discloses the details of Assets & Liabilities which is being transferred to the demerged undertaking, the details of Assets & Liabilities of Resulting Company and the rationale for arriving at the share entitlement ratio, as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approvals 230 to 232 of the Companies Act 2013."
- g) "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- h) "Company is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."

- i) **“Company is advised that the proposed equity shares to be issued in terms of the Scheme shall mandatorily be in demat form only.”**
- j) **“Company shall ensure that the “Scheme” shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.”**
- k) **“No changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.”**
- l) **“Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon’ble NCLT and the company is obliged to bring the observations to the notice of Hon’ble NCLT.”**
- m) **“Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.”**
- n) **“It is to be noted that the petitions are filed by the company before Hon’ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.”**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon’ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose Information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

However, the listing of equity shares of Bajel Projects Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. Further, Bajel Projects Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of Bajel Projects Limited is at the discretion of the Exchange. In addition to the above, the listing of Bajel Projects Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Bajel Projects Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all Bajel Projects Limited in line with the details required as per the aforesaid SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.
3. To disclose all the material information about Bajel Projects Limited on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:
 - I. The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
 - II. "There shall be no change in the shareholding pattern of Bajel Projects Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **validity of this Observation Letter shall be Six Months from the date of this Letter**, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections

230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,
Sd/-

Prasad Bhide
Senior Manager

Mahek Jaju
Assistant Manager



National Stock Exchange Of India Limited

Ref: NSE/LIST/30157_II

December 05, 2022

The Company Secretary
Bajaj Electricals Limited
45 / 47, Veer Nariman Road,
Fort, Mumbai – 400001.

Kind Attn.: Mr. Ajay Nagle

Dear Sir,

Sub: Observation Letter for draft scheme of arrangement between Bajaj Electricals Limited (“Demerged Company”) and Bajel Projects Limited (“Resulting Company”) and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

We are in receipt of draft scheme of arrangement between Bajaj Electricals Limited (“Demerged Company”) and Bajel Projects Limited (“Resulting Company”) and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 vide application dated February 23, 2022.

Based on our letter reference no. NSE/LIST/30157 dated June 06, 2022, submitted to SEBI and pursuant to SEBI Master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 and Regulation 94(2) of SEBI (LODR) Regulations 2015, SEBI vide its letter dated December 01, 2022 has inter alia given the following comment(s) on the draft scheme of Arrangement:

- a. *Company shall ensure disclosure of all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.*
- b. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter, is displayed on the websites of the listed company and the Stock Exchanges.*
- c. *The entities involved in the scheme shall duly comply with various provisions of the Circular.*
- d. *Company shall ensure that information pertaining to all the unlisted Companies involved in the scheme, shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- e. *The Transferor Company shall ensure to disclose the details of Assets & Liabilities which are being transferred to the demerged undertaking, the details of Assets & Liabilities of Resulting Company and the rationale for arriving at the share entitlement ratio, as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013.*
- f. *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*

This Document is Digitally Signed

Signer: DIPTI VIPIL CHINCHHEDE
Date: Mon, Dec 5, 2022 14:08:22 IST
Location: NSE



- g. Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice sent to the shareholders.*
- h. Company shall ensure that the proposed equity shares to be issued in terms of the “scheme” shall mandatorily be in a demat form only.*
- i. Company shall ensure that the “scheme” shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*
- j. Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/ tribunals shall be made without specific written consent of SEBI.*
- k. Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*
- l. Company to comply with the all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.*
- m. It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the Circular.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

The Company should also fulfil the Exchange’s criteria for listing of such company and also comply with other applicable statutory requirements. However, the listing of shares of Bajel Projects Limited is at the discretion of the Exchange.

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Signer: DIPTI VIPIL CHINCHHEDE
Date: Mon, Dec 5, 2022 14:08:22 IST
Location: NSE

The listing of Bajel Projects Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Bajel Projects Limited and its group companies in line with the disclosure requirements applicable for public issues with National Stock Exchange of India Limited (“NSE”) for making the same available to the public through website of the companies. The following lines must be inserted as a disclaimer clause in the Information Memorandum:

“The approval given by the NSE should not in any manner be deemed or construed that the Scheme has been approved by NSE; and/ or NSE does not in any manner warrant, certify or endorse the correctness or completeness of the details provided for the unlisted Company; does not in any manner take any responsibility for the financial or other soundness of the Resulting Company, its promoters, its management etc.”

2. To publish an advertisement in the newspapers containing all the information about Bajel Projects Limited in line with the details required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.
3. To disclose all the material information about Bajel Projects Limited to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.
4. The following provision shall be incorporated in the scheme:
 - (a) “The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.”
 - (b) “There shall be no change in the shareholding pattern or control in Bajel Projects Limited between the record date and the listing which may affect the status of this approval.”

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from December 05, 2022, within which the scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

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Signer: DIPTI VIPIL CHINCHKEDE
Date: Mon, Dec 5, 2022 14:08:22 IST
Location: NSE

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Dipti Chinchkhede
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:
<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

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Signer: DIPTI VIPIL CHINCHKHEDE
Date: Mon, Dec 5, 2022 14:08:22 IST
Location: NSE



March 28, 2022

To,
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street.
Mumbai 400 001
Script Code: 500031

Re.: Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations") for the proposed Scheme of Arrangement between Bajaj Electricals Limited ("Demerged Company" or "BEL" or "Company") and Bajel Projects Limited ("Resulting Company" or "BPL") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")

Sub.: Report on Complaint in terms of Para I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 as amended from time to time ("SEBI Circular")

Dear Sir/Madam,

This is in reference to the Scheme filed by the Company under Regulation 37 of the SEBI Listing Regulations with BSE Limited ("BSE") on February 23, 2022 and subsequent hosting of the said Scheme, along with other relevant documents, by BSE on its website on March 4, 2022.

As per Para I(A)(6) of the SEBI Circular, the Company is *inter-alia* required to submit a "Report on Complaints" containing the details of complaints received by the Company on the draft Scheme from various sources, within 7 days of expiry of 21 days from the date of uploading of the draft Scheme and related documents on the website of the relevant Stock Exchange.

In the present case, i.e. the Scheme, the period of 21 days from date the uploading of said documents by BSE on its website (i.e. March 4, 2022) has expired on March 25, 2022, accordingly, we attach herewith a "Report on Complaints", as **Annexure-1** to this letter.

The Report on Complaints is also being uploaded on the website of the Company, i.e., www.bajajelectricals.com, as per requirement of the aforementioned said SEBI Circular.

We request you to take the above on record and treat the same as compliance under the applicable provisions of the SEBI Listing Regulations and SEBI Circular.

Thanking you,

Yours Faithfully,
For Bajaj Electricals Limited

AJAY
SURESH
NAGLE

Digitally signed by
AJAY SURESH NAGLE
Date: 2022.03.28
15:19:31 +05'30'

Ajay Nagle
EVP and Head – Legal & Company Secretary
ICSI Membership No. A9855

Encl.: As above.

Copy for information to: The National Stock Exchange of India Limited, Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400051.

Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001. **Tel.:** 022-61497000

Email ID: legal@bajajelectricals.com **Website:** www.bajajelectricals.com

Corporate Identity Number (CIN): L31500MH1938PLC009887

Annexure-1

REPORT ON COMPLAINT

[in respect of the Scheme of Arrangement between Bajaj Electricals Limited and and Bajel Projects Limited and their respective Shareholders]

Period of Complaints Report: March 4, 2022 to March 25, 2022

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

For Bajaj Electricals Limited

AJAY SURESH NAGLE
Digitally signed by
 AJAY SURESH NAGLE
 Date: 2022.03.28
 15:20:10 +05'30'

Ajay Nagle
 EVP and Head – Legal & Company Secretary
 ICSI Membership No. A9855

Mumbai, March 28, 2022



March 31, 2022

To,
National Stock Exchange of India Limited
Listing Department
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051.
NSE Symbol: BAJAJELEC

Re.: Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations") for the proposed Scheme of Arrangement between Bajaj Electricals Limited ("Demerged Company" or "BEL" or "Company") and Bajel Projects Limited ("Resulting Company" or "BPL") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")

Sub.: Report on Complaint in terms of Para 1(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 as amended from time to time ("SEBI Circular")

Dear Sir/Madam,

This is in reference to the Scheme filed by the Company under Regulation 37 of the SEBI Listing Regulations with National Stock Exchange of India Limited ("NSE") on February 23, 2022 and subsequent hosting of the said Scheme, along with other relevant documents, by NSE on its website on March 9, 2022.

As per Para 1(A)(6) of the SEBI Circular, the Company is *inter-alia* required to submit a "Report on Complaints" containing the details of complaints received by the Company on the draft Scheme from various sources, within 7 days of expiry of 21 days from the date of uploading of the draft Scheme and related documents on the website of the relevant Stock Exchange.

In the present case, i.e. the Scheme, the period of 21 days from date the uploading of said documents by NSE on its website (i.e. March 9, 2022) has expired on March 30, 2022, accordingly, we attach herewith a "Report on Complaints", as **Annexure-1** to this letter.

The Report on Complaints is also being uploaded on the website of the Company, i.e., www.bajajelectricals.com, as per requirement of the aforementioned SEBI Circular.

We request you to take the above on record and treat the same as compliance under the applicable provisions of the SEBI Listing Regulations and SEBI Circular.

Thanking you,

Yours Faithfully,

For Bajaj Electricals Limited

AJAY
SURESH
NAGLE

Digitally signed by
AJAY SURESH NAGLE
Date: 2022.03.31
10:53:59 +05'30'

Ajay Nagle

Head of Department – Legal (and Company Secretary)

ICSI Membership No. A9855

Encl.: As above.

Copy for information to: The General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalai Street, Mumbai— 400 001.

Annexure-1

REPORT ON COMPLAINT

[in respect of the Scheme of Arrangement between Bajaj Electricals Limited and Bajel Projects Limited and their respective Shareholders]

Period of Complaints Report: March 9, 2022 to March 30, 2022

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

For Bajaj Electricals Limited

AJAY
SURESH
NAGLE

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AJAY SURESH NAGLE
Date: 2022.03.31
10:53:32 +05'30'

Ajay Nagle

Head of Department – Legal (and Company Secretary)

ICSI Membership No. A9855

Mumbai, March 31, 2022

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF BAJAJ ELECTRICALS LIMITED AT ITS MEETING HELD ON TUESDAY, FEBRUARY 8, 2022, AT 10:45 A.M. EXPLAINING EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

BACKGROUND

The Board of Directors ("**Board**") of Bajaj Electricals Limited on February 8, 2022, approved the Scheme of Arrangement between Bajaj Electricals Limited ("**the Demerged Company**" or "**BEL**") and Bajaj Projects Limited ("**the Resulting Company**" or "**BPL**") and their respective shareholders (the "**Scheme**") under Sections 230 to 232 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any of the Act. The Scheme entails the following:

- (a) Transfer by way of demerger of the Demerged Undertaking (*as defined in the Scheme*), consisting of Power Transmission and Power Distribution Business (*as defined in the Scheme*), of the Demerged Company into the Resulting Company and consequent issue of New Equity Shares (*as defined in the Scheme*) by the Resulting Company to the shareholders of the Demerged Company;
- (b) Various other matters consequential or otherwise integrally connected.

As per Section 232(2)(c) of the Act, a report adopted by the Board explaining the effect of compromise on each class of shareholders, key managerial personnel ("**KMPs**"), promoters and non-promoter shareholders laying out in particular the share exchange ratio, is required to be circulated to the shareholders along with the notice convening the meeting.

This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

The Scheme and the following documents are presented to the Board:

- (a) The Valuation Report dated February 8, 2022 submitted by the independent valuation firm Messrs RBSA Valuation Advisors LLP, Registered Valuer ("**Valuation Report**");
- (b) Fairness opinion report dated February 8, 2022 issued by Dalmia Securities Private Limited, Category I SEBI Registered Independent Merchant Banker (Reg. No. INM000011476) providing the fairness opinion on the share entitlement recommended in the Valuation Report ("**Fairness Opinion**");
- (c) Certificate dated February 8, 2022 obtained from the Statutory Auditors of the Company i.e. S R BC & CO LLP, Chartered Accountants (FRN: 324982E/E300003) to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013 ; and
- (d) Copies of Audit Committee Report and Committee of Independent Directors Report, both dated February 8, 2022.

The aforesaid Valuation Report and Fairness Opinion have been duly considered by the Board and have come to the conclusion that share entitlement ratio is fair and reasonable.

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Tel: +91-22-6149 7000, 6149 7090

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Email : lega@bajajelectricals.com | CIN : L31500MH1938PLC009887



SHARE ENTITLEMENT RATIO REPORT / ISSUE OF SHARES ON DEMERGER

The above-mentioned registered valuer has recommended the following share entitlement ratio for the issue of shares in terms of the Scheme:

"1 equity share of the face value of INR 2 each fully paid-up of the Resulting Company shall be issued and allotted for every 1 equity share of face value INR 2 each fully paid up held by equity shareholders of the Demerged Company."

The aforesaid ratio has been confirmed in the Fairness Opinion referred above.

The New Equity Shares of the Resulting Company to be issued and allotted as above shall rank *pari passu* in all respects with the existing equity shares of the Resulting Company, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached thereto. The Resulting Company shall seek listing of the New Equity Shares allotted by it on the BSE Limited and the National Stock Exchange of India Limited, in terms of and in compliance of the Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as issued by the Securities and Exchange Board of India, and other applicable provisions as may be applicable.

Immediately with effect from the Effective Date and upon allotment of New Equity Shares by the Resulting Company, the entire pre-demerger paid up equity share capital, as on the Effective Date, of the Resulting Company shall stand cancelled, extinguished and annulled on and from the Effective Date.

No special valuation difficulties were reported.

EFFECT OF THE SCHEME ON THE EQUITY SHAREHOLDERS (PROMOTER AND NON-PROMOTER) OF THE DEMERGED COMPANY

The Demerged Company has issued only one class of shares, i.e. equity shares. Both the promoter and non-promoter shareholders of the Demerged Company holding such equity shares will be entitled to the allotment of fully paid up New Equity Shares in the Resulting Company.

Further, once the Scheme is effective, the Resulting Company will have replica/mirror shareholding of the Demerged Company and thereafter it shall function independently as an independent listed company.

The provisions of the Scheme have been drawn up to comply with the conditions relating to "Demerger" as defined under Section 2(19AA) of the Income Tax Act, 1961 and therefore, it may not have any tax implications.

EFFECT OF THE SCHEME ON THE KMPS

No change in KMPS of the Demerged Company is expected pursuant to the Scheme.

The Resulting Company, if applicable, may engage in the Demerged Undertaking, the KMPS concerned of the Demerged Company without any interruption in their service and on terms and conditions not less favourable than those on which they are engaged by the Demerged Company.


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Email: legal@bajajelectricals.com | CIN : L31500MH1938PLC009887



Further, none of the KMPs have any interest in the Scheme except to the extent of the equity shares held by them, if any, in the Demerged Company. The effect of the Scheme on such interest is the same as in the case of other shareholders.

**Certified True Copy
For Bajaj Electricals Limited**


**Shekhar Bajaj
Chairman and Managing Director
(DIN: 00089358)}**



**Place: Mumbai
Date: February 8, 2022**

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF BAJEL PROJECTS LIMITED AT ITS MEETING HELD ON TUESDAY, FEBRUARY 8, 2022, AT 12:20 P.M. EXPLAINING EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

BACKGROUND

The Board of Directors ("**Board**") of Bajel Projects Limited on February 8, 2022, approved the Scheme of Arrangement between Bajaj Electricals Limited ("**the Demerged Company**" or "**BEL**") and Bajel Projects Limited ("**the Resulting Company**" or "**BPL**") and their respective shareholders (the "**Scheme**") under Sections 230 to 232 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any of the Act. The Scheme entails the following:

- (a) Transfer by way of demerger of the Demerged Undertaking (as defined in the Scheme), consisting of Power Transmission and Power Distribution Business (as defined in the Scheme), of the Demerged Company into the Resulting Company and consequent issue of New Equity Shares (as defined in the Scheme) by the Resulting Company to the shareholders of the Demerged Company;
- (b) Various other matters consequential or otherwise integrally connected.

As per Section 232(2)(c) of the Act, a report adopted by the Board explaining the effect of compromise on each class of shareholders, key managerial personnel ("**KMPs**"), promoters and non-promoter shareholders laying out in particular the share exchange ratio, is required to be circulated to the shareholders along with the notice convening the meeting.

This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

The Scheme and the following documents are presented to the Board:

- (a) The Valuation Report dated February 8, 2022 submitted by the independent valuation firm Messrs RBSA Valuation Advisors LLP, Registered Valuer ("**Valuation Report**");
- (b) Fairness opinion report dated February 8, 2022 issued by Dalmia Securities Private Limited, Category I SEBI Registered Independent Merchant Banker (Reg. No.INM000011476) providing the fairness opinion on the share entitlement recommended in the Valuation Report ("**Fairness Opinion**"); and
- (c) Certificate dated February 8, 2022 obtained from the Statutory Auditors of the Company i.e. S R BC & CO LLP, Chartered Accountants (FRN: 324982E/E300003) to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013.

The aforesaid Valuation Report and Fairness Opinion have been duly considered by the Board and have come to the conclusion that share entitlement ratio is fair and reasonable.

SHARE ENTITLEMENT RATIO REPORT / ISSUE OF SHARES ON DEMERGER

The above-mentioned registered valuer has recommended the following share entitlement ratio for the issue of shares in terms of the Scheme:



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CIN: U31900MH2022PLC375133 | Email: legal@bajajelectricals.com

BAJEL PROJECTS LIMITED

"1 equity share of the face value of INR 2 each fully paid-up of the Resulting Company shall be issued and allotted for every 1 equity share of face value INR 2 each fully paid up held by equity shareholders of the Demerged Company."

The aforesaid ratio has been confirmed in the Fairness Opinion referred above.

The New Equity Shares of the Resulting Company to be issued and allotted as above shall rank *pari passu* in all respects with the existing equity shares of the Resulting Company, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached thereto. The Resulting Company shall seek listing of the New Equity Shares allotted by it on the BSE Limited and the National Stock Exchange of India Limited, in terms of and in compliance of the Circular No.SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as issued by the Securities and Exchange Board of India, and other applicable provisions as may be applicable.

Immediately with effect from the Effective Date and upon allotment of New Equity Shares by the Resulting Company, the entire pre-demerger paid up equity share capital, as on the Effective Date, of the Resulting Company shall stand cancelled, extinguished and annulled on and from the Effective Date.

No special valuation difficulties were reported.

EFFECT OF THE SCHEME ON THE EQUITY SHAREHOLDERS (PROMOTER AND NON-PROMOTER) OF THE RESULTING COMPANY

The Resulting Company has issued only one class of shares, i.e. equity shares. All its equity shares are held by the Demerged Company along with its nominees. The existing paid up equity share capital of the Resulting Company shall stand cancelled, extinguished and annulled on new shares being issued to the shareholders of the Demerged Company as stated above. Accordingly, the existing shareholders of the Resulting Company shall then cease to be shareholders of the Resulting Company.

Pursuant to the Scheme, each shareholder of the Demerged Company would be entitled to the allotment of equity shares in the Resulting Company in proportion to their shareholding in the Demerged Company. Once the Scheme is effective, the Resulting Company will have replica/mirror shareholding of the Demerged Company and thereafter it shall function independently as an independent listed company.

The provisions of the Scheme have been drawn up to comply with the conditions relating to "Demerger" as defined under Section 2(19AA) of the Income Tax Act, 1961 and therefore, it may not have any tax implications.

EFFECT OF THE SCHEME ON THE KMPs

The Scheme will have no effect on the existing KMPs, if any of the Resulting Company. The KMPs concerned of the Resulting Company will remain engaged in the Resulting Company without any interruption in their service and on terms and conditions no less favourable than those on which they are engaged by the Resulting Company.



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BAJEL PROJECTS LIMITED

Further, none of the KMPs have any interest in the Scheme except to the extent of the equity shares held by them, if any, in the Demerged Company. The effect of the Scheme on such interest is the same as in the case of other shareholders of the Demerged Company.

**Certified True Copy
For Bajel Projects Limited**



**Shekhar Bajaj
Chairman
(DIN: 00089358)**



**Place: Mumbai
Date: February 8, 2022**

S R B C & CO LLP

Chartered Accountants

12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai - 400 028, India
Tel : +91 22 6819 8000

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
Bajaj Electricals Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of Bajaj Electricals Limited (the "Company") for the quarter ended September 30, 2022 and year to date from April 01, 2022 to September 30, 2022 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm registration number: 324982E/E300003



per Vikram Mehta
Partner

Membership No.: 105938

UDIN: 22105938BCLV063157

Mumbai, November 08, 2022



Bajaj Electricals Ltd.

CIN : L31500MH1938PLC009887

Registered Office: 45/47, Veer Nariman Road, Mumbai - 400 001

Tel. 022-61497000 Website : http://www.bajajelectricals.com Email : legal@bajajelectricals.com

STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30TH SEPTEMBER 2022

(Rs. In Lakhs except per share data)

Sr.No.	Particulars	Quarter ended			Six months ended		Year ended
		30-Sep-22	30-Jun-22	30-Sep-21	30-Sep-22	30-Sep-21	31-Mar-22
		(Unaudited)	(Unaudited) *	(Unaudited) *	(Unaudited)	(Unaudited) *	(Audited) *
1	Revenue from operations						
	(a) Net sales	119,612	119,655	127,805	239,267	211,828	470,347
	(b) Other operating income	2,423	2,701	1,851	5,124	3,023	8,472
	Total Revenue from operations	122,035	122,356	129,656	244,391	214,851	478,819
2	Other income	1,983	1,008	2,105	2,991	3,080	7,242
3	Total Income (1 + 2)	124,018	123,364	131,761	247,382	217,931	486,061
4	Expenses						
	(a) Cost of raw materials consumed	13,508	10,988	13,835	24,496	22,823	50,147
	(b) Purchase of traded goods	76,276	70,200	89,125	146,476	126,548	275,557
	(c) Changes in inventories of finished goods, work-in-progress and traded goods	(7,213)	2,371	(14,417)	(4,842)	(8,226)	2,242
	(d) Erection & Subcontracting Expenses	1,240	1,515	3,220	2,755	6,977	13,389
	(e) Employee benefits expense	10,428	10,065	10,281	20,493	20,753	39,544
	(f) Depreciation and amortisation expense	1,780	1,699	1,519	3,479	3,099	6,304
	(g) Other expenses	18,415	19,770	18,417	38,185	36,408	72,827
	(h) Finance Costs	966	759	1,926	1,725	4,219	6,867
	Total Expenses	115,400	117,367	123,906	232,767	212,601	466,877
5	Profit before exceptional items and tax (3 - 4)	8,618	5,997	7,855	14,615	5,330	19,184
6	Exceptional Items (refer note 3)	-	-	-	-	-	1,323
7	Profit before tax (5 - 6)	8,618	5,997	7,855	14,615	5,330	17,861
8	Tax Expense / (Credit)						
	Current Tax	2,809	1,967	2,493	4,776	2,250	5,322
	Deferred Tax	(581)	(415)	(444)	(996)	(842)	(650)
	Adjustment of tax relating to earlier periods	-	-	(387)	-	(387)	(489)
	Total Tax Expense / (Credit)	2,228	1,552	1,662	3,780	1,021	4,183
9	Net Profit for the period / year (7 - 8)	6,390	4,445	6,193	10,835	4,309	13,678
10	Other comprehensive (income) / loss, net of income tax						
	Items that will be reclassified to profit or loss (net of tax)	-	38	-	38	-	(38)
	Items that will not be reclassified to profit or loss (net of tax)	(86)	2	(306)	(84)	(345)	(546)
	Total other comprehensive (income) / loss, net of income tax	(86)	40	(306)	(46)	(345)	(584)
11	Total comprehensive income for the period / year (9 - 10)	6,476	4,405	6,499	10,881	4,654	14,262
12	Paid-up equity share capital (Face value of Rs. 2/-)						2,297
13	Reserve excluding revaluation reserves						171,363
14	Networth						173,397
15	Earnings per share after exceptional items (not annualised) (Face value of Rs. 2/-)						
	(a) Basic	5.56	3.87	5.40	9.43	3.76	11.93
	(b) Diluted	5.55	3.86	5.37	9.41	3.74	11.88
	Earnings per share before exceptional items (not annualised) (Face value of Rs. 2/-)						
	(a) Basic	5.56	3.87	5.40	9.43	3.76	12.79
	(b) Diluted	5.55	3.86	5.37	9.41	3.74	12.74

* Restated pursuant to merger (refer note 1)

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BY 
S R B C & CO LLP
MUMBAI



Notes to the standalone financial results:

- 1) The Mumbai Bench of the Hon'ble National Company Law Tribunal has passed an order dated August 25, 2022 ("Order"), approving the Scheme of Merger by Absorption of Starlite Lighting Limited ("Transferor Company") with Bajaj Electricals Limited ("Company" / "Transferee Company") and their respective shareholders ("Scheme")

Accordingly, the Company had accounted for the merger under the pooling of interest method retrospectively for all periods presented as prescribed in IND AS 103 Business Combinations of entities under common control. The previous period / year numbers have been accordingly restated. The Impact of the merger on these results is as under:

(Rs. In Lakhs)

Particulars	Quarter ended		Six months ended	Year ended
	30-Jun-22	30-Sep-21	30-Sep-21	31-Mar-22
	(Reported)	(Reported)	(Reported)	(Reported)
Total Revenue from operations	122,865	129,074	214,353	477,035
Profit before tax	6,818	8,053	7,184	20,548
Net Profit for the period / year	5,060	6,340	5,697	15,350
Total comprehensive income for the period / year	5,020	6,605	6,001	15,928
Total Equity				178,460

(Rs. In Lakhs)

Particulars	Quarter ended		Six months ended	Year ended
	30-Jun-22	30-Sep-21	30-Sep-21	31-Mar-22
	(Restated)	(Restated)	(Restated)	(Restated)
Total Revenue from operations	122,356	129,656	214,851	478,819
Profit before tax	5,997	7,855	5,330	17,861
Net Profit for the period / year	4,445	6,193	4,309	13,678
Total comprehensive income for the period / year	4,405	6,499	4,654	14,262
Total Equity				174,469

- 2) The Board of Directors of the Company, at its meeting held on September 29, 2022, has considered and approved the Scheme of Merger by Absorption of Nirlep Appliances Private Limited ("Transferor Company") with the Transferee Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Scheme is subject to the necessary statutory and regulatory approvals, including the approval of Hon'ble National Company Law Tribunal.
- 3) During the year ended March 31, 2022, the Company had recorded Rs. 1,323 lakhs as voluntary retirement scheme towards the employees of the Shikohabad factory and the same is shown as an exceptional items.
- 4) The Company w.e.f. July 1, 2022, pursuant to the provisions of Ind AS 108, identified its business segments as its primary reportable segments, which comprises of Consumer Products, Lighting Solutions and EPC. "Consumer Products" includes Appliances, Fans and Morphy Richards. "Lighting Solutions" includes Professional Lighting (B2B) and Consumer Lighting (B2C) and "EPC" includes Power Transmission and Power Distribution. Accordingly, segment information for the comparative periods has been restated in the above financial results.
- 5) The above standalone results have been reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on November 8, 2022.
- 6) These standalone financial results are available on the Company's website viz. www.bajajelectricals.com and on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com).

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BY 
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MUMBAI



Bajaj Electricals Ltd.

CIN : L31500MH1938PLC009887


Registered Office: 45/47, Veer Nariman Road, Mumbai - 400 001

Tel. 022-61497000 Website : <http://www.bajajelectricals.com> Email : legal@bajajelectricals.com

STATEMENT OF ASSETS AND LIABILITIES AS AT 30TH SEPTEMBER, 2022

(Rs. in Lakhs)

Particulars	Standalone	
	As at 30-Sep-22	As at 31-Mar-22
	(Unaudited)	(Audited) *
ASSETS		
Non-Current Assets		
Property, plant and equipment	30,479	32,051
Capital work in progress	3,213	2,789
Right-of-use assets	7,314	6,856
Intangible assets	1,862	115
Intangible assets under development	68	1,547
Investment property	13,007	13,077
Goodwill	16,357	16,357
Investments in subsidiaries and an associate	4,383	4,383
Financial Assets		
i) Investments	581	490
ii) Trade receivables	8,078	22,110
iii) Loans	3,328	3,789
iv) Other financial assets	2,499	3,735
Deferred tax assets (net)	9,115	8,144
Current tax assets (net)	11,320	10,386
Other non-current assets	12,367	13,248
Total Non-Current Assets	123,971	139,077
Current Assets		
Inventories	102,086	97,595
Financial Assets		
i) Investments	3,504	-
i) Trade receivables	134,168	113,657
ii) Cash and cash equivalents	17,345	11,835
iii) Bank balances other than (ii) above	362	2,353
iv) Loans	1,000	1,001
v) Other current financial assets	2,328	776
Other current assets	41,161	26,796
Contract assets	6,356	5,344
	308,310	259,357
Assets classified as held for sale	1,947	1,719
Total Current Assets	310,257	261,076
Total Assets	434,228	400,153

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BY**

**S R B C & CO LLP
MUMBAI**



(Rs. In Lakhs)

Particulars	Standalone	
	As at 30-Sep-22	As at 31-Mar-22
	(Unaudited)	(Audited) *
EQUITY & LIABILITIES		
EQUITY		
Equity share capital	2,300	2,297
Other Equity	180,464	172,172
Total Equity	182,764	174,469
LIABILITIES		
Non-Current Liabilities		
Financial Liabilities		
i) Borrowings	-	1,183
ia) Lease liabilities	3,009	3,035
ii) Other financial liabilities	6	16
Provisions	2,340	2,255
Employee Benefit Obligations	5,864	6,176
Total Non-Current Liabilities	11,219	12,665
Current Liabilities		
Financial Liabilities		
i) Borrowings	17	2,399
ia) Lease liabilities	2,122	1,553
ii) Trade payables		
a) Total outstanding dues of micro enterprises & small enterprises	6,057	7,139
b) Total outstanding dues of other than micro enterprises & small enterprises	124,175	115,258
iii) Other current financial liabilities	59,969	46,040
Provisions	7,809	7,854
Employee benefit obligations	1,052	914
Current tax liabilities (net)	3,828	1,701
Contract liabilities	14,713	9,117
Other current liabilities	20,503	21,044
Total Current Liabilities	240,245	213,019
Total Liabilities	251,464	225,684
Total Equity & Liabilities	434,228	400,153

* Restated pursuant to merger (refer note 1)

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Bajaj Electricals Limited

CIN : L31500MH1938PLC009887

Registered Office: 45/47, Veer Nariman Road, Mumbai -400 001

Tel. 022-61497000 Website : <http://www.bajajelectricals.com> Email : legal@bajajelectricals.com

STANDALONE CASH FLOW STATEMENT FOR SIX MONTHS ENDED 30TH SEPTEMBER 2022

(Rs in Lakhs)

Particulars	Six months ended 30-Sep-22 (Unaudited)	Six months ended 30-Sep-21 (Unaudited) *
Cash flow from operating activities		
Profit before income tax	14,615	5,330
<u>Adjustments for:</u>		
Depreciation and amortisation expense	3,479	3,099
Employee share-based payment expense	445	194
Gain on disposal of property, plant and equipment (net)	(5)	(407)
Measurement of financial assets held at fair value through Profit or Loss	(91)	(81)
Measurement of financial assets and liabilities held at amortised cost	(28)	(37)
Measurement of provisions at fair value	(108)	(144)
Finance costs	1,725	4,219
Interest income	(635)	(708)
Impairment allowance for doubtful debts & advances (net of write back)	449	2,503
Bad debts and other irrecoverable debit balances written off	(15)	-
	19,831	13,968
Change in operating assets and liabilities:		
(Increase)/decrease in trade receivables (current & non-current)	(6,925)	23,949
(Increase)/decrease in financial and other assets (current & non-current)	(14,660)	(1,190)
(Increase)/decrease in inventories	(4,492)	(7,445)
Increase/(decrease) in trade payables, provisions, employee benefit obligations, other financial liabilities and other liabilities (current & non-current)	26,769	25,077
	20,523	54,359
Cash generated from operations		
Income taxes paid (net of refunds)	(3,546)	(2,182)
Net cash inflow from operating activities	16,977	52,177
Cash flows from investing activities		
Purchase of property, plant and equipment including capital work in progress and capital advances	(1,971)	(3,073)
Purchase of intangible assets including intangible assets under development	(595)	(120)
Proceeds from sale of property, plant and equipment including advances received	154	2,226
Loans and advances given to subsidiary and an associate	484	-
Loans and advances repaid by subsidiaries	(190)	(1,807)
Purchase of investments	(3,504)	-
Purchase of equity shares of subsidiary	-	(2,491)
Investments / (realisations) in bank deposits	2,635	(146)
Interest received	626	696
Net cash used in investing activities	(2,361)	(4,715)
Cash flows from financing activities		
Proceeds from issues of shares	515	864
Proceeds from borrowings	-	1,435
Repayment of borrowings	(3,565)	(41,420)
Payment of principal portion of lease liabilities	(992)	(998)
Interest paid on lease liabilities	(228)	(176)
Interest paid	(1,389)	(7,407)
Dividends paid	(3,447)	-
Net cash used in financing activities	(9,106)	(47,702)
Net increase / (decrease) in cash and cash equivalents	5,510	(240)
Cash and cash equivalents at the beginning of the period	11,835	4,563
Acquired on business combinations	-	76
Cash and cash equivalents at the end of the period	17,345	4,399

* Restated pursuant to merger (refer note 1)

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STANDALONE SEGMENTWISE REVENUE, RESULTS, ASSETS AND LIABILITIES FOR THE QUARTER AND SIX MONTHS ENDED 30TH SEPTEMBER 2022

(Rs. In Lakhs)

Sr. No.	Particulars	Quarter ended			Six months ended		Year ended
		30-Sep-22	30-Jun-22	30-Sep-21	30-Sep-22	30-Sep-21	31-Mar-22
		(Unaudited)	(Unaudited) *	(Unaudited) *	(Unaudited)	(Unaudited) *	(Audited) *
1	SEGMENT REVENUE						
	A) Consumer Products	87,768	84,980	89,962	172,748	144,716	329,043
	B) Lighting Solutions	27,573	27,383	28,644	54,956	50,209	108,072
	C) EPC	6,694	9,993	11,050	16,687	19,926	41,704
	Revenue from Operations	122,035	122,356	129,656	244,391	214,851	478,819
2	SEGMENT PROFIT / (LOSS) BEFORE TAX & FINANCE COST						
	A) Consumer Products	6,113	4,432	9,013	10,545	9,277	23,126
	B) Lighting Solutions	2,578	2,149	1,797	4,727	2,098	5,884
	C) EPC	584	3	(1,917)	587	(2,891)	(3,961)
		9,275	6,584	8,893	15,859	8,484	25,049
	Less:						
	A) Finance Cost	966	759	1,926	1,725	4,219	6,867
	B) Other un-allocable expenditure net of unallocable income	(309)	(172)	(888)	(481)	(1,065)	(1,002)
	Profit before exceptional Items and tax	8,618	5,997	7,855	14,615	5,330	19,184
	Exceptional items (refer note 3)	-	-	-	-	-	1,323
	Profit before tax	8,618	5,997	7,855	14,615	5,330	17,861
3	Segment Assets						
	A) Consumer Products	207,554	176,508	188,199	207,554	188,199	174,945
	B) Lighting Solutions	59,404	48,276	55,778	59,404	55,778	45,602
	C) EPC	77,237	79,484	120,587	77,237	120,587	99,452
	D) Unallocable assets	90,033	93,861	71,353	90,033	71,353	80,154
	Total	434,228	398,129	435,917	434,228	435,917	400,153
4	Segment Liabilities						
	A) Consumer Products	159,438	137,397	157,700	159,438	157,700	141,581
	B) Lighting Solutions	43,911	32,692	29,147	43,911	29,147	28,066
	C) EPC	39,775	39,081	46,039	39,775	46,039	44,658
	D) Unallocable liabilities including borrowings	8,340	9,823	39,171	8,340	39,171	11,379
	Total	251,464	218,993	272,057	251,464	272,057	225,684

* Restated pursuant to merger and reorganisation of segment (refer note 1 and 4, respectively)


Note :

The Company w.e.f. July 1, 2022, pursuant to the provisions of Ind AS 108, identified its business segments as its primary reportable segments, which comprises of Consumer Products, Lighting Solutions and EPC. "Consumer Products" includes Appliances, Fans and Morphy Richards. "Lighting Solutions" includes Professional Lighting (B2B) and Consumer Lighting (B2C) and "EPC" includes Power Transmission and Power Distribution.

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By Order of the Board of Directors
for Bajaj Electricals Limited


Shekhar Bajaj
Chairman

Place : Mumbai
Date : November 8, 2022

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**Review Report to
The Board of Directors
Bajaj Electricals Limited**

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Bajaj Electricals Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates for the quarter ended September 30, 2022 and year to date from April 01, 2022 to September 30, 2022 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the following entities:

Name of the Entity	Relationship
Bajaj Electricals limited	Parent
Nirlep Appliances Private Limited	Subsidiary
Bajel Projects Limited	Subsidiary
Hind Lamps Limited	Associate

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the



S R B C & CO LLP

Chartered Accountants

Bajaj Electricals Limited
Limited review report for consolidated financial results

6. The accompanying Statement includes the unaudited interim financial results and other financial information, in respect of:
- 2 subsidiaries, whose unaudited interim financial results include total assets of Rs. 7,845.91 lakhs as at September 30, 2022, total revenues of Rs 2,715.61 lakhs and Rs 4.430.64 lakhs, total net loss after tax of Rs. 41.41 lakhs and Rs 353.26 lakhs and, total comprehensive loss of Rs. 39.04 lakhs and Rs. 350.89 lakhs, for the quarter ended September 30, 2022 and the period ended on that date respectively, and net cash outflows of Rs. 0.60 lakhs for the period from April 01, 2022 to September 30, 2022.
 - 1 associate, whose unaudited interim financial results include Group's share of net profit of Rs. 0.00 lakhs and Group's share of total comprehensive income of Rs. 0.00 lakhs for the quarter ended September 30, 2022 and for the period from April 01, 2022 to September 30, 2022 respectively.

The unaudited interim financial results and other unaudited financial information of the these subsidiaries and an associate have not been reviewed by their auditors and have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries and an associate, is based solely on such unaudited interim financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

Our conclusion on the Statement in respect of matters stated in para 6 is not modified with respect to our reliance on the work done and the financial results certified by the Management.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm registration number: 324982E/E300003



per Vikram Mehta
Partner
Membership No.: 105938
UDIN: 22105938BCLVVC4884
Mumbai, November 08, 2022



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CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30TH SEPTEMBER 2022

(Rs. In Lakhs except per share data)

Sr.No.	Particulars	Quarter ended			Six months ended		Year ended
		30-Sep-22	30-Jun-22	30-Sep-21	30-Sep-22	30-Sep-21	31-Mar-22
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Revenue from operations						
	(a) Net sales	120,114	120,210	128,344	240,324	212,848	472,769
	(b) Other operating income	2,440	2,702	1,858	5,142	3,039	8,532
	Total Revenue from operations	122,554	122,912	130,202	245,466	215,887	481,301
2	Other income	1,797	829	2,117	2,626	2,969	6,834
3	Total Income (1 + 2)	124,351	123,741	132,319	248,092	218,856	488,135
4	Expenses						
	(a) Cost of raw materials consumed	15,639	11,780	16,138	27,419	26,529	59,815
	(b) Purchase of traded goods	74,178	69,527	86,950	143,705	123,910	267,605
	(c) Changes in inventories of finished goods, work-in-progress and traded goods	(7,261)	2,423	(14,543)	(4,838)	(8,811)	1,711
	(d) Erection & Subcontracting Expenses	1,242	1,516	3,221	2,758	6,979	13,395
	(e) Employee benefits expense	10,623	10,228	10,423	20,951	21,048	40,140
	(f) Depreciation and amortisation expense	1,936	1,856	1,681	3,792	3,410	6,923
	(g) Other expenses	18,570	19,960	18,576	38,530	36,739	73,520
	(h) Finance Costs	995	781	1,948	1,776	4,268	6,974
	Total Expenses	115,922	118,071	124,394	233,993	214,072	470,183
5	Profit before exceptional items, share of profit / (loss) of an associate and tax (3 - 4)	8,429	5,670	7,925	14,099	4,784	17,952
6	Exceptional Items (refer note 3)	-	-	-	-	-	1,323
7	Profit before share of profit / (loss) of an associate and tax (5 - 6)	8,429	5,670	7,925	14,099	4,784	16,629
8	Share of profit / (loss) of an associate	-	-	-	-	-	-
9	Profit before tax (7 + 8)	8,429	5,670	7,925	14,099	4,784	16,629
10	Tax Expense / (Credit)						
	Current Tax	2,809	1,967	2,494	4,776	2,250	5,322
	Deferred Tax	(580)	(416)	(437)	(996)	(837)	(645)
	Adjustment of tax relating to earlier periods	-	-	(387)	-	(387)	(489)
	Total Tax Expense / (Credit)	2,229	1,551	1,670	3,780	1,026	4,188
11	Net Profit for the period / year (9 - 10)	6,200	4,119	6,255	10,319	3,758	12,441
12	Other comprehensive (income) / loss, net of income tax						
	Items that will be reclassified to profit or loss (net of tax)	0	38	-	38	-	(38)
	Items that will not be reclassified to profit or loss (net of tax)	(89)	2	(293)	(87)	(330)	(532)
	Total other comprehensive (income) / loss, net of income tax	(89)	40	(293)	(49)	(330)	(570)
13	Total comprehensive income for the period / year (11 - 12)	6,289	4,079	6,548	10,368	4,088	13,011
14	Net Profit / (Loss) attributable to:						
	- Owners	6,023	4,296	6,284	10,319	4,097	12,852
	- Non-controlling interests	177	(177)	(29)	-	(339)	(411)
	Total comprehensive income / (loss) attributable to:						
	- Owners	6,112	4,256	6,574	10,368	4,424	13,424
	- Non-controlling interests	177	(177)	(26)	-	(336)	(413)
15	Paid-up equity share capital (Face value of Rs. 2/-)						2,297
16	Reserve excluding revaluation reserves						170,049
17	Networth						172,083
18	Earnings per share after exceptional items (not annualised) (Face value of Rs. 2/-)						
	(a) Basic	5.39	3.59	5.45	8.98	3.28	10.85
	(b) Diluted	5.38	3.57	5.43	8.96	3.26	10.81
	Earnings per share before exceptional items (not annualised) (Face value of Rs. 2/-)						
	(a) Basic	5.39	3.59	5.45	8.98	3.28	11.71
	(b) Diluted	5.38	3.57	5.43	8.96	3.26	11.67

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Notes to the consolidated financial results:

- 1) The Mumbai Bench of the Hon'ble National Company Law Tribunal has passed an order dated August 25, 2022 ("Order"), approving the Scheme of Merger by Absorption of Starlite Lighting Limited ("Transferor Company") with Bajaj Electricals Limited ("Parent Company" / "Transferee Company") and their respective shareholders ("Scheme").

Accordingly, the Parent Company had accounted for the merger under the pooling of interest method as prescribed in IND AS 103 Business Combinations of entities under common control. This combination has no impact on the consolidated financial results.
- 2) The Board of Directors of the Parent Company, at its meeting held on September 29, 2022, has considered and approved the Scheme of Merger by Absorption of Nirlep Appliances Private Limited ("Transferor Company") with the Transferee Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Scheme is subject to the necessary statutory and regulatory approvals, including the approval of Hon'ble National Company Law Tribunal.
- 3) During the year ended March 31, 2022, the Group had recorded Rs. 1,323 lakhs as voluntary retirement scheme towards the employees of the Shikohabad factory and the same is shown as an exceptional item.
- 4) The Group w.e.f. July 1, 2022, pursuant to the provisions of Ind AS 108, identified its business segments as its primary reportable segments, which comprises of Consumer Products, Lighting Solutions and EPC. "Consumer Products" includes Appliances, Fans and Morphy Richards. "Lighting Solutions" includes Professional Lighting (B2B) and Consumer Lighting (B2C) and "EPC" includes Power Transmission and Power Distribution. Accordingly, segment information for the comparative periods has been restated in the above financial results.
- 5) The above consolidated results have been reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on November 8, 2022.
- 6) These consolidated financial results are available on the Company's website viz. www.bajajelectricals.com and on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com).

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STATEMENT OF ASSETS AND LIABILITIES AS AT 30TH SEPTEMBER, 2022

(Rs. In Lakhs)

Particulars	Consolidated	
	As at 30-Sep-22	As at 31-Mar-22
	(Unaudited)	(Audited)
ASSETS		
Non-Current Assets		
Property, plant and equipment	34,084	35,770
Capital work in progress	3,301	2,820
Right-of-use assets	7,314	6,856
Intangible assets	2,218	666
Intangible assets under development	68	1,547
Investment property	13,007	13,077
Goodwill	19,001	19,001
Financial Assets		
i) Investments	581	490
ii) Trade receivables	8,078	22,110
iii) Loans	35	22
iv) Other financial assets	2,548	3,784
Deferred tax assets (net)	9,115	8,144
Current tax assets (net)	11,341	10,405
Other non-current assets	12,334	13,357
Total Non-Current Assets	123,025	138,049
Current Assets		
Inventories	104,275	99,788
Financial Assets		
i) Investments	3,504	-
ii) Trade receivables	134,292	113,951
iii) Cash and cash equivalents	17,391	11,882
iii) Bank balances other than (ii) above	388	2,372
iv) Loans	0	1
v) Other current financial assets	2,328	776
Other current assets	39,632	25,275
Contract assets	6,356	5,344
	308,166	259,389
Assets classified as held for sale	1,947	1,719
Total Current Assets	310,113	261,108
Total Assets	433,138	399,157

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(Rs. In Lakhs)

Particulars	Consolidated	
	As at 30-Sep-22	As at 31-Mar-22
	(Unaudited)	(Audited)
EQUITY & LIABILITIES		
EQUITY		
Equity share capital	2,300	2,297
Other Equity	176,003	170,858
Non-controlling interest	-	(2,634)
Total Equity	178,303	170,521
LIABILITIES		
Non-Current Liabilities		
Financial Liabilities		
i) Borrowings	-	1,183
ia) Lease liabilities	3,009	3,035
ii) Other financial liabilities	24	34
Provisions	2,340	2,309
Employee Benefit Obligations	5,983	6,315
Total Non-Current Liabilities	11,356	12,876
Current Liabilities		
Financial Liabilities		
i) Borrowings	872	3,308
ia) Lease liabilities	2,122	1,553
ii) Trade payables		
a) Total outstanding dues of micro enterprises & small enterprises	6,817	7,905
b) Total outstanding dues of other than micro enterprises & small enterprises	125,139	115,641
iii) Other current financial liabilities	60,059	46,158
Provisions	7,811	7,855
Employee benefit obligations	1,086	919
Current tax liabilities (net)	3,828	1,701
Contract liabilities	14,713	9,117
Other current liabilities	21,032	21,603
Total Current Liabilities	243,479	215,760
Total Liabilities	254,835	228,636
Total Equity & Liabilities	433,138	399,157

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CONSOLIDATED CASH FLOW STATEMENT FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2022

(Rs in Lakhs)

Particulars	Six months ended	Six months ended
	30-Sep-22	30-Sep-21
	(Unaudited)	(Unaudited)
Cash flow from operating activities		
Profit before income tax	14,099	4,784
<u>Adjustments for:</u>		
Depreciation and amortisation expense	3,792	3,410
Employee share-based payment expense	445	194
Gain on disposal of property, plant and equipment (net)	(5)	(401)
Measurement of financial assets held at fair value through Profit or Loss	(91)	(81)
Measurement of financial assets and liabilities held at amortised cost	(28)	(37)
Measurement of provisions at fair value	(108)	(144)
Finance costs	1,776	4,268
Interest income	(269)	(400)
Impairment allowance for doubtful debts & advances (net of write back)	535	2,404
Bad debts and other irrecoverable debit balances written off	(15)	-
	20,131	13,997
Change in operating assets and liabilities:		
(Increase)/decrease in trade receivables (current & non-current)	(6,842)	23,981
(Increase)/decrease in financial and other assets (current & non-current)	(14,725)	(1,398)
(Increase)/decrease in inventories	(4,487)	(7,523)
Increase/(decrease) in trade payables , provisions, employee benefit obligations, other financial liabilities and other liabilities (current & non-current)	27,274	24,617
Cash generated from operations	21,351	53,674
Income taxes paid (net of refunds)	(3,573)	(2,186)
Net cash inflow from operating activities	17,778	51,488
Cash flows from investing activities		
Purchase of property, plant and equipment including capital work in progress and capital advances	(2,010)	(3,407)
Purchase of intangible assets including intangible assets under development	(595)	(120)
Proceeds from sale of property, plant and equipment including advances received	154	2,273
Loans and advances repaid by an associate	10	-
Purchase of investments	(3,504)	-
Purchase of equity shares of subsidiary	-	(2,415)
Investments / (realisations) in bank deposits	2,629	(160)
Interest received	259	338
Net cash used in investing activities	(3,057)	(3,491)
Cash flows from financing activities		
Proceeds from issues of shares	514	864
Proceeds from borrowings	-	1,034
Repayment of borrowings	(3,619)	(41,420)
Payment of principal portion of lease liabilities	(992)	(1,006)
Interest paid on lease liabilities	(228)	(343)
Interest paid	(1,440)	(7,290)
Dividends paid	(3,447)	-
Net cash used in financing activities	(9,212)	(48,161)
Net increase / (decrease) in cash and cash equivalents	5,509	(164)
Cash and cash equivalents at the beginning of the period	11,882	4,564
Cash and cash equivalents at the end of the period	17,391	4,400

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CONSOLIDATED SEGMENTWISE REVENUE, RESULTS, ASSETS AND LIABILITIES FOR THE QUARTER AND SIX MONTHS ENDED 30TH SEPTEMBER 2022

(Rs. in Lakhs)

Sr. No.	Particulars	Quarter ended			Six months ended		Year ended
		30-Sep-22	30-Jun-22	30-Sep-21	30-Sep-22	30-Sep-21	31-Mar-22
		(Unaudited)	(Unaudited) *	(Unaudited) *	(Unaudited)	(Unaudited) *	(Audited) *
1	SEGMENT REVENUE						
	A) Consumer Products	88,287	85,536	90,508	173,823	145,752	331,525
	B) Lighting Solutions	27,573	27,383	28,644	54,956	50,209	108,072
	C) EPC	6,694	9,993	11,050	16,687	19,926	41,704
	Revenue from Operations	122,554	122,912	130,202	245,466	215,887	481,301
2	SEGMENT PROFIT / (LOSS) BEFORE TAX & FINANCE COST						
	A) Consumer Products	6,192	4,252	9,097	10,444	9,027	22,638
	B) Lighting Solutions	2,578	2,149	1,797	4,727	2,098	5,884
	C) EPC	581	3	(1,917)	584	(2,891)	(3,971)
		9,351	6,404	8,977	15,755	8,234	24,551
	Less:						
	A) Finance Cost	995	781	1,948	1,776	4,268	6,974
	B) Other un-allocable expenditure net of unallocable income	(73)	(47)	(896)	(120)	(818)	(375)
	Profit before exceptional items, share of profit / (loss) of an associate and tax	8,429	5,670	7,925	14,099	4,784	17,952
	Exceptional Items (refer note 3)	-	-	-	-	-	1,323
	Profit before share of profit / (loss) of an associate and tax	8,429	5,670	7,925	14,099	4,784	16,629
	Share of profit / (loss) of an associate**	-	-	-	-	-	-
	Profit before tax	8,429	5,670	7,925	14,099	4,784	16,629
3	Segment Assets						
	A) Consumer Products	215,100	183,858	196,347	215,100	196,347	183,062
	B) Lighting Solutions	59,404	48,276	55,778	59,404	55,778	45,602
	C) EPC	77,237	79,484	120,587	77,237	120,587	99,452
	D) Unallocable assets	81,397	84,757	62,547	81,397	62,547	71,041
	Total	433,138	396,375	435,259	433,138	435,259	399,157
4	Segment Liabilities						
	A) Consumer Products	161,947	139,030	159,997	161,947	159,997	143,622
	B) Lighting Solutions	43,911	32,692	29,147	43,911	29,147	28,066
	C) EPC	39,783	39,082	46,039	39,783	46,039	44,659
	D) Unallocable liabilities including borrowings	9,194	10,709	39,461	9,194	39,461	12,289
	Total	254,835	221,513	274,644	254,835	274,644	228,636

* Restated pursuant to reorganisation of segment (refer note 4)

** pertains to consumer products segment

Note :


The Group w.e.f. July 1, 2022, pursuant to the provisions of Ind AS 108, identified its business segments as its primary reportable segments, which comprises of Consumer Products, Lighting Solutions and EPC. "Consumer Products" includes Appliances, Fans and Morphy Richards. "Lighting Solutions" includes Professional Lighting (B2B) and Consumer Lighting (B2C) and "EPC" includes Power Transmission and Power Distribution.

Place : Mumbai
Date : November 8, 2022

SIGNED FOR IDENTIFICATION
BY 
S R B C & CO LLP
MUMBAI



By Order of the Board of Directors
for Bajaj Electricals Limited


Shekhar Bajaj
Chairman

BAJEL Projects Limited


Balance Sheet as at September 30, 2022

(Rs. in Lakhs)

Particulars	As at Sep 30, 2022
ASSETS	
Non-Current Assets	
Financial Assets	
Other financial assets	0.20
Total Non-Current Assets	0.20
Current Assets	
Financial Assets	
Cash and cash equivalents	44.45
Other current assets	0.97
Total Current Assets	45.41
Total Assets	45.61
EQUITY & LIABILITIES	
Equity	
Equity share capital	50.00
Other Equity	(12.39)
Total Equity	37.61
LIABILITIES	
Non-Current Liabilities	-
Total Non-Current Liabilities	-
Current Liabilities	
Financial Liabilities	
Other current financial liabilities	8.00
Other current liabilities	-
Total Current Liabilities	8.00
Total Liabilities	8.00
Total Equity & Liabilities	45.61

For and on behalf of the Board of directors


 Shekhar Baja
 Director
 DIN: 00089358


 Sanjay Murarka
 Director
 DIN: 02802918

Mumbai, November 8, 2022




BAJEL Projects Limited


Statement of Profit and Loss account for the period ended September 30, 2022 (Rs. In Lakhs)


Particulars	From January 19, 2022 till September 30, 2022
Income:	
Revenue from operations	-
Other income	-
Total Income	-
Expenses:	
Other expenses	12.39
Total Expenses	12.39
Profit before tax	(12.39)
Income tax expense:	
Current tax	-
Deferred tax	-
Total tax expenses	-
(Loss) / profit for the period	(12.39)
Other comprehensive income	-
Other comprehensive income, net of tax	-
Total Comprehensive Income, net of tax	(12.39)
Earnings per equity share (face value per share Rs. 2)	
Basic and diluted	(0.50)

For and on behalf of the Board of directors



Shekhar Bajaj
Director
DIN: 00089358








Sanjay Murarka
Director
DIN: 02802918
Mumbai, November 8, 2022

BAJEL Projects Limited

Statement of Changes in Equity for the period ended September 30, 2022

A. Equity share capital		(Rs. In Lakhs)	
Particulars			
Equity shares of INR 2 each issued, subscribed and fully paid		-	
Issue of equity share capital during the period (note 3)		50.00	
At the end of the period		50.00	
B. Other equity			
Particulars		Retained Earnings	TOTAL
Balance as on 19 January 2022		-	-
Loss for the period		(12.39)	(12.39)
Other comprehensive income		-	-
Total comprehensive income for the period		(12.39)	(12.39)
Balance as on September 30, 2022		(12.39)	(12.39)
<p>For and on behalf of the Board of directors</p> <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="text-align: center;">  Shekhar Baja Director DIN: 00089358 </div> <div style="text-align: center;">  Sanjay Murarka Director DIN: 02802918 Mumbai, November 8, 2022 </div> <div style="text-align: center;">  </div> </div>			

BAJEL Projects Limited

Cash Flow Statement for the period ended September 30, 2022

(Rs. in Lakhs)

Particulars	As at September 30, 2022
Cash flow from operating activities	
Loss before Income tax	(12.39)
Adjustments to reconcile profit before tax to net cash flows:	-
	(12.39)
Change in operating assets and liabilities:	
(Increase)/decrease in financial and other assets (current & non-current)	(1.17)
Increase/(decrease) in trade payables, provisions, employee benefit obligations, other financial liabilities and other liabilities (current & non-current)	8.00
Cash generated from / (used in) operations	(5.55)
Income taxes paid (net of refunds)	-
Net cash from operating activities	(5.55)
Net cash from investing activities	-
Cash flows from financing activities	
Proceeds from issues of shares	50.00
Net cash inflow from financing activities	50.00
Net increase in cash and cash equivalents	44.45
Cash and cash equivalents as at January 19, 2022	-
Cash and cash equivalents as on September 30, 2022	44.45

For and on behalf of the Board of directors


 Shekhar Bajaj
 Director
 DIN: 00989358


 Sanjay Murarka
 Director
 DIN: 02802918
 Mumbai, November 8, 2022



Notes to Financial Statements for the period ended September 30, 2022

1A GENERAL INFORMATION

BAJEL Projects Limited ('the Company') is an existing public limited company incorporated on January 19, 2022 under the provisions of the Companies Act, 2013, having its registered office at 801, Rustomjee Aspiree, Anik Wadala Link Road, Sion East, Mumbai, Maharashtra, India, 400022. The Company will engage in business of Engineering and projects (EPC) (which includes power transmission and power distribution Projects). The Financial Statements are presented in Indian Rupee (INR).

The Financial Statements are reviewed by the management for onwards submission to the holding company for preparation of the consolidated financial statements as on September 30, 2022.

1B SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these Financial Statements.

1 Basis of preparation

The financial statement of the Company have been prepared in accordance with recognition and measurement principles of Ind AS 34 prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies. Further, the Company will prepare the first set of IND AS financial statements for the period ended March 31, 2023, accordingly, the accounting policies adopted by the Company in preparation of these financial statements may undergo a change for any exemptions that may be availed or changes in the accounting policies.

These financial statements have been prepared solely to enable the holding company to prepare consolidated financial statement for the period ended September 30, 2022.

These being the first set of financial statements of the Company hence there are no comparatives that has been presented.

The Financial Statements are prepared under the historical cost convention except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value;
- assets held for sale which are measured at lower of carrying value and fair value less cost to sell;
- defined benefit plans where plan assets are measured at fair value; and
- share-based payments at fair value as on the grant date of options given to employees.

Estimates, judgements and assumptions used in the preparation of the Financial Statements and disclosures are based upon management's evaluation of the relevant facts and circumstances as of the date of the Financial Statements, which may differ from the actual results at a subsequent date.

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2 Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for the jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and unabsorbed depreciation.

Current and deferred tax is recognized in the Statement of Profit and Loss except to the extent it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income.

A. Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The Company establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.



Current tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities.

B. Deferred tax

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

3 Provisions, contingent liabilities and contingent assets

A. Provisions

A provision is recognised if

- the Company has present legal or constructive obligation as a result of an event in the past;
- it is probable that an outflow of resources will be required to settle the obligation; and
- the amount of the obligation has been reliably estimated.

Provisions are measured at the management's best estimate of the expenditure required to settle the obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provision for warranty related costs are recognised when the product is sold to the customer. Initial recognition is based on historical experience. The estimate of warranty related costs is revised annually.

B. Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

C. Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

A contingent asset is not recognised but disclosed where an inflow of economic benefit is probable.

4 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period. The weighted average number equity shares outstanding during the period and all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

- 5 All amounts disclosed in the Financial Statements and notes have been rounded off to the nearest lakh (upto two decimals) as per the requirement of Schedule III, unless otherwise stated.



Notes forming part of Financial Statements as at September 30, 2022

Other non-current financial assets

	(Rs in Lakhs)
Deposits given	As at September 30, 2022
Total	0.20
	<u>0.20</u>

Cash and cash equivalents

	(Rs in Lakhs)
Balances with banks in current accounts	As at September 30, 2022
Total	44.45
	<u>44.45</u>

There are no restrictions with regards to cash and cash equivalents as at the end of the reporting period

Other current assets

	(Rs in Lakhs)
Balances with government authorities	As at September 30, 2022
Total	0.97
	<u>0.97</u>

Equity share capital

	(Rs in Lakhs)
Authorised 50,00,000 equity shares of Rs. 2/- each.	As at September 30, 2022
	100.00

i) Movement in Issued, Subscribed and Paid up Equity Share Capital

	(Rs in Lakhs)
<u>Issued, subscribed and paid-up capital</u>	As at September 30, 2022
Issued during the period (25,00,000 shares of Rs. 2/- each)	50.00
Closing as on June 30, 2022	<u>50.00</u>

ii) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii) Issue of shares pursuant to scheme of arrangement of demerger

Upon the scheme becoming effective, the company shall issue one fully paid up equity share of Rs 2 each for every one fully paid up equity share held in the Demerged Company as at the record date

iv) The Details of Shareholders holding more than 5% Shares:

Name of the Shareholder	Nos.	As at September 30, 2022 % Holding
Bajaj Electricals Limited	2,500,000	100.00

Other Equity

	(Rs in Lakhs)
Retained earnings	As at September 30, 2022
Loss for the period	(12.39)
Closing as on September 30, 2022	<u>(12.39)</u>

Nature and Purpose of reserves

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss. Retained earnings is a free reserve available to the Company.

Other current financial liabilities

	(Rs in Lakhs)
Other payables	As at September 30, 2022
Total	8.00
	<u>8.00</u>

Trade Payables aging schedule for the period ended September 30, 2022

Particulars	Outstanding from due date of payment	
	Less than 1 Year	Total
(i) Others	8.00	8.00



Notes forming part of Financial Statements as at September 30, 2022

Other expenses

	(Rs in Lakhs)
	From January 19, 2022
	till September 30, 2022
Consultation charges	
Payment to auditor	0.04
- Audit fees	5.75
- Certification fees	2.00
Printing and stationery	0.07
Miscellaneous *	4.53
Total	12.39

* Includes preliminary expenses of Rs. 2.89 lakhs

EPS

	(Rs in Lakhs)
	As at September 30, 2022
Basic and Diluted	
Loss for the year (A) (Rs. In Lakhs)	(12.39)
Weighted average number of equity shares EPS (B)	2,500,000
Basic and diluted EPS (A/B)	(0.50)

Related party disclosures

Names of related parties where control exists irrespective of whether transactions have occurred or not

Holding Company

Bajaj Electricals Limited

Key management persons

Shekhar Bajaj

Sanjay Murarka

Samir Shrimankar

Particulars

(Rs in Lakhs)

Holding Company

Reimbursement of Expenses

As at September 30, 2022	
Transaction during the period	Balance receivable/ (payable) as at period end
4.13	4.13

Note 12 : Subsequent events

The company has evaluated subsequent events from the balance sheet date till the date of adoption of accounts, and has determined that there are no material items to disclosed, except as below



DETAILS OF ONGOING ADJUDICATION & RECOVERY PROCEEDINGS, PROSECUTION INITIATED, AND ALL OTHER ENFORCEMENT ACTION TAKEN AGAINST BAJAJ ELECTRICALS LIMITED (“COMPANY”), ITS PROMOTERS AND DIRECTORS

1. Alpha Communication Limited (“Alpha”) has filed a petition before the Uttar Pradesh Micro & Small Enterprises Facilitation Council against the Company, claiming an amount of Rs.21.53 crore from the Company, on account of non-payment of dues by the Company towards goods supplied by Alpha. The Company also has a counter claim against Alpha. The matter is currently pending.
2. The Company’s income tax assessment proceedings for assessment year 2016-17: The National Faceless Assessment Centre (“NFAC”) has passed an order under Section 143(3), read with Sections 263 and 144B, of the Income Tax Act, 1961 (“NFAC Order”), claiming a demand of Rs.10.52 crore against the Company, in the matter of Company’s income tax assessment proceeding for assessment year 2016-17 (“IT Proceeding”), thereby re-opening the said IT Proceeding and, inter-alia, alleging that the order passed by the Office of the Assessing Officer (“AO”) in this IT Proceeding (“AO Order”) was erroneous and prejudicial to the interests of the revenue.

The Company has filed an appeal before the Hon’ble Tribunal of Income Tax, Mumbai (“ITAT”), against re-opening the said IT Proceeding, under said NFAC Order, on the ground that the said AO, while passing the Order, had verified and considered the various submissions made by the Company on the relevant issues and therefore the said AO Order is neither an erroneous order nor it is prejudicial to the interests of the revenue. Further, the Company relied on various judgments/orders passed by the Hon’ble Supreme Court, Hon’ble High Court(s), and Hon’ble Tribunal(s), in similar cases/matters. The matter is currently pending.

3. The Company’s VAT assessment proceedings for financial years 2013-2015: The Office of the Dy. Commissioner of Sales Tax, vide its order, claimed a total Value Added Tax (“VAT”) demand of Rs.8.47 crore, for the financial years 2013-2015, with the disallowances of the Input tax credit, Works contract TDS certificates, Labour charges, Credit memo, etc. (“Demand Order”). The Company has filed an appeal before the Hon’ble Tribunal of VAT, against the said Demand Order. The matter is currently pending.
4. Madhavlal Narayanlal Pittie and others (collectively, the “Plaintiffs”) have filed a suit, as a derivative action, against Bachhraj & Company Private Limited (“BCPL”) and others, including Mr. Niraj Bajaj and Mr. Sanjiv Bajaj, promoters of the Company, (collectively, the “Defendants”), before the Hon’ble High Court, Mumbai, restraining the Defendants from dealing in certain shares of Bajaj Hindusthan Limited, now known as Bajaj Hindusthan Sugar Limited (“BHSL”), and for claiming damages of Rs.5.00 crore (and alternatively, a relief demanding that if shares of BHSL are not brought back, Mr. Niraj Bajaj and Mr. Sanjiv Bajaj, along with other defendants, to pay Rs.1,995 crore to BCPL). The matter is currently pending.
5. Madhavlal Narayanlal Pittie and others (collectively, the “Plaintiffs”) have filed a petition against Bachhraj & Company Private Limited (“BCPL”) and others, including Mr. Niraj Bajaj and Mr. Sanjiv Bajaj, promoters of the Company, (collectively, the “Defendants”), before the Hon’ble National Company Law Tribunal, Mumbai Bench, alleging a mismanagement and oppression due to sale of shares of Bajaj Hindusthan Limited (now known as Bajaj Hindusthan Sugar Limited), by BCPL and sale of certain properties. The matter is currently pending.
6. The name of Rajendra Prasad Singh, one of the Non-Executive and Independent Directors of the Company, appears in the list of wilful defaulters issued by TransUnion CIBIL Limited (formerly Credit Information Bureau (India) Limited) (“CIBIL”) in relation to a default of payment of loan(s) availed by G.E.T. Power Limited (“GPL”) from Axis Bank Limited (“Axis Bank”) and Punjab National Bank (“PNB”). As per the information available on CIBIL’s website, the said default appears for the period from period December 2016 to December 2017 (as reported by Axis Bank) and from September 2018 to March 2019 (as reported by PNB). The outstanding amount as of December 31, 2017, was Rs.58.74 crore (as reported by Axis Bank) and Rs.123.54 crore (as reported by PNB). However, Rajendra Prasad Singh, who was an independent director on the board of directors of GPL, resigned from its board on August 12, 2014.

Note: In terms of the Company’s “Policy on Determination of Materiality for Disclosure of Events or Information” framed in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Materiality Policy”), there is no outstanding litigation that is required to be disclosed to the Stock Exchanges. Also, based on the Materiality Policy, there is no pending matter against the Company or directors/promoters of the Company, which if they result in an adverse outcome would materially and adversely affect the Company’s operations or its financial position, or respective positions (i.e., directorship / promotership) of directors / promoters of the Company, as the case may be. However, the details of some of the critical legal proceedings/matters in which the Company, or its directors and/or promoters is/are involved are provided above. Apart from the details given above, the Company, its directors and/or promoters, are involved in various other legal proceedings/matters, from time to time, mostly arising in the ordinary course (of the business of the Company) or arising in the ordinary course of the business of the companies/entities in which these directors and/or promoters are associated. These legal proceedings are primarily in the nature of tax disputes, labour disputes, writ petitions, criminal complaints, and civil suits, pending before various adjudicating forums.

ANNEXURE - I

DETAILS OF INDICATIVE LIST OF ASSETS & LIABILITIES WHICH ARE BEING TRANSFERRED AS A PART OF THE DEMERGED UNDERTAKING, THE DETAILS OF INDICATIVE LIST OF ASSETS & LIABILITIES OF RESULTING COMPANY, AND THE RATIONALE FOR ARRIVING AT THE SHARE ENTITLEMENT RATIO.

A. DETAILS OF INDICATIVE LIST OF ASSETS & LIABILITIES WHICH ARE BEING TRANSFERRED AS A PART OF THE DEMERGED UNDERTAKING:

Particulars	As on April 1, 2022 (appointed date) (Rs. in Lakhs)
ASSETS	
Non-Current Assets	
Property, plant and equipment	4,529.85
Capital work in progress	222.54
Right-of-use assets	18.73
Financial Assets	
i) Trade receivables	21,455.53
ii) Other financial assets	1,336.19
Deferred tax assets (net)	944.49
Other non-current assets	6,397.30
Total Non-Current Assets	34,904.63
Current Assets	
Inventories	8,715.98
Financial Assets	
i) Trade receivables	51,619.94
ii) Cash and cash equivalents	33.30
	0.05
Other current assets	2,752.92
Contract assets	5,167.51
Total Current Assets	68,289.70
Total Assets	103,194.33
EQUITY & LIABILITIES	
Equity	
Equity share capital	2,297.48
Other Equity	56,238.52
Total Equity	58,536.00
LIABILITIES	
Non-Current Liabilities	
Financial Liabilities	
i) Lease liabilities	19.95
Provisions	507.86
Employee benefit obligations	1,585.31
Total Non-Current Liabilities	2,113.12
Current Liabilities	
Financial Liabilities	
i) Trade payables	
Total Outstanding dues of other than micro enterprises & small enterprises	33,349.98
ii) Other current financial liabilities	3,714.26
Provisions	858.00
Contract liabilities	4,468.74
Other current liabilities	154.23
Total Current Liabilities	42,545.21
Total Liabilities	44,658.33
Total Equity & Liabilities	103,194.33

B. DETAILS OF INDICATIVE LIST OF ASSETS & LIABILITIES OF RESULTING COMPANY:

BAJEL PROJECTS LIMITED	
Particulars	As on April 1, 2022 (appointed date) (Rs. in Lakhs)
ASSETS	
Non-Current Assets	
Financial Assets	
Other financial assets	0.20
Total Non-Current Assets	0.20
Current Assets	
Financial Assets	
Cash and cash equivalents	44.60
Other current assets	0.92
Total Current Assets	45.52
Total Assets	45.72
EQUITY & LIABILITIES	
Equity	
Equity share capital	50.00
Other Equity	(9.50)
Total Equity	40.50
LIABILITIES	
Non-Current Liabilities	-
Total Non-Current Liabilities	-
Current Liabilities	
Financial Liabilities	
Other current financial liabilities	5.20
Other current liabilities	0.01
Total Current Liabilities	5.21
Total Liabilities	5.21
Total Equity & Liabilities	45.72

C. RATIONALE FOR ARRIVING AT THE SHARE ENTITLEMENT RATIO:

The proposed transaction contemplates for the proposed demerger of the Power Transmission and Power Distribution Business (“Demerged Undertaking”) of Bajaj Electricals Limited (“BEL” or “Demerged Company”), on a ‘going concern value’ premise, into Bajel Projects Limited (“BPL” or “Resulting Company”), pursuant to a scheme of arrangement under sections 230-232 and other applicable provisions of the Companies Act, 2013, read with Section 2(19AA) and other applicable provisions of the Income Tax Act, 1961 (the “Scheme”).

As a consideration for the transfer of Demerged Undertaking, BPL shall issue its equity shares to the equity shareholders of BEL. Further, upon the Scheme becoming effective and upon allotment of equity shares by the BPL to shareholders of BEL, the equity shares held by BEL in BPL shall be cancelled, extinguished, and annulled. Accordingly, the shareholders of BEL are and will, upon demerger, be ultimate economic beneficial owners of BPL in the same proportion as they hold in BEL.

As per clause 4(b) of Annexure I of circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, issued by the Securities and Exchange Board of India, a Valuation Report is not required where there is no change in the shareholding pattern of the listed entity/resultant entity. Considering *inter-alia* the capital structure, serviceability and other factors, the Board of Directors of the Demerged Company and Resulting Company have proposed a Share Entitlement Ratio of [1] (One) fully paid-up equity share of face value INR 2 each of BPL for every [1] (One) fully paid-up equity share of face value INR 2 each in BEL, as a consideration for the demerger of the Demerged Undertaking on a ‘going concern value’ premise, pursuant to the Scheme.

The Company has taken a fairness opinion report for the same from Dalmia Securities Private Limited on February 8, 2022.

ANNEXURE - J

PRE- AND POST-SCHEME (INDICATIVE) SHAREHOLDING PATTERN

A. For Demerged Company (Equity Share Capital)

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
(A)	PROMOTER & PROMOTER GROUP						
1.	Indian Promoters						
(a)	Individuals / Hindu Undivided Family						
	Kiran Bajaj	1	7545224	6.5592	1	7545224	6.5592
	Geetika Bajaj	1	2160084	1.8778	1	2160084	1.8778
	Vanraj Bajaj	1	1843556	1.6026	1	1843556	1.6026
	Shekhar Bajaj	1	1814639	1.5775	1	1814639	1.5775
	Pooja Bajaj	1	1541875	1.3404	1	1541875	1.3404
	Sunaina Kejriwal	1	1240730	1.0786	1	1240730	1.0786
	Niraj Bajaj	1	1130882	0.9831	1	1130882	0.9831
	Minal Bajaj	1	694674	0.6039	1	694674	0.6039
	Shri Sanjivnayan Bajaj	1	428749	0.3727	1	428749	0.3727
	Niravnayan Bajaj	1	282507	0.2456	1	282507	0.2456
	Kumud Bajaj	1	200000	0.1739	1	200000	0.1739
	Madhur Bajaj	1	200000	0.1739	1	200000	0.1739
	Neelima Bajaj Swamy	1	200000	0.1739	1	200000	0.1739
	Suman Jain	1	110700	0.0962	1	110700	0.0962
	Kriti Bajaj	1	101297	0.0881	1	101297	0.0881
	Shefali Bajaj	1	33767	0.0294	1	33767	0.0294
	Deepa Bajaj	1	1126	0.0010	1	1126	0.0010
	Nimisha Jaipuria	-	-	-	-	-	-
	Rajivnayan Bajaj	-	-	-	-	-	-
	Rishabnayan Bajaj	-	-	-	-	-	-
	Siddhant Bajaj	-	-	-	-	-	-
	Sanjali Bajaj	-	-	-	-	-	-
	Mast. Aryaman Kejriwal	-	-	-	-	-	-
	Mast. Nirvaan Kejriwal	-	-	-	-	-	-
	Master Aarav Swamy	-	-	-	-	-	-
	Master Vihaan Jaipuria	-	-	-	-	-	-
	Smt. Sheetal Bajaj	-	-	-	-	-	-
	Rajivnayan Bajaj HUF	-	-	-	-	-	-
	Sanjivnayan Bajaj HUF	-	-	-	-	-	-
(b)	Central Government / State Government(s)	-	-	-	-	-	-
(c)	Financial Institutions / Banks	-	-	-	-	-	-
(d)	Any Other (Specify)	-	-	-	-	-	-
	Promoter Trust						
	Vanraj Bajaj Trust (Kiran Bajaj as a Trustee)	1	1000000	0.8693	1	1000000	0.8693
	Neelima Bajaj Swamy Family Trust (Neelima Bajaj Swamy as a Trustee)	1	812973	0.7067	1	812973	0.7067
	Nimisha Jaipuria Family Trust (Nimisha Jaipuria as a Trustee)	1	628043	0.5460	1	628043	0.5460
	Niravnayan Trust (Niraj Bajaj as a Trustee)	1	524721	0.4562	1	524721	0.4562
	Kriti Bajaj Family Trust (Minal Niraj Bajaj as a Trustee)	1	500000	0.4347	1	500000	0.4347

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
	Niravnayan Bajaj Family Trust (Niraj Bajaj as a Trustee)	1	500000	0.4347	1	500000	0.4347
	Rishab Family Trust (Rajivnayan Bajaj as a Trustee)	1	471052	0.4095	1	471052	0.4095
	Sanjali Family Trust (Sanjivnayan Bajaj as a Trustee)	1	262717	0.2284	1	262717	0.2284
	Siddhant Family Trust (Sanjivnayan Bajaj as a Trustee)	1	262717	0.2284	1	262717	0.2284
	Nimisha Bajaj Family Trust (Madhur Bajaj as a Trustee)	1	206575	0.1796	1	206575	0.1796
	Madhur Neelima Family Trust (Kumud Bajaj as a Trustee)	1	125800	0.1094	1	125800	0.1094
	Kumud Neelima Family Trust (Madhur Bajaj as a Trustee)	1	125800	0.1094	1	125800	0.1094
	Kumud Nimisha Family Trust (Madhur Bajaj as a Trustee)	1	125800	0.1094	1	125800	0.1094
	Madhur Nimisha Family Trust (Kumud Bajaj as a Trustee)	1	125799	0.1094	1	125799	0.1094
	Neelima Bajaj Family Trust (Kumud Bajaj as a Trustee)	1	21644	0.0188	1	21644	0.0188
	Deepa Trust	-	-	-	-	-	-
	Sanjali Trust	-	-	-	-	-	-
	Siddhant Trust	-	-	-	-	-	-
	Geetika Trust No. 2 (Kiran Bajaj as a Trustee)	-	-	-	-	-	-
	Rishab Trust	-	-	-	-	-	-
	Aryaman Trust	-	-	-	-	-	-
	Nirvaan Trust	-	-	-	-	-	-
	Rajiv Trust	-	-	-	-	-	-
	Sanjiv Trust	-	-	-	-	-	-
	Anant Bajaj Trust	-	-	-	-	-	-
	Nirav Trust	-	-	-	-	-	-
	Nimisha Trust	-	-	-	-	-	-
	Aryaman Family Trust	-	-	-	-	-	-
	Nirvaan Family Trust	-	-	-	-	-	-
	Geetika Shekhar Bajaj Family Trust	-	-	-	-	-	-
	Bodies Corporate						
	Jamnalal Sons Private Limited	1	22548275	19.6017	1	22548275	19.6017
	Bajaj Holdings And Investment Limited	1	19136840	16.6361	1	19136840	16.6361
	Baroda Industries Private Limited	1	1412738	1.2281	1	1412738	1.2281
	Hind Musafir Agency Limited	1	1288000	1.1197	1	1288000	1.1197
	Bajaj International Private Limited	1	917881	0.7979	1	917881	0.7979
	Hercules Hoists Limited	1	624596	0.5430	1	624596	0.5430
	Shekhar Holdings Private Limited	1	540253	0.4697	1	540253	0.4697
	Rahul Securities Private Limited	1	467093	0.4061	1	467093	0.4061

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
	Bachhraj Factories Private Limited	1	105466	0.0917	1	105466	0.0917
	Bachhraj And Company Private Limited	1	66585	0.0579	1	66585	0.0579
	Bajaj Sevashram Private Limited	1	5550	0.0048	1	5550	0.0048
	Kamalnayan Investment & Trading Private Limited	1	1110	0.0010	1	1110	0.0010
	Madhur Securities Private Limited	1	1110	0.0010	1	1110	0.0010
	Niraj Holdings Private Limited	1	1110	0.0010	1	1110	0.0010
	Rupa Equities Private Limited	1	1110	0.0010	1	1110	0.0010
	Sanraj Nayan Investments Private Limited	1	1110	0.0010	1	1110	0.0010
	Partnership Firms						
	Bajaj Trading Company	-	-	-	-	-	-
	LLP						
	RDR Ventrues LLP	-	-	-	-	-	-
	Aryan Nayan Realty LLP	-	-	-	-	-	-
	Sub Total (A)(1)	48	72342278	62.8887	48	72342278	62.8887
	Foreign						
	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-
	Government	-	-	-	-	-	-
	Institutions	-	-	-	-	-	-
	Foreign Portfolio Investor	-	-	-	-	-	-
	Any Other (Specify)	-	-	-	-	-	-
	Sub Total (A)(2)	-	-	-	-	-	-
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)	48	72342278	62.8887	48	72342278	62.8887
(B)	PUBLIC SHAREHOLDERS						
1	Institutions (Domestic)						
(a)	Mutual Fund	10	13291464	11.5546	10	13291464	11.5546
	HDFC Small Cap Fund	1	6450049	5.6072	1	6450049	5.6072
	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	1	3081396	2.6787	1	3081396	2.6787
	ICICI Prudential Flexicap Fund	1	3075861	2.6739	1	3075861	2.6739
(b)	Venture Capital Funds	-	-	-	-	-	-
(c)	Alternate Investment Funds	6	134287	0.1167	6	134287	0.1167
(d)	Banks	6	3105	0.0027	6	3105	0.0027
(e)	Insurance Companies	3	647855	0.5632	3	647855	0.5632
(f)	Provident Funds/ Pension Funds	-	-	-	-	-	-
(G)	Asset Reconstruction Companies	-	-	-	-	-	-
(h)	Sovereign Wealth Funds	-	-	-	-	-	-
(i)	NBFCs registered with RBI	2	2860	0.0025	2	2860	0.0025
(j)	Other Financial Institutions	-	-	-	-	-	-
(k)	Any Other (Specify)	-	-	-	-	-	-
	Sub Total (B)(1)	27	14079571	12.2397	27	14079571	12.2397

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
2	Institutions (Foreign)						
(a)	Foreign Direct Investment	-	-	-	-	-	-
(b)	Foreign Venture Capital Investors	-	-	-	-	-	-
(c)	Sovereign Wealth Funds	-	-	-	-	-	-
(d)	Foreign Portfolio Investors Category I	73	12936541	11.2460	73	12936541	11.2460
	Smallcap World Fund, Inc	1	6515607	5.6642	1	6515607	5.6642
	Government Pension Fund Global	1	1189393	1.0340	1	1189393	1.0340
(e)	Foreign Portfolio Investors Category II	-	-	-	-	-	-
(f)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-
(g)	Any Other (Specify)	20	14250	0.0124	20	14250	0.0124
	Foreign Bank	20	14250	0.0124	20	14250	0.0124
	Sub Total (B)(2)	93	12950791	11.2584	93	12950791	11.2584
3	Central Government/ State Government(s)						
(a)	Central Government / President of India	-	-	-	-	-	-
(b)	State Government / Governor	-	-	-	-	-	-
(C)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-	-	-
	Sub Total (B)(3)	-	-	-	-	-	-
4	Non-Institutions						
(a)	Associate companies / Subsidiaries	-	-	-	-	-	-
(b)	Directors and their relatives (excluding Independent Directors and nominee Directors)	1	10	0.0000	1	10	0.0000
(C)	Key Managerial Personnel	2	12256	0.0107	2	12256	0.0107
(D)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-
(E)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	6	1081200	0.9399	6	1081200	0.9399
(f)	Investor Education and Protection Fund (IEPF)	1	310278	0.2697	1	310278	0.2697
(g)	i. Resident Individual holding nominal share capital up to Rs. 2 lakhs.	63138	9128009	7.9352	63138	9128009	7.9352
(h)	ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	4	586075	0.5095	4	586075	0.5095

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
(i)	Non Resident Indians (NRIs)	1499	829712	0.7213	1499	829712	0.7213
(j)	Foreign Nationals	-	-	-	-	-	-
(k)	Foreign Companies	-	-	-	-	-	-
(l)	Bodies Corporate	375	1274294	1.1078	375	1274294	1.1078
(m)	Any Other (Specify)	824	2437745	2.1192	824	2437745	2.1192
	Trusts	10	2109382	1.8337	10	2109382	1.8337
	Body Corp-Ltd Liability Partnership	23	99007	0.0861	23	99007	0.0861
	Hindu Undivided Family	752	217289	0.1889	752	217289	0.1889
	Clearing Member	38	7065	0.0061	38	7065	0.0061
	Unclaimed Suspense Account	1	5002	0.0043	1	5002	0.0043
	Sub Total (B)(4)	65850	15659579	13.6132	65850	15659579	13.6132
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)+(B)(4)	65970	42689941	37.1113	65970	42689941	37.1113
	Grand Total (A)+(B)	66018	115032219	100	66018	115032219	100

B. For Resulting Company (Equity Share Capital)

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
(A)	PROMOTER & PROMOTER GROUP						
1.	Indian Promoters						
(a)	Individuals / Hindu Undivided Family						
	Kiran Bajaj	-	-	-	1	7545224	6.5592
	Geetika Bajaj	-	-	-	1	2160084	1.8778
	Vanraj Bajaj	-	-	-	1	1843556	1.6026
	Shekhar Bajaj	-	-	-	1	1814639	1.5775
	Pooja Bajaj	-	-	-	1	1541875	1.3404
	Sunaina Kejriwal	-	-	-	1	1240730	1.0786
	Niraj Bajaj	-	-	-	1	1130882	0.9831
	Minal Bajaj	-	-	-	1	694674	0.6039
	Shri Sanjivnayan Bajaj	-	-	-	1	428749	0.3727
	Niravnayan Bajaj	-	-	-	1	282507	0.2456
	Kumud Bajaj	-	-	-	1	200000	0.1739
	Madhur Bajaj	-	-	-	1	200000	0.1739
	Neelima Bajaj Swamy	-	-	-	1	200000	0.1739
	Suman Jain	-	-	-	1	110700	0.0962
	Kriti Bajaj	-	-	-	1	101297	0.0881
	Shefali Bajaj	-	-	-	1	33767	0.0294
	Deepa Bajaj	-	-	-	1	1126	0.0010
	Nimisha Jaipuria	-	-	-	-	-	-
	Rajivnayan Bajaj	-	-	-	-	-	-
	Rishabnayan Bajaj	-	-	-	-	-	-
	Siddhant Bajaj	-	-	-	-	-	-
	Sanjali Bajaj	-	-	-	-	-	-
	Mast. Aryaman Kejriwal	-	-	-	-	-	-
	Mast. Nirvaan Kejriwal	-	-	-	-	-	-
	Master Aarav Swamy	-	-	-	-	-	-
	Master Vihaan Jaipuria	-	-	-	-	-	-

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
	Smt. Sheetal Bajaj	-	-	-	-	-	-
	Rajivnayan Bajaj HUF	-	-	-	-	-	-
	Sanjivnayan Bajaj HUF	-	-	-	-	-	-
(b)	Central Government / State Government(s)	-	-	-	-	-	-
(c)	Financial Institutions / Banks	-	-	-	-	-	-
(d)	Any Other (Specify)	-	-	-	-	-	-
	Promoter Trust						
	Vanraj Bajaj Trust (Kiran Bajaj as a Trustee)	-	-	-	1	1000000	0.8693
	Neelima Bajaj Swamy Family Trust (Neelima Bajaj Swamy as a Trustee)	-	-	-	1	812973	0.7067
	Nimisha Jaipuria Family Trust (Nimisha Jaipuria as a Trustee)	-	-	-	1	628043	0.5460
	Niravnayan Trust (Niraj Bajaj as a Trustee)	-	-	-	1	524721	0.4562
	Kriti Bajaj Family Trust (Minal Niraj Bajaj as a Trustee)	-	-	-	1	500000	0.4347
	Niravnayan Bajaj Family Trust (Niraj Bajaj as a Trustee)	-	-	-	1	500000	0.4347
	Rishab Family Trust (Rajivnayan Bajaj as a Trustee)	-	-	-	1	471052	0.4095
	Sanjali Family Trust (Sanjivnayan Bajaj as a Trustee)	-	-	-	1	262717	0.2284
	Siddhant Family Trust (Sanjivnayan Bajaj as a Trustee)	-	-	-	1	262717	0.2284
	Nimisha Bajaj Family Trust (Madhur Bajaj as a Trustee)	-	-	-	1	206575	0.1796
	Madhur Neelima Family Trust (Kumud Bajaj as a Trustee)	-	-	-	1	125800	0.1094
	Kumud Neelima Family Trust (Madhur Bajaj as a Trustee)	-	-	-	1	125800	0.1094
	Kumud Nimisha Family Trust (Madhur Bajaj as a Trustee)	-	-	-	1	125800	0.1094
	Madhur Nimisha Family Trust (Kumud Bajaj as a Trustee)	-	-	-	1	125799	0.1094
	Neelima Bajaj Family Trust (Kumud Bajaj as a Trustee)	-	-	-	1	21644	0.0188
	Deepa Trust	-	-	-	-	-	-
	Sanjali Trust	-	-	-	-	-	-
	Siddhant Trust	-	-	-	-	-	-
	Geetika Trust No. 2 (Kiran Bajaj as a Trustee)	-	-	-	-	-	-
	Rishab Trust	-	-	-	-	-	-
	Aryaman Trust	-	-	-	-	-	-
	Nirvaan Trust	-	-	-	-	-	-

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
	Rajiv Trust	-	-	-	-	-	-
	Sanjiv Trust	-	-	-	-	-	-
	Anant Bajaj Trust	-	-	-	-	-	-
	Nirav Trust	-	-	-	-	-	-
	Nimisha Trust	-	-	-	-	-	-
	Aryaman Family Trust	-	-	-	-	-	-
	Nirvaan Family Trust	-	-	-	-	-	-
	Geetika Shekhar Bajaj Family Trust	-	-	-	-	-	-
	Bodies Corporate						
	Bajaj Electricals Limited	1	2500000	100.00	-	-	-
	Nirlep Appliances Private Limited	-	-	-	-	-	-
	Jamnalal Sons Private Limited	-	-	-	1	22548275	19.6017
	Bajaj Holdings And Investment Limited	-	-	-	1	19136840	16.6361
	Baroda Industries Private Limited	-	-	-	1	1412738	1.2281
	Hind Musafir Agency Limited	-	-	-	1	1288000	1.1197
	Bajaj International Private Limited	-	-	-	1	917881	0.7979
	Hercules Hoists Limited	-	-	-	1	624596	0.5430
	Shekhar Holdings Private Limited	-	-	-	1	540253	0.4697
	Rahul Securities Private Limited	-	-	-	1	467093	0.4061
	Bachhraj Factories Private Limited	-	-	-	1	105466	0.0917
	Bachhraj And Company Private Limited	-	-	-	1	66585	0.0579
	Bajaj Sevashram Private Limited	-	-	-	1	5550	0.0048
	Kamalnayan Investment & Trading Private Limited	-	-	-	1	1110	0.0010
	Madhur Securities Private Limited	-	-	-	1	1110	0.0010
	Niraj Holdings Private Limited	-	-	-	1	1110	0.0010
	Rupa Equities Private Limited	-	-	-	1	1110	0.0010
	Sanraj Nayan Investments Private Limited	-	-	-	1	1110	0.0010
	Partnership Firms						
	Bajaj Trading Company	-	-	-	-	-	-
	LLP						
	RDR Ventrues LLP	-	-	-	-	-	-
	Aryan Nayan Realty LLP	-	-	-	-	-	-
	Sub Total (A)(1)	1	2500000	100.00	48	72342278	62.8887
	Foreign						
	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-
	Government	-	-	-	-	-	-
	Institutions	-	-	-	-	-	-

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
	Foreign Portfolio Investor	-	-	-	-	-	-
	Any Other (Specify)	-	-	-	-	-	-
	Sub Total (A)(2)	-	-	-	-	-	-
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)	1	2500000	100.00	48	72342278	62.8887
(B)	PUBLIC SHAREHOLDERS						
1	Institutions (Domestic)						
(a)	Mutual Fund				10	13291464	11.5546
	HDFC Small Cap Fund	-	-	-	1	6450049	5.6072
	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	-	-	-	1	3081396	2.6787
	ICICI Prudential Flexicap Fund	-	-	-	1	3075861	2.6739
(b)	Venture Capital Funds	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	6	134287	0.1167
(d)	Banks	-	-	-	6	3105	0.0027
(e)	Insurance Companies	-	-	-	3	647855	0.5632
(f)	Provident Funds/ Pension Funds	-	-	-	-	-	-
(G)	Asset Reconstruction Companies	-	-	-	-	-	-
(h)	Sovereign Wealth Funds	-	-	-	-	-	-
(i)	NBFCs registered with RBI	-	-	-	2	2860	0.0025
(j)	Other Financial Institutions	-	-	-	-	-	-
(k)	Any Other (Specify)	-	-	-	-	-	-
	Sub Total (B)(1)	-	-	-	27	14079571	12.2397
2	Institutions (Foreign)	-	-	-			
(a)	Foreign Direct Investment	-	-	-	-	-	-
(b)	Foreign Venture Capital Investors	-	-	-	-	-	-
(c)	Sovereign Wealth Funds	-	-	-	-	-	-
(d)	Foreign Portfolio Investors Category I	-	-	-	73	12936541	11.2460
	Smallcap World Fund, Inc	-	-	-	1	6515607	5.6642
	Government Pension Fund Global	-	-	-	1	1189393	1.0340
(e)	Foreign Portfolio Investors Category II	-	-	-	-	-	-
(f)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-
(g)	Any Other (Specify)	-	-	-	20	14250	0.0124
	Foreign Bank	-	-	-	20	14250	0.0124
	Sub Total (B)(2)	-	-	-	93	12950791	11.2584
3	Central Government/ State Government(s)	-	-	-			
(a)	Central Government / President of India	-	-	-	-	-	-
(b)	State Government / Governor	-	-	-	-	-	-

Sr. No.	Category & Name of shareholders	Pre-Scheme			Post-Scheme		
		No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
(C)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-	-	-
	Sub Total (B)(3)	-	-	-	-	-	-
4	Non-Institutions	-	-	-	-	-	-
(a)	Associate companies / Subsidiaries	-	-	-	-	-	-
(b)	Directors and their relatives (excluding Independent Directors and nominee Directors)	-	-	-	1	10	0.0000
(C)	Key Managerial Personnel	-	-	-	2	12256	0.0107
(D)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-
(E)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	6	1081200	0.9399
(f)	Investor Education and Protection Fund (IEPF)	-	-	-	1	310278	0.2697
(g)	i. Resident Individual holding nominal share capital up to Rs. 2 lakhs.	-	-	-	63138	9128009	7.9352
(h)	ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	-	-	-	4	586075	0.5095
(i)	Non Resident Indians (NRIs)	-	-	-	1499	829712	0.7213
(j)	Foreign Nationals	-	-	-	-	-	-
(k)	Foreign Companies	-	-	-	-	-	-
(l)	Bodies Corporate	-	-	-	375	1274294	1.1078
(m)	Any Other (Specify)	-	-	-	824	2437745	2.1192
	Trusts	-	-	-	10	2109382	1.8337
	Body Corp-Ltd Liability Partnership	-	-	-	23	99007	0.0861
	Hindu Undivided Family	-	-	-	752	217289	0.1889
	Clearing Member	-	-	-	38	7065	0.0061
	Unclaimed Suspense Account	-	-	-	1	5002	0.0043
	Sub Total (B)(4)	-	-	-	65850	15659579	13.6132
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)+(B)(4)	-	-	-	65970	42689941	37.1113
	Grand Total (A)+(B)	1	2500000	100.00	66018	115032219	100

Notes:

1. Name mentioned for 'Promoters and Promoter Group' shareholders and such other public shareholders holding more than 1% in the paid-up capital.
2. The pre-Scheme shareholding of Bajaj Electricals Limited ("Demerged Company") in the Resulting Company (i.e., 25,00,000 equity shares) includes 6 equity shares held by the Demerged Company together with its nominees.
3. The above indicative details are based on the shareholding pattern of the Demerged Company as on December 31, 2022.

This is an abridged prospectus containing information pertaining to Bajel Projects Limited (“Resulting Company” or “Company” or “BPL”) in relation to the Scheme of Arrangement under sections 230 to 232 of the Companies Act, 2013 before the Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”) between Bajaj Electricals Limited (“Demerged Company” or “BEL”) and the Resulting Company and their respective shareholders (“Scheme”).

THIS ABRIDGED PROSPECTUS CONSISTS 10 (TEN) PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.



BAJEL PROJECTS LIMITED

Corporate Identity Number (CIN): U31900MH2022PLC375133; Date of Incorporation: January 19, 2022

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
801, Rustomjee Aspiree, Anik Wadala Link Road, Sion East, Mumbai 400 022, Maharashtra, India.	Same as registered office	Shekhar Bajaj	Email: legal@bajajelectricals.com Tel.: 022-68267300	www.bajelprojects.com

NAME OF PROMOTERS OF THE COMPANY

Bajaj Electricals Limited

Details of Offer to Public

Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size (by no. of shares or by amount in Rs)	Issue Under 6(1)/ 6(2)	Share Reservation		
					QIB	NII	RII
Not Applicable							

These equity shares are proposed to be listed on (to be specified) (designated stock exchange) and (to be specified).
OFS: Offer for Sale - Not Applicable.

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (upto a maximum of 10 selling shareholders)

Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity	Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity
Not Applicable							

P: Promoter; PG: Promoter Group; OSS: Other Selling shareholder; WACA: Weighted Average Cost of Acquisition shall be calculated on fully diluted basis. - Not Applicable.

Price Band, Minimum Bid Lot & Indicative Timelines

Price Band	Not Applicable
Minimum Bid Lot Size	Not Applicable
Bid/Offer Open On	Not Applicable
Bid/Closes Open On	Not Applicable
Finalisation of Basis of Allotment	Not Applicable
Initiation of Refunds	Not Applicable
Credit of Equity Shares to Demat accounts of Allottees	Not Applicable
Commencement of trading of Equity Shares	Not Applicable



*For details of price band and basis of offer price, please refer to price band advertisement and page xx of Abridged Prospectus. - **Not Applicable.**

Details of WACA of all shares transacted over the trailing eighteen months from the date of AP

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price Lowest Price- Highest Price (in Rs.)
Not Applicable.			

WACA: Weighted Average Cost of Acquisition shall be calculated on fully diluted basis for the trailing eighteen months from the date of Abridged Prospectus. - **Not Applicable.**

OPERATIONS OF THE SCHEME

The Board of Directors of the Demerged Company and Resulting Company at their respective meetings held on Tuesday, February 8, 2022, have, *inter-alia*, subject to the approval of the shareholders of the respective companies, considered and approved the Scheme.

The Scheme provides for the following:

- (i) the transfer by way of a demerger of the Demerged Undertaking (*as more particularly defined in the Scheme*) of the Demerged Company into the Resulting Company on a going concern basis and the consequent issue of New Equity Shares (*as defined below*) by the Resulting Company to the shareholders of the Demerged Company; and
- (ii) various other matters consequential or otherwise integrally connected herewith.

Rationale of the Scheme:

- (a) The Demerged Company has 2 (two) distinct business segments viz. (i) Consumer Product segment ('CP') (which includes appliances, fan and consumer lighting products) and (ii) Engineering Procurement and Construction segment ('EPC'). The EPC segment primarily focuses on Illumination Business, and Power Transmission and Power Distribution Business.
- (b) Illumination Business which is a part of EPC segment is more synergistic to CP segment and its risk and rewards are also aligned to that of CP segment.
- (c) The nature of risk, competition, challenges, opportunities and business methods for the Power Transmission and Power Distribution Business (*as defined in the Scheme*) is separate and distinct from the Remaining Business (as defined hereinafter) carried out by the Demerged Company. Further, the way the Power Transmission and Power Distribution Business is required to be handled and managed is not similar to that of the Remaining Business (*as defined in the Scheme*).
- (d) Each of the varied businesses carried out by the Demerged Company have significant potential for growth and profitability and can attract different set of investors, strategic partners, lenders, etc. Therefore, as these businesses approach their next phase of growth, it would be strategically apt to segregate the Power Transmission and Power Distribution Business from the Remaining Business.
- (e) The segregation shall enable them to move forward independently, with greater focus and specialization, building on their respective capabilities and their strong brand presence. It will also help to channelize resources required for all the businesses to focus on the growing businesses and attracting right talent and providing enhanced growth opportunities to existing talent in line with a sharper strategic focus on each business segment under separate entities.
- (f) The Scheme will also enable the Demerged Company and the Resulting Company to focus and enhance its respective businesses by streamlining operations and its management structure ensuring better and more efficient management control.
- (g) Bifurcation of these businesses will enable unlocking value of each vertical thereby paving way for focused growth with a view to create significant stakeholder value and at the same time allow investors to allocate their



portfolio into separate entities, focused on the distinct entities. Further, it will enable independent and distinct capital allocation approach and balance sheet management based on the distinct needs of each business.

- (h) Thus, the demerger would help in achieving the desired operating structure and shall *inter-alia* have following benefits:
- (i) Create sector focused companies;
 - (ii) Streamline the management structure;
 - (iii) Unlock value for shareholders;
 - (iv) Ring-fence businesses from each other; and
 - (v) Better risk management.

In view of the above, the Demerged Undertaking, consisting of Power Transmission and Power Distribution Business of the Demerged Company, will be demerged and vested into the Resulting Company, as a going concern, with all properties, pre-qualifications, rights and powers and all debts, liabilities, duties and obligations and such other ventures (and shall include ancillary and support services in relation to the same), from the Appointed Date of opening of business hours on April 1, 2022. All the other businesses of the Demerged Company, including the Consumer Product business and Illumination Projects business, will remain with the Demerged Company.

Upon the Scheme becoming effective and in consideration of and subject to the provisions of the Scheme, the Resulting Company shall without any application or deed, issue and allot equity shares of the Resulting Company of face value of Rs.2/- each ("**New Equity Shares**"), credited as fully paid up, to the extent indicated below, to the equity shareholders holding fully paid up equity shares of the Demerged Company and whose name appear in the register of members of the Demerged Company as on the Record Date (*as defined in the Scheme*) or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Demerged Company in the following proportion:

"1 (one) equity share of the face value of INR 2 each fully paid-up of the Resulting Company shall be issued and allotted for every 1 (one) equity share of face value INR 2 each fully paid up held by equity shareholders of the Demerged Company."

Immediately with effect from the Effective Date and upon allotment of New Equity Shares by the Resulting Company, the entire pre-demerger paid up equity share capital, as on the Effective Date (*as defined in the Scheme*), of the Resulting Company shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up capital of the Resulting Company to that effect shall stand cancelled and reduced, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to Section 66 of the Companies Act, 2013 as also any other applicable provisions. The reduction of the share capital of the Resulting Company shall be effected as an integral part of this Scheme itself, without having to follow the process under Sections 66 of the Companies Act, 2013 separately and the order of the NCLT sanctioning this Scheme shall be deemed to be an order under Section 66 of the Companies Act, 2013 confirming such reduction.

Pursuant to the Scheme and subject to the applicable laws and receipt of requisite approvals, the New Equity Shares, issued and allotted as per the terms of the Scheme will be listed on BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**", and together with BSE, "**Stock Exchanges**").

This Abridged Prospectus is in compliance with the SEBI Circular - CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended, SEBI Master Circular - SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 read with SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, and in accordance with the disclosures as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RISKS IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares is ₹ x. The Floor Price, Cap Price and Offer Price determined by our Company and the Selling Shareholders, in consultation with the BRLM's, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page xx should not be considered to be indicative of the market price of the Equity Shares after listing. No assurance can be given



regarding frequency of trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing. - **Not Applicable.**

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus – **Not Applicable as the offer/issue is not for public at large and no investment by the public is required in the Company.**

Specific attention of the investors is invited to the section titled “Internal Risk Factors” at page(s) 8 to 9 of this Abridged Prospectus.

LISTING

Pursuant to the Scheme and subject to applicable laws and receipt of requisite approvals, the equity shares of the face value Rs. 2 each of the company, will be listed on Stock Exchanges.

PROCEDURE

The procedure with respect to public issue/offer would not be applicable as this issue is only to the shareholders of the Demerged Company, pursuant to the Scheme, without any cash consideration. Hence, the procedure with respect to a General Information Document (GID) is not applicable.

PRICE INFORMATION OF BRLM'S*

Issue Name	Name of Merchant Banker	+/-% change in closing price, (+/-% change in closing benchmark)-30th calendar days from listing	+/-% change in closing price, (+/-% change in closing benchmark)-90th calendar days from listing	+/-% change in closing price, (+/-% change in closing benchmark)-180th calendar days from listing
		+1% (+5%)	-2% (-5%)	
Not Applicable				

*Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each Merchant Banker with common issues disclosed once.

Names of Book Running Lead Manager/s and contact details (telephone and email id) of each BRLM	Not Applicable
Names of Syndicate Members	
In case of issues by Small and Medium Enterprises under Chapter IX, details of the market maker to be included: Not Applicable	
Name of Registrar to the Issue and contact details (telephone and email id)	Not Applicable
Name of Statutory Auditor ¹	
Name of Credit Rating Agency and the rating or grading obtained, if any	
Name of Debenture Trustee, if any	
Self-Certified Syndicate Banks	
Non Syndicate Registered Brokers	
Details regarding website address(es)/link(s) from which the investor can obtain list of Registrar to Issue and Share Transfer Agents, Depository Participants and Stock Brokers who can accept application from investor (as applicable)	

¹ Messrs S R B C & CO LLP, Chartered Accountants [Firm Registration Number: 324982E/E300003] are the first/existing Statutory Auditors of the Resulting Company.



PROMOTER(S) OF THE ISSUER COMPANY			
Sr. No.	Name	Individual/ Corporate	Experience & Educational Qualification
1.	Bajaj Electricals Limited	Corporate	<p>BEL is the promoter of BPL. BEL is a public listed company, having CIN: L31500MH1938PLC009887, incorporated on July 14, 1938, under the provisions of the Indian Companies Act, 1913 under the name and style of 'Radio Lamp Works Limited', and deemed to exist within the purview of the Companies Act, 2013. The name of the Demerged Company was changed from 'Radio Lamp Works Limited' to 'Bajaj Electricals Limited' and consequent to such change, the fresh certificate of change of name was issued by the Registrar of Companies, Maharashtra, on October 9, 1960. The registered office of BEL is situated at 45/47, Veer Nariman Road, Mumbai 400001, Maharashtra.</p> <p>BEL is engaged in the business of: (a) Consumer Product ('CP') and (b) Lighting Solutions and (c) Engineering Procurement and Construction ('EPC'). CP includes Appliances, Fans and Morphy Richards. Lighting Solutions includes Professional Lighting (B2B) and Consumer Lighting (B2C), and EPC includes Power Transmission and Power Distribution Business.</p>

BUSINESS OVERVIEW AND STRATEGY	
Company Overview:	<p>BPL is a public company, having CIN: U31900MH2022PLC375133, incorporated on January 19, 2022, under the provisions of the Companies Act, 2013. The registered office of BPL is situated at 801, Rustomjee Aspiree, Anik Wadala Link Road, Sion East, Mumbai 400022, Maharashtra.</p> <p>The main object of BPL <i>inter-alia</i> is to carry out the Power Transmission and Power Distribution Business.</p>
Product/Service Offering:	Providing solutions that include design, engineering, procurement, construction & project management and managing all aspects of project execution from conceptualizing to commissioning. It also comprises of providing end-to-end EPC solutions or any combination of individual services, depending on customer's needs and market opportunity.
Key Performance Indicators (KPIs):	Given the nature of the industry (i.e., Power Transmission and Distribution), among other KPIs: (i) the order book, (ii) cash flow from operations, and (iii) working capital turns, would be considered as key indicators to evaluate the performance of the Company.
Client Profile or Industries Served:	Given the nature of the industry, the PT PD Business majorly has government-oriented clients.
Intellectual Property, if any:	Nil
Market Share:	Nil
Geographies Served:	
Manufacturing plant, if any:	Nil
Employee Strength:	Nil



BOARD OF DIRECTORS				
Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Experience & Educational Qualification	Other Directorships
1.	Shekhar Bajaj	Director (Non-Executive)	<p><u>Experience-</u> Shekhar Bajaj is a Director (Non-Executive) of our Company. He is on the board of various Bajaj group companies and has significant experience in Consumer Products Business, EPC Business and automobile sector.</p> <p><u>Educational Qualification-</u> Bachelor of Science (Hons) in Mathematics from Pune University and MBA from New York University, USA.</p>	<p><u>Indian Companies-</u></p> <ul style="list-style-type: none"> • Bajaj Electricals Limited • Bajaj International Private Limited • Hercules Hoists Limited • Hind Musafir Agency Limited • Bajaj Sevashram Private Limited • Hind Lamps Limited • Bachhraj Factories Private Limited • Shekhar Holdings Private Limited • Council for Fair Business Practices • Bhoopati Shikshan Pratisthan • Bajaj Holdings & Investment Limited • Indef Manufacturing Limited <p><u>Foreign Companies- Nil</u></p>
2.	Samir Shrimankar	Director (Non-Executive)	<p><u>Experience-</u> Mr. Samir Shrimankar is a Director (Non-Executive) of our Company. He is presently working as a Vice President of Bachhraj & Company Private limited (BCOPL), a Bajaj Group Company. BCOPL is a Systemically Important Non Deposit taking NBFC (ND-SI-NBFC) registered with the RBI.</p> <p>He has more than 25 years of corporate experience in handling and looking after the secretarial, legal, compliance, finance, accounts and taxation functions (including compliances with various Corporate Laws, SEBI Regulations and RBI Directions) of several Companies belonging to the Bajaj Group.</p> <p><u>Educational Qualification-</u> B.Com., an Associate Member of the Institute of Chartered Accountants of India and a qualified Cost Accountant from the Institute of Cost Accountants of India.</p>	<p><u>Indian Companies-</u></p> <ul style="list-style-type: none"> • Mukund Engineers Limited • Simply Cheqit Private Limited • Econium Investments and Finance Private Limited • Conquest Investment and Finance Private Limited • Primus Investments and Finance Private Limited • Lazytech Online Private Limited • Rapidkart Online Private Limited • Bajaj International Private Limited • Sidya Investments Limited • Nirlep Appliances Private Limited <p><u>Foreign Companies- Nil</u></p>
3.	Sanjay Murarka	Director (Non-Executive)	<p><u>Experience-</u> Mr. Sanjay Murarka is a Director (Non-Executive) of our Company. He is presently working as a Vice</p>	<p><u>Indian Companies-</u></p> <ul style="list-style-type: none"> • Rose Realters Private Limited • Sidya Investments Limited



		<p>President & Company Secretary of Jamnalal Sons Private Limited (JSPL), a Bajaj Group Company. JSPL is an unregistered Core Investment Company (CIC).</p> <p>He has more than 25 years of corporate experience in handling and looking after the secretarial, legal, compliance, finance, accounts and taxation functions (including compliances with various Corporate Laws, SEBI Regulations and RBI Directions) of several companies belonging to the Bajaj Group.</p> <p><u>Educational Qualification-</u> B.Com., LL.B. (General), and a Fellow Member of the Institute of Company Secretaries of India.</p>	<ul style="list-style-type: none"> • Fusion Investments & Financial Services Private Limited • Hind Lamps Limited • Nirlep Appliances Private Limited <p>Foreign Companies- Nil</p>
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OBJECTS OF THE ISSUE

Details of means of finance –

The fund requirements for each of the objects of the Issue are stated as follows: (Rs. in crores)

Sr. No.	Objects of the Issue	Total estimated cost	Amount deployed till	Amount to be financed from Net Proceeds	Estimated Net Proceeds Utilization	
					Fiscal 20__	Fiscal 20__
Not Applicable						

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issue/rights issues, if any, of the Company in the preceding 10 years: Not Applicable.

Name of monitoring agency, if any: Not Applicable.

Terms of Issuance of Convertible Security, if any:

Convertible securities being offered by the Company	Not Applicable
Face Value/Issue Price per Convertible Securities	
Issue Size	
Interest on Convertible Securities	
Conversion period of Convertible Securities	
Conversion price for Convertible Securities	
Conversion date for Convertible Securities	
Details of Security created for CCD	

Shareholding Pattern as on January 5, 2023

Sr. No.	Particulars	Pre-Issue/Scheme number of shares	% Holding of Pre-Issue/Scheme
1.	Promoter & Promoter Group	25,00,000	100.00%
2.	Public	Nil	Nil
	Total	25,00,000	100.00%

Number/amount of equity shares proposed to be sold by selling shareholders – if any: Not Applicable.

RESTATED AUDITED FINANCIALS



Standalone

	Period Starting from January 19, 2022, till September 30, 2022*	FY 3 (Last audited financial year prior to issue opening)	FY 2	FY 1
Total income from operations (Net) (Rs. in lakh)	-	Not Applicable		
Net Profit / (Loss) before tax and extraordinary items (Rs. in lakh)	(12.39)			
Net Profit / (Loss) after tax and extraordinary items (Rs. in lakh)	(12.39)			
Equity Share Capital (Rs. in lakh)	50.00			
Reserves and Surplus (Rs. in lakh)	(12.39)			
Net worth (Rs. in lakh)	37.61			
Basic earnings per share (Rs.)	(0.50)			
Diluted earnings per share (Rs.)	(0.50)			
Return on net worth (%)	(32.94)			
Net asset value per share (Rs.)	1.50			

*The Company was incorporated on January 19, 2022, and its first financial year commenced from the said date of incorporation and shall end on March 31, 2023, as per Section 2(41) of the Companies Act, 2013. The details above are based on the unaudited interim financial results and other unaudited financial information that has been reviewed by the management of the Company and not have been reviewed by the statutory auditor of the Company. These financial results are not material to the Company's holding company, i.e., to the Demerged Company.

Consolidated

	Latest Stub period	FY 3 (Last audited financial year prior to issue opening)	FY 2	FY 1
Total income from operations (Net)		Not Applicable		
Net Profit/(Loss) before tax and extraordinary items				
Net Profit / (Loss) after tax and extraordinary items				
Equity Share Capital				
Reserves and Surplus				
Net worth				
Basic earnings per share (Rs.)				
Diluted earnings per share (Rs.)				
Return on net worth (%)				
Net asset value per share (Rs.)				

INTERNAL RISK FACTORS

1. Our operating results and margins depend on prices at which we procure raw materials for execution of our projects. The prices of these raw materials keeps fluctuating and may adversely affect the results and margins.
2. We are required to arrange bank guarantees and performance guarantees under the EPC contracts. Any inability to arrange such guarantees or the invocation of such guarantees may materially or adversely affect our ability to bid for new projects.
3. Downgrade in credit ratings would result in increase our borrowing costs and may constrain our access to capital and lending markets, which, would negatively affect our business.
4. Our financing agreements may contain covenants that limit our flexibility in operating our business.



5. Several of our key raw materials and components are sourced from a single or limited group of suppliers giving rise to concentration risk. Any restriction in supply or defects in quality could cause delays in project execution.
6. We may work on projects for a limited number of customers in a financial period. The loss of a key customer in a financial period could significantly reduce revenue and have a material adverse effect on our business, future prospects, results of operations and financial condition.
7. Litigation and other forms of opposition from local parties or communities may adversely affect our projects, result of operations and financial health.
8. Any prolonged business interruption at our manufacturing facilities could have a material adverse effect on operational performance, cash flows and financial condition.
9. We are required to maintain certain licences, permits, approvals and registrations in the ordinary course of business, and the failure to maintain them may materially or adversely affect our business.
10. Our success depends in large part upon our management team and skilled personnel and our ability to attract and retain such persons.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs in crores)
Company						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	1	Nil	Nil	Nil
Promoters						
By Promoters	217	Nil	3	Nil	Nil	24.39
Against Promoters	1	62	11	Nil	Nil	89.35
Subsidiaries						
By Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil

B. Brief details of top 5 material outstanding litigations against the Company and amount involved:

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
Not applicable.				

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any (200 - 300 word limit in total): BEL paid a



fine of Rs.10,000/- to each of the Stock Exchanges for delay of one (1) day in submission of voting results of Postal Ballot held on March 26, 2019 under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

D. Brief details of outstanding criminal proceedings against Promoters (200 - 300 word limit in total):

Pursuant to a complaint ("Complaint") by C Babu Rao Sagar (the "Complainant"), the Anti-Corruption Bureau, State of Telangana has filed a charge sheet before the 1st Additional Special Judge for SPE & ACB cases, Hyderabad, against the president and the other office bearers of Hyderabad Cricket Association, Hyderabad, in relation to alleged misappropriation of funds in relation to construction of Rajiv Gandhi International Cricket Stadium, Uppal, Hyderabad. The Company was awarded the tender for the illumination project at the said stadium. Although, the Company has been made a party to the Complaint, there are no direct allegation against the Company in the charge sheet. The matter is currently pending.


ANY OTHER IMPORTANT INFORMATION AS PER BRM / ISSUER COMPANY

NIL

DECLARATION BY THE COMPANY

We hereby declare that all the relevant provisions of the Companies Act, 1956, the Companies Act 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956 and Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

For Bajel Projects Limited


Shekhar Bajaj
Director



Place: Mumbai
Date: January 16, 2023

January 16, 2023

To,
The Board of Directors and Shareholders,
Bajel Projects Limited
801, Rustomjee Aspiree,
Anik Wadala Link Road,
Sion East Mumbai - 400022,
Maharashtra, India.

Dear Sir/Madam,

Sub: Due Diligence Certificate ("Certificate") on the adequacy and accuracy of disclosure of information pertaining to Bajel Projects Limited in the format of abridged prospectus in relation to the scheme of arrangement proposed between Bajaj Electricals Limited ("Demerged Company" / "BEL") and Bajel Projects Limited ("Resulting Company" / "BPL") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and other applicable laws ("Scheme" or "Scheme of Arrangement").

This is with reference to our engagement letter dated January 4, 2023, entered with BEL for certifying the adequacy and accuracy of disclosure of information pertaining to BPL prepared by BPL and to be sent to the shareholders of BEL at the time of seeking their approval for the Scheme.

The Scheme of Arrangement, *inter alia*, provides for arrangement between BEL and BPL and their respective shareholders and various other matters consequential or otherwise integrally connected therewith.

SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("**SEBI Circular**") prescribed requirements to be fulfilled by listed entities when they propose a Scheme of Arrangement. The said SEBI Circular, *inter alia*, provides that in the event a listed entity enters into a scheme of arrangement with an unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**").

Further, the adequacy and accuracy of such disclosure of information pertaining to unlisted entity is required to be certified by a SEBI registered Merchant Banker.

Accordingly, we have been provided with the abridged prospectus of BPL ("**Abridged Prospectus**") as prepared by BPL and enclosed herewith. The Abridged Prospectus will be circulated to the shareholders of BEL at the time of seeking their approval to the Scheme as a part of the explanatory statement to the notice.

Based on the information, documents, confirmations, representations, undertakings and certificates provided to us by BPL and BEL and as well discussions with their management, directors and officers, we confirm that the information contained in the Abridged Prospectus of BPL is adequate and accurate in terms of the SEBI Circular read with Part E of Schedule VI of the SEBI ICDR Regulations.



The above confirmation is based on the information and documents provided by BPL and BEL, explanations provided by the management of BPL and BEL and information available in public domain. Wherever required, appropriate representations from BPL and BEL have also been obtained. This Certificate is based on such information and explanations as are received or provided till the date of this Certificate. We have relied on the financials, information and representations provided to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit for financial information and accordingly we do not express an opinion on the fairness of the financial information referred to in the Abridged Prospectus and have assumed that the same is complete and accurate in all material aspects on an as is basis. This Certificate is a specific purpose certificate issued in terms of and in compliance with the SEBI Circular and hence it should not be used for any other purpose or transaction. This Certificate is not, nor should it be construed as our opining or certifying the compliance of the proposed Scheme of Arrangement with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all on the company's decision to affect the Scheme or how the holders of equity shares and/or secured and/or unsecured creditors should vote at their respective meetings held in connection with the proposed Scheme. We do not and should not be deemed to have expressed any views on any terms of the Scheme or its success. We also express no opinion, and accordingly accept no responsibility for or as to the price at which the equity shares of BEL will trade following the Scheme or as to the financial performance of BPL and BEL following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders / investors should buy, sell or hold any stake in BEL or any of its related parties. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this certificate.

For, Vivro Financial Services Private Limited



Vivek Vaishnav
Director



Place: Mumbai

Encl.: As above