BAJAJ
Bajaj Electricals Ltd.
Inspiring Trust

L-1/1948/MGP

January 17, 2019

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

Code No: 500031

National Stock Exchange Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051.

Symbol: BAJAELEC- Series: EQ

Dear Sirs,

Sub.: Notice of the NCLT Convened Meetings of the Secured Creditors of the Company

We have to inform you that by an Order dated November 2, 2018, the Hon'ble National Company Law Tribunal, Mumbai Bench **("NCLT")** has, inter-alia, directed the separate meetings to be held of the equity shareholders, secured creditors and unsecured creditors of the Company for the purpose of considering and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Arrangement between Hind Lamps Limited **("Demerged Company" / "Non-Applicant Company")** and Bajaj Electricals Limited **("Resulting Company" / "Applicant Company" / "Company")** and their respective shareholders and creditors **("Scheme")**.

In pursuance of the said Order and as directed therein, Notice is hereby given that a meeting of the secured creditors of the Company will be held at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra on Thursday, February 21, 2019 at 03:30 p.m.

Pursuant to regulation 30 of the SEBI (LODR) Regulations, 2015, we enclose herewith the copies of the said Notice of the NCLT convened meeting of the secured creditors of the Company along with the Explanatory Statement under sections 230(3), 232(1) & (2) and 102 of the Companies Act, 2013 read with rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The voting shall be carried out through the ballot/polling paper at the venue of the meetings.

The above Notice along with the Explanatory Statement is also available on website of the Company at www.bajajelectricals.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Bajaj Electricals Limited

MANGESH GUNWANT PATIL
Digitally signed by MANGESH GUNWANT PATIL
Date: 2019.01.17 15:21:21 +05'30'

Mangesh Patil
EVP- Legal & Taxation and Company Secretary

Encl.: As above.



NOTICE

OF

NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING

OF

THE SECURED CREDITORS

OF

BAJAJ ELECTRICALS LIMITED

(convened pursuant to the order dated November 2, 2018
passed by the Hon'ble National Company Law Tribunal, Mumbai Bench)

Bajaj Electricals Limited

Inspiring Trust

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 SECURED CREDITORS

NOTICE OF MEETING OF THE SECURED CREDITORS OF BAJAJ ELECTRICALS LIMITED CONVENED PURSUANT TO THE ORDER DATED NOVEMBER 2, 2018 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

Meeting of the Secured Creditors of Bajaj Electricals Limited	
Day	Thursday
Date	February 21, 2019
Time	03:30 p.m.
Venue	Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra

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IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. 1027 OF 2018

In the matter of sections 230 - 232 and other applicable provisions of the Companies Act, 2013

And

In the matter of Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors

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

NOTICE CONVENING THE MEETING OF THE SECURED CREDITORS OF THE COMPANY PURSUANT TO THE ORDER DATED NOVEMBER 2, 2018 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

To,
The Secured Creditors of Bajaj Electricals Limited.

NOTICE is hereby given that by an Order dated November 2, 2018, the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble NCLT**") has directed to convene a meeting of the Secured Creditors of the Company, for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement between Hind Lamps Limited ("**HLL**" or "**Demerged Company**" or "**Transferor Company**" or "**Non-Applicant**") and Bajaj Electricals Limited ("**BEL**" or "**Company**" or "**Resulting Company**" or "**Transferee Company**" or "**Applicant**") and their respective shareholders and creditors ("**Scheme**").

In pursuance of the said Order and as directed therein, further Notice is hereby given that a meeting of the secured creditors of the Company will be held at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra on Thursday, February 21, 2019 at 03:30 p.m. at which time and place, the secured creditors of the Company are requested to attend to consider and, if thought fit, to approve with or without modification(s), the following Resolution:

*"**RESOLVED THAT** pursuant to the provisions of sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules, circulars and notifications made thereunder, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Mumbai Bench (**"Hon'ble NCLT"**) and subject to such other approvals, consents, permissions or sanctions of regulatory and other authorities, as may be necessary and subject to conditions and modification(s), if any, as may be prescribed, stipulated or imposed by the Hon'ble NCLT or by any regulatory or other authorities, from time to time, while granting such approvals, consents, permissions or sanctions and 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 arrangement embodied in the Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors (**"Scheme"**) placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.*

***FURTHER RESOLVED 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 modifications, amendments, limitations and/or conditions, 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 the law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."*

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that the proxy in Form MGT-11, signed by you or your authorised representative, is deposited at the registered office of the Company not later than 48 (forty eight) hours before the commencement of the meeting. The form of proxy can be obtained from the registered office of the

Company or can be downloaded from the website of the Company (www.bajajelectricals.com). It is further clarified that votes may be cast personally or by proxy at the meeting as provided in this Notice.

A copy of the Scheme and of the Explanatory Statement under sections 230(3), 232(1) & (2) and 102 of the Companies Act, 2013 read with rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index to this Notice, are enclosed herewith and the same can be obtained free of charges on any working day (except Saturdays) prior to the date of the meeting at the Registered Office of the Company.

The Hon'ble NCLT has appointed Mr. Shekhar Bajaj, Chairman & Managing Director of the Company and failing him, Mr. Anuj Poddar, Executive Director of the Company, to be the Chairman of the meeting. The abovementioned Scheme, if approved by equity shareholders, secured creditors and unsecured creditors, will be subject to the subsequent approval of the Hon'ble NCLT.

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

Place: Mumbai
Date: January 2, 2019
Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001.

NOTES:

1. The Explanatory Statement pursuant to sections 230(3), 232(1) & (2) and 102 of the Companies Act, 2013 read with rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 is enclosed herewith and forms part of this Notice.

2. A SECURED CREDITOR ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY SO APPOINTED NEED NOT BE A SECURED CREDITOR OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. A minor cannot be appointed as a Proxy. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorised by it.

4. The authorised representative of a body corporate which is a registered secured creditor of the Company may attend and vote at the meeting provided a certified true copy of the resolution of the board of directors or other governing body of the body corporate authorising such representative to attend and vote at the meeting, is deposited at the Registered Office of the Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting.

5. The Notice convening the meeting, the date of dispatch of the Notice and the Explanatory Statement, amongst others, will be published through advertisement in the following newspapers, namely, (i) "Free Press Journal" in the English language; and (ii) translation thereof in "Navshakti" in the Marathi language.

6. A secured creditor or his/her proxy or authorised representative is requested to bring the copy of this Notice to the meeting and produce the attendance slip, duly completed and signed, at the entrance of the meeting venue.

7. Registered secured creditors who hold securities in dematerialized form are requested to bring their Client ID/DP ID/ISIN details for easy identification at the meeting.

8. The Notice is being sent to all secured creditors, whose name appeared in the register of secured creditors as on Monday, December 31, 2018. This Notice of the meeting of the secured creditors of the Company is also displayed/posted on the website of the Company (www.bajajelectricals.com).

9. The Company is offering facility for voting by way of ballot papers at the meeting for the secured creditors attending the meeting.

10. Voting rights shall be in proportion to the principal amount due to the secured creditors as on the cut-off date i.e. **Monday, December 31, 2018**.

11. Mr. Anant B. Khamankar, Practicing Company Secretary (Membership Number: FCS 3198, CP Number 1860) and failing him, Mr. Surendra Singh, Practicing Company Secretary (Membership Number: ACS 41539, CP Number 15640) of Messrs Anant B. Khamankar & Co., has been appointed as the Scrutinizer under the Order of the Hon'ble NCLT dated November 2, 2018 to conduct the voting process in a fair and transparent manner.

12. The Scrutinizer will submit his report to the Chairperson of the meeting after completion of the scrutiny of the votes cast by the secured creditors of the Company through ballot paper at the venue of the meeting. The Scrutinizer's decision on the validity of the vote shall be final. The results will be announced on or before Saturday, February 23, 2019. The results, together with the Scrutinizer's Report, will be displayed at the Registered Office of the Company and on the website of the Company i.e. www.bajajelectricals.com, besides being communicated to BSE Limited and National Stock Exchange of India Limited.

13. The resolution will be deemed to have been passed on the meeting date, subject to receipt of the requisite number of votes cast in favour of the resolution.

14. All the documents referred to in the Explanatory Statement shall be available for inspection by the secured creditors at the Registered Office of the Company between 11:00 a.m. to 01:00 p.m. on all working days (except Saturdays) up to the date of the meeting.

15. In accordance with the provisions of Section 230 read with Section 232 of the Companies Act, 2013, the Scheme shall be acted upon only if majority of persons representing three-fourth in value of the secured creditors of the Company, voting by way of ballot paper at the meeting, agree to the Scheme.

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. 1027 OF 2018

In the matter of sections 230 - 232 and other applicable provisions of the Companies Act, 2013

And

In the matter of Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors

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

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. Pursuant to the Order dated November 2, 2018, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble NCLT**"), in Company Application No. 1027 of 2018 ("**Order**"), a meeting of the secured creditors of Bajaj Electricals Limited ("**BEL**" or "**Company**" or "**Resulting Company**" or "**Transferee Company**" or "**Applicant**") is being convened at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra, on Thursday, February 21, 2019 at 03:30 p.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Arrangement between Hind Lamps Limited ("**HLL**" or "**Demerged Company**" or "**Transferor Company**" or "**Non-Applicant**") and Company and their respective shareholders and creditors ("**Scheme**") under sections 230-232 and other applicable provisions of the Companies Act, 2013.

2. In terms of the said Order, the quorum for the said meeting of secured creditors shall be 5 (five) secured creditors present in person. Further in terms of the said Order, the Hon'ble NCLT, has appointed Mr. Shekhar Bajaj, the Chairman & Managing Director of the Company and failing him, Mr. Anuj Poddar, Executive Director of the Company, to be the Chairman of the meeting of the secured creditors of the Company including for any adjournment thereof.

3. This statement is being furnished as required under sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Rules**").

4. As stated earlier, the Hon'ble NCLT by the said Order has, inter alia, directed that a meeting of the secured creditors of the Company shall be convened and held at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra, on Thursday, February 21, 2019 at 03:30 p.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Secured creditors would be entitled to vote in the said meeting either in person or through proxy.

5. In accordance with the provisions of sections 230 - 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority in number representing three fourths in value of the secured creditors of the Company, as the case may be, voting in person or by proxy, agree to the Scheme.

6. Background:

6.1 Details of the Demerged Company:

a) The Demerged Company was incorporated as a public company with limited liability in the name 'Hind Lamps Limited' under the Indian Companies Act, 1913 pursuant to a certificate of incorporation dated April 30, 1951.

b) Corporate Identity Number (CIN): U27302UP1951PLC002355

c) Permanent Account Number (PAN): AAACH3973Q

d) Registered office: Shikohabad, Firozabad, Uttar Pradesh 205 141

e) E-mail address: hindlamps@sify.com

f) The equity shares of the Demerged Company are not listed on any stock exchange.

g) The objects for which the Demerged Company has been established are set out in the Memorandum of Association. The relevant main objects of the Demerged Company as set out in its Memorandum of Association are as follows:

"3(i) To acquire certain lamp and glass factories, plant, machinery equipment and stocks and other assets of Radio Lamps Works Limited at Shikohabad in Uttar Pradesh."

"3(ii) To carry on the business of manufacturers of, dealers in, agents for and sellers of all kinds of goods. particularly of electric goods including electric lamps and lighting effects of every kind and description, including all parts and accessories, electrical apparatus of every kind and description, including all parts and accessories, and generally of articles, instruments and things required for or capable of being used for and in connection with the generation, transformation, propagation, radiation, distribution, supply, accumulation and employment or application of electricity for any purposes whatsoever, and to carry on the business of glass manufacturers and particularly the business of manufacturing glass articles for electric apparatus, and to carry on also the business of and electrical and general engineers and general merchants and contractors and any other trade or business whatsoever, whether manufacturing or otherwise which can in the opinion of the Company be advantageously or conveniently earned on by the Company by way of extension of or in connection with its general business or which is calculated directly or indirectly to develop the business or any branch of the business or the Company or to increase the value of or turn to account any of the Company's assets, properties or rights."

"3.(iii) To acquire and undertake the whole or any part of the business, property and liabilities of, or unite or amalgamate with or absorb any person or persons, company or companies, partnership or partnerships carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company."

"3.(xvii) To sell or dispose of the undertaking or property of the Company or any part or parts thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company."

"3.(xxiv) To amalgamate with any other company having objects altogether or in part similar to those of this Company."

h) There has been no change in the name, registered office and the objects of the Demerged Company in the last 5 (five) years.

i) The Demerged Company is primarily engaged in the business of manufacturing of glass bulbs, HID bulbs and aluminium caps and has been declared as a sick industrial company within the meaning of section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 (**"SICA"**) by the Board of Industrial and Financial Reconstruction (**"BIFR"**), having its registered office & manufacturing unit located at Shikohabad, Firozabad District, Uttar Pradesh and HID Lamps manufacturing unit located at Parwanoo, Himachal Pradesh.

j) The authorised, issued, subscribed and paid-up share capital of the Demerged Company as on March 31, 2018 is as under:

Particulars	₹
Authorised Share Capital:	
6400000 Equity Shares of ₹ 25 each	16,00,00,000
400000 9% Cumulative Redeemable Preference Shares of ₹ 25 each	1,00,00,000
3200000 0% Cumulative Redeemable Preference Shares of ₹ 25 each	8,00,00,000
Total	**25,00,00,000**
Issued, Subscribed and Paid Up Capital:	
6000000 Equity Shares of ₹ 25 each (fully paid-up)	15,00,00,000
2800000 0% Cumulative Redeemable Preference Shares of ₹ 25 each (fully paid-up and issued for consideration other than cash)	7,00,00,000
Total	**22,00,00,000**

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

k) Names of the promoters and directors along with their addresses:

Details of Promoters

Name	Address
Promoter(s)*	
Mr. Shekhar Bajaj	Flat No. 211, Maker Tower A, Cuffe Parade, Collaba, Mumbai 400 005
Promoter Group Individual(s) / Entity(ies)	
Mrs. Kiran Bajaj	Flat No. 50, Building No. 4, Hill Park, A.G. Bell Marg, Malabar Hill, Mumbai 400 006
Ms. Geetika Bajaj	Flat No. 50, Building No. 4, Hill Park, A.G. Bell Marg, Malabar Hill, Mumbai 400 006
Mr. Niraj Bajaj	Mount Unique Co-op. Housing Society Ltd., Flat No.97, 13th Floor, 62-A, Peddar Road, Mumbai 400 026
Bajaj Electricals Limited	45/47, Veer Nariman Road, Mumbai 400 001
Bachhraj & Company Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Jamnalal Sons Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Baroda Industries Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Bajaj International Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021

** Due to demise of Mr. Anant Bajaj, Director and Promoter of the Demerged Company, on August 10, 2018, his name has not been included in the above list of promoters.*

Details of Directors

Name	Designation	Address
Mr. Shekhar Bajaj	Chairman	Flat No. 211, Maker Tower A, Cuffe Parade, Collaba, Mumbai 400 005
Mr. K. R. Bhattad	Director	601 A-Wing, Trishla Tower, Amarkant Jha Marg, Borivali (West), Mumbai 400 092
Mr. Sanjay Murarka	Director	Flat No.7, Krishna Nandan, Natwar Nagar Road No.4, Hindu Friends Society Road, Jogeshwari (East), Mumbai 400 060
Mr. Subir Datta	Whole-time Director	Flat No. 2802, Plot No. F/9, Overseas Apartment, Sector-50, Noida, Uttar Pradesh 201 301.

6.2 Details of the Resulting Company:

a) The Resulting Company was incorporated as a public company with limited liability 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 Resulting Company was subsequently changed as 'Bajaj Electricals Limited' on October 1, 1960 and since then, there has been no further change in the name of the Resulting Company.

b) Corporate Identity Number (CIN): L31500MH1938PLC009887

c) Permanent Account Number (PAN): AAACB2484Q

d) Registered office: 45/47, Veer Nariman Road, Mumbai 400 001

e) E-mail address: legal@bajajelectricals.com

f) The equity shares of the Resulting Company are listed on BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**).

g) The objects for which the Demerged Company has been established are set out in the Memorandum of Association. The relevant main objects of the Resulting Company as set out in its Memorandum of Association are as follows:

"3.(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."

"3.(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."

"3.(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."

"3.(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."

"3.(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."

"3.(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."

"3.(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."

"3.(h) To amalgamate with any other Company or Companies."

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 Resulting Company is engaged in the business of Consumer Products (Appliances, Fans, Consumer Lighting), EPC (Transmission Line Towers, Telecommunication Towers, High Masts, Poles, Special Projects including Rural Electrification Projects and Luminaires) and Others (Wind Energy).

j) The authorised, issued, subscribed and paid-up share capital of the Demerged Company as on March 31, 2018 is as under:

Particulars	₹
Authorised Share Capital:	
200000000 Equity Shares of ₹ 2 each	40,00,00,000
Total	**40,00,00,000**
Issued, Subscribed and Paid Up Capital:	
102037501 Equity Shares of ₹ 2 each (fully paid-up)	20,40,75,002
Total	**20,40,75,002**

Subsequent to the above date, the share capital of the Resulting Company has increased to 102371576 equity shares of ₹ 2 each on account of issue of 334075 equity shares on exercise of stock options by the option grantees.

k) Names of the promoters and directors along with their addresses:

Details of Promoters

Name	Address
Promoter(s)	
Mr. Rahul Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035
Mr. Shekhar Bajaj	Flat No. 211, Maker Tower A, Cuffe Parade, Collaba, Mumbai 400 005
Mr. Madhur Bajaj	Bungalow No. 3, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035
Mr. Niraj Bajaj	Mount Unique Co-op. Housing Society Ltd., Flat No.97, 13th Floor, 62-A, Peddar Road, Mumbai 400 026
Promoter Group Individual(s) / Entity(ies)*	
Mrs. Kiran Bajaj	Flat No. 50, Building No. 4, Hill Park, A.G. Bell Marg, Malabar Hill, Mumbai 400 006
Mrs. Sunaina Kejriwal	Flat No. 3703, B Wing, Vivarea, Sane Guruji Marg, Near Jacob Circle, Mumbai 400 011
Mrs. Neelima Bajaj Swamy	Ashoka Apts., Flat No.43, 4th Floor, Rungta Lane, Napeansea Road, Mumbai 400 006
Mrs. Minal Bajaj	Mount Unique Co-op. Housing Society Ltd., Flat No.97, 13th Floor, 62-A, Peddar Road, Mumbai 400 026
Ms. Geetika Bajaj	Flat No. 50, Building No. 4, Hill Park, A.G. Bell Marg, Malabar Hill, Mumbai 400 006
Mrs. Nimisha Jaipuria	Flat No.165-A, Raj Mahal, Vilas Extension, 9th Main Road, Bengaluru 560 080
Mr. Niravnayan Bajaj	Mount Unique Co-op. Housing Society Ltd., Flat No.98, 13th Floor, 62-A, Peddar Road, Mumbai 400 026
Ms. Kumud Bajaj	Bungalow No. 3, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035
Mrs. Pooja Bajaj	Flat No 26, Hill Park, Building No 3A, A.G. Bell Marg, Malabar Hill, Mumbai 400 006
Ms. Suman Jain	Bhagwati Bhawan, 31-B, M. L. Dahanukar Marg, Mumbai 400 026
Ms. Kriti Bajaj	Mount Unique Co-op. Housing Society Ltd., Flat No.97, 13th Floor, 62-A, Peddar Road, Mumbai 400 026
Ms. Shefali Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035
Mr. Sanjivnayan Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035
Ms. Deepa Bajaj	Plot No. 34 & 35, Yog Koregaon Park, Lane No. 2, Pune 411 001
Mr. Rishabnayan Bajaj	Plot No. 34 & 35, Yog Koregaon Park, Lane No. 2, Pune 411 001
Mr. Siddhant Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035
Ms. Sanjali Bajaj	Bungalow No. 4, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035
Master Aryaman Kejriwal	Flat No. 3703, B Wing, Vivarea, Sane Guruji Marg, Near Jacob Circle, Mumbai 400 011
Master Nirvaan Kejriwal	Flat No. 3703, B Wing, Vivarea, Sane Guruji Marg, Near Jacob Circle, Mumbai 400 011

Name	Address
Master Vanraj Bajaj	Flat No 26, Hill Park, Building No 3A, A.G. Bell Marg, Malabar Hill, Mumbai 400 006
Master Aarav Swamy	Ashoka Apts., Flat No.43, 4th Floor, Rungta Lane, Napeansea Road, Mumbai 400 006
Master Vihaan Jaipuria	Flat No.165-A, Raj Mahal, Vilas Extension, 9th Main Road, Bengaluru 560 080
Ms. Sheetal Bajaj	Mount Unique Co-op. Housing Society Ltd., Flat No.98, 13th Floor, 62-A, Peddar Road, Mumbai 400 026
Rajivnayan Bajaj HUF	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Sanjivnayan Bajaj HUF	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Jamnalal Sons Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Bajaj Holdings And Investment Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Hind Musafir Agency Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Bajaj International Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Baroda Industries Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Hercules Hoists Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Shekhar Holdings Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Rahul Securities Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Bachhraj Factories Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Bajaj Sevashram Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Bachhraj And Company Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Kamalnayan Investment & Trading Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Madhur Securities Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Niraj Holdings Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Rupa Equities Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Sanraj Nayan Investments Private Limited	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Bajaj Trading Company (Partnership Firm)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Kiran Bajaj (Trust)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Niraj Bajaj (Trust)	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Deepa Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Sanjali Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021

Name	Address
Siddhant Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Kriti Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Rishab Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Geetika Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Aryaman Trust	Prabhat Building, 3rd floor, #18, B-Road, Churchgate, Mumbai 400 020
Nirvaan Trust	Prabhat Building, 3rd floor, #18, B-Road, Churchgate, Mumbai 400 020
Rajiv Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Sanjiv Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Anant Bajaj Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Nirav Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Sanjali Family Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021
Siddhant Family Trust	Bajaj Bhawan, 2nd Floor, 226 Nariman Point, Jamnalal Bajaj Marg, Mumbai 400 021

** The name of Mr. Anant Bajaj has been excluded from the list of individuals belonging to the promoter group consequent upon his demise on August 10, 2018.*

Details of Directors

Name	Designation	Address
Mr. Shekhar Bajaj	Chairman & Managing Director	Flat No. 211, Maker Tower A, Cuffe Parade, Collaba, Mumbai 400 005
Mr. Harsh Vardhan Goenka	Independent Director	14/15 II Palazzo, B.G. Kher Marg, Mumbai 400 026
Mr. Madhur Bajaj	Non-Executive Director	Bungalow No. 3, Bajaj Vihar Colony, Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune 411 035
Mr. Ashok Jalan	Independent Director	Hari Bhavan, 4th Floor, 64, Peddar Road, Mumbai 400 026
Dr. (Mrs.) Indu Shahani	Independent Director	Flat No.56, Hill Park, A.G.Bell Road, Malabar Hill, Mumbai 400 006
Dr. Rajendra Prasad Singh	Independent Director	A-1 Power Grid Residential Complex, Sector-43, Gurgaon, Haryana 122 002
Mr. Anuj Poddar	Executive Director	201 Martins Nest, 9 Central Avenue, Santacruz (West), Mumbai 400 054
Mr. Siddharth Mehta	Independent Director	9, Matruchhaya, 70 Marine Drive, Mumbai 400 020
Mrs. Pooja Bajaj	Non-Executive Director	Flat No 26, Hill Park, Building No 3A, A.G. Bell Marg, Malabar Hill, Mumbai 400 006
Mr. Munish Khetrapal	Independent Director	12660 Kane DR, Saratoga, CA USA

7. Corporate Approvals:

A. The Scheme was first placed before the Audit Committees' of the Demerged Company and Resulting Company at their respective meetings held on November 23, 2015. The Audit Committees' of the Demerged Company and Resulting Company considered the Valuation Report dated November 22, 2015 issued by S.R. Batliboi & Co. LLP, Independent Chartered Accountants and Fairness Opinion dated November 23, 2015 issued by SPA Capital Advisors Limited,

Merchant Banker, and thereafter, recommended the Scheme for approval to the Board of Directors of the respective companies.

The Board of Directors of the Demerged Company and the Resulting Company at their respective Board Meetings held on November 23, 2015 approved the proposed Scheme, after taking on record Valuation Report dated November 22, 2015 issued by S.R. Batliboi & Co. LLP, Independent Chartered Accountants and Fairness Opinion dated November 23, 2015 issued by SPA Capital Advisors Limited, Merchant Banker.

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:

(a) Demerged Company

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Mr. Shekhar Bajaj	Chairman	-	-	Yes
Late Mr. Anant Bajaj *	Director	-	-	Yes
Mr. R. Sundararajan	Executive Director	Yes	-	-
Mr. K. R. Bhattad	Independent Director	Yes	-	-
Mr. Sanjay Murarka	Independent Director	Yes	-	-

** Demised on August 10, 2018.*

(b) Resulting Company

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Mr. Shekhar Bajaj	Chairman & Managing Director	-	-	Yes
Mr. Harsh Vardhan Goenka	Independent Director	Yes	-	-
Mr. Madhur Bajaj*	Non-Executive Director	-	-	-
Mr. Ashok Jalan	Independent Director	Yes	-	-
Dr. (Mrs.) Indu Shahani	Independent Director	Yes	-	-
Dr. Rajendra Prasad Singh	Independent Director	Yes	-	-
Mr. Vishnubhai Haribhakti	Independent Director	Yes	-	-
Late Mr. Anant Bajaj**	Joint Managing Director	-	-	Yes

** Absent*

*** Demised on August 10, 2018.*

B. Regulatory changes and consequential amendments to the Scheme

Since the Demerged Company was declared a sick industrial company within the meaning of section 3(1)(o) of the SICA by the BIFR, the said Scheme was required to be filed only with BIFR for its approval. Accordingly, on April 22, 2016, the Demerged Company had filed the said Scheme with BIFR vide its letter dated April 18, 2016 under BIFR Case No.09/2002 **("Case")**.

As the Scheme was not required to be filed with the High Court or Tribunal for its approval when it was approved by the Board of Directors of both the companies and was required to be filed only with BIFR, the provisions of erstwhile Clause 24(f) of the Listing Agreement and/or regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and SEBI circulars No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/CMD/16/2015 dated November 30, 2015 **("SEBI Scheme Circulars")**, in respect of filing of draft scheme of arrangement with the stock exchange(s) / SEBI for obtaining Observation Letter or No-Objection Letter were not applicable to the Resulting Company.

However, subsequently, the Central Government of India, vide Notification No. S.O. 3568 (E) dated November 25, 2016, brought the provisions of SICA Repeal Act into force with effect from December 1, 2016 and SICA was repealed. Section 4(b) of SICA Repeal Act (as amended by section 252 of the Insolvency and Bankruptcy Code, 2016) provides that any proceeding of whatever nature, pending before BIFR shall stand abated. Accordingly, the Scheme filed by the Demerged Company stood abated as on December 1, 2016. With the notification of SICA Repeal Act, the provisions of regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and SEBI Scheme Circulars have become applicable to the Resulting Company as the Scheme was then required to be filed with Tribunal.

On March 10, 2017, SEBI vide its Circular No. CFD/DIL3/CIR/2017/21 **("Revised SEBI Scheme Circular")**, amended the regulatory framework for schemes of arrangements. The provisions of Para 8 of the Revised SEBI Scheme Circular, inter-alia, states that in cases of the issuance of shares under schemes to a select group of shareholders or shareholders of unlisted companies, the issuer shall follow the pricing provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 **("SEBI ICDR Regulations")**. Further, as per Para 6 of the said Revised SEBI Scheme Circular, the schemes filed with the stock exchange(s) / SEBI after the date of the Revised SEBI Scheme Circular shall be governed by its provisions.

On September 29, 2017, the Resulting Company had filed the Scheme with the stock exchanges under regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 with a request for waiver from the requirements of adhering to the pricing provisions of Chapter VII of SEBI ICDR Regulations considering the fact that the Scheme was approved by the Board of Directors of both the companies well before the issue of the said Revised SEBI Scheme Circular. However, the stock exchanges requested the Resulting Company to amend the Scheme and the Valuation Report to meet with the requirements of the Revised SEBI Scheme Circular.

Accordingly, the Board of Directors of the Demerged Company and Resulting Company, in their respective meetings held on November 9, 2017, considered and approved the revised valuation / share entitlement ratio for a demerger of the manufacturing business of Demerged Company into the Resulting Company and made consequential amendment to the Scheme.

C. Approval to the amended Scheme

The Scheme, suitably amended with revised share entitlement ratio for a demerger of the manufacturing business of Demerged Company into the Resulting Company, was placed before the Audit Committees' of the Demerged Company and Resulting Company at their respective meetings held on November 9, 2017. The Audit Committees' of the Demerged Company and Resulting Company considered the revised Valuation Report dated October 31, 2017 issued by Messrs Katre Barwe & Associates, Independent Chartered Accountants and revised Fairness Opinion dated November 1, 2017 issued by SPA Capital Advisors Limited, Merchant Banker, and thereafter recommended the amended Scheme for the approval of the Board of Directors of the respective companies.

The Board of Directors of the Demerged Company and the Resulting Company at their respective Board Meetings held on November 9, 2017 approved the amended Scheme, after taking on record the revised Valuation Report dated October 31, 2017 issued by Messrs Katre Barwe & Associates, Independent Chartered Accountants and revised Fairness Opinion dated November 1, 2017 issued by SPA Capital Advisors Limited, Merchant Banker. The same are annexed to this Notice as **Annexure B-1 and B-2** respectively.

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:

(a) Demerged Company

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Mr. Shekhar Bajaj	Chairman	-	-	Yes
Late Mr. Anant Bajaj *	Director	-	-	Yes
Mr. R. Sundararajan**	Executive Director	-	-	-
Mr. K. R. Bhattad	Independent Director	Yes	-	-
Mr. Sanjay Murarka	Independent Director	Yes	-	-

** Demised on August 10, 2018.*
*** Absent.*

(b) Resulting Company

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Mr. Shekhar Bajaj	Chairman & Managing Director	-	-	Yes
Mr. Harsh Vardhan Goenka	Independent Director	Yes	-	-
Mr. Madhur Bajaj	Non-Executive Director	Yes	-	-

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Mr. Ashok Jalan	Independent Director	Yes	-	-
Dr. (Mrs.) Indu Shahani	Independent Director	Yes	-	-
Dr. Rajendra Prasad Singh	Independent Director	Yes	-	-
Mr. Anuj Poddar***	Independent Director	Yes	-	-
Mr. Siddharth Mehta	Independent Director	Yes	-	-
Late Mr. Anant Bajaj *	Joint Managing Director	-	-	Yes

** Demised on August 10, 2018.*

****Earlier Independent Director. Became Executive Director on November 1, 2018.*

D. On November 20, 2017, the Resulting Company had filed the amended Scheme with the stock exchanges under regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. On March 21, 2018, the stock exchanges conveyed their no-objection to the Resulting Company in terms of regulation 94 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 while advising the Resulting Company to publish the information pertaining to Dr. Rajendra Prasad Singh, Independent Director of the Resulting Company, in the matter of G.E.T. Power Limited in the Amended Scheme and to bring the same to the notice of shareholders and the Hon'ble NCLT. The copies of the aforesaid observation letters are annexed to this Notice collectively as **Annexure C**.

To meet the requirements of the aforesaid observation letters, the Board of Directors of the Resulting Company and the Demerged Company at their meetings held on March 29, 2018 and April 23, 2018, respectively, once again amended the Scheme by inserting clause 18.

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:

(a) Demerged Company

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Mr. Shekhar Bajaj	Chairman	Yes	-	-
Late Mr. Anant Bajaj*	Director	Yes	-	-
Mr. R. Sundararajan**	Executive Director	-	-	-
Mr. K. R. Bhattad	Independent Director	Yes	-	-
Mr. Sanjay Murarka	Independent Director	Yes	-	-

** Demised on August 10, 2018.*

*** Absent.*

(b) Resulting Company

Name of the Directors	Designation	Voted in Favour	Voted Against	Abstained from voting
Mr. Shekhar Bajaj	Chairman & Managing Director	Yes	-	-
Mr. Harsh Vardhan Goenka	Independent Director	Yes	-	-
Mr. Madhur Bajaj	Non-Executive Director	Yes	-	-
Mr. Ashok Jalan	Independent Director	Yes	-	-
Dr. (Mrs.) Indu Shahani	Independent Director	Yes	-	-
Dr. Rajendra Prasad Singh	Independent Director	-	-	Yes
Mr. Anuj Poddar**	Independent Director	Yes	-	-
Mr. Siddharth Mehta	Independent Director	Yes	-	-
Late Mr. Anant Bajaj *	Joint Managing Director	Yes	-	-

** Demised on August 10, 2018.*

***Earlier Independent Director. Became Executive Director on November 1, 2018.*

A copy of the Scheme (with the amendments duly incorporated) setting out in detail the terms and conditions of the arrangement, has been approved by Board of Directors of the Demerged Company and the Resulting Company at their respective Board Meetings, is annexed to this Notice as **Annexure A** and forms part of this Statement.

8. Rationale of the Scheme:

'Purpose and rationale' as set out in Part B of the Preamble of the Scheme is as under:

"B. PURPOSE AND RATIONALE OF THIS SCHEME

(a) This scheme of arrangement (hereinafter referred to as the "Scheme") is presented pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and the Income Tax Act, 1961 as may be applicable for the transfer by way of demerger of the Demerged Undertaking (as defined hereinafter) of the Demerged Company to the Resulting Company in the manner provided for in the Scheme and reorganization of capital reserves, securities premium and share capital of the Demerged Company.

(b) The Board of Directors of the Demerged Company and the Resulting Company are of the view that the transfer and vesting of the Manufacturing Business (as defined hereinafter) of the Demerged Company to the Resulting Company will enable both the Demerged Company and the Resulting Company to achieve and fulfil their objectives more efficiently and economically and the same is also in the interest of all stakeholders. The Resulting Company's existing management expertise and quality systems & controls will enhance the performance of the business of the Demerged Undertaking.

(c) The Scheme is expected to contribute in furthering and fulfilling the objects of the Demerged Company and the Resulting Company and to facilitate the revival of the Manufacturing Business of the Demerged Company upon its consolidation with the Resulting Company.

(d) As per the modified draft rehabilitation scheme ("MDRS") filed with the BIFR (as defined hereinafter) for the revival of the Demerged Company, the net worth of the Demerged Company was expected to turn positive by 31st March 2014. The Demerged Company couldn't achieve the aforesaid objective and accordingly the management of the Demerged Company decided to make an attempt to achieve positive net worth by 31st March 2015. However, as on 31st March 2015, the Demerged Company could not achieve positive net worth and accordingly, it has been proposed to demerge the Manufacturing Business of the Demerged Company with the Resulting Company with effect from the appointed date of 31st March 2014.

(e) The Scheme has been approved by the Board of Directors of the Demerged Company and the Resulting Company in their respective meetings held on 23rd November, 2015. Further, to meet the requirements of Para 8 of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Board of Directors of the Demerged Company and the Resulting Company, at their respective meetings held on 9th November 2017, have considered and approved the revised Share Allotment Ratio and made other relevant / necessary / consequential amendments to the Scheme.

(f) This Scheme has been drawn up so that the Demerger of the Demerged Undertaking from the Demerged Company into the Resulting Company is compliant with the conditions relating to "Demerger" as specified under Section 2(19AA) of the Income Tax Act, 1961 ("Income Tax Act")."

9. Description of the Scheme:

A. The Scheme provides for:

a) demerger of the entire Demerged Undertaking (manufacturing business) of the Demerged Company, together with all its assets and liabilities, into the Resulting Company on a going concern basis.

b) issue of 471420 fully paid-up equity shares of the Resulting Company of the face value of ₹ 2 each to the shareholders of the Demerged Company, except to the Resulting Company itself, in consideration for the demerger in compliance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

B. The Scheme shall be deemed to be effective from the Appointed Date i.e. March 31, 2014 but shall be operative from the Effective Date.

C. The equity shares to be so issued to the shareholders of the Demerged Company have been determined based on the share entitlement ratio of 97 equity shares of the Resulting Company of the face value of ₹ 2 each for 1000 equity shares of the Demerged Company of the face value of ₹ 25 each, as recommended by Messrs Katre Barwe & Associates, Chartered Accountants, Mum bai, the independent valuation firm and the same will be issued on the Record Date.

D. Demerged Company will retain the Remaining Business which includes all the undertakings, businesses, activities (including trading activities and support services to other undertakings), employees and operations other than that of the manufacturing business.

NOTE: THE FEATURES/DETAILS SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME, THE EQUITY SHAREHOLDERS/CREDITORS 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 ABOVE AND NOT DEFINED BUT DEFINED IN THE SCHEME, SHALL HAVE THE SAME MEANINGS RESPECTIVELY ASSIGNED TO THEM IN THE SCHEME.

10. Observation Letters from BSE and NSE, both dated March 21, 2018, conveying no objection to the Scheme are enclosed herewith collectively as **Annexure C.** Complaints Report dated December 18, 2017 and January 5, 2018 submitted by the Company to BSE and NSE respectively are enclosed herewith collectively as **Annexure D**.

11. The audited financial results of the Demerged Company for the six months period ended September 30, 2018 are enclosed as **Annexure F-1**.

12. The unaudited financial results of the Resulting Company for the six months period ended September 30, 2018 are enclosed as **Annexure F-2**.

13. Pre and post-shareholding pattern of the Demerged Company and the Resulting Company are enclosed as **Annexure G.**

14. Summary of Valuation Report including basis of valuation and Fairness opinions is enclosed herewith as **Annexure H**.

15. The applicable information of the Demerged Company in the format specified for the abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is enclosed herewith as **Annexure I**.

16. Amounts due to creditors as on November 30, 2018:

	Demerged Company		Resulting Company	
	Number	Amount (₹ in Lakh)	Number	Amount (₹ in Lakh)
Secured Creditors	5	464.95	6	918.90
Unsecured Creditors	175	6,611.22	9842	193,640.33

17. As per section 2(6) of the Companies Act, 2013, “associate company”, in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary of the Company having such influence and includes a joint venture company. For the purposes of this clause, “significant influence” means control of at least twenty percent of total voting power, or control of or participation in business decisions under an agreement.

    Since the Resulting Company is in a position to influence the operating and financial policies of the Demerged Company, the Demerged Company is considered to be an Associate of the Resulting Company.

18. Effect of the Scheme on various parties:

    A. Key Managerial Personnel (KMPs) and Directors

    None of the Directors, the KMPs (as defined under the Companies Act, 2013 and rules framed thereunder) of the Demerged Company and the Resulting Company and their respective relatives (as defined under the Companies Act, 2013 and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Demerged Company and the Resulting Company and/or to the extent that the said Director(s) are common director(s) on the Board of the said companies and/or to the extent that the KMPs are holding shares in said companies as a nominee and/or to the extent that the said Director(s), KMPs and their respective relatives are the directors, members of the companies that hold shares in the respective companies.

    Effect of the Scheme on the KMPs pursuant to Demerger

    The KMPs, if any, forming part of the Demerged Undertaking (manufacturing business) of the Demerged Company shall become employees of the Resulting Company on the Scheme coming into effect.

    Details of shares held by the present Directors and KMPs of the Demerged Company and the Resulting Company, either individually or jointly as a first holder or second holder or as a nominee and by their relatives, in the respective companies are as under:

Demerged Company

Sr. No.	Name of Director/KMP and relatives of director and KMP	Designation	Number of equity shares held
1.	Mr. Shekhar Bajaj (jointly with Bachhraj & Company Private Limited)	Chairman	1
2.	Mr. Kunjbihari Bhattad	Director	Nil
3.	Mr. Sanjay Murarka	Director	Nil
4.	Mr. Subir Datta	Whole-time Director	Nil
5.	Mr. Manish Pathak	Chief Financial Officer	Nil
6.	Mr. Sachin Chaudhary	Company Secretary	Nil
7.	Mrs. Kiran Bajaj	Relative of Director	1170001*
8.	Ms. Geetika Bajaj	Relative of Director	1170000
9.	Mr. Niraj Bajaj (jointly with Bachhraj & Company Private Limited)	Relative of Director	1
10.	Late Mr. Anant Bajaj (jointly with Bachhraj & Company Private Limited)	Relative of Director	1

** Including 1 (one) equity share held jointly with Bachhraj & Company Private Limited.*

Resulting Company

Sr. No.	Name of Director/KMP and relatives of director and KMP	Designation	Number of equity shares held
1.	Mr. Shekhar Bajaj	Chairman & Managing Director	2500735
2.	Mr. Harsh Vardhan Goenka	Independent Director	Nil
3.	Mr. Madhur Bajaj	Non-Executive Director	815035
4.	Mr. Ashok Jalan	Independent Director	Nil
5.	Dr. (Mrs.) Indu Shahani	Independent Director	Nil
6.	Dr. Rajendra Prasad Singh	Independent Director	Nil
7.	Mr. Anuj Poddar	Executive Director	Nil
8.	Mr. Siddharth Mehta	Independent Director	Nil
9.	Mrs. Pooja Bajaj	Non-Executive Director	130000
10.	Mr. Munish Khetrapal	Independent Director	Nil
11.	Mr. Anant Purandare	Chief Financial Officer	14096
12.	Mr. Mangesh Patil	Company Secretary	3217
13.	Mrs. Mridula Vishnukumar Poddar	Relative of Director	10
14.	Mrs. Kiran Bajaj	Relative of Director	5252819
15.	Late Mr. Anant Bajaj	Relative of Director	4981823
16	Ms. Geetika Bajaj	Relative of Director	608346
17.	Mr. Niraj Bajaj	Relative of Director	2193235
18.	Mrs. Kumud Bajaj	Relative of Director	190200
19.	Mrs. Neelima Bajaj Swamy	Relative of Director	900000
20.	Mrs. Nimisha Jaipuria	Relative of Director	558000
21.	Mrs. Minal Bajaj	Relative of Director	617200
22.	Ms. Kriti Bajaj	Relative of Director	90000
23.	Mr. Niravnayan Bajaj	Relative of Director	251000

B. Promoter and Non-Promoter equity shareholders of the Demerged Company, the Resulting Company and the Transferor Company

In compliance with the provisions of section 232(2)(c) of the Companies Act, 2013, the Board of Directors of the Demerged Company and the Resulting Company, in their meetings held on January 2, 2019 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 the Resulting Company are enclosed as **Annexure E-1 to E-2**.

C. Preference Shareholders

Since the entire preference share capital of the Demerged Company has been singly held by the Resulting Company, the same shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of share capital of the Demerged Company, pursuant to section 66 and any other applicable provisions of the Companies Act, 2013.

The Resulting Company does not have preference share capital.

D. Depositors

Neither the Demerged Company nor the Resulting Company has accepted any public deposits.

E. Creditors & Debenture-Holders

Upon this Scheme coming into effect, the creditors relating to the Demerged Undertaking, shall become the creditors of the Resulting Company.

The proposed Scheme does not involve any compromise or arrangement with the creditors. The rights of the creditors shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

Neither the Demerged Company nor the Resulting Company has issued any debentures.

F. Employees

With effect from the Effective Date, the permanent employees of the Demerged Undertaking, in service on the Effective Date shall be deemed to have become the employees of the Resulting Company with effect from the Effective Date without any interruption or break in their service as a result of the transfer and vesting of the Demerged Undertaking to the Resulting Company. The terms and conditions of their employment with the Resulting Company with effect from the Effective Date shall not be less favourable than those applicable to them with reference to the Demerged Company on the Effective Date.

The existing provident fund, gratuity fund, superannuation fund, trusts, retirement fund or benefits and any other Funds or benefits created by the Demerged Company inter alia for the Employees (collectively referred to as the "Funds") in terms of this Scheme shall be continued for the benefit of such Employees on the same terms and conditions in the Resulting Company. With effect from the Effective Date, the Resulting Company shall make the necessary contribution for such Employees taken over. Upon the Scheme being effective, the Resulting Company shall, to the extent pertaining to the Demerged Undertaking, stand substituted for the Demerged Company for all purposes whatsoever related to the administration or operation of such Fund or in relation to the obligations to make a contribution to the said Funds in accordance with the provisions of the Fund or according to the terms provided in the respective Fund deeds or other documents or, in the alternative, create / establish / setup / provide the facility of one or more alternative trusts being not less favourable than the existing Fund in the Demerged Company of which such Employees were members in the Demerged Company. The Resulting Company undertakes and assumes all the duties and obligations and takes over and assumes all the rights and powers of the Demerged Company upon the Scheme being effective, in relation to aforesaid Funds of the Demerged Company. The services of the Employees of the Demerged Company will be treated as having been continuous for the purposes of availing the benefits of the aforesaid funds or provisions of any Funds for Employees.

The employees of the Remaining Business of the Demerged Company shall continue as employees of the Demerged Company.

The proposed Scheme does not have any impact on the existing employees of the Resulting Company.

19. Capital Structure pre and post demerger

The Pre-Scheme capital structure of the Demerged Company and the Resulting Company are detailed in clause 6 above.

The Post-Scheme capital structure is as follows:

Demerged Company: Upon the Scheme coming into effect, there will not be any change in the equity share capital of the Demerged Company. However, since the entire preference share capital of the Demerged Company has been singly held by the Resulting Company, the same shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of the Demerged Company, pursuant to section 66 or any other applicable provisions of the Companies Act, 2013, as given below:

Particulars	₹
Authorised Share Capital:	
6400000 Equity Shares of ₹ 25 each	16,00,00,000
400000 9% Cumulative Redeemable Preference Shares of ₹ 25 each	1,00,00,000
3200000 0% Cumulative Redeemable Preference Shares of ₹ 25 each	8,00,00,000
Total	**25,00,00,000**
Issued, Subscribed and Paid Up Capital:	
6000000 Equity Shares of ₹ 25 each (fully paid-up)	15,00,00,000
Total	**15,00,00,000**

Resulting Company: Upon the Scheme coming into effect and on issue of 471420 fully paid-up equity shares of the Resulting Company of the face value of ₹ 2 each to the shareholders of the Demerged Company, except to the Resulting Company itself, in consideration for the demerger in compliance with the provisions of section 2(19AA) of the Income Tax Act, 1961, the issued, subscribed and paid up share capital of the Resulting Company shall increase to ₹ 20,56,85,992 divided into 102842996 equity shares of ₹ 2 each, as given below:

Particulars	₹
Authorised Share Capital:	
200000000 Equity Shares of ₹ 2 each	40,00,00,000
Total	**40,00,00,000**
Issued, Subscribed and Paid Up Capital:	
102842996 Equity Shares of ₹ 2 each (fully paid-up)	20,56,85,992
Total	**20,56,85,992**

The issued, subscribed and paid up share capital of the Resulting Company as on the date of this Notice is ₹ 20,47,43,152 divided into 102371576 equity shares of ₹ 2 each.

20. General

i. The Scheme is not expected to have any adverse effects on the material interests of KMP, directors, promoters, non-promoters shareholders, depositors, creditors, debenture-holders, debenture-trustee and employees of the Demerged Company and the Resulting Company, wherever relevant.

ii. The rights and interest of secured creditors and unsecured creditors of either of the companies, if any, will not be prejudicially affected by the Scheme, as no sacrifice or waiver, at all called from them, nor their rights are sought to be modified in any manner and post the Scheme, the Resulting Company will be able to meet their liabilities.

iii. The latest audited accounts for the year ended March 31, 2018 of the Resulting Company indicate that it is in a solvent position and would be able to meet liabilities as they arise in the course of business. There is no likelihood that any secured creditor or unsecured creditor of the Demerged/Resulting Company would lose or be prejudiced as a result of the Scheme being passed, since no sacrifice or waiver is 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 the creditors nor will it adversely affect the interest of any shareholders or creditors

iv. As on the date of this Notice, no winding up proceedings are pending against the Demerged Company and the Resulting Companies.

v. No investigation or proceedings are pending under the provisions of the Companies Act, 2013 in respect of the Demerged Company and the Resulting Companies.

21. Approvals/Sanctions/No-Objections from Regulatory or any Governmental Authorities

Unless otherwise decided (or waived) by the relevant Parties, the Scheme is conditional upon and subject to the following conditions precedent:

i. obtaining no-objection/ observation letter 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;

ii. approval of the Scheme by the requisite majority of each class of shareholders, secured creditors and unsecured creditors of the Demerged Company and the Resulting Company and such other classes of persons of the said Companies, if any, as applicable or as may be required under the Companies Act, 2013 and as may be directed by the Tribunal;

iii. the Parties, as the case may be, complying with other provisions of the SEBI Circular, including seeking approval of the shareholders of the Resulting Company through e-voting, as applicable. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders, of the Resulting Company, against it as required under the SEBI Circular. The term 'public' shall carry the same meaning as defined under rule 2 of Securities Contracts (Regulation) Rules, 1957;

iv. the sanctions and orders of the Tribunals, under sections 230 to 232 of the Act for approving the Scheme, being obtained by the Demerged Company and the Resulting Company;

v. certified/authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the concerned RoC having jurisdiction over the Parties by all the Parties; and

vi. any other matters expressly agreed as conditions precedent to the effectiveness of the Scheme as amongst the Parties in writing.

22. Inspection

The following documents will be open for inspection by the shareholders of the Resulting Company at its registered office at 45/47, Veer Nariman Road, Mumbai 400 001, between 11.00 a.m. to 1.00 p.m. on all working days (except Saturdays) upto the date of the meeting:

i. Copy of the Order passed by Hon'ble NCLT in Company Application 1027 of 2018, dated November 2, 2018 directing the Resulting Company to, inter-alia, convene the meetings of its equity shareholders, secured creditors and unsecured creditors;

ii. Copy of the Memorandum and Articles of Association of all the companies;

iii. Copy of the audited financial statement of the Demerged Company as on September 30, 2018;

iv. Copies of the unaudited financial statement of the Resulting Company for the quarter and six months period ended on September 30, 2018 along with its audited financial statement as on March 31, 2018;

v. Copy of the Statutory Auditors' certificate dated July 5, 2017 to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under section 133 of the Act; and

v. Copy of the Scheme.

23. 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, Explanatory Statement and Form of Proxy shall be furnished by the Resulting Company to its secured creditors, free of charge, within one (1) working day (except Saturdays) on a requisition being so made for the same by the secured creditors of the Resulting Company.

24. After the Scheme is approved by the equity shareholders, secured creditors and unsecured creditors of the Resulting Company, it will be subject to the approval/sanction by the Hon'ble NCLT.

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

Place: Mumbai
Date: January 2, 2019
Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001.

ANNEXURE A

SCHEME OF ARRANGEMENT

BETWEEN

HIND LAMPS LIMITED

("DEMERGED COMPANY")

AND

BAJAJ ELECTRICALS LIMITED

("RESULTING COMPANY")

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PREAMBLE

A. BACKGROUND AND DESCRIPTION OF COMPANIES WHO ARE PARTIES TO THIS SCHEME

1) Hind Lamps Limited is an existing public limited company, incorporated on 30th April 1951, under the provisions of the Indian Companies Act, 1913 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at Shikohabad, Firozabad, Uttar Pradesh (hereinafter referred to as the **"Demerged Company" or "HLL"**).

2) The Demerged Company is primarily engaged in the business of manufacturing of GLS bulbs, HID bulbs and aluminium caps and was declared as a sick industrial company within the meaning of section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 ("SICA") by the Board for Industrial and Financial Reconstruction ("BIFR") in year 2002. The equity shares of the Demerged Company are not listed on any stock exchange.

3) Bajaj Electricals Limited is an existing public limited company incorporated on 14th July 1938 under the provisions of the Indian Companies Act, 1913 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at 45/47, Veer Nariman Road, Mumbai-400 001, Maharashtra (hereinafter referred to as the **"Resulting Company" or as "BEL"**).

4) The Resulting Company offers a diverse range of products and services including sales, distribution and marketing of electrical appliances, manufacture of fans and high masts, poles and towers and products relating to industrial, commercial, and domestic lighting, undertaking turnkey, commercial and rural lighting projects, design, manufacture, erection and commissioning of high masts, poles and towers. The equity shares of the Resulting Company are listed on BSE Limited **("BSE")** and National Stock Exchange of India Limited **("NSE")**.

B. PURPOSE AND RATIONALE OF THIS SCHEME

(a) This scheme of arrangement (hereinafter referred to as the **"Scheme"**) is presented pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and the Income Tax Act, 1961 as may be applicable for the transfer by way of demerger of the Demerged Undertaking (as defined hereinafter) of the Demerged Company to the Resulting Company in the manner provided for in the Scheme.

(b) The Board of Directors of the Demerged Company and the Resulting Company are of the view that the transfer and vesting of the Manufacturing Business (as defined hereinafter) of the Demerged Company to the Resulting Company will enable both the Demerged Company and the Resulting Company to achieve and fulfil their objectives more efficiently and economically and the same is also in the interest of all stakeholders. The Resulting Company's existing management expertise and quality systems & controls will enhance the performance of the business of the Demerged Undertaking.

(c) The Scheme is expected to contribute in furthering and fulfilling the objects of the Demerged Company and the Resulting Company and to facilitate the revival of the Manufacturing Business of the Demerged Company upon its consolidation with the Resulting Company.

(d) As per the modified draft rehabilitation scheme **("MDRS")** filed with the BIFR (as defined hereinafter) for the revival of the Demerged Company, the net worth of the Demerged Company was expected to turn positive by 31st March 2014. The Demerged Company couldn't achieve the aforesaid objective and accordingly the management of the Demerged Company decided to make an attempt to achieve positive net worth by 31st March 2015. However, as on 31st March 2015, the Demerged Company could not achieve positive net worth and accordingly, it has been proposed to demerge the Manufacturing Business of the Demerged Company with the Resulting Company with effect from the appointed date of 31st March 2014.

(e) The Scheme has been approved by the Board of Directors of the Demerged Company and the Resulting Company in their respective meetings held on 23rd November, 2015. Further, to meet the requirements of Para 8 of the SEBI Circular No.CFD/DIL3/CIR/2017/21 dated 10th March, 2017, the Board of Directors of the Demerged Company and the Resulting Company in their respective meetings 9th November, 2017, respectively, have considered and approved the revised Share Allotment Ratio and made other relevant/necessary/consequential amendments to the Scheme.

(f) This Scheme has been drawn up so that the Demerger of the Demerged Undertaking from the Demerged Company into the Resulting Company is compliant with the conditions relating to "Demerger" as specified under Section 2(19AA) of the Income Tax Act, 1961 ("Income Tax Act").

C. PARTS OF THIS SCHEME

This Scheme is divided into the following parts:

Part A: Definitions and Share Capital;

Part B: Demerger of Manufacturing Business of the Demerged Company and transfer and vesting thereof into the Resulting Company including consequential or related matters integrally connected therewith; and

Part C: Other terms and conditions.

PART A
DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS & INTERPRETATION

A. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

a) **"Act"** means the Companies Act, 2013 and/or the Companies Act, 1956 (as the case may be and to the extent applicable), the rules and regulations made thereunder and will include any statutory modifications, re-enactments and / or amendments thereof;

b) **"Appointed Date"** means date for all tax and other regulatory purposes i.e. 31st day of March 2014;

c) **"Acquisition Date"** means the date on which the NCLT approves the scheme of arrangement;

d) **"BIFR"** means the Board for Industrial and Financial Reconstruction constituted under Section 4 of the Sick Industrial Companies (Special Provisions) Act, 1985 and/or any other statutory authority constituted in this regard;

e) **"Board of Directors"** or "Board" shall mean the respective board of directors of the Demerged Company and the Resulting Company and shall, unless repugnant to the context, include a committee of directors or any other person authorized by the board of directors or such committee of directors;

f) **"Demerger"** means the transfer by way of demerger of the Demerged Undertaking from the Demerged Company to the Resulting Company;

g) **"Demerged Company" or "Transferor Company"** or **"HLL"** means Hind Lamps Limited, a company incorporated under the provisions of the Indian Companies Act, 1913 and deemed to exist within the purview of the Companies Act, 2013, and having its Registered Office at Shikohabad, Firozabad, Uttar Pradesh;

h) **"Demerged Undertaking"** means the Demerged Company's Manufacturing Business comprising of the GLS and Aluminium Caps manufacturing unit of HLL located at Shikohabad, Dist. Firozabad, Uttar Pradesh and HID Lamps manufacturing unit located at Parwanoo, Himachal Pradesh as a going concern, including the entire business of such undertaking of the Demerged Company as on the Appointed Date, including in particular the following, but without in any manner whatsoever limiting the scope thereof :

i) The assets, wherever situated, whether moveable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including land, buildings, residential or commercial properties, offices, plant and machinery, warehouses, godowns, depots, vehicles, other fixed assets, brands, trademarks, patents, copyrights, or any other right of a similar nature and other intellectual property rights, domain names, URLs, investments, leases, leasehold and other tenancy rights, premises, hire purchase and lease arrangements, rights under business arrangements / agreements / contracts, computers, office equipment, furniture, telephones, telexes, facsimile connections, communication facilities, electrical and other installations, current assets including sundry debtors, deposits, receivables, funds, cash, bank balances, accounts, claims, sales tax, service tax and other taxes, duties, cess, levies etc. paid regularly or in advance, wherever required by law or otherwise and all other rights, benefits of all agreements, subsidies, grants, taxes, tax credits, various exemptions/ incentives granted under different schemes of the Central/ State Governments including carried forward losses and unabsorbed depreciation of all types under the Income Tax Act and other industrial and intellectual property, import quotas, import entitlements, right to use and avail of telephones, telex, facsimile and other communication facilities and all other interests, rights and power of every kind, nature and description, whatsoever, privileges, liberties, advantages, benefits, consents, sanctions and approvals (including but not limited to credits in respect of sales tax, value added tax, turnover tax, minimum alternate tax, service tax, etc), bills of exchange, letters of intent and loans and advances whether or not appearing in the books of accounts pertaining to the Demerged Undertaking;

ii) All records, files, papers, computer programs, software, manuals, data whether in physical or electronic form in connection with or pertaining to the Demerged Undertaking;

iii) All earnest moneys and/or security deposits, if any, paid or received by the Demerged Company in connection with or pertaining to the Demerged Undertaking;

iv) All debts, duties & liabilities, present & future and the specified contingent liabilities pertaining to the Demerged Undertaking;

v) The liabilities, which arise out of the activities or operations of the Demerged Undertaking;

vi) Specific loans and borrowings raised, incurred and utilized solely for the activities or operations of the Demerged Undertaking;

vii) Liabilities other than those specified in sub-Clauses (iv), (v), and (vi) above, being the amounts of general or multipurpose borrowings of the Demerged Company allocated to the Demerged Undertaking in the same proportion in which the value of the assets transferred under this Scheme bear to the total value of the assets of the Demerged Company immediately before giving effect to the Scheme;

viii) Employees of the Demerged Company employed solely for the Manufacturing Business, as identified by the Board of Directors of the Demerged Company, as on the Effective Date;

ix) Without prejudice to the generality of the provisions of sub clauses (i), (ii), and (iii) above, the Demerged Undertaking shall include all of the Demerged Undertaking's rights and licenses, all assignments and grants thereof, benefits of agreements, contracts and arrangements, powers, authorities, municipal permissions, registrations, engagements, quotas, permits, allotments, approvals, export licenses, sanctions, remissions, special reservations, holidays, incentives, concessions and other authorizations, benefits, entitlements and incentives of any nature whatsoever including sales tax remissions and custom duty exemption certificates, consents, privileges, liberties, advantages, easements pertaining to the Demerged Undertaking and all the rights, title, interest, goodwill, benefits, entitlements and advantages pertaining to the Demerged Undertaking and all other rights and claims of whatsoever nature, howsoever described, and wheresoever situated which pertain to the Demerged Undertaking;

x) It is intended that the definition of Demerged Undertaking under this sub-clause would enable the transfer of all properties (movable or immovable), assets, liabilities, rights, obligations, entitlements and benefits including under Income Tax Act, service tax laws, sales-tax laws, etc. to which the Demerged Undertaking is entitled to in terms of the various statutes / schemes, etc. and accumulated losses and allowance for unabsorbed depreciation, as per the provisions of Section 72A(4) and other applicable provisions of the Income Tax Act and the Employees of the Demerged Undertaking to the Resulting Company pursuant to this Scheme, without any further act or deed; and

xi) Any question that may arise as to whether a specified asset or liability pertains or does not pertain to the Demerged Undertaking or whether or not it arises out of the activities would be decided by mutual agreement between the Board of Directors of the Demerged Company and the Resulting Company.

i) **"Effective Date"** means the last of the dates on which the certified copies of the orders of the respective NCLTs are filed with the Registrar of Companies at Mumbai and Kanpur. Any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" shall be a reference to the "Effective Date";

j) **"Employees"** mean employees of the Demerged Company employed/engaged for the Demerged Undertaking as may be identified by the Board of Directors of the Demerged Company, as on the Effective Date;

k) **"Encumbrance"** means any options, pledge, mortgage, lien, security, interest, claim, charge, pre-emptive right, easement, limitation, attachment, restraint or any other encumbrance of any kind or nature whatsoever; and the term "Encumbered" shall be construed accordingly;

l) **"Funds"** shall have the meaning ascribed to it in Clause 8.2;

m) **"Income Tax Act"** means the Income Tax Act, 1961, including any statutory modifications, re-enactments or amendments thereof for the time being in force;

n) **"Intellectual Property"** means all intellectual properties including trademarks, service marks, logos, trade names, domain names, database rights, design rights, rights in know-how, trade secrets, copyrights, confidential processes, patents, inventions and any other intellectual property or proprietary rights (including rights in computer software) pertaining to the Demerged Undertaking, in each case whether registered or unregistered, including applications for the registration or grant of any such rights and any and all forms of protection having equivalent or similar effect anywhere in the world;

o) **"NCLT"** means National Company Law Tribunal, Mumbai Bench, Maharashtra and National Company Law Tribunal, Allahabad Bench, Uttar Pradesh constituted under the Companies Act, 2013;

p) **"Record Date"** shall have the meaning ascribed to it in Clause 11.2 of this Scheme;

q) **"Registrar of Companies"** or the "ROC" means the Registrar of Companies, Kanpur, Uttar Pradesh, and Registrar of Companies, Mumbai, Maharashtra, as applicable;

r) **"Remaining Business"** means all the undertakings, businesses, activities (including trading activities and support services to other undertakings), employees and operations of the Demerged Company other than those comprised in the Demerged Undertaking;

s) **"Resulting Company"** or "Transferee Company" or "BEL" means Bajaj Electrical Limited, an existing public limited company incorporated under the provisions of the Indian Companies Act, 1913 and deemed to exist within the purview of the Companies Act, 2013 and having its registered office at 45/47, Veer Nariman Road, Mumbai 400001, Maharashtra;

t) **"Scheme of Arrangement"** or "Scheme" or "the Scheme" or "this Scheme" means this Scheme of Arrangement in its present form submitted to the NCLT or any statutory forum for sanction including / with any modifications / amendments thereto / therein made under Clause 14 of the Scheme;

u) **"SEBI"** means the Securities and Exchange Board of India;

v) **"Share Allotment Ratio"** means the ratio in which Equity Shares of BEL are to be issued and allotted to the shareholders of HLL under Clause 11.3 of the Scheme;

w) **"SICA"** means Sick Industrial Companies (Special Provisions) Act, 1985 or any statutory modification, re-enactment or amendment thereof; and

(As per the Ministry of Finance circular dated 28.11.2016, the SICA Repeal Act, 2003 has been notified and the effective date for implementation of its provisions is 01.12.2016. With the said amendment, the SICA shall be read with its revised constitution later to the effective date of its implementation)

x) **"Transferred Liabilities"** shall have the meaning ascribed to it in Clause 4.10 of this Scheme.

y) All terms and words used but not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the Act, or failing which, respectively and in that order, under the Income Tax Act, Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Sick Industrial Companies (Special Provisions) Act, 1985, The SICA Repeal Act, 2003 and other applicable laws, rules, regulations, bye-laws, as the case may be or including any statutory amendments / modifications or re-enactments thereof from time to time as the case may be and as the context may demand

B. INTERPRETATIONS

i) References to clauses, recitals and schedules, unless otherwise provided, are to clauses, recitals and schedules of this Scheme.

ii) The headings herein shall not affect the construction of this Scheme.

iii) The singular shall include the plural and vice versa; and references to one gender include all genders.

iv) Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

v) References to person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives body (whether or not having separate legal personality).

vi) The Schedules to this Scheme form an integral and inseparable part of this Scheme.

2. DATE OF TAKING EFFECT

The Scheme shall be deemed to be effective from the Appointed Date, but shall be operative from the Effective Date.

3. SHARE CAPITAL

Demerged Company: The share capital of the Demerged Company as on 31st March 2018 was as under :

Authorised Capital	**(Amount in ₹)**
64,00,000 Equity shares of ₹ 25/- each	16,00,00,000/-
4,00,000 9% Cumulative redeemable preference shares of ₹ 25/- each	1,00,00,000/-
32,00,000 0% Cumulative redeemable preference shares of ₹ 25/- each	8,00,00,000/-
Total	**25,00,00,000/-**
Issued, Subscribed and Paid-up Capital	
60,00,000 Equity shares of ₹25/- each (fully paid-up)	15,00,00,000/-
Total	**15,00,00,000/-**

Resulting Company: The share capital of the Resulting Company as on 31st March 2018 was as under;

Authorised Capital	**(Amount in ₹)**
20,00,00,000 Equity shares of ₹ 2/- each	40,00,00,000/-
Total	**40,00,00,000/-**
Issued, Subscribed and Paid-up Capital	
10,20,37,501 Equity shares of ₹ 2/- each fully paid up	20,40,75,002/-
Total	**20,40,75,002/-**

Subsequent to 31st March 2018, the issued, subscribed and paid up share capital of BEL has increased to 10,23,71,576 equity shares of ₹ 2/- each on account of issue of equity shares on exercise of stock option by the option grantee employees.

PART B

DEMERGER OF THE DEMERGED UNDERTAKING (MANUFACTURING BUSINESS) FROM THE DEMERGED COMPANY AND TRANSFER AND VESTING THEREOF INTO THE RESULTING COMPANY INCLUDING CONSEQUENTIAL OR RELATED MATTERS INTEGRALLY CONNECTED THEREWITH.

4. TRANSFER AND VESTING OF THE DEMERGED UNDERTAKING

Upon this Scheme coming into effect and with effect from the Appointed Date, the Demerged Undertaking (including all the estate, assets, rights, claims, title, interest and authorities including accretions and appurtenances of the Demerged Undertaking) of the Demerged Company shall, subject to the provisions of this Clause in relation to the mode of transfer and vesting and all other applicable provisions of applicable laws, rules and regulations for the time being in force, without any further act or deed, stand transferred to and be vested in or deemed to have been transferred to or vested in, as a going concern, to the Resulting Company together with all the estates, assets, titles, interest and Employees therein, subject however, to the provisions of this Scheme in relation to Encumbrances, if any, affecting the same or any part thereof. The transfer and vesting of the Demerged Undertaking to the Resulting Company shall be effected in the manner set out below.

4.1. Whole of the Demerged Undertaking shall without further act or deed, matter of thing, stand transferred to and vested in the Resulting Company so as to vest in Resulting Company all the rights, title, interest pertaining to the Demerged Undertaking.

4.2. All immovable properties (including land together with the building and structures standing thereon) of the Demerged Undertaking, whether freehold or leasehold and any documents of title, rights and easements in relation thereto shall stand transferred to and be vested in the Resulting Company, subject to applicable law, without any act or deed required by either the Demerged Company or the Resulting Company. Upon this scheme becoming effective and with effect from the Appointed Date, the Resulting Company shall be entitled to exercise any and all rights and privileges and shall be liable to pay ground rent, municipal taxes and fulfill all obligations, in relation to or applicable to such immovable properties (if any). The mutation of title to the immovable properties in the name of the Resulting Company (if any) shall be made and duly recorded by the appropriate authorities pursuant to the sanction of this Scheme in accordance with the terms hereof without any requirement of a further act or deed on part of the Resulting Company.

4.3. All the moveable assets including cash in hand of the Demerged Undertaking capable of being passed by manual delivery or by endorsement shall be physically handed over by manual delivery or endorsement and delivery, to the end and intent that the ownership and property therein passes to the Resulting Company on such handing over (as an integral part of the Demerged Undertaking) without requiring any deed or instrument of conveyance for transfer of the same, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions. Such delivery and transfer shall be made on a date to be mutually agreed upon between the respective Board of Directors of Resulting Company and the Demerged Company within 30 days from the Effective Date.

4.4. In respect of any assets belonging to the Demerged Undertaking, other than those referred to in sub-Clause 4.2 or 4.3 above, the same shall without any further act, instrument, deed, matter or thing be transferred to and vested in and / or deemed to be demerged from the Demerged Company and transferred to and vested in the Resulting Company upon the coming into effect of the Scheme and with effect from Appointed Date.

4.5. Further, for assets belonging to the Demerged Undertaking including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or value to be received, bank balances and deposits, if any, the following modus operandi for intimating to third parties shall, to the extent possible, be followed:

a) The Resulting Company shall give notice in such form as it may deem fit and proper to each party, debtor or depositee of the Demerged Company as the case may be, that pursuant to the Scheme coming into effect, the said debt, loan, advances, deposit etc. be paid or made good or held on account of the Resulting Company as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realise the same stands extinguished, and that such rights to recover or realize the same shall vest in the Resulting Company.

b) The Demerged Company may, if required, give notice in such form as it may deem fit and proper to each person, debtor or depositee that pursuant to the Scheme coming into effect, the said person, debtor or depositee should pay the debt, loan, advance or deposit, or make good the same or hold the same to the account of the Resulting Company and that the right of the Resulting Company to recover or realise the same is in substitution of the right of the Demerged Company.

4.6. Upon the coming into effect of this Scheme, all debts, liabilities, loans and obligations incurred, duties or obligations of any kind, nature or description (including contingent liabilities) pertaining to the Demerged Undertaking (as on the Appointed Date) shall, without any further act or deed, stand transferred to and vested in and be deemed to have been transferred to and vested in the Resulting Company on the same terms and conditions as applicable to the Demerged Company, and shall become the debts, liabilities, loans, duties and obligations of the Resulting Company which shall meet, discharge and satisfy the same and further that it shall not be necessary to separately obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of any of the liabilities which have arisen in order to give effect to the provisions of this Clause.

4.7. Where any of the debts, liabilities, loans and obligations incurred, and duties and obligations undertaken pertaining to the Demerged Undertaking as on the Appointed Date deemed to be transferred to and vested in the Resulting Company have been discharged by the Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Resulting Company.

4.8. Upon the coming into effect of the Scheme, all debts, liabilities, loans and obligations incurred, and duties and obligations undertaken pertaining 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 in which the Demerged Undertaking shall vest in terms of this Scheme and to the extent they are outstanding on the Effective Date, shall also without any further act or deed, stand transferred to and vested in and be deemed to have been transferred to and vested in the Resulting Company and shall become the debts, liabilities, loans, duties and obligations of the Resulting Company which shall meet, discharge and satisfy the same.

4.9. The Demerger and the transfer and vesting of the assets comprised in the Demerged Undertaking to and in the Resulting Company under this Scheme shall be subject to all Encumbrances, if any, affecting the same as hereinafter provided.

4.10. In so far as the existing Encumbrance in respect of the loans, borrowings, debts, liabilities **("Transferred Liabilities")** is concerned, such Encumbrance shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Demerged Undertaking which have been Encumbered in respect of the Transferred Liabilities as transferred to the Resulting Company pursuant to this Scheme. Provided that if any of the assets comprised in the Demerged Undertaking which are being transferred to the Resulting Company pursuant to this Scheme have not been Encumbered in respect of the Transferred Liabilities, such assets shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.

4.11. For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Business are concerned, the Encumbrance over such assets relating to the Transferred Liabilities shall, as and from the Effective Date without any further act, instrument or deed be released and discharged from the obligations and Encumbrance relating to the same. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above. Further, in so far as the assets comprised in the Demerged Undertaking are concerned, the Encumbrance over such assets relating to any loans, borrowings or debentures or other debts or debt securities which are not transferred pursuant to this Scheme (and which shall continue with the Demerged Company), shall without any further act or deed be released from such Encumbrance and shall no longer be available as security in relation to such liabilities.

4.12. Upon the coming into effect of this Scheme, the Resulting Company alone shall be liable to perform all obligations in respect of the Transferred Liabilities, which have been transferred to it in terms of this Scheme, and the Demerged Company shall not have any obligations in respect of such Transferred Liabilities.

4.13. All Encumbrances or those, if any, created by the Demerged Company after the Appointed Date, in terms of this Scheme, over the assets comprised in the Demerged Undertaking or any part thereof transferred to the Resulting Company by virtue of this Scheme, shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they were related or attached prior to the Effective Date and are transferred to the Resulting Company. Provided always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available to the Demerged Company which shall vest in the Resulting Company by virtue of the Demerger and the Resulting Company shall not be obliged to create any further or additional security therefor after the Demerger has become effective or otherwise.

4.14. Without prejudice to the above and upon this Scheme coming into effect, the Demerged Company and the Resulting Company shall execute any instruments or documents and do all acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the relevant ROC and other authorities under the Act to give formal effect to the above provisions, if required.

4.15. It is expressly provided that, save as mentioned in this Scheme, no other term or condition of the Transferred Liabilities transferred to the Resulting Company is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.

4.16. Subject to the necessary consents being obtained in accordance with the terms of this Scheme, the provisions of the above sub-clauses shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue of any security document, all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.

4.17. With effect from the Appointed Date, all permits, quotas, rights, entitlements, tenancies and licenses relating to the Intellectual Property, premises, brands, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Demerged Undertaking and which are subsisting or having effect immediately before the Appointed Date, shall be and remain in full force and effect in favour of the Resulting Company and may be enforced fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a beneficiary or obligee thereto.

4.18. With effect from the Appointed Date, any and all statutory licenses, permissions, approvals and/or consents held by the Demerged Company pertaining to the Demerged Undertaking, required to carry on its business and operations

shall stand vested in or deemed to be transferred to the Resulting Company without any further act or deed and shall be appropriately mutated by the statutory authorities or any other person concerned therewith in favor of the Resulting Company. The benefit of all statutory and regulatory permissions, licenses, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Demerged Company shall vest in and become available to the Resulting Company pursuant to the Scheme coming into effect.

4.19. The entitlement to various benefits under incentive schemes and policies in relation to the Demerged Undertaking shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in the Resulting Company together with all benefits, entitlements and incentives of any nature whatsoever. Such entitlements shall include (but shall not be limited to) income-tax, sales tax, value added tax, turnover tax, excise duty, service tax, customs and other incentives in relation to the Demerged Undertaking to be claimed by the Resulting Company with effect from the Appointed Date as if the Resulting Company was originally entitled to all such benefits under such incentive schemes and/or policies, subject to continued compliance by the Resulting Company of all the terms and conditions subject to which the benefits under such incentive schemes were made available to the Demerged Company.

4.20. Since each of the permissions, approvals, consents, sanctions, remissions (including remissions under income-tax, sales tax, value added tax, turnover tax, excise duty, service tax, customs), special reservations, sales tax remissions, holidays, incentives, concessions and other authorizations relating to the Demerged Undertaking and any other benefit not mentioned above, shall stand transferred under this Scheme to the Resulting Company, the Resulting Company shall file the relevant intimations, if any, for the record of the statutory authorities who shall take them on file, pursuant to the Scheme coming into effect.

4.21. It is clarified that all the taxes including withholding taxes and duties paid or payable by the Demerged Company in relation to Demerged Undertaking, from the Appointed Date onwards including all or any refunds and claims shall, for all purposes, be treated as the tax and/or duty liabilities or refunds and claims of the Resulting Company. It is also clarified that withholding taxes deducted on behalf of Demerged Company in relation to Demerged Undertaking, from the Appointed Date onwards, shall be treated as withholding taxes deducted on behalf of the Resulting Company and the credit of the same shall be available to the Resulting Company. Accordingly, upon the Scheme becoming effective, pursuant to the provisions of this Scheme, the Demerged Company and the Resulting Company are expressly permitted to file their respective income-tax, sales tax, value added tax, turnover tax, excise duty, service tax, customs and any other return(s) (including revised returns) to claim advance tax, withholding tax, refunds / credits. Notwithstanding the above tax compliances (including payment of taxes, maintenance of records, payments, returns, etc.) carried out by the Demerged Company in respect of the Demerged Undertaking from the Appointed Date up to the Effective Date should be considered as adequate compliance by the Resulting Company and the Resulting Company should be considered to have met its obligations under the respective tax legislations.

4.22. Upon coming into effect of this Scheme, to the extent that there are intercompany transactions or balances including purchase, sale, loans, advances, debtors/ receivables, creditors/ payables, deposits, balances or other obligations, if any, in relation to the Demerged Undertaking, as on or from the Appointed Date, between the Demerged Company, and the Resulting Company, the obligations in respect thereof shall come to an end.

4.23. Further, if any taxes are deducted at source by the Demerged Company or the Resulting Company as the case may be on any payments or credit of any sum in the books (from Appointed Date to the Effective Date) and payable to the Resulting Company or Demerged Company as the case may be, but on account of Clause 4.22 the said transaction needs to be cancelled in the books of the Demerged Company or the Resulting Company, as the case may be, such taxes shall be deemed to be taxes paid by the Demerged Company or the Resulting Company and shall, in all proceedings, be dealt with accordingly.

4.24. Since this Demerger involves transfer of the Demerged Undertaking, the approval granted by the members of the Demerged Company to the Scheme shall be deemed to include the approval under section 180(1)(a) of the Companies Act, 2013.

5. CONTINUATION OF LEGAL PROCEEDINGS

5.1. Upon the Scheme becoming effective, all legal proceedings, suits, claims, actions before any statutory or quasi-judicial authority or tribunal of whatsoever nature, pertaining to the Demerged Undertaking, by or against the Demerged Company arising after the Appointed Date, shall be continued and enforced by or against the Demerged Company only until the Effective Date. On and from the Effective Date, the Resulting Company shall and may, if required, initiate any

legal proceedings in relation to the relevant matters pertaining to the Demerged Undertaking in the same manner and to the same extent as would or might have been initiated by the Demerged Company. Except as otherwise provided herein, the Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings against the Resulting Company. The Resulting Company shall be replaced/ added as party to such proceedings and shall prosecute or defend such proceedings at its own cost, in co-operation with the Demerged Company.

5.2. The Resulting Company undertakes to have all legal proceedings initiated by or against the Demerged Company referred to in sub-Clause 5.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against the Resulting Company to the exclusion of the Demerged Company. Both the Demerged Company and the Resulting Company shall make relevant applications in that behalf.

5.3. If any suit, appeal or other proceedings relating to the Demerged Undertaking, of whatever nature by or against the Demerged Company be pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the demerger of the Demerged Undertaking or by anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Resulting Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Demerged Company as if this Scheme had not been made.

6. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

6.1. Upon this Scheme becoming effective and with effect from the Appointed Date and subject to the provisions of this Scheme, all contracts, deeds, bonds, lease deeds, agreements entered into with various persons, arrangements and other instruments of whatsoever nature in relation to the Demerged Undertaking and to which the Demerged Company is a party or to the benefit of which the Demerged Company may be eligible, and which are subsisting or have effect as on the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, of the Resulting Company and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary or obligee thereto or thereunder, in all cases subject to the terms and provisions of such contracts, deeds, bonds, lease deeds, agreements, arrangements or instruments.

6.2. Without prejudice to the other provisions of this Scheme and notwithstanding that the demerger and subsequent vesting of the Demerged Undertaking from the Demerged Company to the Resulting Company occurs by virtue of this Scheme itself, the Resulting Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds, confirmation or other writings or arrangements with any party to any contract or arrangement to which the Demerged Company is a party or any writings as may be necessary to be executed merely in order to give formal effect to the above provisions. 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 and to carry out or perform all such formalities or compliances referred to above on the part of the Demerged Company to be carried out or performed.

6.3. Without prejudice to the generality of the foregoing, it is clarified that upon this Scheme becoming effective and with effect from the Appointed Date, all consents, agreements, permissions, all statutory or regulatory licenses, certificates, insurance covers, clearances, authorities, powers of attorney in relation to the Demerged Undertaking given by, issued to or executed in favour of the Demerged Company shall stand transferred to the Resulting Company as if the same were originally given by, issued to or executed in favour of the Resulting Company, and the Resulting Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Resulting Company.

6.4. Even after this Scheme becomes effective, the Resulting Company shall, in its own rights, be entitled to realize all monies and complete and enforce all pending contracts and transactions in respect of the Demerged Company, in so far as may be necessary.

6.5. Without prejudice to the aforesaid, it is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets) or any contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking which the Demerged Company owns or to which the Demerged Company is a party to, cannot be transferred to the Resulting Company for any reason whatsoever, the Demerged Company shall hold such assets, contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the Resulting Company, insofar as it is permissible so to do, till such time as the transfer is effected.

7. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the properties, liabilities and obligations pertaining to the Demerged Undertaking pursuant to this Scheme shall not affect any transactions or proceedings already completed by the Demerged Company on or before the Appointed Date to the end and intent that, the Resulting Company accepts all acts, deeds and things done and executed by and/or on behalf of the Demerged Company and pertaining to the Demerged Undertaking which shall vest in the Resulting Company in terms of this Scheme as acts, deeds and things made, done and executed by and on behalf of the Resulting Company.

8. EMPLOYEES

8.1. Permanent employees pertaining to the Demerged Undertaking, in service on the Effective Date shall be deemed to have become the employees of the Resulting Company with effect from the Effective Date without any interruption or break in their service as a result of the transfer and vesting of the Demerged Undertaking to the Resulting Company. The terms and conditions of their employment with the Resulting Company with effect from the Effective Date shall not be less favourable than those applicable to them with reference to the Demerged Company on the Effective Date.

8.2. The existing provident fund, gratuity fund, superannuation fund, trusts, retirement fund or benefits and any other Funds or benefits created by the Demerged Company inter alia for the Employees (collectively referred to as the **"Funds"**) in terms of this Scheme shall be continued for the benefit of such Employees on the same terms and conditions in the Resulting Company. With effect from the Effective Date, the Resulting Company shall make the necessary contribution for such Employees taken over. Upon the Scheme being effective, the Resulting Company shall, to the extent pertaining to the Demerged Undertaking, stand substituted for the Demerged Company for all purposes whatsoever related to the administration or operation of such Fund or in relation to the obligations to make a contribution to the said Funds in accordance with the provisions of the Fund or according to the terms provided in the respective Fund deeds or other documents or, in the alternative, create / establish / setup / provide the facility of one or more alternative trusts being not less favourable than the existing Fund in the Demerged Company of which such Employees were members in the Demerged Company. The Resulting Company undertakes and assumes all the duties and obligations and takes over and assumes all the rights and powers of the Demerged Company upon the Scheme being effective, in relation to aforesaid Funds of the Demerged Company. The services of the Employees of the Demerged Company will be treated as having been continuous for the purposes of availing the benefits of the aforesaid funds or provisions of any Funds for Employees.

8.3. The Resulting Company agrees that for the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of such Employees with the Demerged Company shall also be taken into account, and agrees and undertakes to pay the same as and when payable.

8.4. In so far as the existing benefits or funds created by the Demerged Company for the Employees of the Remaining Business are concerned, the same shall continue and the Demerged Company shall continue to contribute to such funds and trusts in accordance with the provisions thereof, and such funds and trusts, if any, shall be held inter alia for the benefit of the Employees of the Remaining Business.

9. CONDUCT OF BUSINESS FROM APPOINTED DATE TILL EFFECTIVE DATE

9.1. With effect from the Appointed Date and up to and including the Effective Date:

a) The Demerged Company shall carry on and be deemed to have carried on its business and activities pertaining to the Demerged Undertaking and shall hold and deal with all assets and properties and stand possessed of all rights, title, interest, authorities contracts, investments and strategic decisions of the Demerged Undertaking for and on account of and in trust for the Resulting Company.

b) Any income or profit accruing or arising to the Demerged Company from the Demerged Undertaking and all costs, charges, expenses, losses arising or incurred by the Demerged Company pertaining to the Demerged Undertaking for the period commencing from the Appointed Date shall for all purposes be treated as the income, profits, costs, charges, expenses, losses and payments, as the case may be, of the Resulting Company including accumulated losses and unabsorbed depreciation, if any.

c) The Demerged Company shall not utilize the profits or income, if any, in respect of the period from and after the Appointed Date and up to the Effective Date for the purpose of declaring or paying any dividend or for any other purpose without the prior written consent of the Resulting Company.

d) The Demerged Company shall not, without the prior written consent of the Resulting Company, Encumber or otherwise deal with or dispose off the Demerged Undertaking or any part thereof except in the usual course of business or pursuant to any pre-existing obligation undertaken by the Demerged Company prior to the Appointed Date.

e) As between the Appointed Date and the Effective Date, the Demerged Company shall carry on the business of the Demerged Undertaking with reasonable diligence and prudence, in the ordinary course of business, the Demerged Company shall not, in any material respect, alter or expand the business, other than such alterations or expansions as have already been commenced, except with the prior written consent of the Resulting Company and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liability or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for itself or on behalf of its subsidiaries or group companies or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal with the Demerged Undertaking, save and except, in each case, in the following circumstances:

(i) if the same is in the ordinary course of business as carried on by it as on the date of filing this Scheme with the NCLT; or

(ii) if the same is expressly permitted by this Scheme; or

(iii) if the written consent of the Resulting Company has been obtained; or

(iv) if any pre-existing obligations are undertaken by the Demerged Company prior to the Appointed Date.

f) The Demerged Company shall not vary or alter, except in the ordinary course of its business and as may be required for reorganization, the terms and conditions of employment of any of its employees.

g) The Resulting Company shall be entitled, pending the sanction of the Scheme by the NCLT, to apply to the Central Government, BSE, NSE, the Securities and Exchange Board of India ("SEBI") and all other agencies, regulators, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Resulting Company may require to own and carry on the business of the Demerged Undertaking.

10. REMAINING BUSINESS

10.1. The Remaining Business and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by the Demerged Company, subject only to the provisions of this Scheme in relation to Encumbrances in favour of banks, financial institutions and trustees for the debenture-holders and lenders.

10.2. All legal, taxation or other proceedings (including before any statutory or quasi-judicial authority or tribunal) by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining Business (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 by or against the Demerged Company after the Effective Date. The Resulting Company shall in no event be responsible or liable in relation to any such legal, taxation or other proceedings against the Demerged Company, which relates to the Remaining Business.

10.3. If proceedings are taken against the Resulting Company in respect of the matters referred to in sub-Clause 10.2 above, 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 Demerged Company in respect thereof.

10.4. With effect from the Appointed Date and up to and including the Effective Date:

a) the Demerged Company shall carry on and be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;

b) all profits accruing to the Demerged Company thereon or losses arising or incurred by it relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of the Demerged Company;

c) all assets and properties acquired by the Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in the Demerged Company; and

d) all assets acquired and all liabilities incurred by the Demerged Company after the Appointed Date but prior to the Effective Date for operation of and in relation to the Demerged Undertaking shall also without any further act, instrument or deed stand transferred to and vested in or to be deemed to have been transferred to or vested in the Resulting Company upon the coming into effect of the Scheme, subject to the provisions of this Scheme in relation to Encumbrances in favour of lenders, banks and/or financial institutions and trustees for the debenture-holders.

11. CONSIDERATION

11.1 . Upon this Scheme coming into effect and in consideration of the transfer of and vesting of the Demerged Undertaking in the Resulting Company in terms of the Scheme, the paid up share capital of the Resulting Company shall be increased in the manner set out below.

11.2. Upon this Scheme coming into effect, the Board of BEL shall determine a record date, being a date on or subsequent to the effective date **("Record Date")** for the allotment of fully paid up equity shares in accordance with sub-clause 11.3 below. On determination of the Record Date, HLL shall provide to BEL, the list of shareholders of HLL as on the Record Date who are entitled to receive fully paid-up shares of BEL in terms of this Scheme in order to enable BEL to issue and allot such fully paid-up shares of BEL in terms of this Scheme.

11.3 . BEL shall, without any further application or deed, issue and allot to every shareholder of HLL, holding fully paid-up equity shares in HLL and whose names appear in the register of shareholders of HLL, except BEL on the Record Date, his/her/its heirs, executors, administrators or the successors in title as the case may be, in respect of every 1,000 equity shares of the face value of ₹ 25/- each fully paid-up held by the shareholders in HLL, 97 equity share of the face value of ₹ 2/- each fully paid up of BEL (hereinafter called the **"New Equity Shares"**), credited as fully paid-up.

11.4. No equity or preference shares of BEL shall be required to be issued in lieu of shares (both Equity and Preference) of HLL held by BEL on the Record Date.

11.5. The New Equity Shares in BEL to be issued to the shareholders of HLL above shall be subject to the Memorandum and Articles of Association of BEL and shall rank pari passu in all respects, including dividend, with the existing equity shares of BEL.

11.6. The New Equity Shares of BEL will be issued in dematerialised form to the shareholders holding shares of HLL in physical / dematerialized form. Shares allotted by BEL pursuant to the Scheme and issued in dematerialised form shall be credited to the depository accounts of the shareholders and shall be subject to all requirements of the BSE and NSE including listing and trading approvals.

11.7. In the event, the aforesaid allotment of new equity shares of BEL to the equity shareholders of HLL result in fractional entitlements, the same shall be rounded off to the nearest whole number.

11.8. The issue and allotment of New Equity Shares in the Resulting Company to the shareholders of the Demerged Company as provided in the Scheme as an integral part thereof, shall be deemed to have been carried out as if the procedure laid down under Section 62 and any other applicable provisions of the Act, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and all other relevant Rules, Regulations and Laws for the time being in force were duly complied with.

11.9. The New Equity Shares of BEL issued above shall, subject to applicable regulations, be listed and/or admitted to trading on the BSE and NSE where the existing equity shares of the Resulting Company are listed and/or admitted to trading.

11.10. In the event that BEL restructures its Equity Share Capital by way of share split / consolidation / issue of bonus shares during the pendency of the Scheme, the Share Allotment Ratio shall be adjusted accordingly to take into account the effect of any such corporate actions.

11.11. The Board of BEL shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of the shareholders of HLL as shareholders in BEL.

12. ACCOUNTING TREATMENT

12.1. Treatment in the accounting books of the Resulting Company

The Indian Accounting Standards (Ind AS) as notified under Section 133 of the Companies Act, 2013, read together with paragraph 3 of The Companies (Indian Accounting Standard) Rules, 2015 is applicable to the Resulting Company from the year ended March 31, 2017 with transition date of 1st April, 2015.

In the statutory books of account of the Resulting Company, the scheme will be accounted from effective date in accordance with the Indian Accounting Standard (IND AS) 103 – Business Combination.

Hence, on the Scheme becoming effective, the Resulting Company shall account for the Scheme and its effects in its books of account as under :

(a) The Resulting Company shall, upon the Scheme coming into effect, record all the identifiable assets acquired and liabilities assumed pertaining to the Demerged Undertaking vested in it pursuant to this Scheme, at their acquisition date fair values

Accordingly, if the fair values of identifiable assets acquired, separately from goodwill, are less than the fair values of liabilities assumed and the consideration issued as per Clause 11 on account of demerger of Demerged Undertaking, then as per Ind AS 103, the Resulting Company shall on the acquisition date recognise the identifiable assets acquired and the liabilities assumed at their acquisition date fair values and accordingly determine the difference as goodwill.

Conversely, if the fair values of identifiable assets acquired are more than the fair values of liabilities assumed and the consideration issued as per Clause 11 on account of demerger of Demerged Undertaking, then as per Ind AS 103, the Resulting Company shall on the acquisition date determine the difference as capital reserve in accordance to the treatment to be given for bargain purchase in business combination (para 34 of Ind AS 103 – Business Combinations) and shall credit the same in other comprehensive income on the acquisition date and accumulate the same in equity.

(b) BEL shall credit its share capital account with the aggregate face value of shares issued by it to the shareholders of HLL pursuant to Clause 11 of the Scheme.

Any matter not dealt with in this Scheme or hereinabove shall be dealt with in accordance with the applicable Accounting Standards prescribed.

12.2. Accounting treatment in the books of the Demerged Company

(a) Upon the scheme coming into effect; the assets and the liabilities of the Demerged Company being transferred to the Resulting Company shall be transferred at values appearing in the books of account (ignoring revaluation) of the Demerged Company;

(b) The net difference between the liabilities and assets as transferred under sub-clause (a) above shall be adjusted to capital reserve.

Any matter not dealt with in this Scheme or hereinabove shall be dealt with in accordance with the applicable Accounting Standards prescribed.

12.3. The mere adoption of the accounting treatment in the books of Resulting Company as per Ind AS 103 pursuant to the aforesaid Clause 12.1 of the Scheme shall not in any manner affect the vesting of the Demerged Undertaking from the Appointed Date for tax and other regulatory purposes

12.4. Accounting Treatment for Tax Purposes

The Scheme set out herein in its present form duly approved by the NCLT shall be effective from the Appointed Date, including for regulatory & tax purposes. Accordingly, the Resulting Company and the Demerged Company shall, for tax and other regulatory purposes, account for the Scheme and all its effects with effect from the Appointed Date viz. 31st March, 2014 as under:-

a. The Resulting Company will record all assets, liabilities and reserves pertaining to the Demerged Undertaking vested in it pursuant to this Scheme, at the respective book values thereof (ignoring revaluation) and in the same form as appearing in the books of the Demerged Company at the Appointed Date.

b. The Resulting Company shall credit its share capital account with the aggregate face value of shares issued by it to the shareholders of HLL pursuant to Clause 11 of the Scheme.

c. The difference between the net assets of the Demerged Undertaking under sub-clause (a) above and the consideration issued as per Clause 11 on account of demerger shall be adjusted to the reserves in the books of the Resulting Company.

d. The assets and liabilities of the Demerged Company being transferred to the Resulting Company shall be transferred at values appearing in the books of account (ignoring revaluation) of the Demerged Company at the Appointed Date;

e. The net difference between the assets and liabilities as transferred under sub-clause (d) above shall be adjusted to capital reserve in the books of the Demerged Company.

Aforementioned accounting treatment will be incorporated in the books and in the financials drawn up therefrom for tax and regulatory purposes and related compliances. These shall be approved by the Board of Directors of BEL and HLL and furnished to the authorities as may be applicable upon audit thereof from the tax auditors of both the Companies. The drawn up financials will be furnished along with the returns/ filings to be made with the tax authorities and will form the basis of tax assessments and tax compliances.

PART C
OTHER TERMS AND CONDITIONS

13. APPLICATION TO THE NCLT

The Demerged Company and the Resulting Company shall separately make the requisite company applications/ petitions under Section 230-232 and other applicable provisions of the Act to the respective NCLT for seeking the sanction of this Scheme.

14. MODIFICATIONS/AMENDMENTS TO THE SCHEME

14.1. Both the Demerged Company and the Resulting Company (acting through their Board of Directors, Committee thereof or any director or any other person authorised by the Board of Directors, Committee thereof to this effect) may assent to any modifications or amendments to this Scheme, including pursuant to the orders of the NCLT and/ or any other authorities as they may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme. Each of the Demerged Company and the Resulting Company (acting through their Board of Directors, Committee thereof or any director or any other person authorised by the Board of Directors, Committee thereof to this effect) shall be authorised to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions whether by reason of any orders of the NCLT or of any directions given by any other appropriate authorities or for any reason otherwise arising out of this Scheme and/or any matters concerning or connected herewith.

14.2. If any part of this Scheme is held to be invalid, ruled illegal by any court of competent jurisdiction, or becomes unenforceable for any reason, whatsoever, whether under present or future laws, then it is the intention of the Demerged Company and the Resulting Company that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this scheme to become materially adverse to either the Demerged Company or the Resulting Company in which case they shall attempt to bring about a modification in this Scheme, as will best preserve for the Demerged Company and the Resulting Company the benefits and obligations of this Scheme, including but not limited to such part.

15. CONDITIONALITY OF SCHEME

15.1. This Scheme shall be conditional upon the following:

a) Obtaining observation letter or no-objection letter from the Stock Exchanges by the Resulting Company in respect of the Scheme, pursuant to Regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant SEBI Circulars, subject to modification, if any, in accordance with any subsequent circulars and amendment that may be issued by SEBI from time to time;

b) Approval and agreement by the public shareholders of the Resulting Company through resolution passed through postal ballot and e-voting (after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution), and the votes cast by public shareholders in favour of the proposal are more than the number of votes cast by public shareholders against it in accordance with the SEBI Circular No.CFD/DIL3/CIR/2017/21 dated 10th March 2017, subject to modification, if any, in accordance with any subsequent circulars and amendment that may be issued by SEBI from time to time. For the purpose of this clause, the term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;

c) The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Demerged Company and Resulting Company, as prescribed under the Act;

d) The Scheme being approved by the NCLT whether with any modifications or amendments as the NCLT may deem fit or otherwise; and

e) The certified copies of the Orders of the NCLT being filed with the Registrar of Companies.

16. REVOCATION AND SEVERABILITY

16.1. In the event of any of the sanctions and approvals referred to in this Scheme not being obtained and/or this Scheme not being sanctioned by the NCLT or such other appropriate authority and/or order or orders not being passed as aforesaid, or for any other reason, this Scheme cannot be implemented, then the Board of Directors of BEL and HLL shall mutually waive/incorporate such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, the Scheme shall become null and void, and each company herein shall bear its respective cost, charges and expenses in connection with this Scheme unless otherwise mutually agreed.

16.2. Notwithstanding anything to the contrary contained in this Scheme, if any provision of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of HLL and BEL, affect the validity or implementation of the other provisions of this Scheme.

17. COSTS, CHARGES AND EXPENSES

Subject to clause 16 above, all costs, charges and expenses, in relation to or in connection with negotiations leading up to this Scheme and of carrying out and implementing the terms and provisions of this Scheme shall be borne and paid by the Resulting Company.

18. ACTION TAKEN BY SEBI/ RBI

As required under SEBI Circular No.CFD/DIL3/CIR/2017/21 dated March 10, 2017, a copy of the Scheme was filed with the Stock Exchanges / SEBI for their No-objection for filing the Scheme with NCLT for its approval. In connection therewith SEBI observed that the name of Dr. Rajendra Prasad Singh, an independent director on the Board of the Resulting Company, is appearing in the Reserve Bank of India's (RBI) wilful defaulters list being a director of defaulting company named G.E.T. Power Limited. The Resulting Company furnished it's reply via email dated March 12, 2018 to the queries raised by Stock Exchanges/SEBI. Based on the explanation and documents provided by the Resulting Company, the Stock Exchanges have issued the Observation letters dated March 21, 2018 inter alia advising the Resulting Company to disclose in the Scheme the information about the directorship of Dr. Rajendra Prasad Singh in G.E.T. Power Limited and to bring the same to the notice of shareholders and Hon'ble NCLT.

Accordingly, the relevant information in respect of the directorship of Dr. Rajendra Prasad Singh in G.E.T. Power Limited is provided hereinbelow:

- Dr. Rajendra Prasad Singh (DIN 00004812), was appointed as an Additional Independent Director in G.E.T. Power Limited on February 25, 2014.
- On August 12, 2014, he resigned from the directorship of G.E.T. Power Limited and forwarded a copy of his resignation to the Registrar in Form No. DIR 11 pursuant to the proviso to Section 168(1) of the Act and Rule 16 of the Companies (Appointment and Qualification of Directors) Rules 2014.
- However, from the search carried online on the website of Ministry of Corporate Affairs (MCA): www.mca.gov.in, it appears that G.E.T. Power Limited has not yet filed required Form No. DIR 12 to intimate the details of the resignation of Dr. Rajendra Prasad Singh to the Registrar and therefore his resignation status has not been updated in the signatory details of the said company
- Since, Dr. Rajendra Prasad Singh has filed required Form No.DIR 11 with the Registrar, as mentioned above, his directorship / signatory status in the master details of the said company is showing as ended on August 12, 2014.
- Further, the present status of the directorship of Dr. Rajendra Prasad Singh in the Director Master Data on MCA website does not reflect the name of G.E.T. Power Limited.

Katre Barwe & Associates
Chartered Accountants

Date : 31 OCT 2017

Valuation Report from an Independent Chartered Accountant for recommendation of fair entitlement ratio of equity shares of Bajaj Electricals Limited to be issued to the shareholders of Hind Lamps Limited for the proposed demerger of manufacturing business of Hind Lamps Limited into Bajaj Electricals Limited

To
The Board of Directors,
Bajaj Electricals Limited
45/47, Veer Nariman Road,
Mumbai-400 001

1. This report is issued in accordance with the terms of our service scope letter dated October 17, 2017 with Bajaj Electricals Limited ("the Company", "BEL").

2. We have been requested by the Company to issue a valuation report for recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of Hind Lamps Limited ("HLL") (other than BEL), in compliance with pricing provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "SEBI (ICDR) Regulations, 2009"), for the proposed demerger of manufacturing business of HLL into BEL ('Proposed Demerger')

3. In the SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations 2017, notified vide SEBI Notification No. SEBI/LAD/NRO/GN/2016-17/030 dated February 15, 2017, Proviso to Clause 70(1)(b) of SEBI (ICDR) Regulations, 2009 was inserted to provide that the pricing provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 shall apply to the issuance of shares pursuant to schemes, in case shares are allotted only to a select group of shareholders or shareholders of unlisted companies.

4. In terms of newly inserted Proviso to Clause 70(1)(b) read with Clause 76 of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended) ("the ICDR regulations"), if the equity shares of the issuer have been listed on a recognised stock exchange for a period of twenty six weeks or more as on the relevant date, the equity shares shall be allotted at a price not less than higher of the following:

   (a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or

   (b) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

5. With reference to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular No. CFD/DIL3/CIR/2017/26 dated March 23, 2017, the 'relevant date' for the purpose of computing pricing shall be the date of Board Meeting in which the scheme is approved

6. This valuation report is required for submission to the Securities and Exchange Board of India, National Stock Exchange, Bombay Stock Exchange and National Company Law Tribunal or any other statutory body to which the report is required to be submitted to consummate the Proposed Demerger.

7. We have relied upon the valuation report issued by S. R. Batliboi & Co. LLP dated November 22, 2015 as annexed to this valuation report as Annexure 1, for the valuation of manufacturing business of HLL, to arrive at the recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL (other than BEL) for the proposed demerger of manufacturing business of HLL into BEL



Regd Office: 15, Unnati, Shahaji Raje Marg, Vile Parle (East), Mumbai - 400057.
Branch Office: Gala No. 7, Shri Tirupati Balaji CHS, Bldg. No. 2, Koldongari, Sahar Road, Andheri (E), Mumbai - 400 0069.
Thane Branch : 2/6, Yogesh CHS, Ram Maruti Road, Thane (W), Thane - 400 602.
E-mail: abhishekkatre@katrebarwe.com • Tel.: 022-26834864 • Mob: 9821968858 / 7738004834

8. We have issued the valuation report recommending the fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL (other than BEL) for the proposed demerger of manufacturing business of HLL into BEL, had the pricing provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 been applicable to issuance of shares under schemes in case of allotment of shares only to a select group of shareholders or shareholders of unlisted companies pursuant to such schemes at the Relevant Date.

9. With regard to the amounts mentioned in this valuation report, we have performed the following procedures:

   a) Downloaded the data of the volume weighted average price of equity shares of the Company from official website of the NSE for the period from May 25, 2015 to November 22, 2015 and arrived at the weekly high and low of the volume weighted average price as mentioned in the valuation report.

   b) Used the volume weighted average price calculated during the twenty six weeks preceding the relevant date in place of the two weeks volume weighted average price preceding the relevant date as considered in the valuation report as per Annexure 1, being higher of the two #, to arrive at fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL (other than BEL) for the proposed demerger of manufacturing business of HLL into BEL.

10. We performed the above-mentioned procedures, in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion:

12. Based on the procedures performed by us above and according to the information and explanations given to us and based on the management representations and valuation of manufacturing business of HLL as per Annexure 1, the fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL (other than BEL) for the proposed demerger of manufacturing business of HLL into BEL is as follows :



Share Entitlement Ratio in compliance with pricing provisions of Chapter VII of SEBI (ICDR) Regulations, 2009

Particulars	Bajaj Electricals Limited ("BEL")		Manufacturing Business of Hind Lamps Ltd ("HLL")	
Valuation approach	Value per share	Weight (%)	Value per share	Weight (%)
NAV Method Approach / Asset Approach	N.A.	-	0.00	20.00
DCF Method Approach / Income Approach	N.A.	-	31.70	80.00
Market Approach / Market Approach	260.90 * #	100.00	N.A.	-
Relative value per share	260.90		25.40	
Share entitlement ratio (rounded off)				0.097

** Refer Annexure 2 for statement determining recognised stock exchange where the equity shares of BEL are listed and in which the highest trading volume in respect of the equity shares of the BEL (issuer) has been recorded during the preceding twenty six weeks prior to the relevant date.*

 # Refer Annexure 3 for computation of price of BEL shares under Regulation 76(1) of SEBI (ICDR) Regulations, 2009

Conclusion : The fair entitlement ratio of equity shares for the proposed demerger of the manufacturing business of HLL into BEL, should be a ratio of 97 equity shares of BEL of Rs 2 each fully paid up for every 1,000 equity shares of HLL of Rs 25 each fully paid up

Restriction on Use

13. The valuation report has been issued on request of the Company, solely for the purpose set forth in the point 6 of this valuation report. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this valuation report for events and circumstances occurring after the date of this valuation report.

For Katre Barwe & Associates
Chartered Accountants
ICAI Firm Registration Number: 137690W



Abhishek Katre
Partner
Membership Number: 132349
Place of Signature: Mumbai
Date: 31 OCT 2017

S.R. BATLIBOI & CO. LLP
Chartered Accountants

14th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai-400 028, India
Tel : +91 22 6192 0000
Fax : +91 22 6192 1000

22 November 2015

To,

The Board of Directors
Bajaj Electricals Limited
45-47, Veer Nariman Road,
Mumbai – 400001

The Board of Directors
Hind Lamps Limited
Shikohabad,
Firozabad,
Uttar Pradesh – 283141

Sub: Recommendation of fair entitlement ratio of equity shares of Bajaj Electricals Limited to be issued to the shareholders of Hind Lamps Limited for the proposed demerger of manufacturing business of Hind Lamps Limited ("HLL") into Bajaj Electricals Limited ("BEL")

Dear Sirs/Madams,

We refer to the engagement letter dated 12 October 2015 and addendum letter dated 9 November 2015 with S.R. Batliboi & Co. LLP (hereinafter referred to as "we" or "SRBC" or "us") wherein Bajaj Electricals Limited ("BEL") and Hind Lamps Limited ("HLL") have requested us to recommend a fair entitlement ratio as at 20 November 2015 ("Valuation Date"), based on the balance sheet as at 30 September 2015, of equity shares of BEL to be issued to the shareholders of HLL for the proposed demerger of the manufacturing business of HLL into BEL ("Fair Entitlement Ratio").



Recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL for the proposed demerger of manufacturing business of HLL into BEL

SCOPE AND PURPOSE OF THIS REPORT

Bajaj Electricals Limited was incorporated in India on 14 July 1938. The business of BEL is bifurcated into two major segments – the Engineering procurement and construction segment and the Consumer Durables and Lighting Segment. BEL is engaged in the business of sales, distribution and marketing of consumer appliances, fans, lighting & luminaries, high masts, poles and towers and products relating to industrial, commercial, and domestic lighting. BEL also undertakes turnkey, commercial and rural lighting projects; designs, manufactures erects and commissions high masts, poles and towers. BEL's registered office is at 45/47, Veer Nariman road, Fort, Mumbai – 400 001. Maharashtra, India. Its equity shares are listed on Bombay Stock Exchange ("BSE"), National Stock Exchange ("NSE") and Delhi Stock Exchange.

Hind Lamps Limited was founded on 30 April 1951. Its registered office is at Shikohabad, Firozabad, Uttar Pradesh India. HLL is engaged in manufacturing of glass bulbs, high intensity discharge (HID) bulbs and aluminum caps. Its manufacturing unit is located at Shikohabad, Uttar Pradesh and Parwanoo, Himachal Pradesh. The manufacturing activity of HLL is hereinafter referred to as 'the Undertaking'. HLL also has a trading unit which is engaged in the business of selling these units to the end consumer. HLL has been declared as a sick industrial company within the meaning of section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 ("SICA") by the Board for Industrial and Financial Reconstruction ("BIFR").

BEL and Undertaking of HLL are hereinafter collectively referred to as "Valuation Subjects".

BEL and HLL are hereinafter collectively referred to as "Companies".

We understand that Managements of the Companies ("Management") are evaluating a demerger of the Undertaking into BEL on a going concern basis under a Scheme of Arrangement under the provisions of Section 18 of the SICA (hereinafter referred to as "the Demerger Scheme" or "Proposed Demerger"). We understand that as consideration, HLL shareholders (except BEL) would be issued equity shares of BEL, in proportion to their shareholding in HLL, for demerging the Undertaking into BEL. The Fair Entitlement Ratio would be determined based on the value of each equity share of BEL and the equity value of the Undertaking per equity share of HLL.



Recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL for the proposed demerger of manufacturing business of HLL into BEL

For the aforesaid purpose, BEL and HLL have appointed us to recommend a Fair Entitlement Ratio for distribution of BEL shares to the shareholders of HLL.

The scope of our services is to conduct relative (and not absolute) valuation of equity shares of BEL and the Undertaking of HLL in order to recommend a Fair Entitlement Ratio for the Proposed Demerger.

We have considered financial information of BEL and the Undertaking of HLL upto 30 September 2015 in our valuation and made adjustments for facts made known to us till the date of our report. The Management has informed us that they do not expect any events which are unusual or are not in normal course of business till the demerger is effective. The Management has further informed us that:

(a) there would not be any substantial capital variation in either of the Companies till the demerger becomes effective without approval of the shareholders other than on account of existing ESOP Schemes in BEL.
(b) neither Companies would declare any special dividend till the date the shares of BEL are issued under the Demerger Scheme.

We have relied on the above while arriving at the Fair Entitlement Ratio for the Proposed Demerger.

This report is our deliverable in respect of our recommendation of Fair Entitlement Ratio as at 20 November 2015 for the Proposed Demerger of the Undertaking of HLL into BEL.

This report is subject to the scope 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.



Recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL for the proposed demerger of manufacturing business of HLL into BEL

SOURCES OF INFORMATION

In connection with this exercise, we have received the following information from the respective Management and/or gathered from public domain:

- Annual reports of BEL for FY13, FY14 and FY15
- Unaudited financials of BEL for half year ended 30 September 2014 and 30 September 2015
- Audited financials of HLL for FY13, FY14 and FY15 and management certified provisional financials of HLL for half year ended 30 September 2015
- HLL Management certified carved-out financials of the Undertaking for FY13, FY14 and FY15 and provisional financials for half year ended 30 September 2015
- Projected financials of BEL from 1 October 2015 to 31 March 2021
- Projected profit and loss account till Earning Before Interest, Tax, Depreciation and Amortization ("EBITDA"), working capital and capital expenditure of the Undertaking from 1 October 2015 to 31 March 2021
- Details of ESOPs outstanding as on 20 November 2015 of BEL

During the discussions with the Management of both Companies, we have also obtained explanations and information considered reasonably necessary for our exercise. The Companies have been provided with the opportunity to review the draft report (excluding the recommended exchange ratio) as part of our standard practice to make sure those factual inaccuracies / omissions are avoided in our final report.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular valuation practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

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) are based on the unaudited balance sheets as at 30 September 2015 of BEL and the Undertaking.

A valuation of this nature is necessarily based on the prevailing stock market, financial, economic and other condition in general and industry trends in particular as in effect on, and the information made available to us as of, the date hereof. Events occurring after this 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.

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL for the proposed demerger of manufacturing business of HLL into BEL

The Management has represented that the business activities of BEL and HLL have been carried out in the normal and ordinary course between 30 September 2015 and the report date and that no material adverse change has occurred in their respective operations and financial position between 30 September 2015 and the report date.

The recommendation(s) rendered in this report only represent our recommendation(s) based upon information furnished by the Companies (or its representatives) and other sources and the said recommendation(s) 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).

In the course of the valuation, we were provided with both written and verbal information, including market, technical, financial and operating data.

This report was prepared for the purpose of recommendation of Fair Entitlement Ratio as at 30 September 2015 for the proposed demerger of the Undertaking into BEL for the consideration of the Boards of BEL and HLL only. Its suitability and applicability for any other use has not been checked by us. Neither the valuation report nor its contents may be disclosed to any third party or referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, any public communication, loan agreement or other agreement or document given to third parties without our prior written consent except to the extent as required by the applicable law to consummate the Proposed Demerger. We retain the right to deny permission for the same.

We have been given to understand by the Management that it has made sure that no relevant and material factors have been omitted or concealed or given inaccurately by people assigned to provide information and clarifications to us for this exercise and that it has checked out relevance or materiality of any specific information to the present exercise with us in case of any doubt. We have assumed that the information provided to us presents a fair image of BEL / the Undertaking and the assets being valued at the Valuation Date.



Recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL for the proposed demerger of manufacturing business of HLL into BEL

The report assumes that the Companies comply fully with relevant laws and regulations applicable in all their areas of operations unless otherwise stated and that the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this valuation report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited/unaudited balance sheet of the Valuation Subjects. Our conclusion of value assumes that the assets and liabilities of the Valuation Subjects, reflected in their respective latest balance sheets remain intact as of the valuation report date.

This report does not look into the business/ commercial reasons behind the Proposed Demerger nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Demerger as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

The valuation and result are governed by concept of materiality. The financial forecasts used in the preparation of the report reflects Management's judgment, based on present circumstances, as to the most likely set of conditions and the course of action it is most likely to take. It is usually the case that some events and circumstances do not occur as expected or are not anticipated. Therefore, actual results during the forecast period will almost always differ from the forecasts and as such differences may be material.

The fee for the report is not contingent upon the results reported.

We owe responsibility only to the Board of Directors of BEL and HLL that have retained us and nobody else. 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 Companies, their directors, employees or agents.

We do not accept any liability to any third party in relation to the issue of this report.

This report is subject to the laws of India.



Recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL for the proposed demerger of manufacturing business of HLL into BEL

SHARE CAPITAL DETAILS OF THE COMPANIES

Bajaj Electricals Limited

The issued, subscribed and paid-up equity share capital of BEL as at 30 September 2015 is ₹ 201.80 million consisting of 100,902,426 equity shares of ₹ 2/- each fully paid up.

Shareholding pattern as at 30 September 2015:

Shareholder	No. of shares	% shareholding
Promoter and Promoter group	64,218,485	63.64
Financial Institutional Investors	11,669,961	11.57
Domestic Institutional Investors	4,857,371	4.82
Public	20,156,609	19.97
Total	**100,902,426**	**100.00**

Source: BSE filing (As at 30 September 2015)

As at 20 November 2015, total number of employee stock options outstanding are 2,734,039 out of which 1,464,350 stock options are 'in the money' considering their exercise price as compared to average of daily weighted average price for 2 weeks ended 18 November 2015 of BEL. Dilution on account of 'in the money stock options' has been considered for the purpose of valuation of BEL.

Hind Lamps Limited

The issued, subscribed and paid-up equity share capital of HLL as at 30 September 2015 is ₹ 150 million consisting of 6,000,000 equity shares of ₹ 25/- each fully paid up.

Shareholding pattern as at 30 September 2015:

Shareholders	No. of shares	% shareholding
Bajaj Electricals Ltd.	1,140,000	19.00%
Jamnalal Sons Pvt. Ltd.	495,000	8.25%
Baroda Industries Pvt. Ltd.	1,170,000	19.50%
Bajaj International Pvt. Ltd.	180,000	3.00%
Smt. Kiran Bajaj	1,170,000	19.50%
Ms. Geetika Bajaj	1,170,000	19.50%
Bachhraj & Company Pvt.Ltd.	675,000	11.25%
TOTAL	**6,000,000**	**100.00%**

Source: Management of HLL

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL for the proposed demerger of manufacturing business of HLL into BEL

APPROACH - BASIS OF DEMERGER

The Proposed Demerger scheme contemplates the demerger of Undertaking into BEL pursuant to the Demerger Scheme under the provisions of Section 18 of the SICA. Arriving at the Fair Entitlement Ratio of equity shares for the Proposed Demerger of the Undertaking into BEL would require determining the relative values of the Undertaking in terms of BEL. These values are to be determined independently but on a relative basis and without considering the effect of the current demerger transaction.

There are several commonly used and accepted methods for valuation of companies/businesses to determine the fair entitlement ratio for a demerger, which have been considered in the present case, to the extent relevant and applicable, including:

- Market Price method
- Comparable Companies' Multiples (CCM) method / Comparable Transactions Multiple (CTM) method
- Discounted Cash Flows method
- Net Asset Value method

It should be understood that the valuation of any company/businesses or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our valuation, we made numerous assumptions with respect to industry performance and general business and economic condition, many of which are beyond the control of the companies. In addition, this valuation will fluctuate with changes in prevailing market condition, the condition and prospects, financial and otherwise of the companies, and other factors which generally influence the valuation of the companies / businesses and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.



Recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL for the proposed demerger of manufacturing business of HLL into BEL

Market Price Method

The market price of an equity share as quoted on a stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. Further, in the case of a demerger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

In the present case, the shares of BEL are listed on recognized stock exchanges like BSE, NSE and Delhi Stock Exchange and there are regular transactions in its equity shares with adequate volumes on BSE and NSE. In these circumstances, the share price observed on NSE for BEL over a reasonable period have been considered for determining the value of BEL under the market price methodology. The Undertaking is a part of HLL and HLL's shares are not listed on any recognized stock exchange.

Comparable Companies' Multiple (CCM) method / Comparable Transactions Multiple (CTM) method

Under this method, value of the equity shares of a company / business is arrived at by using multiples derived from valuations of comparable companies or comparable transactions, as manifest through stock market valuations of listed companies and the transaction valuation. This valuation is based on the principle that 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.



Recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL for the proposed demerger of manufacturing business of HLL into BEL

In the present case, there are no listed Indian comparable companies having business similar to the Undertaking and since we have considered Market Price Method for valuation of BEL, we have not considered market based multiples method for the purpose of this exercise.

Discounted Cash Flows (DCF) Method

Under the DCF method, the projected free cash flows to the firm are discounted at the weighted average cost of capital. The sum of the discounted value of such free cash flows is the value of the firm.

Using the DCF method involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that are available to all 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.
The Value arrived above under DCF method is adjusted for the value of loans, cash, non-operating assets/liabilities as deemed appropriate.

Considering that the market price method is the best indicator of the value of a company, we have worked out value of BEL as per the DCF method, by using the business plan provided to us by the BEL Management, only for benchmarking purpose.
We have used the DCF method for our valuation of the Undertaking by using the business plan provided to us by the HLL Management.



Recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL for the proposed demerger of manufacturing business of HLL into BEL

Net Asset Value (NAV) Methodology

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 Scheme of Arrangement would normally be proceeded with, on the assumption that the demerged business will continue on a going concern basis and an actual realization of the operating assets is not contemplated. In such a going concern scenario the relative earning power is of importance, with the values arrived at on the net asset basis being of limited relevance.

Considering the nature of the business of BEL and the Undertaking, we feel it is appropriate to give no weightage to this method for BEL and lower weightage for the Undertaking for valuation.

Recommendation of Fair Entitlement Ratio for Equity Shares

The fair basis of valuation would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. For the purposes of recommending a Fair Entitlement Ratio of equity shares it is necessary to arrive at a single value for the Undertaking and the equity shares of BEL. It is however important to note that in doing so, we are not attempting to arrive at the absolute equity value of the Valuation Subjects but at their relative values to facilitate the determination of a Fair Entitlement Ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each methodology.

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. quality and integrity of the Management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions.

In light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we consider that the Fair Entitlement Ratio of equity shares for the proposed demerger of the Undertaking into BEL should be a ratio of 109 equity shares of BEL of ₹ 2/- each fully paid up for every 1,000 equity shares of HLL of ₹25/- each fully paid up.



Recommendation of fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL for the proposed demerger of manufacturing business of HLL into BEL

We have examined only the fair and equitable basis of the Fair Entitlement Ratio for the shareholders and not examined any other matter including accounting and tax matters involved in the Proposed Demerger exercise.

Respectfully submitted,

S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E

Per Ravi Bansal
Partner
Membership No: 49365
Place: Mumbai
Date: 22 November 2015

S.R. BATLIBOI & CO. LLP
Chartered Accountants

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Mumbai-400 028, India
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22 November 2015

To,

The Board of Directors
Bajaj Electricals Limited
45-47, Veer Nariman Road,
Mumbai – 400001

The Board of Directors
Hind Lamps Limited
Shikowabad,
Firozabad,
Uttar Pradesh – 283141

Sub: Supplement to our report dated 22 November 2015 on "Recommendation of fair entitlement ratio of equity shares of Bajaj Electricals Limited to be issued to the shareholders of Hind Lamps Limited for the proposed demerger of manufacturing business of Hind Lamps Limited ("HLL") into Bajaj Electricals Limited ("BEL")"

Dear Sir / Madam,
This is with reference to the above given report. As desired by you, **S.R. Batliboi & Co. LLP ("SRBC" or "we")** have given working of our valuation analysis herein.

As explained in our report, the fair entitlement ratio of equity shares of BEL to be issued to the shareholders of HLL for proposed demerger of manufacturing business of HLL ("Undertaking") into BEL has been arrived at based on the various methodologies as indicated in our report and various qualitative factors relevant to each company/business and the business dynamics of the companies, having regard to information base, management representations and perceptions, key underlying assumptions and limitations as referred to in the report.

For our valuation working of BEL, we have considered Market Price Method and assigned 100% weightage to the same and for the valuation working of the Undertaking, we have considered Discounted Cashflow Method ("DCF") Method and Net Asset Value Method ("NAV") and assigned 80% weightage to DCF Method and 20% weightage to NAV Method.



In light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined in our report dated 22 November 2015, we consider that the Fair Entitlement Ratio of equity shares for the proposed demerger of the Undertaking into BEL should be a ratio of 109 (One hundred and nine) equity shares of BEL of ₹ 2/- each fully paid up for every 1,000 (One thousand) equity shares of HLL of ₹ 25/- each fully paid up.

The above including the attached valuation workings should be read in conjunction with our report dated 22 November 2015 and is subjected to scope limitations enunciated in the report.

Thanking You,

For S.R. Batliboi & Co. LLP
ICAI Firm registration number: 301003E
Chartered Accountants

per Ravi Bansal
Partner
Membership No.:49365

Place: Mumbai
Date: 22 November 2015

Determination of Fair entitlement ratio

	BEL			Undertaking		
Currency: ₹	Weights %	Value per Share	Working Note	Weights %	Value per Share	Working Note
DCF Method	n.a.	n.a.	n.a.	80	31.7	2
Market Price Method	100	232.7	1	n.a.	n.a.	n.a.
Asset Value method	n.a.	n.a.	n.a.	20	0.0	3
	100.0	**232.7**		**100.0**	**25.4**	

The Fair Entitlement Ratio: 109 equity shares of BEL of ₹ 2/- each fully paid up for every 1,000 equity shares of HLL of ₹25/- each fully paid up.

Valuation of BEL

Profit & Loss account

Currency: ₹ mn	FY12	FY13	FY14	FY15	H1FY16
	Audited	Audited	Audited	Audited	Unaudited
Net sales	**30,989.6**	**33,875.7**	**40,298.3**	**42,581.1**	**21,367.4**
Cost of goods sold	(23,499.9)	(26,699.4)	(32,028.2)	(33,081.7)	(16,068.2)
Gross profit	**7,489.7**	**7,176.3**	**8,270.1**	**9,499.4**	**5,299.2**
Total operating expenses	(5,118.7)	(6,068.7)	(7,452.0)	(7,789.4)	(4,236.3)
Operating EBITDA	**2,371.0**	**1,107.6**	**818.1**	**1,710.0**	**1,062.9**
Depreciation and amortisation	(125.2)	(144.5)	(247.5)	(290.3)	(133.1)
EBIT	**2,245.8**	**963.0**	**570.7**	**1,419.7**	**929.8**
Interest	(630.5)	(689.7)	(783.0)	(1,050.8)	(498.8)
PBT	**1,615.3**	**273.3**	**(212.3)**	**368.9**	**431.0**
Other income/One time expenses	144.2	416.5	152.7	(577.1)	101.6
Tax	(580.7)	(177.7)	6.5	68.7	(216.6)
PAT	**1,178.8**	**512.1**	**(53.1)**	**(139.5)**	**316.0**
Sales growth (%)	*13.1*	*9.3*	*19.0*	*5.7*	*11.5*
Gross profit margins (%)	*24.2*	*21.2*	*20.5*	*22.3*	*24.8*
EBITDA margins (%)	*7.7*	*3.3*	*2.0*	*4.0*	*5.0*
EBIT margins (%)	*7.2*	*2.8*	*1.4*	*3.3*	*4.4*
PBT margins (%)	*5.2*	*0.8*	*(0.5)*	*0.9*	*2.0*
PAT margins (%)	*3.8*	*1.5*	*(0.1)*	*(0.3)*	*1.5*

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Balance sheet

Currency: ₹ mn	Mar12	Mar13	Mar14	Mar15	Sep15
	Audited	Audited	Audited	Audited	Unaudited
Fixed assets					
Gross block	2,720.7	3,260.4	3,722.6	4,319.6	4,459.1
Less: depreciation	(880.5)	(995.3)	(1,230.6)	(1,542.9)	(1,676.0)
Net block (excluding CWIP)	1,840.2	2,264.2	2,492.0	2,776.6	2,783.0
Capital work in progress	29.6	58.7	25.6	31.8	73.0
Net block of fixed assets (NFA)	**1,869.8**	**2,322.9**	**2,517.6**	**2,808.4**	**2,856.0**
Investments	440.6	297.6	673.1	594.2	594.2
Current assets					
Inventories	3,552.4	4,212.4	4,467.1	4,746.5	5,322.7
Sundry debtors	11,082.1	10,967.1	14,110.2	13,674.4	12,259.1
Loans and advances	2,014.6	2,137.4	2,155.3	2,494.5	6,953.3
Cash and bank balances	536.4	500.9	298.9	407.8	562.3
	17,185.5	17,817.7	21,031.5	21,323.2	25,097.4
Current liabilities & provisions					
Current liabilities	9,795.2	10,790.0	13,215.8	12,950.4	15,985.9
Provisions	797.5	782.1	924.8	1,193.9	1,130.1
	10,592.7	11,572.1	14,140.6	14,144.3	17,116.0
Net current assets (NCA)	**6,592.8**	**6,245.7**	**6,890.9**	**7,178.9**	**7,981.4**
Deferred tax asset	19.4	79.3	253.3	488.8	462.2
Loan funds					
Loan funds	1,924.1	1,659.0	3,239.0	4,200.5	4,684.6
Net worth	**6,998.4**	**7,286.4**	**7,095.9**	**6,869.8**	**7,209.2**
Represented by					
Share capital	199.3	199.5	199.9	201.5	201.8
Reserves and surplus	6,799.3	7,086.9	6,896.0	6,668.3	7,007.4
Less: Miscellaneous expenditure					
Total	**6,998.6**	**7,286.4**	**7,095.9**	**6,869.8**	**7,209.2**



Working Note 1:
Computation of Market price of BEL for last 2 week ended 20 November 2015 (Source: Capitaline)

Currency: ₹	Price-Open (Unit Curr)	Price-High (Unit Curr)	Price-Low (Unit Curr)	Price-Close (Unit Curr)	Volume	No of Trades	Net Turnover(In Thousand)	Market Cap	NSE NIFTY Close	Weighted average price
20-Nov-15	228.5	233.8	227.0	229.3	4,02,663.0	10,456.0	92,928.9	23,131.9	7,856.6	230.8
19-Nov-15	230.7	231.6	226.5	227.3	1,41,950.0	5,116.0	32,437.2	22,935.1	7,842.8	228.5
18-Nov-15	231.1	235.1	228.5	229.3	70,605.0	4,412.0	16,383.6	23,136.9	7,731.8	232.0
17-Nov-15	234.8	235.9	231.5	232.2	40,322.0	1,034.0	9,403.3	23,429.5	7,837.6	233.2
16-Nov-15	229.0	235.9	228.1	233.5	62,483.0	1,588.0	14,543.7	23,560.7	7,806.6	232.8
13-Nov-15	232.8	235.9	228.7	229.6	73,340.0	3,000.0	16,973.3	23,167.2	7,762.3	231.4
11-Nov-15	234.1	236.7	233.1	234.4	33,106.0	646.0	7,768.1	23,651.5	7,825.0	234.6
10-Nov-15	235.6	239.0	233.0	233.6	50,090.0	1,326.0	11,760.4	23,570.6	7,783.4	234.8
9-Nov-15	234.0	238.5	229.8	236.1	65,631.0	1,981.0	15,491.4	23,823.1	7,915.2	236.0
Average share price										**232.7**

Valuation of the Undertaking of HLL

Profit & Loss Account

Currency: ₹ mn	FY13	FY14	FY15	H1FY16	H2FY16	FY17	FY18	FY19	FY20	FY21
	MIS	MIS	MIS	MIS	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
Net sales	**664.3**	**637.7**	**585.6**	**232.9**	**255.2**	**501.0**	**516.4**	**533.0**	**548.1**	**564.3**
Cost of goods sold	(372.8)	(357.3)	(311.0)	(128.1)	(136.2)	(262.0)	(269.0)	(276.9)	(283.9)	(291.3)
Gross profit	**291.4**	**280.4**	**274.6**	**104.8**	**119.1**	**239.0**	**247.4**	**256.0**	**264.2**	**272.9**
Personnel cost	(210.5)	(203.6)	(162.3)	(81.6)	(60.2)	(117.1)	(118.3)	(119.4)	(120.6)	(121.8)
Other expenses	(208.0)	(188.4)	(167.4)	(50.9)	(48.2)	(101.6)	(104.2)	(106.8)	(109.5)	(112.2)
Operating EBITDA	**(127.0)**	**(111.7)**	**(55.2)**	**(27.8)**	**10.6**	**20.2**	**25.0**	**29.8**	**34.1**	**38.9**
Depreciation and amortisation	(6.7)	(4.6)	(8.1)	(2.0)	(0.7)	(2.7)	(2.7)	(2.7)	(2.7)	(2.7)
EBIT	**(133.7)**	**(116.3)**	**(63.3)**	**(29.8)**	**9.9**	**17.5**	**22.3**	**27.1**	**31.4**	**36.2**
Interest	(36.8)	(19.7)	(20.8)	(11.2)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
PBT	**(170.5)**	**(136.0)**	**(84.1)**	**(41.0)**	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Other income	242.2	8.1	10.5	10.3	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Tax	(14.3)	31.8	21.4	-	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
PAT	**57.4**	**(96.1)**	**(52.2)**	**(30.7)**	-	-	-	-	-	-
Sales growth (%)	*na*	*(4.0)*	*(8.2)*	n.a.	n.a.	*2.6*	*3.1*	*3.2*	*2.9*	*2.9*
Gross profit margins (%)	*43.9*	*44.0*	*46.9*	*45.0*	*46.7*	*47.7*	*47.9*	*48.0*	*48.2*	*48.4*
EBITDA margins (%)	*(19.1)*	*(17.5)*	*(9.4)*	*(11.9)*	*4.2*	*4.0*	*4.8*	*5.6*	*6.2*	*6.9*
EBIT margins (%)	*(20.1)*	*(18.2)*	*(10.8)*	*(12.8)*	*3.9*	*3.5*	*4.3*	*5.1*	*5.7*	*6.4*
PBT margins (%)	*(25.7)*	*(21.3)*	*(14.4)*	*(17.6)*	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
PAT margins (%)	*8.6*	*(15.1)*	*(8.9)*	*(13.2)*	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.



Balance sheet

Currency: ₹ mn	Mar13 MIS	Mar14 MIS	Mar15 MIS	Sep 15 Provisional
Fixed assets				
Net block (excluding CWIP)	45.6	43.0	40.4	43.6
Capital work in progress (CWIP)	-	0.2	0.2	1.7
Net block of fixed assets (NFA)	**45.6**	**43.3**	**40.6**	**45.3**
Current assets				
Inventories	85.9	61.8	64.0	61.3
Sundry debtors	75.1	52.8	54.5	66.3
Loans and advances	23.7	14.5	15.7	15.4
Cash and bank balances	3.3	3.2	2.9	6.5
Other current assets	15.6	14.1	0.6	34.3
	203.5	146.3	137.7	183.8
Current liabilities and provisions				
Current liabilities and provisions	198.6	169.4	173.0	157.1
Statutory liabilities	82.6	122.4	145.4	163.5
	281.2	291.8	318.4	320.5
Net current assets (NCA)	**(77.7)**	**(145.5)**	**(180.7)**	**(136.7)**
Deferred tax asset				
Loan funds				
Loan funds	377.5	306.8	344.7	395.6
Total Assets net of Loans	**(409.5)**	**(409.0)**	**(484.7)**	**(487.0)**

Projected Operating Net working Capital

Currency: ₹ mn	Sep 15	Mar16	Mar17	Mar18	Mar19	Mar20	Mar21
Sales		488.1	501.0	516.4	533.0	548.1	564.3
Net working capital as a % of sales		3.2	3.2	3.2	3.2	3.2	3.2
Net working capital	**-176.8**	**15.6**	**16.0**	**16.5**	**17.1**	**17.5**	**18.1**
Increase in Networking Capital		**192.4**	**0.4**	**0.5**	**0.5**	**0.5**	**0.5**

As informed by HLL Management, no maintenance capital expenditure will be required in the projected period.

S.R. BATLIBOI & CO. LLP * MUMBAI * CHARTERED ACCOUNTANTS

Working Note 2:

Valuation of the Undertaking of HLL as on 30 September 2015 as per DCF Method

Currency: ₹ mn	H2FY16	FY17	FY18	FY19	FY20	FY21
Net sales	**255.2**	**501.0**	**516.4**	**533.0**	**548.1**	**564.3**
Cost of sales	(136.2)	(262.0)	(269.0)	(276.9)	(283.9)	(291.3)
Gross profit	**119.1**	**239.0**	**247.4**	**256.0**	**264.2**	**272.9**
Operating expenses	(108.5)	(218.7)	(222.4)	(226.2)	(230.1)	(234.0)
EBITDA	**10.6**	**20.2**	**25.0**	**29.8**	**34.1**	**38.9**
Depreciation and amortisation	(0.7)	(2.7)	(2.7)	(2.7)	(2.7)	(2.7)
EBIT	**9.9**	**17.5**	**22.3**	**27.1**	**31.4**	**36.2**
Tax expense *	-	-	(0.1)	(5.8)	(6.7)	(7.7)
Debt free net income	**9.9**	**17.5**	**22.2**	**21.3**	**24.7**	**28.5**
Add: Depreciation and amortisation	0.7	2.7	2.7	2.7	2.7	2.7
Add/Less: (Increase)/ Decrease in net working capital	(192.4)	(0.4)	(0.5)	(0.5)	(0.5)	(0.5)
Add: Inflow on account of disposal of land**	255.4					
Add: Capital expenditure	-	-	-	-	-	-
Debt free cash flow	**73.6**	**19.8**	**24.4**	**23.5**	**27.0**	**30.7**
Discount rate (%)	14.3	14.3	14.3	14.3	14.3	14.3
Present value factor- Mid year discounting	0.97	0.88	0.77	0.67	0.59	0.51
Present value factor- Year end discounting	0.90	0.79	0.69	0.61	0.53	0.46
Present value debt free cash flow	**71.2**	**17.4**	**18.7**	**15.8**	**15.8**	**15.7**
Present value for explicit period	154.5					
Terminal value on replacement cost basis (Note 1)	421.1					
Enterprise Value as on 30 Sep 2015	**575.6**					

*Considering the limited profitability, the unabsorbed depreciation (₹ 111.89 million) and brought forward tax business losses (₹ 487.0 million) have not been fully utilized during the explicit forecast period.

**As represented by the Management of HLL, vacant land is available for sale and the disposal of the same is considered in H2FY16.

S.R. BATLIBOI & CO. LLP * MUMBAI * CHARTERED ACCOUNTANTS

Calculation of Equity Value

Currency: ₹ mn	DCF Method
Enterprise value	**575.6**
Adjustment for non-operating items	
Less: gross debt	(395.6)
Add: cash and cash equivalents	6.5
Equity Value as on 30 Sep 2015	**186.5**
Add: Accretion for stub period	**4.0**
Equity Value as on 20 Nov 2015	**190.5**
Number of equity shares (in million)	6.0
Value per equity share (₹ / share)	**31.7**

Note 1: Terminal Value on replacement cost basis

Currency: ₹ mn	Amount
Working capital excluding cash (at book value)	18.1
Net block as at 31 March 2021 (excluding land)	0.8
Land (on replacement cost basis)*	888.0
Total	**906.8**
Present value factor- Year end discounting (for FY21)	0.5
Terminal Value on replacement cost basis	**421.1**

*Land valuation has been done using Market comparison method. The valuation of the subject land is derived based on the adjusted asking prices for comparable land parcels in the vicinity of the subject land. The prices are adjusted based on location of the subject land, road frontage and usability of such land parcels. Our analysis is based on our interaction with local market participants and other data sets (such as guideline values for stamp duty purposes, land acquisition compensation paid by government, etc.).



WACC

Cost of Equity

Particulars	Notes	Value
Risk-free rate (%)	a	7.5
Beta	1	0.8
Equity market risk premium (%)	b	7.0
Additional risk premium (%)	c	3.0
Cost of equity capital (%)		16.4

Cost of Debt

Particulars	Notes	Value
Debt borrowing rate (%)	d	12.0
Expected income tax rate (%)	e	34.6
After-tax cost of debt (%)		7.8

WACC

Particulars	Weight	Particulars	Cost	Value
Debt (%)	25.0	Cost of debt (%)	7.8	2.0
Equity (%)	75.0	Cost of equity (%)	16.4	12.3
WACC				**14.3**

Considering the nature of the business of the Undertaking and debt-equity ratio of the industry, we have considered the D/E ratio of 25:75.



Note 1: Calculation of Beta

Currency: ₹ mn	Equity beta (f)	Market capitalisation (g)	Net debt (h)	Enterprise value	Net debt / Entperise value (%)	Effective tax rate (%)	Unlevered beta	Relevered beta
Bajaj Electricals Limited	0.76	23,478.8	3,528.1	27,006.9	13.1	34.6	0.69	0.84

Notes:
(a) Based on current YTMs of Government Bonds with 10 year residual maturity (rounded)
(b) Based on SRBC understanding of prevailing market risk premium in India
(c) Considering the improvement in EBITDA margins in the projected period as compared to the historical track record and the sale of land in FY16
(d) Based on current borrowing cost as per Company
(e) Based on current corporate tax rate
(f) Based on 3-Year daily beta for the period ended 20 November 2015. Source: Capitaline
(g) Based on average of daily weighted average price for 2 weeks ended 20 November 2015
(h) Net Debt includes gross debt net of cash and bank balances and investments

S.R. BATLIBOI & CO. LLP * MUMBAI * CHARTERED ACCOUNTANTS

Working Note 3:
NAV Method

Currency: ₹ mn	Sep 15	Sep 15
Net block of fixed assets - other than land		15.1
Net block of fixed assets - land		28.5
Capital work in progress		1.7
Current assets		
Inventories	61.3	
Sundry debtors	66.3	
Cash and bank balances	6.5	
Loans and advances	15.4	
Other current assets	34.3	
	183.8	
Current liabilities and provisions		
Current liabilities and provisions	157.1	
Statutory Liabilities	163.5	
	320.5	
Net current assets (NCA)		(136.7)
Loan funds		
Loans	395.6	
Net worth- unadjusted		**(487.0)**
Less: w/off of inventory and debtors as per auditor qualification		(33.6)
Net worth - adjusted		**(520.6)**
Equity value considered		**Nil**



Summary of Working Note 2 and Working Note 3
Calculation of weighted equity value of the Undertaking of HLL

Currency: ₹ mn	Weights	Value	Value per share (₹)
DCF Method	80.0	190.5	31.7
NAV Method	20.0	-	-
Equity value	**100.0**	**152.4**	**25.4**

S.R. BATLIBOI & CO. LLP * MUMBAI * CHARTERED ACCOUNTANTS

Annexure 2 - Statement determining recognised stock exchange where the equity shares of BEL are listed and in which the highest trading volume in respect of the equity shares of the BEL (issuer) has been recorded during the preceding twenty six weeks prior to the relevant date as per Explanation to Regulation 76 of SEBI (ICDR) Regulations, 2009

Week No.	Date	As per NSE			As per BSE		
		No.of Shares	No. of Trades	Total Turnover (Rs.)	No.of Shares	No. of Trades	Total Turnover (Rs.)
1	Monday, May 25, 2015	128,742	4,670	33,149,928	34,716	857	8,971,181
	Tuesday, May 26, 2015	85,057	3,065	21,502,709	24,321	604	6,164,211
	Wednesday, May 27, 2015	276,632	7,321	72,303,594	102,027	1,966	26,650,303
	Thursday, May 28, 2015	2,301,306	39,168	632,425,322	567,992	13,089	155,886,073
	Friday, May 29, 2015	531,702	10,678	146,463,230	123,459	2,803	33,970,123
2	Monday, June 1, 2015	734,083	16,079	210,114,364	200,633	5,528	57,379,456
	Tuesday, June 2, 2015	544,743	12,954	158,170,546	122,350	3,074	35,482,946
	Wednesday, June 3, 2015	219,403	5,909	60,127,355	83,166	2,346	22,750,925
	Thursday, June 4, 2015	121,600	3,694	32,944,311	41,092	1,144	11,147,986
	Friday, June 5, 2015	144,291	4,722	39,815,008	63,144	1,876	17,408,650
3	Monday, June 8, 2015	78,490	3,273	21,056,517	20,996	908	5,631,020
	Tuesday, June 9, 2015	93,511	2,440	24,922,305	26,058	746	6,957,146
	Wednesday, June 10, 2015	423,085	7,908	118,696,921	63,139	1,666	17,683,167
	Thursday, June 11, 2015	485,585	9,289	139,125,399	126,003	2,763	36,058,785
	Friday, June 12, 2015	467,782	8,758	136,009,914	130,941	2,694	38,163,314
4	Monday, June 15, 2015	485,590	9,803	145,466,026	112,281	2,451	33,513,518
	Tuesday, June 16, 2015	215,168	4,197	63,568,358	43,577	1,076	12,871,902
	Wednesday, June 17, 2015	313,969	8,024	94,895,556	80,132	2,187	24,105,721
	Thursday, June 18, 2015	152,884	5,371	46,500,533	51,435	1,251	15,641,808
	Friday, June 19, 2015	382,917	7,916	115,590,829	60,351	1,426	18,261,498
5	Monday, June 22, 2015	210,000	4,000	62,204,698	60,098	1,186	17,756,658
	Tuesday, June 23, 2015	216,494	5,787	63,477,896	53,049	1,265	15,628,537
	Wednesday, June 24, 2015	183,359	6,235	52,968,901	75,439	2,050	21,840,871
	Thursday, June 25, 2015	142,727	4,402	39,923,212	60,494	1,382	16,951,181
	Friday, June 26, 2015	225,054	8,364	62,137,104	115,776	3,354	32,089,111



6	Monday, June 29, 2015	144,625	5,267	38,504,566	59,377	1,566	15,815,826
	Tuesday, June 30, 2015	156,223	4,771	42,351,055	64,363	1,511	17,448,381
	Wednesday, July 1, 2015	242,698	5,891	67,833,133	70,603	1,841	19,623,551
	Thursday, July 2, 2015	215,020	5,227	60,162,148	43,997	1,276	12,333,086
	Friday, July 3, 2015	243,812	7,090	68,189,295	49,037	1,335	13,666,770
7	Monday, July 6, 2015	316,182	7,539	87,076,828	74,731	1,941	20,558,504
	Tuesday, July 7, 2015	223,419	5,272	61,860,664	66,230	1,737	18,362,958
	Wednesday, July 8, 2015	397,854	8,339	110,964,074	85,817	1,979	23,845,098
	Thursday, July 9, 2015	434,472	6,278	125,487,819	81,375	1,701	23,461,994
	Friday, July 10, 2015	149,154	2,625	43,226,065	34,679	820	10,051,718
8	Monday, July 13, 2015	203,351	4,596	59,544,170	46,429	1,183	13,544,992
	Tuesday, July 14, 2015	258,265	4,837	76,038,959	62,090	1,334	18,299,137
	Wednesday, July 15, 2015	248,982	9,640	70,906,344	62,723	2,049	17,968,757
	Thursday, July 16, 2015	128,007	2,762	36,167,981	58,116	1,105	16,425,090
	Friday, July 17, 2015	310,825	7,359	88,311,745	52,265	1,147	14,854,929
9	Monday, July 20, 2015	106,246	2,596	29,540,556	33,296	756	9,260,437
	Tuesday, July 21, 2015	122,060	3,760	33,788,320	46,820	849	12,986,570
	Wednesday, July 22, 2015	118,599	3,364	32,456,072	36,848	778	10,083,265
	Thursday, July 23, 2015	528,261	9,670	148,923,976	102,336	1,822	28,616,894
	Friday, July 24, 2015	231,473	5,640	65,186,609	50,188	1,140	14,122,201
10	Monday, July 27, 2015	138,503	3,212	38,047,214	23,148	674	6,362,688
	Tuesday, July 28, 2015	234,221	6,925	62,833,863	64,073	1,398	17,138,882
	Wednesday, July 29, 2015	272,079	7,608	71,415,937	78,017	1,698	20,569,672
	Thursday, July 30, 2015	154,639	3,380	39,919,198	45,775	901	11,805,615
	Friday, July 31, 2015	236,810	4,830	61,483,994	41,883	1,095	10,862,806
11	Monday, August 3, 2015	175,581	3,162	46,024,873	32,953	724	8,618,518
	Tuesday, August 4, 2015	238,388	6,439	61,873,425	45,324	1,929	11,778,304
	Wednesday, August 5, 2015	260,774	5,710	68,408,176	80,277	2,308	21,069,539
	Thursday, August 6, 2015	2,574,653	35,861	705,114,798	601,733	10,379	164,683,648
	Friday, August 7, 2015	724,340	9,580	202,844,990	128,911	2,690	36,053,572
12	Monday, August 10, 2015	248,245	6,443	68,950,856	86,252	2,339	23,995,662
	Tuesday, August 11, 2015	232,619	7,780	63,727,183	132,440	2,756	36,208,875
	Wednesday, August 12, 2015	184,401	5,459	49,781,006	84,944	1,912	22,881,888

	Thursday, August 13, 2015	155,206	4,663	41,074,850	59,549	1,432	15,754,463
	Friday, August 14, 2015	383,683	5,582	98,293,389	61,298	1,575	15,755,200
13	Monday, August 17, 2015	244,135	5,375	64,609,677	74,134	1,998	19,673,412
	Tuesday, August 18, 2015	142,487	5,333	37,386,131	65,268	1,709	17,138,387
	Wednesday, August 19, 2015	195,202	4,879	51,510,618	63,145	1,844	16,688,490
	Thursday, August 20, 2015	187,635	4,488	48,606,423	41,734	1,295	10,846,738
	Friday, August 21, 2015	215,061	5,815	53,926,722	153,863	1,632	38,655,176
14	Monday, August 24, 2015	376,942	6,974	90,168,502	72,799	1,656	17,443,470
	Tuesday, August 25, 2015	266,594	7,887	60,060,237	108,750	2,563	24,382,711
	Wednesday, August 26, 2015	133,254	3,992	30,154,383	35,252	865	7,983,652
	Thursday, August 27, 2015	319,045	8,191	75,209,319	74,822	1,854	17,643,094
	Friday, August 28, 2015	407,695	7,155	102,658,505	103,444	1,976	26,096,438
15	Monday, August 31, 2015	182,752	4,257	46,336,378	44,374	1,000	11,247,498
	Tuesday, September 1, 2015	125,148	3,451	30,776,148	26,962	1,010	6,621,771
	Wednesday, September 2, 2015	206,824	3,104	50,029,563	24,655	663	5,988,327
	Thursday, September 3, 2015	187,085	2,936	46,030,493	28,150	639	6,950,401
	Friday, September 4, 2015	151,558	3,661	35,653,922	36,312	921	8,536,036
16	Monday, September 7, 2015	220,326	4,327	52,565,820	45,544	993	10,891,886
	Tuesday, September 8, 2015	129,909	3,620	30,449,351	25,810	668	6,069,515
	Wednesday, September 9, 2015	209,341	5,007	50,884,328	47,537	1,199	11,539,332
	Thursday, September 10, 2015	110,133	4,898	26,467,225	41,023	879	9,860,339
	Friday, September 11, 2015	427,050	5,774	105,461,540	48,148	1,136	11,998,484
17	Monday, September 14, 2015	80,126	1,937	20,110,093	23,346	393	5,859,301
	Tuesday, September 15, 2015	126,754	1,973	31,757,224	29,503	672	7,392,587
	Wednesday, September 16, 2015	79,430	1,966	19,889,459	12,202	221	3,056,135
	Friday, September 18, 2015	167,939	2,868	42,818,333	32,445	859	8,274,441
18	Monday, September 21, 2015	69,065	2,716	17,311,498	10,280	326	2,578,780
	Tuesday, September 22, 2015	84,066	1,430	21,131,718	11,450	381	2,877,886
	Wednesday, September 23, 2015	84,649	1,581	21,161,283	692,547	330	171,593,911
	Thursday, September 24, 2015	37,362	1,174	9,328,598	9,584	297	2,397,698
19	Monday, September 28, 2015	48,631	2,015	12,036,037	14,314	438	3,541,389
	Tuesday, September 29, 2015	75,166	1,724	18,774,370	19,502	612	4,877,028

	Wednesday, September 30, 2015	40,765	905	10,204,259	12,085	303	3,020,380
	Thursday, October 1, 2015	68,058	2,769	17,103,119	24,741	607	6,221,254
20	Monday, October 5, 2015	80,298	2,226	20,080,118	27,432	642	6,865,380
	Tuesday, October 6, 2015	70,726	2,412	17,597,288	31,378	696	7,805,133
	Wednesday, October 7, 2015	110,700	1,282	27,359,149	15,181	376	3,755,188
	Thursday, October 8, 2015	59,032	2,223	14,499,850	20,827	451	5,106,259
	Friday, October 9, 2015	101,978	4,052	24,834,425	75,355	1,253	18,381,778
21	Monday, October 12, 2015	264,213	5,975	65,380,819	83,968	1,649	20,757,734
	Tuesday, October 13, 2015	202,055	4,064	50,017,051	34,690	1,002	8,571,174
	Wednesday, October 14, 2015	172,206	2,398	42,599,842	27,220	756	6,726,438
	Thursday, October 15, 2015	935,208	15,600	240,184,301	187,943	3,494	48,343,355
	Friday, October 16, 2015	286,069	5,964	72,846,705	50,889	1,037	12,946,090
22	Monday, October 19, 2015	220,550	4,132	56,144,738	30,954	695	7,877,427
	Tuesday, October 20, 2015	178,311	7,791	45,407,245	24,487	624	6,226,501
	Wednesday, October 21, 2015	138,131	4,099	34,957,402	24,350	964	6,169,624
	Friday, October 23, 2015	92,902	3,083	23,506,646	18,048	521	4,562,699
23	Monday, October 26, 2015	62,948	1,767	15,884,424	19,018	525	4,789,613
	Tuesday, October 27, 2015	85,259	2,010	21,223,815	8,432	254	2,099,385
	Wednesday, October 28, 2015	80,977	1,438	20,263,005	10,831	341	2,703,749
	Thursday, October 29, 2015	55,083	1,092	13,733,849	9,560	255	2,382,410
	Friday, October 30, 2015	60,970	1,256	15,165,145	12,289	335	3,054,901
24	Monday, November 2, 2015	70,536	1,353	17,529,043	12,335	401	3,064,089
	Tuesday, November 3, 2015	90,500	1,782	22,838,406	15,471	514	3,896,167
	Wednesday, November 4, 2015	135,981	3,404	34,581,846	22,661	599	5,757,231
	Thursday, November 5, 2015	978,707	15,918	244,707,452	254,210	5,302	63,579,932
	Friday, November 6, 2015	136,530	3,707	32,758,386	30,760	854	7,383,626
25	Monday, November 9, 2015	65,631	1,981	15,491,361	19,710	581	4,654,775
	Tuesday, November 10, 2015	50,090	1,326	11,760,371	11,121	400	2,611,660
	Wednesday, November 11, 2015	33,108	646	7,768,078	4,594	155	1,077,794
	Friday, November 13, 2015	73,340	3,000	16,973,274	17,894	723	4,134,031
26	Monday, November 16, 2015	62,483	1,588	14,543,649	19,189	444	4,461,297
	Tuesday, November 17, 2015	40,322	1,034	9,403,325	10,126	291	2,356,728

	Wednesday, November 18, 2015	70,605	4,412	16,383,585	11,758	425	2,724,069
	Thursday, November 19, 2015	141,950	5,116	32,437,238	22,478	909	5,133,748
	Friday, November 20, 2015	402,663	10,456	92,928,886	33,790	829	7,786,445
Total		**31,168,093**	**685,953**	**8,342,236,659**	**8,443,240**	**181,608**	**2,249,527,958**

Note:

As per Explanation to Regulation 76 of SEBI (ICDR) Regulations, 2009, for the purpose of this regulation, 'stock exchange' means any of the recognised stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding twenty six weeks prior to the relevant date. In the present case, since shares of BEL are frequenty traded on NSE, the stock exchange relevant for our workings shall be NSE.

For Katre Barwe & Associates

Partner

KATRE BARWE & ASSOCIATES Chartered Accountants

Annexure 3 - Computation of price of BEL shares under Regulation 76(1) of SEBI (ICDR) Regulations, 2009 as per historical trading prices on NSE website

Week No.	Date	Prev Close	Open Price	High Price	Low Price	Last Price	Close Price	Average Price	Total Traded Quantity	Turnover	No. of Trades	Deliverable Qty	% Dly Qt to Traded Qty	Weekly High	Weekly Low	Average of weekly averages
1	Monday, May 25, 2015	263.85	260.50	264.85	252.40	252.50	253.30	257.49	128,742	33,149,928.00	4,670.00	61,752.00	47.97			
	Tuesday, May 26, 2015	253.30	253.00	256.70	249.10	249.65	250.85	252.80	85,057	21,502,708.70	3,065.00	38,010.00	44.69			
	Wednesday, May 27, 2015	250.85	250.00	265.40	248.15	264.45	263.50	261.37	276,632	72,303,593.65	7,321.00	92,105.00	33.30			
	Thursday, May 28, 2015	263.50	265.80	285.80	255.10	268.50	269.50	274.81	2,301,306	632,425,321.85	39,168.00	425,332.00	18.48			
	Friday, May 29, 2015	269.50	270.80	280.00	270.25	278.00	276.35	275.46	531,702	146,463,230.45	10,678.00	259,719.00	48.85	275.46	252.80	264.13
2	Monday, June 1, 2015	276.35	276.00	291.90	275.00	288.00	287.75	286.23	734,083	210,114,363.95	16,079.00	312,120.00	42.52			
	Tuesday, June 2, 2015	287.75	287.00	294.75	285.05	288.30	289.40	290.35	544,743	158,170,546.15	12,954.00	303,566.00	55.73			
	Wednesday, June 3, 2015	289.40	289.70	289.70	265.05	272.00	271.75	274.05	219,403	60,127,355.40	5,909.00	75,746.00	34.52			
	Thursday, June 4, 2015	271.75	274.60	277.25	265.00	274.85	271.75	270.92	121,600	32,944,311.10	3,694.00	26,126.00	21.49			
	Friday, June 5, 2015	271.75	271.75	279.00	270.50	271.00	272.80	275.94	144,291	39,815,008.25	4,722.00	30,137.00	20.89	290.36	270.92	280.64
3	Monday, June 8, 2015	272.80	273.90	273.90	262.25	263.95	264.75	268.27	78,490	21,056,517.00	3,273.00	19,791.00	25.21			
	Tuesday, June 9, 2015	264.75	264.00	271.60	260.00	268.40	268.75	266.52	93,511	24,922,304.65	2,440.00	26,715.00	28.57			
	Wednesday, June 10, 2015	268.75	268.75	284.40	268.75	279.80	279.85	280.55	423,085	118,696,920.65	7,908.00	143,305.00	33.87			
	Thursday, June 11, 2015	279.85	285.00	291.50	278.10	282.00	281.30	285.51	485,585	139,125,399.10	9,289.00	192,576.00	39.66			
	Friday, June 12, 2015	281.30	280.00	296.80	279.00	294.00	294.05	290.75	467,782	136,009,913.80	8,758.00	157,865.00	33.75	290.75	266.52	278.64
4	Monday, June 15, 2015	294.05	295.40	303.90	293.20	294.95	294.50	299.57	485,590	145,466,025.60	9,803.00	189,092.00	38.94			
	Tuesday, June 16, 2015	294.50	295.80	298.95	288.90	296.80	295.70	295.44	215,168	63,568,357.55	4,197.00	84,643.00	39.34			
	Wednesday, June 17, 2015	295.70	298.00	306.00	297.00	301.00	299.55	302.24	313,969	94,895,556.20	8,024.00	129,914.00	41.38			
	Thursday, June 18, 2015	299.55	301.10	308.00	299.75	299.75	300.85	304.16	152,884	46,500,532.75	5,371.00	76,541.00	50.06			
	Friday, June 19, 2015	300.85	305.85	307.70	291.10	293.15	293.90	301.87	382,917	115,590,829.05	7,916.00	168,141.00	43.91	304.16	295.44	299.80
5	Monday, June 22, 2015	293.90	293.00	299.80	292.00	295.00	295.00	296.21	210,000	62,204,697.60	4,000.00	81,850.00	38.98			
	Tuesday, June 23, 2015	295.00	296.80	299.20	289.05	289.50	290.80	293.21	216,494	63,477,896.10	5,787.00	96,610.00	44.62			
	Wednesday, June 24, 2015	290.80	291.00	293.50	281.20	284.90	284.35	288.88	183,359	52,968,900.80	6,235.00	46,870.00	25.56			
	Thursday, June 25, 2015	284.35	286.70	286.70	274.00	276.45	275.05	279.72	142,727	39,923,211.60	4,402.00	62,926.00	44.09			
	Friday, June 26, 2015	275.05	276.85	281.00	270.75	273.90	272.60	276.10	225,054	62,137,104.25	8,364.00	61,891.00	27.50	296.21	276.10	286.16
6	Monday, June 29, 2015	272.60	267.10	269.40	262.00	265.00	264.85	266.24	144,625	38,504,565.75	5,267.00	44,316.00	30.64			
	Tuesday, June 30, 2015	264.85	265.00	274.90	265.00	273.05	272.95	271.09	156,223	42,351,055.40	4,771.00	50,312.00	32.21			
	Wednesday, July 1, 2015	272.95	274.90	283.85	272.65	280.15	280.75	279.50	242,698	67,833,132.85	5,891.00	102,204.00	42.11			
	Thursday, July 2, 2015	280.75	281.95	283.80	275.00	275.75	275.45	279.80	215,020	60,162,148.25	5,227.00	71,205.00	33.12			
	Friday, July 3, 2015	275.45	276.00	283.50	276.00	276.40	276.40	279.68	243,812	68,189,295.25	7,090.00	83,404.00	34.21	279.80	266.24	273.02
7	Monday, July 6, 2015	276.40	270.00	280.00	270.00	276.50	277.15	275.40	316,182	87,076,828.05	7,539.00	69,878.00	22.10			
	Tuesday, July 7, 2015	277.15	278.00	281.00	271.20	272.20	272.35	276.88	223,419	61,860,664.10	5,272.00	75,127.00	33.63			
	Wednesday, July 8, 2015	272.35	270.00	283.50	268.40	282.90	282.15	278.91	397,854	110,964,074.35	8,339.00	190,456.00	47.87			
	Thursday, July 9, 2015	282.15	284.80	294.00	281.35	291.95	292.05	288.83	434,472	125,487,819.35	6,278.00	220,330.00	50.71			
	Friday, July 10, 2015	292.05	294.70	294.90	287.05	290.00	289.25	289.81	149,154	43,226,065.15	2,625.00	73,534.00	49.30	289.81	275.40	282.61
8	Monday, July 13, 2015	289.25	288.00	298.95	286.85	295.00	295.90	292.81	203,351	59,544,170.00	4,596.00	116,085.00	57.09			
	Tuesday, July 14, 2015	295.90	298.25	298.50	288.00	290.10	289.70	294.42	258,265	76,038,958.95	4,837.00	171,770.00	66.51			
	Wednesday, July 15, 2015	289.70	291.25	293.65	277.20	278.45	278.35	284.79	248,982	70,906,343.65	9,640.00	115,045.00	46.21			
	Thursday, July 16, 2015	278.35	280.60	284.80	278.85	282.35	282.20	282.55	128,007	36,167,981.10	2,762.00	48,453.00	37.85			
	Friday, July 17, 2015	282.20	284.20	288.90	278.50	279.00	279.75	284.12	310,825	88,311,745.05	7,359.00	133,506.00	42.95	294.42	282.55	288.49
9	Monday, July 20, 2015	279.75	281.40	281.90	276.00	277.15	277.10	278.04	106,246	29,540,556.35	2,596.00	45,789.00	43.10			
	Tuesday, July 21, 2015	277.10	276.00	282.30	271.10	272.10	272.10	276.82	122,060	33,788,319.85	3,760.00	54,653.00	44.78			
	Wednesday, July 22, 2015	272.10	273.40	275.80	271.00	271.60	272.40	273.66	118,599	32,456,071.55	3,364.00	58,749.00	49.54			
	Thursday, July 23, 2015	272.40	273.85	286.40	272.15	280.00	280.40	281.91	528,261	148,923,975.80	9,670.00	303,890.00	57.53			
	Friday, July 24, 2015	280.40	281.25	286.70	275.05	278.65	276.55	281.62	231,473	65,186,609.30	5,640.00	121,653.00	52.56	281.91	273.66	277.79

P.S. BARWE & ASSOCIATES Chartered Accountants

10	Monday, July 27, 2015	276.55	278.00	279.40	270.00	271.00	271.10	274.70	138,503	38,047,214.30	3,212.00	67,155.00	48.49				266.42
	Tuesday, July 28, 2015	271.10	273.40	275.90	265.00	263.20	265.45	268.27	234,221	62,833,863.20	6,925.00	141,126.00	60.25				
	Wednesday, July 29, 2015	265.45	266.90	269.80	256.00	256.70	257.05	262.48	272,079	71,415,936.75	7,608.00	146,770.00	53.94				
	Thursday, July 30, 2015	257.05	258.20	260.80	252.95	256.50	256.35	258.14	154,639	39,919,198.00	3,380.00	86,842.00	56.16				
	Friday, July 31, 2015	256.35	258.30	263.80	255.60	258.40	258.45	259.63	236,810	61,483,993.75	4,830.00	132,113.00	55.79	274.70	258.14		
11	Monday, August 3, 2015	258.45	260.00	264.00	258.00	262.60	262.15	262.13	175,581	46,024,873.30	3,162.00	107,156.00	61.03				269.80
	Tuesday, August 4, 2015	262.15	262.85	263.90	256.25	260.00	259.70	259.55	238,388	61,873,425.45	6,439.00	107,444.00	45.07				
	Wednesday, August 5, 2015	259.70	261.55	265.00	260.20	260.55	261.15	262.33	260,774	68,408,175.75	5,710.00	127,816.00	49.01				
	Thursday, August 6, 2015	261.15	265.00	279.80	265.00	274.60	273.70	273.87	2,574,653	705,114,798.35	35,861.00	459,106.00	17.83				
	Friday, August 7, 2015	273.70	276.50	283.00	275.90	279.00	279.50	280.04	724,340	202,844,990.35	9,580.00	278,412.00	38.44	280.04	259.55		
12	Monday, August 10, 2015	279.50	281.40	281.40	275.25	276.50	276.70	277.75	248,245	68,950,856.35	6,443.00	85,678.00	34.59				266.97
	Tuesday, August 11, 2015	276.70	279.00	279.45	270.00	271.55	272.45	273.96	252,619	69,727,183.15	7,780.00	79,198.00	34.05				
	Wednesday, August 12, 2015	272.45	272.45	276.00	265.00	266.10	266.25	269.95	184,401	49,781,005.60	5,459.00	63,339.00	34.35				
	Thursday, August 13, 2015	266.25	268.90	271.95	259.25	260.30	260.25	264.65	155,206	41,074,850.35	4,663.00	80,024.00	51.56				
	Friday, August 14, 2015	260.25	264.00	264.85	252.20	258.50	258.95	256.18	383,683	98,293,389.30	5,582.00	210,444.00	54.85	277.75	256.18		
13	Monday, August 17, 2015	258.95	268.00	268.10	261.00	263.30	263.90	264.65	244,135	64,609,676.50	5,375.00	129,478.00	53.04				257.70
	Tuesday, August 18, 2015	263.90	265.40	265.40	259.55	263.10	263.15	263.38	142,487	37,386,131.25	5,333.00	60,260.00	42.29				
	Wednesday, August 19, 2015	263.15	262.85	268.40	260.40	264.05	264.45	263.88	195,202	51,510,618.30	4,879.00	82,381.00	42.20				
	Thursday, August 20, 2015	264.45	264.20	264.20	255.10	257.00	257.05	259.05	187,635	48,606,423.25	4,488.00	104,611.00	55.75				
	Friday, August 21, 2015	257.05	256.80	256.80	249.10	249.85	250.40	250.75	215,061	53,926,722.05	5,815.00	110,236.00	51.26	264.65	250.75		
14	Monday, August 24, 2015	250.40	244.00	244.00	231.00	233.45	234.25	239.21	376,942	90,168,502.25	6,974.00	275,865.00	73.18				238.55
	Tuesday, August 25, 2015	234.25	235.20	241.95	212.00	229.05	229.00	225.29	266,564	60,060,236.60	7,887.00	142,066.00	53.29				
	Wednesday, August 26, 2015	229.00	229.00	230.00	220.35	229.50	226.90	226.29	133,254	30,154,382.65	3,992.00	72,910.00	54.72				
	Thursday, August 27, 2015	226.90	232.90	243.75	228.60	239.30	240.10	235.73	319,045	75,209,318.80	8,191.00	132,528.00	41.54				
	Friday, August 28, 2015	240.10	246.00	257.30	244.00	247.70	248.45	251.80	407,695	102,658,505.15	7,155.00	166,249.00	40.78	251.80	225.29		
15	Monday, August 31, 2015	248.45	248.90	255.90	248.85	254.15	254.35	253.55	182,752	46,336,377.70	4,257.00	97,572.00	53.39				244.40
	Tuesday, September 1, 2015	254.35	253.00	253.00	240.15	243.50	243.40	245.92	125,148	30,776,147.90	3,451.00	39,873.00	31.86				
	Wednesday, September 2, 2015	243.40	246.40	249.70	239.00	240.00	240.00	241.89	206,824	50,029,563.10	3,104.00	131,752.00	63.70				
	Thursday, September 3, 2015	240.00	240.90	248.80	240.50	246.15	246.40	246.04	187,085	46,030,493.30	2,936.00	124,912.00	66.77				
	Friday, September 4, 2015	246.40	245.15	246.05	231.00	237.00	236.60	235.25	151,558	35,653,922.40	3,661.00	60,156.00	39.69	253.55	235.25		
16	Monday, September 7, 2015	236.60	235.10	243.00	233.25	234.45	234.80	238.58	220,326	52,565,819.95	4,327.00	109,254.00	49.59				257.70
	Tuesday, September 8, 2015	234.80	237.70	238.00	230.05	235.30	235.65	234.39	129,909	30,449,350.55	3,620.00	63,328.00	48.75				
	Wednesday, September 9, 2015	235.65	237.90	247.20	237.50	245.15	245.45	243.07	209,341	50,884,328.45	5,007.00	97,695.00	45.67				
	Thursday, September 10, 2015	245.45	240.00	243.00	236.05	241.70	241.70	240.32	110,133	26,467,224.80	4,898.00	44,141.00	40.08				
	Friday, September 11, 2015	241.70	243.00	252.00	243.00	248.30	247.45	246.95	427,050	105,461,539.75	5,774.00	301,678.00	70.50	246.95	234.39		
17	Monday, September 14, 2015	247.45	249.90	252.30	249.30	251.10	251.40	250.98	80,126	20,110,093.45	1,937.00	34,249.00	42.74				252.68
	Tuesday, September 15, 2015	251.40	252.40	252.90	248.15	251.50	250.45	250.54	126,754	31,757,223.80	1,973.00	68,988.00	54.43				
	Wednesday, September 16, 2015	250.45	252.90	253.00	249.50	250.30	250.10	250.40	79,430	19,889,458.60	1,966.00	50,826.00	63.99				
	Friday, September 18, 2015	250.10	251.15	258.00	250.80	254.40	254.90	254.96	167,939	42,818,332.65	2,868.00	77,383.00	46.08	254.96	250.40		
18	Monday, September 21, 2015	254.90	252.50	253.45	249.30	250.00	250.35	250.66	69,065	17,311,497.85	2,716.00	41,756.00	60.46				250.53
	Tuesday, September 22, 2015	250.35	249.60	254.80	249.00	251.00	250.45	251.37	84,066	21,131,718.10	1,430.00	47,804.00	56.86				
	Wednesday, September 23, 2015	250.45	247.00	251.85	245.00	249.35	249.60	249.99	84,649	21,161,282.70	1,581.00	43,346.00	51.21				
	Thursday, September 24, 2015	249.60	248.35	251.00	248.00	248.90	248.80	249.68	37,362	9,328,597.90	1,174.00	15,840.00	42.40	251.37	249.68		
19	Monday, September 28, 2015	248.80	246.65	248.80	245.00	247.00	247.30	247.50	48,631	12,036,036.70	2,015.00	29,764.00	61.20				249.40
	Tuesday, September 29, 2015	247.30	241.10	253.50	241.10	247.10	247.90	249.77	75,166	18,774,369.50	1,724.00	36,464.00	48.51				
	Wednesday, September 30, 2015	247.90	249.70	251.80	248.80	250.90	250.25	250.32	40,765	10,204,259.25	905.00	24,270.00	59.54				
	Thursday, October 1, 2015	250.25	253.10	255.00	248.15	248.85	249.70	251.30	68,058	17,103,119.40	2,769.00	23,639.00	34.73	251.30	247.50		
20	Monday, October 5, 2015	249.70	250.65	253.50	247.10	248.00	248.15	250.07	80,298	20,080,117.60	2,226.00	46,526.00	57.94				
	Tuesday, October 6, 2015	248.15	250.80	251.55	247.00	248.00	248.05	248.81	70,726	17,597,288.20	2,412.00	31,531.00	44.58				

	Wednesday, October 7, 2015	248.05	249.40	249.40	246.00	246.30	247.00	247.15	110,700	27,359,149.05	1,282.00	87,007.00	78.60			
	Thursday, October 8, 2015	247.00	248.60	249.30	243.80	245.05	244.65	245.63	59,032	14,499,849.60	2,223.00	37,002.00	62.68			
	Friday, October 9, 2015	244.65	247.65	247.65	240.95	241.05	241.35	243.53	101,978	24,834,425.30	4,052.00	60,304.00	59.13	250.07	243.53	246.80
21	Monday, October 12, 2015	241.35	242.00	250.80	241.55	245.00	245.90	247.45	264,213	65,380,818.75	5,975.00	135,183.00	51.16			
	Tuesday, October 13, 2015	245.90	245.00	250.25	244.15	246.00	245.95	247.54	202,055	50,017,051.15	4,064.00	107,130.00	53.02			
	Wednesday, October 14, 2015	245.95	246.25	249.60	245.00	246.00	245.90	247.38	172,206	42,599,842.10	2,398.00	107,384.00	62.36			
	Thursday, October 15, 2015	245.90	247.75	261.85	247.75	252.75	252.45	256.82	935,208	240,184,300.65	15,600.00	309,516.00	33.10			
	Friday, October 16, 2015	252.45	254.95	256.95	252.10	252.20	253.90	254.65	286,069	72,846,704.80	5,964.00	167,006.00	58.38	256.82	247.38	252.10
22	Monday, October 19, 2015	253.90	253.70	258.50	252.00	252.90	252.45	254.57	220,550	56,144,738.40	4,132.00	122,625.00	55.60			
	Tuesday, October 20, 2015	252.45	252.50	257.00	252.50	253.15	253.85	254.65	178,311	45,407,244.90	7,791.00	109,837.00	61.60			
	Wednesday, October 21, 2015	253.85	253.05	258.00	250.10	251.50	251.90	253.07	138,131	34,957,402.20	4,099.00	78,115.00	56.55			
	Friday, October 23, 2015	251.90	254.40	258.00	251.00	252.50	251.65	253.03	92,902	23,506,646.40	3,083.00	51,336.00	55.26	254.65	253.03	253.84
23	Monday, October 26, 2015	251.65	253.80	254.55	250.50	251.50	251.50	252.34	62,948	15,884,423.85	1,767.00	27,427.00	43.57			
	Tuesday, October 27, 2015	251.50	250.60	252.55	247.00	247.25	247.60	248.93	85,259	21,223,815.10	2,010.00	45,836.00	53.76			
	Wednesday, October 28, 2015	247.60	247.00	252.90	246.00	249.00	249.30	250.23	80,977	20,263,004.65	1,438.00	36,844.00	45.50			
	Thursday, October 29, 2015	249.30	249.30	251.25	247.05	248.00	247.75	249.33	55,083	13,733,848.80	1,092.00	23,898.00	43.39			
	Friday, October 30, 2015	247.75	248.05	251.85	244.50	246.50	245.65	248.73	60,970	15,165,144.60	1,256.00	30,531.00	50.08	252.34	248.73	250.54
24	Monday, November 2, 2015	245.65	246.50	251.85	246.00	251.80	248.90	248.51	70,536	17,529,042.75	1,353.00	35,709.00	50.63			
	Tuesday, November 3, 2015	248.90	250.00	254.10	250.00	250.55	250.85	252.36	90,500	22,838,405.65	1,782.00	40,080.00	44.29			
	Wednesday, November 4, 2015	250.85	252.75	255.95	251.20	254.85	254.60	254.31	135,981	34,581,846.25	3,404.00	75,251.00	55.34			
	Thursday, November 5, 2015	254.60	254.60	259.75	238.15	238.35	240.45	250.03	978,707	244,707,451.50	15,918.00	180,614.00	18.45			
	Friday, November 6, 2015	240.45	242.90	244.15	237.00	238.25	239.10	239.94	136,530	32,758,386.30	3,707.00	53,728.00	39.35	254.31	239.94	247.13
25	Monday, November 9, 2015	239.10	234.00	238.50	229.80	235.65	236.10	236.04	65,631	15,491,361.40	1,981.00	28,404.00	43.28			
	Tuesday, November 10, 2015	236.10	235.55	239.00	233.00	234.10	233.60	234.78	50,090	11,760,371.25	1,326.00	26,151.00	52.21			
	Wednesday, November 11, 2015	233.60	234.10	236.65	233.10	234.50	234.40	234.63	33,108	7,768,077.60	646.00	17,300.00	52.25			
	Friday, November 13, 2015	234.40	232.75	235.90	228.65	229.60	229.60	231.43	73,340	16,973,274.30	3,000.00	45,824.00	62.48	236.04	231.43	233.74
26	Monday, November 16, 2015	229.60	229.00	235.90	228.05	234.70	233.50	232.76	62,483	14,543,649.20	1,588.00	36,123.00	57.81			
	Tuesday, November 17, 2015	233.50	234.75	235.85	231.50	232.00	232.20	233.21	40,322	9,403,324.85	1,034.00	15,672.00	38.87			
	Wednesday, November 18, 2015	232.20	231.10	235.10	228.45	229.20	229.30	232.05	70,605	16,383,585.25	4,412.00	37,528.00	53.15			
	Thursday, November 19, 2015	229.30	230.65	231.60	226.50	227.00	227.30	228.51	141,950	32,437,238.15	5,116.00	104,440.00	73.58			
	Friday, November 20, 2015	227.30	228.45	233.80	227.00	229.00	229.25	230.79	402,663	92,928,885.50	10,456.00	279,225.00	69.34	233.21	228.51	230.86
									31,168,093	8,342,236,658.90						
														26 week average		260.90
														2 week average		232.30

Note:

Pricing guidelines as per Regulation 76(1) of SEBI (ICDR) Regulations, 2009

The equity shares shall be allotted at a price not less than higher of the following :

1. Average of weekly high and low of equity shares quoted on the recognised stock exchange during 26 weeks preceding the relevant date (i.e date of board meeting) — 260.90
2. Average of weekly high and low of equity shares quoted on the recognised stock exchange during 2 weeks preceding the relevant date (i.e date of board meeting) — 232.30

Thus the price to be taken for the purpose of computation of swap ratio shall be Rs 260.90 per equity share

For Katre Barwe & Associates

Partner

KATRE BARWE & ASSOCIATES Chartered Accountants

Date: 4 December 2017

Approaches / methods of valuation considered in Valuation Report for recommendation of fair entitlement / allotment ratio of equity shares of Bajaj Electricals Limited to be issued to the shareholders of Hind Lamps Limited

To,

The Board of Directors, Bajaj Electricals Limited 45/47, Veer Nariman Road, Mumbai-400 001	The Board of Directors, Hind Lamps Limited Shikohabad, Firozabad Uttar Pradesh 283141

1. This is with reference to our report dated 31 October 2017 on recommendation of fair entitlement /allotment ratio of equity shares of Bajaj Electricals Limited ("BEL") to be issued to the shareholders of Hind Lamps Limited ("HLL") for the proposed demerger of manufacturing business of HLL into BEL.

   As required by Circular No. LIST/COMP/02/2017-18 dated 29 May 2017 issued by the BSE Limited ("BSE") and Circular No. NSE/CML/2017/12 dated 01 June 2017 issued by the National Stock Exchange of India Limited ("NSE") (hereinafter referred to as "Circulars"), we hereby present the requisite information in the format prescribed along with the approaches / methods of valuation considered in the Valuation Report.

Share Entitlement/Allotment Ratio in compliance with pricing provisions of Chapter VII of SEBI (ICDR) Regulations, 2009

Particulars	BEL		Manufacturing Business of HLL	
Valuation Approach	Value per share	Weight (%)	Value per share	Weight (%)
NAV Method Approach / Asset Approach – Note 1	N.A.	-	0.00*	20.00
DCF Method Approach / Income Approach – Note 2	N.A.	-	31.70	80.00
Market Price Method / Market Approach – Note 3	260.90	100.00	N.A.	-
Relative value per share	260.90		25.40	
Share entitlement / allotment ratio (rounded off)				0.097

** Considered Nil, since net asset value is negative and HLL is a limited liability entity.*

Conclusion : The fair entitlement/allotment ratio of equity shares for the proposed demerger of the manufacturing business of HLL into BEL, should be a ratio of 97 equity shares of BEL of Rs 2 each fully paid up for every 1000 equity shares of HLL of Rs 25 each fully paid up.

Approaches / methods of valuation considered in Valuation :

Note 1 :

NAV Method Approach / 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 Scheme of Arrangement would normally be proceeded with, on the assumption that the demerged business will continue on a going concern basis and an actual realization of the operating assets is not contemplated.

In such a going concern scenario the relative earning power is of importance, with the values arrived at on the net asset basis being of limited relevance.

Considering the nature of business of BEL and the Manufacturing Undertaking of HLL, we feel it is appropriate to give no weightage to this method for BEL and lower weightage for the Manufacturing Undertaking of HLL for valuation. The NAV of Manufacturing Undertaking of HLL is considered Nil since the net assets value is negative and HLL is a limited liability entity. Further, considering that the market price method is the best indicator of the value of the listed company, market price methodology was used for valuation for BEL (please refer Note 3 below) and NAV Method is not applicable for BEL.

Note 2 :

Discounted Cash Flow (DCF) Method Approach / Income Approach

Under the DCF method, the projected free cash flows to the firm are discounted at the weighted average cost of capital. The sum of the discounted value of such free cash flows is the value of the firm.

Using the DCF method involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that are available to all 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.

The value arrived above under DCF method is adjusted for the value of loans, cash, non-operating assets/liabilities as deemed appropriate.

In business valuations, it is essential for the valuers to not only take into consideration the past profits of the company, but also look at its future profitability. The DCF method values the business by discounting the free cash flows for the explicit forecast period and the perpetuity value (terminal value) thereafter. The free cash flows represent the cash available for distribution to both, the owners and the creditors of the business. The perpetuity value of the entity is calculated to fully capture the growth capacity of the entity to infinity after the explicit period of projections. It is important for the valuer to consider the past growth rate of the company as well as to consider the future growth rate expected basis the future projections for the explicit period to arrive at the perpetuity growth rate. Thus, considering the multiple factors of inputs required for the calculation of DCF method, the information so required is regarded as price sensitive information, and so not suitable for listed company and hence the market price is regarded as the good barometer of fair value of the equity shares at which an informed buyer and an informed seller are willing to transact in the equity shares of the company.

Therefore, considering that the market price method is the best indicator of the value of the listed company, the value of BEL as per DCF Method is worked out by using the business plan provided by the management of BEL only for benchmarking purposes and the valuation of BEL is considered basis for the market price method (please refer Note 3 below) and hence DCF method for valuation for BEL is not applicable.

The DCF Method for valuation of Manufacturing Business of HLL is based on the business plan provided by the management of HLL



Note 3 :

Market Price Method / Market Approach

The market price of an equity share as quoted on a stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. Further, in the case of a demerger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

In the present case, the shares of BEL are listed on the recognized stock exchanges viz BSE and NSE and there are regular transactions in its equity shares with adequate volumes. In these circumstances, the share price observed on NSE for BEL over a reasonable period have been considered for determining the value of BEL under the market price methodology.

The reasonable period is considered in terms and compliance of newly inserted Proviso to Clause 70(1)(b) read with Clause 76 of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended) ('the ICDR regulations'), if the equity shares of the issuer have been listed on a recognised stock exchange for a period of twenty six weeks or more as on the relevant date, the equity shares shall be allotted at a price not less than higher of the following:

(a) the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or

(b) the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

The Undertaking is a part of HLL and HLL's shares are not listed on any recognized stock exchange, hence market price method / market approach is not applicable for HLL's valuation.

Restriction on Use

The above should be read in conjunction with our Report dated 31 October 2017 and the valuation report issued by S. R. Batliboi & Co. LLP dated 22 November 2015 and is subject to the scope of limitations enunciated in the reports. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Katre Barwe & Associates
Chartered Accountants
ICAI Firm Registration Number: 137690W

Abhishek Katre
Partner
Membership Number: 132349

Place of Signature: Mumbai
Date: 4 December 2017

ANNEXURE B-2

SPA
THE FINANCIAL ADVISORS
www.spacapital.com

SPA Capital Advisors Ltd.
(Formerly SPA Merchant Bankers Ltd.)
CIN : U99999DL1999PLC102626

101-A, 10th Floor, Mittal Court,
Nariman Point, Mumbai - 400021.
Tel. : (022) 4043 9000 / 2280 1240-49
Fax : (022) 2202 1466

Submitted to

Bajaj Electricals Limited

FAIRNESS OPINION REPORT

On Valuation Report for Share entitlement ratio on proposed scheme of demerger of Manufacturing Business of Hind Lamps Limited (HLL) into Bajaj Electricals Limited (BEL)

From **Katre Barwe and Associates**

BY

M/s. SPA CAPITAL ADVISORS LIMITED

101-A, 10th Floor, Mittal Court,
Nariman Point, Mumbai - 400 021, India
Tel: 91 22 4289 5609 | Fax: 91 22 4002 1466

E-mail: valuation@spacapital.com

Website: www.spacapital.com

"The word value means different things to different people and the result will not be the same, should the context change"

Regd. Off.: 25, C-Block, Community Centre, Janak Puri, New Delhi - 110 058
Tel. : (011) 4567 5500, 2551 7371 Fax : (011) 2553 2644

• Ahmedabad • Bengaluru • Chennai • Delhi • Hyderabad
• Jaipur • Kolkata • Lucknow • Patna • Pune

SPA
THE FINANCIAL ADVISORS
www.spacapital.com

Date: November 01, 2017

The Board of Directors
Bajaj Electricals Limited
45-47, Veer Nariman Road,
Mumbai - 400 001, India.

Re: Fairness Opinion on Valuation Report by Katre Barwe & Associates for share entitlement ratio on proposed scheme of Demerger of Manufacturing business of Hind Lamps Limited (HLL) into Bajaj Electricals Limited (BEL)

BACKGROUND

We understand that Bajaj Electricals Limited was incorporated in India on 14th July 1938. The business of BEL is bifurcated into 3 business segments- the engineering & projects Segment, Consumer Durables Segment & Lighting Segment. BEL is engaged in the business of sales, distribution & marketing of consumer appliances, fans, lighting & luminaries, high masts, poles and towers & products relating to industrial, commercial and domestic lighting. BEL also undertakes turnkey, commercial & rural lighting projects, designs, manufacturing erects and commissions high masts, poles & towers. BEL's registered office is at 45/47, Veer Nariman Road, Fort, Mumbai - 400 001, Maharashtra, India. Its equity shares are listed and traded on BSE Limited and National Stock Exchange of India Ltd.

Hind Lamps Limited was founded on 30 April 1951. Its registered office is at Shikohabad, Dist. Firozabad, Uttar Pradesh, India. HLL is engaged in manufacturing of glass bulbs, high intensity discharge bulbs and aluminium caps. Its manufacturing units are located at Shukohabad, Uttar Pradesh and Parwanoo, Himachal Pradesh. The manufacturing activity of HLL is hereinafter referred to as 'the Undertaking'. HLL also has a trading unit which is engaged in the business of selling, lighting and consumer durable products to the end consumer. HLL has been declared as sick industrial company within the meaning of section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 ("SICA") by the Board for Industrial & Financial Reconstruction("BIFR") in year 2002

PURPOSE

We understand that Managements of the companies are evaluating a demerger of Manufacturing business of HLL into BEL on a going concern basis under the Scheme of Arrangement under the provisions of Sections 230-232 of the Companies Act, 2013 (herein after referred to as the "Demerger Scheme" or "Proposed Demerger"). We understand that as consideration, HLL shareholders (except BEL) would be issued equity shares of BEL, in proportion to their shareholding in HLL, for demerging the undertaking into BEL. The fair entitlement ratio would be determined based on the value of each equity share of BEL and equity value of manufacturing business per equity share of HLL.

We have been engaged to give fairness opinion on Valuation Report dated October 31, 2017 issued by Katre Barwe & Associates, Chartered Accountants.

INFORMATION RELIED UPON

- Draft Scheme of Arrangement
- Report of Valuation done by Katre Barwe & Associates
- Information & explanations given by management of BEL as used for valuation.

Statement of Limiting Conditions: The Final Report has been prepared for the exclusive use of the management of HLL and BEL and/or for submission to the appropriate authorities in connection with the proposed demerger. Therefore, the Final Report may not be disclosed, in whole or in part, to any third party or used for any purpose whatsoever other than those indicated in the Engagement Letter and in the Final Report itself, provided that the Final Report may be transmitted to the experts appointed in compliance with the law and its content may be disclosed publicly where required by regulations of the Indian authorities. Any other use, in whole or in part, of the Final Report will have to be previously agreed and authorized in writing by SPA CAPITAL ADVISORS LIMITED (SPA).

In preparing the Final Report, SPA has relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information and the financial data provided by HLL and BEL. SPA has therefore relied upon all specific information as received and declines any responsibility should the results presented be affected by the lack of completeness or truthfulness of such

information. Publicly available information deemed relevant for the purpose of the analyses contained in the Final Report has also been used.

Publically available information deemed relevant for the purpose of analyses contained in the Final report has also been used. Therefore, the Final report is based on our interpretation of the information which BEL, as well as their representatives & advisers, have supplied to us to date, our understanding of the terms upon which BEL intends to consummate the transaction; and the assumption that the transaction will be consummated in accordance with the expected terms and within the expected time periods. In the execution of the Engagement, SPA has elaborated its own analyses based on the methodologies illustrated below, reaching the conclusions contained in the final paragraph of this Final Report.

The Final Report and the Opinion concern exclusively for the purpose of proposed demerger & do not constitute an opinion by SPA as to the absolute value of shares of BEL. The conclusions contained in this Final Report are based on the whole of the valuations contained herein and therefore no part of the Final Report may be used apart from the document in its entirety.

The Final Report and the Opinion are necessarily based on economic, market and other conditions as of the date hereof, and the written and oral information made available to us until October 31, 2017. It is understood that subsequent developments may affect the conclusions of the Final Report and of the Opinion and that, in addition, SPA has no obligation to update, revise, or reaffirm the Opinion.

In addition, SPA is expressing no opinion as to the price at which any securities of BEL will trade on the stock market at any time. Other factors after the date hereof may affect the value of the businesses of BEL or its business units. It is understood that SPA or certain SPA affiliates, in the ordinary course of their activities, may actively trade, for their own account or for the account of customers, the equity and debt securities of BEL or companies directly or indirectly controlled by, affiliated with BEL or in which BEL holds securities, and, accordingly, may at any time hold long or short positions in such securities.

It also remains understood that SPA or certain SPA affiliates may currently have and may in the future have commercial banking, investment banking, trust and other relationships and/or engagements with Counterparties which may have interests with respect to BEL, or companies directly or indirectly controlled by, affiliated with BEL or in which BEL holds securities. Finally, it remains understood that SPA or certain SPA affiliates may have fiduciary or other relationships and engagements whereby SPA or

certain SPA affiliates may exercise voting power over securities of various persons, which securities may from time to time include securities of BEL, or companies directly or indirectly controlled by, affiliated with BEL, or in which BEL holds securities, or other parties with an interest in the Transaction.

SUMMARY OF VALUATION PERFORMED BY KATRE BARWE & ASSOCIATES

For valuation working of BEL, Katre Barwe & Associates have considered Market Price Method and for valuation working of HLL, they have considered DCF Method & Net Asset Value Method (NAV) and assigned 80% weightage to DCF Method and 20% weightage to NAV Method.

Bajaj Electricals Limited (BEL)

1. *Market Value Approach*

Valuation of BEL is derived based on **higher** of the following:

- The average of weekly high & low of volume weighted average price of related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or

- The average of the weekly & low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the two weeks preceding the relevant date.

Relevant date for computation purpose is taken as the date on which the Scheme of Arrangement is approved by the Board of Directors of BEL and HLL; i.e. **November 23, 2015.**

Hind Lamps Limited (HLL)

1. *Net Asset Value Method*

Valuation of HLL is derived on the basis of its book value of Assets and Liabilities, which is negative and hence considered as NIL, while giving weightage of 20%.

2. *Discounted Cash Flow Method*

The value of HLL under this method is calculated by discounting the sum of free cash flows to firm based on five year projections and the Terminal Value as calculated on replacement cost basis and thereafter the total value under DCF is given a weightage of 80% to arrive the fair value of HLL.

The entitlement ratio as recommended by Katre Barwe & Associates is in a ratio of **97 Equity shares of BEL** of Rs. 2/- each fully paid up for every **1,000 Equity shares of HLL** of Rs. 25/- each fully paid up.

CONCLUSION

Subject to the assumptions presented herein, in our opinion, the valuation done & Share entitlement ratio as suggested by Katre Barwe & Associates is fair considering the circumstances & purpose of valuation.

For SPA Capital Advisors Limited
(SEBI Regn. No.: INM000010825)

Rajiv Sharma

Rajiv Sharma
Senior Manager

SPA Capital Advisors Limited MUMBAI

ANNEXURE C

EXPERIENCE THE NEW

DCS/AMAL/AC/R37/1072/2017-18 March 21, 2018

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

Sir,

Sub: Observation letter regarding the Draft Scheme of Demerger of manufacturing business of Hind Lamps Limited into Bajaj Electricals Limited.

We are in receipt of Draft Scheme of Demerger of manufacturing business of Hind Lamps Limited into Bajaj Electricals Limited and their respective shareholders and Creditors filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated March 21, 2018, has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company to ensure that information pertaining to Rajendra Prasad Singh being a wilful defaulter in the matter of G.E.T. Power Limited, the company in which he has since resigned as a director, is disclosed in the scheme under the heading "action taken by SEBI/RBI" and the same is brought to the notice of shareholders and Hon'ble NCLT."**
- **"Company shall ensure that applicable information pertaining to unlisted Hind Lamps Limited is included in the abridged prospectus as per the format specified in the circular."**
- **"Company shall ensure that additional information, 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."**
- **"Company shall duly comply with various provisions of the Circulars."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"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."**

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.

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.

Yours faithfully,

Nitin Pujari
Sr. Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50 Stock of the nation

Ref: NSE/LIST/13505 March 21, 2018

The EVP – Legal & Taxation and Company Secretary
Bajaj Electricals Limited
45 / 47, Veer Nariman Road,
Mumbai – 400001

Kind Attn: Mr. Mangesh Patil

Dear Sir,

Sub: Observation letter for Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors.

This has reference to Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors submitted to NSE on September 29, 2017.

Based on our letter reference no Ref: NSE/LIST/13505 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI has vide letter dated March 21, 2018, has given following comments on the draft Composite Scheme of Arrangement:

1. *Company to ensure that information pertaining to Rajendra Prasad Singh being a willful defaulter in the matter of G.E.T. Power Ltd, the company in which he has since resigned as a director, is disclosed in the scheme under the heading "action taken by SEBI/RBI" and the same is brought to the notice of shareholders and Hon'ble NCLT.*

2. *Company to ensure that applicable information pertaining to unlisted Hind Lamps Limited is included in the abridged prospectus as per the format specified in the circular.*

3. *Company to ensure that additional information, if any, submitted after filing the scheme with the Stock Exchanges, shall be displayed from the date of receipt of this letter on the website of the listed company.*

4. *Company shall duly comply with various provisions of the circulars.*

5. *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

6. *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.*

1.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the National Company Law Tribunal.

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 Agreement, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from March 21, 2018, within which the Scheme shall be submitted to the NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Kautuk Upadhyay
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

Regd. Office: Exchange Plaza, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051, India
CIN: U67120MH1992PLC069769 Tel: +91 22 26598235/36, 26598346, 26598459/26598458 Web site: www.nseindia.com

ANNEXURE D

BAJAJ
Bajaj Electricals Ltd.
Inspiring Trust

L/HLL-Demerger/1526/MGP

December 18, 2017

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001

: Code No. 500031

Dear Madam/Sir,

Sub.: Report on Complaints

Re.: Filing of Scheme of Demerger of manufacturing business of Hind Lamps Limited into Bajaj Electricals Limited with Stock Exchange(s) under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

This has reference to our application No.63766 filed with BSE Limited ('BSE') on October 4, 2017 through BSE Listing Centre seeking "Observation Letter / No-objection" under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Draft Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited (the "Company") and their respective shareholders and creditors (the 'Scheme'), in terms of the provisions of Sections 230 – 232 of the Companies Act, 2013 and further correspondence resting with our letter No. L/HLL-Demerger/1495/MGP dated November 20, 2017.

Since the Scheme and related documents thereon were hosted by BSE on its website on November 23, 2017, the Company is required to file a Report on Complaints with BSE within 7 days from the expiry of 21 days from the date of upload / hosting, i.e. within 7 days from December 14, 2017, as per the requirements of Para 6 of Annexure I to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('SEBI Circular').

Accordingly, based on the confirmation received from M/s. Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company, and update available on SCORES, we enclose herewith a Report on Complaints ('Report') in the format prescribed under the said SEBI Circular.

We request you to take the Report on your records and oblige. The said Report is also being uploaded on the website of the Company.

We also request you to provide us the necessary "Observation Letter / No-objection" at the earliest so as to enable us to file the Scheme with the National Company Law Tribunal, Mumbai Bench, Maharashtra and National Company Law Tribunal, Allahabad Bench, Uttar Pradesh.

Thanking you,

Yours faithfully,
For Bajaj Electricals Limited

BAJAJ ELECTRICALS LIMITED * 45-47 V. N. Rd. * MUMBAI-01 *

Mangesh Patil
EVP – Legal & Taxation and Company Secretary

Encl.: as above.

Mulla House, 51 Mahatma Gandhi Road, Mumbai 400 001.
Tel: +91-22-6149 7000, 6149 7090 I Fax: +91-22-2285 2179

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

bajaj group

BAJAJ
Bajaj Electricals Ltd.
Inspiring Trust

REPORT ON COMPLAINTS

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges / SEBI	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		

BAJAJ ELECTRICALS LIMITED * 45-47 V. N. Rd. * MUMBAI-01 *

For Bajaj Electricals Limited

Mangesh Patil
EVP – Legal & Taxation and Company Secretary

Place: Mumbai
Date: December 18, 2017

Mulla House, 51 Mahatma Gandhi Road, Mumbai 400 001
Tel: +91-22-6149 7000, 6149 7090 | Fax: +91-22-2285 2179

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

bajaj group

BAJAJ
Bajaj Electricals Ltd.
Inspiring Trust

L/HLL-Demerger/1539/MGP

January 5, 2018

To,
National Stock Exchange of India Ltd. : Symbol: BAJAJELEC – Series: EQ
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai 400051

Dear Madam/Sir,

Sub.: Report on Complaints

Re.: Filing of Scheme of Demerger of manufacturing business of Hind Lamps Limited into Bajaj Electricals Limited with Stock Exchange(s) under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

This has reference to our application No.13505 filed with National Stock Exchange of India Limited ('NSE') on September 29, 2017 through NEAPS seeking "Observation Letter / No-objection" under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Draft Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited (the "Company") and their respective shareholders and creditors (the 'Scheme'), in terms of the provisions of Sections 230 – 232 of the Companies Act, 2013 and further correspondence resting with our letter No. L/HLL-Demerger/1495/MGP dated November 20, 2017.

Since the Scheme and related documents thereon were hosted by NSE on its website on December 13, 2017, the Company is required to file a Report on Complaints with NSE within 7 days from the expiry of 21 days from the date of upload / hosting, i.e. within 7 days from January 3, 2018, as per the requirements of Para 6 of Annexure I to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('SEBI Circular').

Accordingly, based on the confirmation received from M/s. Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company, and update available on SCORES, we enclose herewith a Report on Complaints ('Report') in the format prescribed under the said SEBI Circular.

We request you to take the Report on your records and oblige. The said Report is also being uploaded on the website of the Company.

We also request you to provide us the necessary "Observation Letter / No-objection" at the earliest so as to enable us to file the Scheme with the National Company Law Tribunal, Mumbai Bench, Maharashtra and National Company Law Tribunal, Allahabad Bench, Uttar Pradesh.

Thanking you,

Yours faithfully,
For Bajaj Electricals Limited

Mangesh Patil
EVP – Legal & Taxation and Company Secretary

Encl.: as above.

Mulla House, 51 Mahatma Gandhi Road, Mumbai 400 001.
Tel: +91-22-6149 7000, 6149 7090 | Fax: +91-22-2285 2179

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

bajaj group

BAJAJ
Bajaj Electricals Ltd.
Inspiring Trust

REPORT ON COMPLAINTS

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges / SEBI	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		

BAJAJ ELECTRICALS LIMITED 45-47 V. N. Rd: MUMBAI-01.

For Bajaj Electricals Limited

Place: Mumbai
Date: January 5, 2018

Mangesh Patil
EVP – Legal & Taxation and Company Secretary

Mulla House, 51 Mahatma Gandhi Road, Mumbai 400 001.
Tel: +91-22-6149 7000, 6149 7090 | Fax: +91-22-2285 2179

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

bajaj group

HIND LAMPS LTD.

bajaj group

REPORT ADOPTED BY THE DIRECTORS OF THE DEMERGER COMPANY EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE ENTITLEMENT RATIO

1. **Background**

1.1. The proposed Scheme of Arrangement between Hind Lamps Limited ("**HLL**" or "**Company**" or "**Demerged Company**" or "**Transferor Company**") and Bajaj Electricals Limited ("**BEL**" or "**Resulting Company**" or "**Transferee Company**") and their respective Shareholders and Creditors ("**Scheme**") under sections 230-232 and other applicable provisions of the Companies Act, 2013 was approved by the Board of Directors ("**Board**") of the Demerged Company and the Resulting Company at their respective meetings held on November 23, 2015, after taking on record Valuation Report dated November 22, 2015 issued by Messrs S.R. Batliboi & Co. LLP, Independent Chartered Accountants and Fairness Opinion dated November 23, 2015 issued by SPA Capital Advisors Limited, Merchant Bankers.

1.2. Subsequently, the Board of Directors of the Demerged Company and the Resulting Company, in their respective meetings held on November 9, 2017, considered and approved the revised valuation / share entitlement ratio for a demerger of the manufacturing business of Demerged Company into the Resulting Company and made consequential amendment to the Scheme based on the revised Valuation Report dated October 31, 2017 issued by Messrs Katre Barwe & Associates, Independent Chartered Accountants and revised Fairness Opinion dated November 1, 2017 issued by SPA Capital Advisors Limited, Merchant Bankers.

1.3. Further, in order to meet the requirements of the observation letters issued by the stock exchanges dated March 21, 2018, the Scheme was once again amended by the Board of Directors of the Resulting Company and the Demerged Company at their respective meetings held on March 29, 2018 and April 23, 2018, by inserting clause 18.

2. **Purpose of this Report**

Provisions of section 232(2)(c) of the Companies Act, 2013 require the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, Key Managerial Personnel ("**KMPs**"), promoters and non-promoter shareholders of the Demerged Company laying out in particular the share exchange ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.

This report of the Board is accordingly being made in pursuance to the requirements of section 232(2)(c) of the Companies Act, 2013.

HIND LAMPS LIMITED SHIKOHABAD

Regd. Office: Shikohabad, Dist. Firozabad, UP - 283141, India
Tel: +91-05676-234501 | Fax : +91-05676-234300
E-mail : hindlamps@hindlamps.com | CIN: U27302UP1951PLC002355

3. The Scheme provides for:

a) demerger of the entire Demerged Undertaking (manufacturing business) of the Demerged Company, together with all its assets and liabilities, into the Resulting Company on a going concern basis.

b) issue of 471420 fully paid-up equity shares of the Resulting Company of the face value of ₹ 2/- each to the shareholders of the Demerged Company, except to the Resulting Company itself, in consideration for the demerger in compliance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

Demerged Company will retain the Remaining Business which includes all the undertakings, businesses, activities (including trading activities and support services to other undertakings), employees and operations other than that of the manufacturing business.

4. The following documents were, inter-alia, placed before the Board:

a) Draft Scheme duly initialed by the Company Secretary for the purpose of identification;

b) Revised Valuation Report dated October 31, 2017 issued by Messrs Katre Barwe & Associates, Independent Chartered Accountants on share entitlement ratio; and

c) Revised Fairness Opinion dated November 1, 2017 issued by SPA Capital Advisors Limited, Merchant Bankers.

5. **Effect of the Scheme:**

5.1. <u>On Equity Shareholders</u>:

Upon the Scheme coming into effect, there will not be any change in the equity share capital of the Demerged Company.

5.2. <u>On Preference Shareholders</u>:

Since the entire preference share capital of the Demerged Company has been singly held by the Resulting Company, the same shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of share capital of the Demerged Company, pursuant to section 66 or any other applicable provisions of the Companies Act, 2013.

5.3. <u>On Creditors</u>:

Upon this Scheme coming into effect, the creditors relating to the Demerged Undertaking, shall become the creditors of the Resulting Company. However, the proposed Scheme does not involve any compromise or arrangement with the creditors. The rights of the creditors shall not be affected by the Scheme. There will be no reduction in their claims on account of

the Scheme. The creditors will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

5.4. On Debenture-holders:

The Demerged Company has not issued any debentures and therefore, the question of the Scheme having any effect on any such Debenture-holders or Debenture Trustee does not arise.

5.5. On Deposit-holders:

The Demerged Company has not accepted any Public Deposits and therefore, the question of the Scheme having any effect on any such Depositors or Deposit Trustee does not arise.

5.6. On Employees:

With effect from the Effective Date, the permanent employees of the Demerged Undertaking, in service on the Effective Date shall become the employees of the Resulting Company with effect from the Effective Date without any interruption or break in their service as a result of the transfer and vesting of the Demerged Undertaking to the Resulting Company. The terms and conditions of their employment with the Resulting Company with effect from the Effective Date shall not be less favourable than those applicable to them with reference to the Demerged Company on the Effective Date.

The existing provident fund, gratuity fund, superannuation fund, trusts, retirement fund or benefits and any other Funds or benefits created by the Demerged Company inter alia for the Employees (collectively referred to as the "**Funds**") in terms of this Scheme shall be continued for the benefit of such Employees on the same terms and conditions in the Resulting Company. With effect from the Effective Date, the Resulting Company shall make the necessary contribution for such Employees taken over.

The employees of the Remaining Business of the Demerged Company shall continue as employees of the Demerged Company.

5.7. On the Directors, the KMPs and their relatives:

None of the Directors, the KMP (as defined under the Companies Act, 2013 and rules framed thereunder) of the Demerged Company and the Resulting Company and their respective relatives (as defined under the Companies Act, 2013 and Rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Demerged Company and the Resulting Company and/or to the extent that the said Director(s) are common director(s) of the said companies and/or to the extent that the KMPs are holding shares in the said companies as a nominee and/or to the extent that the said Director(s), KMPs and their respective relatives are the directors, members of the companies that hold shares in the respective companies.

HIND LAMPS LIMITED SHIKOHABAD

The KMPs, if any, forming part of the Demerged Undertaking (manufacturing business) of the Demerged Company shall become employees of the Resulting Company on the Scheme coming into effect.

6. The Scheme is not expected to have any adverse effects on the material interests of KMP, Directors, Promoters, Non-promoters shareholders, Depositors, Creditors, Debenture holders, Debenture Trustee and Employees of the Demerged Company, wherever relevant.

7. **Share Entitlement Ratio**

7.1. Messrs Katre Barwe & Associates, Independent Chartered Accountants ("**Valuer**"), have provided a report in respect of issuance of equity shares by the Resulting Company to the equity shareholders of the Demerged Company. The report states that, upon the Scheme becoming effective, the equity shareholders of the Demerged Company will be issued 471420 fully paid-up equity shares of the Resulting Company of the face value of ₹ 2/- each, except to the Resulting Company itself, in consideration for the demerger in compliance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

7.2. The equity shares to be so issued to the shareholders of the Demerged Company have been determined based on the Share Entitlement Ratio of 97 equity shares of the Resulting Company of the face value of ₹ 2/- each for 1000 equity shares of the Demerged Company of the face value of ₹ 25/- each, as recommended by the Valuer and the same will be issued on the record date.

7.3. No special valuation difficulties were reported by the Valuer.

By Order of the Board
For Hind Lamps Limited

Shekhar Bajaj
Chairman
DIN: 00089358

Date: January 2, 2019

Note: The features/details set out above being only the salient features of the Scheme, the equity shareholders/creditors 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 above and not defined but defined in the Scheme, shall have the same meanings respectively assigned to them in the Scheme.

BAJAJ
Bajaj Electricals Ltd.
Inspiring Trust

REPORT ADOPTED BY THE DIRECTORS OF THE RESULTING COMPANY EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE ENTITLEMENT RATIO

1. **Background**

1.1. The proposed Scheme of Arrangement between Hind Lamps Limited ("**HLL**" or "**Company**" or "**Demerged Company**" or "**Transferor Company**") and Bajaj Electricals Limited ("**BEL**" or "**Resulting Company**" or "**Transferee Company**") and their respective shareholders and creditors ("**Scheme**") under sections 230-232 and other applicable provisions of the Companies Act, 2013 was approved by the Board of Directors ("**Board**") of the Demerged Company and the Resulting Company at their respective meetings held on November 23, 2015, after taking on record Valuation Report dated November 22, 2015 issued by Messrs S.R. Batliboi & Co. LLP, Independent Chartered Accountants and Fairness Opinion dated November 23, 2015 issued by SPA Capital Advisors Limited, Merchant Bankers.

1.2. Subsequently, the Board of Directors of the Demerged Company and Resulting Company, in their respective meetings held on November 9, 2017, considered and approved the revised valuation / share entitlement ratio for a demerger of the manufacturing business of Demerged Company into the Resulting Company and made consequential amendment to the Scheme based on the revised Valuation Report dated October 31, 2017 issued by Messrs Katre Barwe & Associates, Independent Chartered Accountants and revised Fairness Opinion dated November 1, 2017 issued by SPA Capital Advisors Limited, Merchant Bankers.

1.3. The Scheme was once again amended by the Board of Directors of the Resulting Company and the Demerged Company at their respective meetings held on March 29, 2018 and April 23, 2018, by inserting clause 18 to it in order to meet the requirements of the observation letters issued by the stock exchanges dated March 21, 2018.

2. **Purpose of this Report**

Provisions of section 232(2)(c) of the Companies Act, 2013 require the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel ("**KMPs**"), promoters and non-promoter shareholders of the Resulting Company laying out in particular the share exchange ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.

This report of the Board is accordingly being made in pursuance to the requirements of section 232(2)(c) of the Companies Act, 2013.

BAJAJ ELECTRICALS LIMITED 45-47 V. N. Rd; MUMBAI-01

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

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

bajaj group

3. The Scheme provides for:

a) demerger of the entire Demerged Undertaking (manufacturing business) of the Demerged Company, together with all its assets and liabilities, into the Resulting Company on a going concern basis.

b) issue of 471420 fully paid-up equity shares of the Resulting Company of the face value of ₹ 2/- each to the shareholders of the Demerged Company, except to the Resulting Company itself, in consideration for the demerger in compliance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

Demerged Company will retain the Remaining Business which includes all the undertakings, businesses, activities (including trading activities and support services to other undertakings), employees and operations other than that of the manufacturing business.

4. The following documents were, inter-alia, placed before the Board

a) Draft Scheme duly initiated by the Company Secretary for the purpose of identification;

b) Revised Valuation Report dated October 31, 2017 issued by Messrs Katre Barwe & Associates, Independent Chartered Accountants on share entitlement ratio; and

c) Revised Fairness Opinion dated November 1, 2017 issued by SPA Capital Advisors Limited, Merchant Bankers.

5. **Effect of the Scheme:**

5.1. <u>On Equity Shareholders:</u>

Pursuant to the Scheme, the Resulting Company shall issue to all the equity shareholders of the Demerged Company 471420 fully paid-up equity shares of the Resulting Company of the face value of ₹ 2/- each, except to the Resulting Company itself, based on the Share Entitlement Ratio of 97 equity shares of the Resulting Company of the face value of ₹ 2/- each for 1000 equity shares of the Demerged Company of the face value of ₹ 25/- each.

Therefore, upon such allotment of 471420 fully paid-up equity shares of ₹ 2/- each by the Resulting Company, the existing Issued, Subscribed & Paid-up share capital of the Resulting Company shall increase by ₹ 9,42,840/-.

Further, since both the entities pertanining to the same Bajaj Group and since all the aforementioned 471420 equity shares shall be issued to the persons/entities amongst existing promoter equity shareholders of the Resulting Company, the shareholding of the 'Promoters and Promoter Group entities' in the Resulting Company will increase from existing 64218485 fully paid-up equity shares of ₹ 2/- each to 64689905 fully paid-up equity shares of ₹ 2/- each.

BAJAJ ELECTRICALS LIMITED 45-47 V. N. Rd. MUMBAI-01

Also, due to above issue of equity shares to the existing promoter equity shareholders of the Resulting Company, the shareholding of the non-promoter shareholders will get marginally diluted in percentage terms.

5.2. On Creditors:

Upon this Scheme coming into effect, the creditors relating to the Demerged Undertaking, shall become the creditors of the Resulting Company. However, the proposed Scheme does not involve any compromise or arrangement with the creditors. The rights of the creditors shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

5.3. On Debenture-holders:

The Resulting Company has not issued any debentures and therefore, the question of effect of the Scheme on any such Public debenture-holders or Debenture Trustee does not arise.

5.4. On Deposit-holders:

The Resulting Company has not accepted any Public Deposits and therefore, the question of effect of the Scheme on any such Depositor or Deposit Trustee does not arise.

5.5. On Employees:

The proposed Scheme does not have any impact on the existing employees of the Resulting Company.

With effect from the Effective Date, the permanent employees pertaining to the Demerged Undertaking, in service on the Effective Date shall become the employees of the Resulting Company with effect from the Effective Date without any interruption or break in their service as a result of the transfer and vesting of the Demerged Undertaking to the Resulting Company. Accordingly, the total strength of employees of the Resulting Company will increase.

5.6. On the Directors, the KMPs and their relatives:

None of the Directors, the KMPs (as defined under the Companies Act, 2013 and rules framed thereunder) of the Demerged Company and the Resulting Company and their respective relatives (as defined under the Companies Act, 2013 and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Demerged Company and the Resulting Company and/or to the extent that the said Director(s) are common director(s) of the said companies and/or to the extent that the KMPs is holding shares in said companies as a nominee and/or to the extent that the said Director(s), KMPs

and their respective relatives are the directors, members of the companies that hold shares in the respective companies.

The KMPs, if any, forming part of the Demerged Undertaking (manufacturing business) of the Demerged Company shall become employees of the Resulting Company on effectiveness of the Scheme.

6. The Scheme is not expected to have any adverse effects on the material interests of KMP, Directors, Promoters, Non-promoters shareholders, Depositors, Creditors, Debenture holders, Debenture Trustee and Employees of the Demerged Company, wherever relevant.

7. **Share Entitlement Ratio**

7.1. Messrs Katre Barwe & Associates, Independent Chartered Accountants ("**Valuer**"), have provided a report in respect of issuance of equity shares by the Resulting Company to the equity shareholders of the Demerged Company. The report states that, considering that upon the Scheme becoming effective, the equity shareholders of the Demerged Company will be issued 471420 fully paid-up equity shares of the Resulting Company of the face value of ₹ 2/- each, except to the Resulting Company itself, in consideration for the demerger in compliance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

7.2. The equity shares to be so issued to the shareholders of the Demerged Company have been determined based on the Share Entitlement Ratio of 97 equity shares of the Resulting Company of the face value of ₹ 2/- each for 1000 equity shares of the Demerged Company of the face value of ₹ 25/- each, as recommended by the Valuer and the same will be issued on the record date.

7.3. No special valuation difficulties were reported by the Valuer.

By Order of the Board
For Bajaj Electricals Limited

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Date: January 2, 2019

Note: The features/details set out above being only the salient features of the Scheme, the equity shareholders/creditors 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 above and not defined but defined in the Scheme, shall have the same meanings respectively assigned to them in the Scheme.

ANNEXURE F-1

Sushil Maheshwari & Co.
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To
The Board of Directors of
Hind Lamps Limited

Report on the Audit of Interim Ind AS Financial Statements

We have audited the accompanying Interim Ind AS Financial Statements of **Hind Lamps Limited** ('the Company'), which comprises the Balance Sheet as at September 30th, 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the period then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Interim Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Interim Ind AS Financial Statement give a true and fair view in conformity with Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34") prescribed under section 133 of the Companies Act, 2013 ('the Act') and other accounting principles generally accepted in India, of the state of affairs of the Company as at 30th September 2018, and *loss* including other comprehensive income for the year-to-date period then ended, changes in equity and its cash flows for the year-to-date period ended on that date.

Responsibilities of Management and Those Charged with Governance for the Interim Ind AS Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these Interim Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and change in equity of the Company in accordance with the Ind AS 34 and other accounting principles generally accepted in India. The Board of Directors of the Company is also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of Interim Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Interim Ind AS Financial Statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternate to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors Responsibility

Our objectives are to obtain reasonable assurance about whether the Interim Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatement can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Interim Ind AS Financial Statements.

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e-mail : casmco@gmail.com

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Interim Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for resulting from error, as fraud may involve collusion, forgery, intentional omission misrepresentation, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Interim Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and contents of the Interim Ind AS Financial Statements, including the disclosure, and whether the Interim Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and where applicable, related safeguards.

Basis for Qualified Opinion

We draw your attention to the following matters:

a. *Regarding recognition of Deferred Tax Assets, aggregating Rs. 11,64,80,418/- as at September 30th, 2018 (Previous Year Rs. 11,46,52,800/-) in spite of absence of convincing evidence of availability of adequate future taxable profits to demonstrate virtual certainty of reversal of such deferred tax assets, which is not in accordance with the requirements of Ind AS-12, Income Taxes.*

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Interim Ind AS Financial Statements, give the information required by the Act in the manner so required and except for the effects of the matters referred to in the Basis of Qualified Opinion above, which have an aggregate impact of Rs. 11,64,80,418/- (negative on Deferred Tax Assets), to the extent ascertainable, give a true and fair view in conformity with the accounting principles generally accepted in India:

(i) in the case of the Balance sheet, of the state of affairs of the Company as at September 30th, 2018;
(ii) in the case of the Statement of Profit and Loss, of the **Loss** *for the period ended on that date;*
(iii)in the case of other comprehensive income, of the other comprehensive income for the period ended on that date;
(iv) in the case of the Cash Flow Statement, of the cash flows for the period ended on that date; and
(v) in the case of Statement of Changes in equity, of the changes in equity for the period ended on that date.

For Sushil Maheshwari & Co.
Chartered Accountants
FRN – 005519C

CA Lakhmi Chandra Bajaj
(Partner)
M. No. – 077637

Place: - Agra
Date: - 02-01-2019

Hind Lamps Limited
Regd. Off. - Station Road, Shikohabad, Firozabad - 283141

Balance Sheet as at 30th September, 2018

Particulars	Note No.	As at 30th September, 2018 Amount (in Rs.)	As at 31st March, 2018 Amount (in Rs.)
A ASSETS			
1 Non Current Assets			
a) Property, Plant & Equipment	3A	77,841,171.00	78,577,037.00
b) Capital Work in Progress	3A	-	10,593.20
c) Investment Properties		-	-
d) Goodwill		-	-
e) Other Intangible Assets	3A	110,730.00	151,055.00
f) Intangible Assets under development		-	-
g) Biological Assets other than Bearer Plants		-	-
h) Financial Assets			
i) Investments		-	-
ii) Trade Receivables		-	-
iii) Loans		-	-
iv) Other Financial Assets	4	815,000.00	815,000.00
i) Deferred Tax Assets (Net)	5	182,746,290.00	181,549,099.00
j) Other Non Current Assets	6	4,818,479.00	4,856,661.00
Total Non Current Assets		*266,331,670.00*	*265,959,445.20*
2 Current Assets			
a) Inventories	7	43,865,241.03	55,620,676.12
b) Financial Assets	8		
i) Investments		-	-
ii) Trade Receivables	8a	60,509,842.94	48,108,227.86
iii) Cash & Cash Equivalents	8b	1,145,559.73	422,432.33
iv) Bank Balances other than (iii) above		-	-
v) Loans		-	-
vi) Other Financial Assets	8c	834,872.00	1,253,975.00
c) Current Tax Assets (Net)	9	599,920.77	505,872.93
d) Other Current Assets	10	5,614,521.54	5,275,063.21
		112,569,958.00	*111,186,247.45*
e) Assets classified as held for sale	3B	-	1,283,128.00
Total Current Assets		*112,569,958.00*	*112,469,375.45*
Total Assets		378,901,628.00	378,428,820.65

As per our report attached of even date attached.
For Sushil Maheshwari & Co.
Chartered Accountants
FRN - 005519C

CA Lakhmi Chandra Bajaj
Partner
M. No. - 077637

Place: Agra
Date: 02-01-2019

For and on behalf of Board of Directors

Shekhar Bajaj
Director
DIN - 00089356

Subir Datta
Whole Time Director
DIN - 08113932

Manish Arun Pathak
Chief Finance Officer
PAN - AKAPP6049K

Sachin Chaudhari
Secretary
ACS - 28957

Hind Lamps Limited
Regd. Off. - Station Road, Shikohabad, Firozabad - 283141

Balance Sheet as at 30th September, 2018

Particulars	Note No.	As at 30th September, 2018 Amount (in Rs.)	As at 31st March, 2018 Amount (in Rs.)
B EQUITY AND LIABILITIES			
Equity	11		
a) Equity Share Capital	a	150,000,000.00	150,000,000.00
b) Other Equity			
i) Reserves & Surplus	b	(854,985,299.89)	(798,910,476.97)
ii) Others	b	138,775,443.00	138,775,443.00
Total Equity		*(566,209,856.89)*	*(510,135,033.97)*
Liabilities			
1 **Non Current Liabilities**			
a) Financial Liabilities	12		
i) Borrowings	a	289,275,228.00	294,092,461.00
ii) Trade Payables		-	-
iii) Other Financial Liabilities		-	-
b) Provisions	13	85,520,625.00	86,636,418.00
c) Deferred Tax Liabilities (Net)		-	-
d) Other Non-Current Liabilities		-	-
Total Non Current Liabilities		*374,795,853.00*	*380,728,879.00*
2 **Current Liabilities**			
a) Financial Liabilities	14		
i) Borrowings	a	30,964,310.34	49,478,747.46
ii) Trade Payables	b	97,114,250.89	89,643,765.61
iii) Other Financial Liabilities	c	165,319,386.00	109,341,838.00
b) Other Current Liabilities	15	264,613,848.65	246,333,618.54
c) Provisions	16	12,303,836.00	13,037,006.00
d) Current Tax Liabilities (Net)		-	-
Total Current Liabilities		*570,315,631.89*	*507,834,975.61*
Total		**378,901,628.00**	**378,428,820.64**
See accompanying significant accounting policies and notes to accounts forming part of the financial statements	1 to 30	-	-

As per our report attached of even date attached.
For Sushil Maheshwari & Co.
Chartered Accountants
FRN - 005519C

CA Lakhmi Chandra Bajaj
Partner
M. No. - 077637

Place: Agra
Date: 02-01-2019

For and on behalf of Board of Directors

Shekhar Bajaj
Director
DIN - 00089358

Subir Datta
Whole Time Director
DIN - 08113932

Manish Arun Pathak
Chief Finance Officer
PAN - AKAPP6049K

Sachin Chaudhari
Secretary
ACS - 28957

Hind Lamps Limited

Regd. Off. - Station Road, Shikohabad, Firozabad - 283141

Statement of Profit and Loss for the period ended 30th September, 2018

	Particulars	Note No.	For the period ended 30th September, 2018	For the period ended 30th September, 2017
			Amount (in Rs.)	Amount (in Rs.)
	CONTINUING OPERATIONS			
1	**Revenue**			
	Revenue from Operations	17	197,840,336.41	204,422,869.09
	Other Income	18	2,727,557.83	3,307,327.81
	Total Revenue		200,567,894.24	207,730,196.90
2	**Expenses**			
	a) Cost of Raw Material Consumed	19	98,539,788.30	108,367,819.25
	b) Purchase of Stock in Trade	20	11,436,307.89	6,566,899.14
	c) Manufacturing Expenses	21	21,121,198.66	22,386,132.63
	d) Excise Duty	17	-	8,185,045.99
	e) Changes in Inventories	22	12,362,467.35	(6,023,866.69)
	f) Employees Benefits Expenses	23	71,039,865.44	69,999,285.82
	g) Finance Cost	24	25,066,685.38	24,604,095.36
	h) Depreciation & Amortization Expenses		1,344,462.00	1,603,864.00
	i) Other Expenses	25	19,570,607.14	20,387,888.65
	Total Expenses		260,481,382.16	256,077,164.15
3	**Loss before Exceptional Items (1-2)**		(59,913,487.92)	(48,346,967.25)
4	Exceptional Items		-	-
5	**Loss before Tax (3-4)**		(59,913,487.92)	(48,346,967.25)
6	**Tax Expense:**			
	a) Current Tax		-	-
	b) Deferred Tax		(2,013,406.00)	8,385,859.00
	Total Tax Expense		(2,013,406.00)	8,385,859.00
7	**Loss from Continuing Operations (5-6)**		(57,900,081.92)	(56,732,826.25)
8	Loss from Discontinued Operations		-	-
9	Tax Expense of Discontinued Operations		-	-
10	**Loss from Discontinued Operations (8-9)**		-	-
11	**Loss for the Period (7+10)**		(57,900,081.92)	(56,732,826.25)

Hind Lamps Limited
Regd. Off. - Station Road, Shikohabad, Firozabad - 283141

Statement of Profit and Loss for the period ended 30th September, 2018

	Particulars	Note No.	For the period ended 30th September, 2018	For the period ended 30th September, 2017
			Amount (in Rs.)	Amount (in Rs.)
	Continued.....			
12	**Other Comprehensive Income**	26		
	A(i) Items that will not be reclassified to profit or loss		2,641,473.00	8,739,178.00
	(ii) Income tax relating to items that will not be reclassified to profit or loss		816,215.00	2,700,406.00
	B(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Total Other Comprehensive Income		*1,825,258.00*	*6,038,772.00*
13	**Total Comprehensive Income for the period**		(56,074,823.92)	(50,694,054.25)
14	**Earnings per share(of Rs. 25/- each):**	27		
	a) Basic			
	i) Continuing Operations	a	(9.65)	(9.46)
	ii) Discontinued Operations	b	-	-
	iii) Total Operations	c	(9.65)	(9.46)
	b) Diluted			
	i) Continuing Operations	d	(9.65)	(9.46)
	ii) Discontinued Operations	e	-	-
	iii) Total Operations	f	(9.65)	(9.46)
	See accompanying significant accounting policies and notes to accounts forming part of the financial statements	1 to 30		

As per our report attached of even date attached.
For Sushil Maheshwari & Co.
Chartered Accountants
FRN - 005519C

CA Lakhmi Chandra Bajaj
Partner
M. No. - 077637

Place: Agra
Date: 02-01-2019

For and on behalf of Board of Directors

Shekhar Bajaj
Director
DIN - 00389358

Subir Datta
Whole Time Director
DIN - 08113932

Manish Arun Pathak
Chief Finance Officer
PAN - AKAPP6049K

Sachin Chaudhari
Secretary
ACS - 28957

Hind Lamps Limited
Regd. Off. - Station Road, Shikohabad, Firozabad - 283141

Cash Flow Statement for the period ended 30th September, 2018

	Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
		Amount (in Rs.)	Amount (in Rs.)
A.	**Cash Flow from Operating Activities:**		
	Profit / (Loss) before tax (Continued & Discontinued)	(57,272,014.92)	(39,607,789.25)
	Net (Profit)/Loss on Fixed Assets Sold	(701,372.00)	83,849.00
	Loss on Impairment on Assets	-	-
	Net Profit /(Loss) before tax provision and extra ordinary item	**(57,973,386.92)**	**(39,523,940.25)**
	Adjustments for:		
	Depreciation	1,344,462.00	1,603,864.00
	Interest Expense/Other Borrowing Cost	19,474,557.28	18,946,532.61
	Interest income	(81,797.40)	(211,526.00)
	Lease Rent	528,750.00	552,836.32
	Operating profit before working capital changes	**(36,707,415.04)**	**(18,632,233.32)**
	Adjustments for changes in working capital :		
	Net (Increase) / Decrease in Trade Receivables	(12,401,615.08)	(4,827,663.60)
	Net (Increase) / Decrease in Inventories	11,755,435.09	(10,456,480.68)
	Net (Increase) / Decrease in Other Receivables	(9,460,127.16)	1,024,658.45
	Net Increase / (Decrease) in Provision	(1,848,963.00)	6,796,175.00
	Net Increase / (Decrease) in Trade and Other Payables	81,728,263.40	5,936,506.64
	Cash Generated from Operations	**33,065,578.21**	**(20,159,037.51)**
	Taxes (Paid) / Received	-	-
	Net Cash Flow from Operating Activities - A	*33,065,578.21*	*(20,159,037.51)*
B.	**Cash Flow from Investing Activities:**		
	Purchases of Fixed Assets	(568,270.00)	(681,389.00)
	Sale of Fixed Assets	1,984,500.00	1,387,905.00
	Net (Purchase) / Sale of Investment	419,103.00	255,435.00
	Increase in Capital work-in-progress	10,593.20	(47,940.25)
	Interest Received (Revenue)	75,052.40	208,993.00
	Net Cash Flow from Investing Activities - B	*1,920,978.60*	*1,123,003.75*

Continued on page - 2

C.	**Cash Flow from Financing Activities:**		
	Net Proceeds from Working Capital Borrowings (Cash Credits)	(18,514,437.12)	(5,371,304.39)
	Net Proceeds from Long Term Borrowings	(4,817,233.00)	43,761,718.00
	Net Proceeds from Long Term Loans & Advances	38,182.00	1,013,389.33
	Net Lease Rent	(528,750.00)	(552,836.32)
	Net Finance Cost Paid	(10,441,191.29)	(19,861,029.61)
	Net Cash Flow from Financing Activities - C	*(34,263,429.41)*	*18,989,937.01*
D.	**Net Increase/(Decrease) in Cash & Cash Equivalents(A+B+C)**	**723,127.40**	**(46,096.75)**
E.	Cash and Cash Equivalents at the beginning of period	422,432.33	544,739.08
F.	**Cash and Cash Equivalents as at the end of the period** (See Note No. 9B)	**1,145,559.73**	**498,642.33**

As per our report attached of even date attached.
For Sushil Maheshwari & Co.
Chartered Accountants
FRN - 005519C

CA Lakhmi Chandra Bajaj
Partner
M. No. - 077637

Place: Agra
Date: 02-01-2019

For and on behalf of Board of Directors

Shekhar Bajaj	**Subir Datta**
Director	Whole Time Director
DIN - 00089358	**DIN - 08113932**
Manish Arun Pathak	**Sachin Chaudhari**
Chief Finance Officer	Secretary
PAN - AKAPP6049K	**ACS - 28957**

B) Other Equity - *Statement of Changes in Equity*

Particulars	Share Application Money Pending Allotment	Equity Component of Compound Financial Instrument	Other Equity	Reserve & Surplus				Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective Portion of Cash Flow Hedges	Revaluation Surplus	Exchange Differencies on translating Fin. Statements of a Foreign Operation	Other Items of Other Comprehensive Income	Money received against share warrants	Total
				Capital Reserve	Securities Premium Account	General Reserve	Retained Earning (P & L)								
Balance as on 01st April, 2017	-	-	138,775,443.00	52,100,000.00	2,200,000.00	-	(815,022,082.90)	-	-	-	64,170,122.00	-	(17,781,278.00)	-	(575,557,795.90)
Changes in Equity for the period ending 30th September, 2017															-
Total Comprehensive Income for the period	-	-	-	-	-	-	(56,732,826.25)	-	-	-	-	-	6,038,772.00	-	(50,694,054.25)
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transferred to Retained Earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transferred to General Reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transferred due to Depreciation & Impairment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loss adjusted with Reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as on 30th September, 2017	-	-	138,775,443.00	52,100,000.00	2,200,000.00	-	(871,754,909.15)	-	-	-	64,170,122.00	-	(11,742,506.00)	-	(626,251,850.15)
Balance as on 31st March, 2018	-	-	138,775,443.00	52,100,000.00	2,200,000.00	-	(906,737,391.97)	-	-	-	64,170,122.00	-	(10,623,207.00)	-	(660,133,033.97)
Changes in Equity for the period ending 30th September, 2018															
Total Comprehensive Income for the period	-	-	-	-	-	-	(57,900,083.92)	-	-	-	-	-	1,825,258.00	-	(56,074,825.92)
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transferred to Retained Earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transferred to General Reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transferred due to Depreciation & Impairment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loss adjusted with Reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as on 30th September, 2018	-	-	138,775,443.00	52,100,000.00	2,200,000.00	-	(964,637,475.89)	-	-	-	64,170,122.00	-	(8,797,949.00)	-	(716,209,859.89)

Notes forming part of the Financial Statements
Note 1

Company Information

Hind Lamps Limited (the 'Company') is a domestic public limited Company and is not listed on any Stock Exchange. The Company is registered in the state of Uttar Pradesh, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is *U27302UP1951PLC002355*. The registered office of the Company is situated at *Station Road, Shikohabad, Firozabad – 205141*. The Company is engaged in the business of manufacturing of glass bulbs, high intensity discharge (HID) bulbs aluminium caps and Meter Boards (Below Poverty Line Kits). Its manufacturing unit is located at Shikohabad, Uttar Pradesh and Parwanoo, Himachal Pradesh. The Company also has a trading unit which is engaged in the business of selling these products and other electrical appliances to the end consumers.

Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1) **Basis for Preparation of Accounts**

a) **Compliance with Ind AS**

These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) underthe historical cost convention on the accrual basis. Accounts and Disclosures thereon comply with the provisions of the Companies Act, 2013 ("Act") (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standard) Amendment Rules, 2016.

The Company has adopted all the Ind AS (as and where applicable), other pronouncement of ICAI, provisions of the Companies Act and guidelines issued by SEBI as applicable.

b) **System of Accounting**

a) The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis except in case of significant uncertainties.

b) Financial Statements are prepared under the historical cost convention, except for the following:

- Certain Property, Plants & Equipments that are measured at revalued amount according to revaluation made by the Company in previous periods.
- Certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value, if any;
- Assets held for sale - measured at fair value less cost to sell; and
- Defined benefit plans - plan assets measured at fair value;

c) Estimates 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. Differences between actual results and estimates are recognised in the period in which the results are known.

c) **Recognition of Income and Expenses**

a) **Sale of Goods**
Sales are recognised when the substantial risks & rewards of ownership in the goods are transferred to the buyer, upon supply of goods, and are recorded net of trade discounts, rebates, sales taxes and excise duties (on goods manufactured and outsourced). It does not include inter-divisional transfers.

b) **Expenses**
All expenses are provided on accrual basis unless stated otherwise.

d) **Property, Plant & Equipment, Intangible Assets & Capital Work in Progress**

a) Properties, Plants & Equipments - Fixed Assets as indicated in Note 3 were revalued by the Company in December 1986 and again as on November 18, 1997. Costs include costs of acquisitions or constructions, including incidental expenses thereto and other attributable costs of bringing the assets to its working condition for its intended use and are net of available duty/tax credits.

b) Intangible Fixed Asset - Intangible assets are recognised on the basis of recognition criteria as set out in Ind AS 38 *"Intangible Assets"*.
The revalued assets are carried at the revalued amount less accumulated depreciation and impairment loss, if any.

c) Capital Work in Progress - Expenditures related to and incurred during implementation of new/expansion-cum modernization projects are included under Capital Work-in-Progress and the same are allocated to the respective Fixed Assets on completion of their construction/erection. Capital Work in Progress comprises cost of fixed assets that are not ready yet for their intended use at the reporting date.

d) Depreciation and Amortisation-The depreciation has been charged as per Straight Line Method as per the rates derived from useful lives of fixed assets as per technical evaluation report taken by the Company from M/s Paras Consultants and as mandated in Schedule II of the Companies Act 2013 in the manner that 95% of the original cost of the asset is written off over its useful life thereof. As per Ind AS, depreciation charged on the appreciated value of the revalued assets is charged to Statement of Profit & Loss.

Where the remaining useful life of the assets is nil, after retaining the residual value, the carrying amount has been recognised in the opening balance of retained earnings.

Intangible Assets are amortized over a period of 3 years.

e) Impairment of Assets

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in the prior accounting periods are reversed if there has been change in the estimate of the recoverable amount.

f) Non-Current Assets held for Sale and Discontinued Operations

- Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

- An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

- Non-current assets are not depreciated or amortised while they are classified as held for sale.

- Non-Current assets classified as held for sale are presented separately from the other assets in the Balance Sheet.

- A discontinued operation is a component of the Company that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the Statement of Profit and Loss.

g) Cash and Cash Equivalents

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

h) Trade Receivables

Trade receivables are recognised initially at transaction value and subsequently at transaction value less provision for unrealizable amount.

i) **Inventories**
Inventories are valued at First In First Out (FIFO) basis.

a) Raw Materials - Raw Material, Components, Packing Material, and Stores and spares are valued at cost or Net Realisable Value (NRV) whichever is lower.

b) Finished Goods–The cost of Finished Goods include direct labour/allocable charges and indirect manufacturing overheads and are stated inclusive of goods and service tax. It is valued at cost or Net Realisable Value (NRV) whichever is lower.

c) Stock in Transit – Stock in Transit is recognised at cost and expenses directly attributable to bring it to the present location of storage.

d) Work in Progress–Work in Progress is recorded at cost unless there is permanent circumstances that require the cost to be written down to Realisable value,

e) Scraps- Scrap Material is valued at Net Realisable value.

f) Slow and Non-Moving- Inventories have been valued at Net Realisable Value.

j) **Trade and other payables**
These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid and the amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their transaction value.

k) **Borrowings**
Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities.

Borrowings from related party Bajaj Electricals Limited (having significant influence over Hind Lamps Ltd.) with no repayment stipulation as per sanctioned MDRS by BIFR. are treated as "Other Equity" under the head "Others-Other Equity".

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the Financial Statements for issue, not to demand payment as a consequence of the breach.

l) **Provisions**

Provisions for legal claims, service warranties, volume discounts and returns are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions for restructuring are recognised by the Company when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that the Company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the company.

m) **Retirement Benefits**

Liabilities in respect of retirement benefits to employees are provided for as follows:

a) Defined Benefit Plans - The Employee's gratuity fund scheme, long term compensated absences, post retirement medical benefit schemes, Central Government Provident Fund Scheme are Company's defined benefit plans.

The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method which recognizes each period of service as giving rise to the additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rated used for determining the present value of the obligation under defined benefit plans, is based on the market yields on the Government securities as at the Balance Sheet date having maturity periods approximating to the terms of the related obligations.

Actuarial gains and losses are recognized in the Statement of Profit and Loss. In case of funded plans, the fair value of the plan asset is reduced from the gross obligation under the defined benefit plans, to recognize the obligation on the net basis.

Gains or losses on curtailment or settlement of any defined benefit plans are recognized when the curtailment or settlement occurs.

Past service cost is recognized as expenses on straight line basis over the average period until the benefits became vested.

b) Defined Contributions Plans - The Company's approved Superannuation Scheme, Employee State Insurance Scheme and Employee Pension Schemes are defined contribution plans.

The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

The Company makes specified monthly contributions towards employee provident fund to a Trust administered by the Trustees. The minimum interest payable by the Trust to the beneficiaries every year is being notified by the Government. The Company has an obligation to make good short fall, if any, between the return from the investments of the Trust and the notified interest rate.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

n) **Foreign Currency Transactions**

The Functional Currency of the Company is the India Rupee. These Financial Statements are presented in Indian Rupees (to the nearest Paise).

Revenue, expenses and cash flow items denominated in foreign currencies, if any, are translated using the exchange rate in functional currency on the date of the transaction. Transactional gains or losses realized upon settlement of foreign currency transactions are included in determining net profit/(loss) for the period in which the transaction is settled.

o) **Financial Instruments**

Initial Recognition - The Company recognises financial assets and financial liabilities when it becomes a party to contractual provisions of the instrument. Transaction costs that are directly attributable to the acquisition or issue of financial assets or financial liabilities are added to the same on initial recognition. Regular purchase and sale of financial assets are accounted for at trade date.

Derecognition - The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial assets expires or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial Liability (or a part of Financial Liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expired.

p) **Borrowing Costs**
Borrowing costs are recognised in the Statement of Profit and Loss except in respect of specific borrowing raised for acquisition of capital asset until such time the asset is ready to put to use for its intended purpose, which are added to carrying cost of such asset.

q) **Income Tax and Deferred Tax**
The liability of the Company on account of income tax is estimated considering the provisions of the Income Tax Act, 1961.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences being the difference between taxable income and accounting income that originate in one year and capable of reversal in one or more subsequent years.

r) **Discontinued Operations**
Assets and Liabilities of discontinued operations are assessed at each Balance Sheet date. Impacts of any impairments and write backs are dealt with in the Statement of Profit and Loss. Impacts of discontinued operations are distinguished from the ongoing operations of the Company, so that their impact on the Statement of Profit and Loss for the period can be perceived.

s) **Earnings Per Share**

(i) **Basic earnings per share**

Basic earning per share is calculated by dividing:

- the profit/(loss) attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) **Diluted earnings per share**

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

t) **Operating Leases**
Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Expenses and income from lease rentals in respect of operating leases are recognized in Statement of Profit and Loss on accrual basis in accordance with the respective lease agreements.

u) Government Grant

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

v) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.



Note-2

Notes to Accounts

1) The debit & credit balances are subject to confirmation and reconciliation.

2) Balance with bank is subject to reconciliation with the statement provided by the bank.

3) **Contingent Liabilities not provided for:**

The contingent liabilities are as follows:

Sr. No.	Nature of Dispute	Court / Authorities where dispute is pending	Amount (in Rs.)
1	Demand of ESI	Hon'ble High Court, Allahabad	1,45,795/-
2	Labour Matter	Hon'ble High Court, Allahabad	8,21,466/-
3	UPVAT Demand	JointCommissionerof Commercial Tax, Uttar Pradesh	1,81,205/-
4	UPVAT Demand	Appeal pending before Additional Commissioner, Grade-2,Commercial Tax, Mainpuri	49,280/-
5	Demand for Stamp Duty	Writ Petition pending before Hon'ble High Court, Allahabad	9,86,356/-
6	Demand for Recovery of House Tax	Appeal pending before Hon'ble High Court, Allahabad	10,45,490/-
7	Demand under Sales Tax	Appeal pending before Additional Commissioner, Commercial Tax, Mainpuri	26,76,539/-
8	Excise Duty Demand	Hon'ble High Court, Allahabad	11,92,579/-
9	Demand under Sales Tax	Joint Commissioner of Commercial Tax, Uttar Pradesh	1,00,555/-
10	Demand of Income Tax u/s 154 for A.Y. 2013-14	Appeal pending before Ld. CIT (A) - II, Agra*	2,92,60,390/-

Certain Industrial Disputes arising out of lockout/other labour claims, as the matter are sub judice with the Courts/Industrial Tribunal. The Company has obtained expert legal opinions and is confident that no liability would arise on the Company.

The Company has received order of Govt. of U.P. for rollover of interest free trade deferment loan for a further period of 5 years subject to the condition that the Company will be liable to pay interest as specified if it fails to pay the loan installment on time.



Further, the following appeals relating to various additions in Income Tax proceedings are pending before various courts / authorities:

Assessment Year	Court / Authorities where dispute is pending	Additions Made (in Rs.)
2012-2013	Departmental Appeal is pending before Hon'ble ITAT, Agra Bench	1,63,71,143/-
2013-2014	Assessee Appeal is pending before Hon'ble ITAT, Agra	1,78,07,806/-
2014-2015	Assessee Appeal is pending before Hon'ble ITAT, Agra	1,91,54,000/-
2015-2016	Assessee Appeal is pending before Ld. CIT (A) – II, Agra	76,55,874/-

However, there is no liability of the Income Tax on account of these additions, as all these additions have been adjusted against brought forward losses / brought forward depreciation.

4) **MDRS & Other Related aspects**

a) Waivers granted to the Company by virtue of the Modified Draft Restructuring Scheme (MDRS) sanctioned by BIFR have been given effect to in the previous year and hence the assets and liabilities stated adjusted to that extent. However, non-fulfillment of conditions specified in the said order may reinstate the original right of lenders.

b) The Companyhad been granted Trade Tax deferment for 5 years effective from 01st October, 2005 to 30th September 2010 vide letter No. 1769/eleven-02-2006-9(85)/04 dated 24-08-2006. Accordingly, trade tax collected on sales upto 30th September 2010 aggregating to Rs.97,575,643/- has been deferred out of which amount of Rs. 41,838,822/- had been converted in to secured loan from Pradeshiya Industrial Investment Corporation of UP vide loan agreement dated 6th dated August, 2007 which was duly repaid as per repayment schedule and remaining Rs. 55,736,821/- is shown as unsecured loan. This period has been further extended by five years vide MDRS scheme of BIFR Order dated 11.01.2012 and the same has been approved by The Uttar Pradesh Government vide Order No.09/2015/734/77-1-2015-01(BIFR)/2002 dated 22-07-2015. The outstanding amount is 1,27,21,378/- which is reflected in Long Term Borrowing of Rs. 32,03,000/- and Rs. 95,18,378/- in Other Financial Liabilities.

c) The MDRS has been sanctioned by BIFR vide order dated 11th January, 2012. Promoters have given a letter of Comfort.

d) BIFR in its last review meeting held on 19.11.2013 reviewed the report submitted by the monitoring Agency IDBI and observed that the progress of the scheme is satisfactory. BIFR, among others, gave directions to the Company to implement the sanctioned scheme within two months.

e) Notwithstanding aforesaid, these accounts have been prepared on going concern basis as the cash losses incurred during the period have been funded by the unsecured loans and partially by trade tax deferment. The Company continues to pursue cost cutting measures and explore new avenues for business to achieve better contribution and achieve positive net-worth in the near future. The Companyis facing difficulty to revive itself and is incurring further losses, the promoters of the Company thought it fit to get its manufacturing business transferred into Bajaj Electricals Limited (BEL). As per the Board of Directors of the Company and BEL, the transfer and vesting of the manufacturing business of the Company with BEL will enable both the companies to achieve and fulfill their objectives more efficiently and economically. A copy of the rehabilitation proposal had been submitted by the Company to the Bench Members, Mon - III, Board for Industrial and Financial Reconstruction, Jawahar Vyapar Bhawan, 1, Tolstoy Marg, New Delhi - 110001. Promoters of the Company have given a letter of comfort to continue their financial and business support to the Company until net-worth of the Company turns positive. In view of the above, the Financial Statements have been prepared on the assumption of Going Concern.

f) **Status of Scheme of Arrangement for Demerger of Manufacturing Business of the Company into Bajaj Electricals Limited (BEL)**
During FY 2015-16, the Board of the Company had approved the proposal for demerger of manufacturing business of the Company into Bajaj Electricals Limited ("BEL"), pursuant to a Scheme of Arrangement ("Scheme") under Sections 230-232 and other applicable provisions of the Act.

As the Scheme was not required to be filed with the High Court or Tribunal for its approval when it was approved by the board of directors of both the companies and was required to be filed only with BIFR, the provisions of Listing Agreement and SEBI circulars, in respect of filing of draft scheme of arrangement with the stock exchange(s) / SEBI for obtaining Observation Letter or No-Objection Letter were not applicable to BEL (being a listed entity).

However, subsequently, with the notification of the SICA Repeal Act, the provisions of Regulation 37 of the Listing Regulations and the SEBI Circulars have become applicable to BEL as the Scheme was then required to be filed with Tribunal.

BEL has filed the Scheme with stock exchanges, for which the stock exchanges conveyed their No-objection to BEL and advised BEL to amend the scheme as per their observation letter and to bring the same to the notice of shareholders and Hon'ble National Company Law Tribunal.

In September 2018, the Company filed an application with the Hon'ble NCLT, Allahabad Branch ("NCLT") and the same was registered by NCLT as CA 350 of 2018. In its last hearing held on December 2018, the Company filed the additional information / documents as directed by the NCLT, however, an Order of NCLT directing meetings of the shareholders and creditors of the Company is still awaited.

Note 3A - Property, Plant & Equipment, Capital Work in Progress & Intangible Assets

Particulars	Tangible Assets										Total	Intangible	Capital Work in Progress
	Building Factory & Roads	Building Residences	Electric Installation	Furniture & Fittings	Laboratory & Med Equip.	Land	Library	Machinery and Plant	Telephone Installation	Vehicles		Computer Software	
Year ended 31st March, 2018													
Freehold Assets -													
Gross Carrying Amount													
Deemed Cost as at 01st April, 2017	91,961,495.00	106,469,613.00	15,595,689.00	3,858,769.00	256,235.00	28,472,501.00	96,985.00	351,558,480.00	728,725.00	3,014,955.00	602,013,447.00	1,938,077.00	87,372.00
Exchange Differences	-	-	-	-	-	-	-	-	-	-	-	-	-
Additions	495,302.00	-	88,344.00	-	-	-	-	679,987.00	-	-	1,263,633.00	-	298,909.00
Disposals out of Original Cost during the period	6,529,959.00	4,559,490.00	-	-	-	-	-	20,093,061.00	-	625,000.00	31,807,510.00	-	-
Disposals out of Revalued Cost during the period	13,593,209.00	42,277,024.00	-	-	-	-	-	-	-	-	55,870,233.00	-	-
Closing Gross Carrying Amount	**72,333,629.00**	**59,633,099.00**	**15,684,033.00**	**3,858,769.00**	**256,235.00**	**28,472,501.00**	**96,985.00**	**332,145,406.00**	**728,725.00**	**2,389,955.00**	**515,599,337.00**	**1,938,077.00**	**386,281.00**
Accumulated Depreciation													
Opening Accumulated Depreciation	79,687,352.00	78,366,260.00	13,393,343.00	3,430,036.00	246,054.00	-	84,599.00	331,708,465.00	694,051.00	2,480,796.00	510,090,956.00	1,666,935.00	-
Depreciation during the period on Original Cost	71,192.00	81,640.00	305,571.00	33,102.00	1,065.00	-	-	1,390,059.00	-	74,577.00	1,957,206.00	120,087.00	375,687.80
Depreciation during the period on Revaluation Cost	307,365.00	576,932.00	8,895.00	644.00	-	-	-	27,721.00	-	-	921,557.00	-	-
Total Depreciation	378,557.00	658,572.00	314,466.00	33,746.00	1,065.00	-	-	1,417,780.00	-	74,577.00	2,878,762.00	120,087.00	375,687.80
Disposals during the period	17,713,507.00	38,880,153.00	-	-	-	-	-	18,760,009.00	-	593,750.00	75,947,419.00	-	-
Impairment / Depreciation on Transition	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange Differences	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing Accumulated Depreciation	**62,352,402.00**	**40,144,679.00**	**13,707,809.00**	**3,463,782.00**	**247,119.00**	**-**	**84,599.00**	**314,366,236.00**	**694,051.00**	**1,961,623.00**	**437,022,299.00**	**1,787,022.00**	**375,687.80**
Net Carrying Amount	**9,981,227.00**	**19,488,420.00**	**1,976,224.00**	**394,987.00**	**9,116.00**	**28,472,501.00**	**12,386.00**	**17,779,170.00**	**34,674.00**	**428,332.00**	**78,577,038.00**	**151,055.00**	**10,593.20**



Particulars	Tangible Assets										Total	Intangible	Capital Work in Progress
	Building Factory & Roads	Building Residences	Electric Installation	Furniture & Fittings	Laboratory & Med Equip.	Land	Library	Machinery and Plant	Telephone Installation	Vehicles		Computer Software	
Period ended 30th September, 2018													
Freehold Assets -													
Gross Carrying Amount													
Deemed Cost as at 01st April, 2018	72,333,629.00	59,633,099.00	15,684,033.00	3,858,769.00	256,235.00	28,472,501.00	96,985.00	332,145,406.00	728,725.00	2,389,955.00	515,599,337.00	1,938,077.00	10,893.20
Exchange Differences	-	-	-	-	-	-	-	-	-	-	-	-	-
Additions	300,257.00	-	68,081.00	18,500.00	-	-	-	181,432.00	-	-	868,270.00	-	211,939.23
Disposals out of Original Cost during the period	-	-	-	-	-	-	-	-	-	-	-	-	222,432.43
Disposals out of Revalued Cost during the period	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing Gross Carrying Amount	72,633,886.00	59,633,099.00*	-15,852,114.00	3,877,269.00	256,235.00	28,472,501.00	96,985.00	332,326,838.00	728,725.00	2,389,955.00	516,167,607.00	1,938,077.00	-
Accumulated Depreciation													
Opening Accumulated Depreciation	62,352,402.00	40,144,679.00	13,707,609.00	3,463,782.00	247,119.00	-	84,599.00	314,366,216.00	694,051.00	1,961,623.00	437,022,299.00	1,787,022.00	-
Depreciation during the period on Original Cost	40,085.00	28,476.00	139,065.00	14,948.00	533.00	-	-	668,807.00	-	36,368.00	928,282.00	40,325.00	-
Depreciation during the period on Revaluation Cost	125,103.00	236,219.00	4,459.00	327.00	-	-	-	9,747.00	-	-	375,855.00	-	-
Total Depreciation	165,188.00	264,695.00	143,524.00	15,275.00	533.00	-	-	678,554.00	-	36,368.00	1,304,137.00	40,325.00	-
Disposals during the period	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment / Depreciation on Transition	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange Differences	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing Accumulated Depreciation	62,517,590.00	40,409,374.00	13,851,133.00	3,479,057.00	247,652.00	-	84,599.00	315,044,770.00	694,051.00	1,997,991.00	438,326,436.00	1,827,347.00	-
Net Carrying Amount	10,116,296.00	19,223,725.00	1,900,781.00	398,212.00	8,583.00	28,472,501.00	12,386.00	17,282,068.00	34,674.00	391,964.00	77,841,171.00	110,730.00	-

Note:

a) The aggregate depreciation has been included under Depreciation and Amortisation Expense in the Statement of Profit & Loss.

Annexure forming part of Note 3A:

I) Bifurcation of Depreciation and Amortisation Expense as per Ind AS 38 Para 118(d)

Particular	Period ended 30th September, 2018	Year ended 31st March, 2018
Depreciation of Property, Plant & Equipment pertaining to continuing operation	1,304,137.00	2,878,762.00
Depreciation of Investments Property	-	-
Amortisation of Intangible Assets	40,325.00	120,087.00
Total Depreciation and Amortisation pertaining to Continuing Operation	1,344,462.00	2,998,849.00
Depreciation of Property, Plant & Equipment pertaining to discontinued operations	-	-
Total Depreciation and Amortisation Expense	1,344,462.00	2,998,849.00

II) Classes of Property, Plant & Equipment given above in these financial statements are only those which are applicable to the Entity.

III) Assets Pledged as Security as per Ind AS 16.74(a)

Land and Land Development with a carrying amount of Rs.2,84,72,501/- (as at September 30th, 2018: Rs.2,84,72,501/-) have been pledged to secure borrowing of the entity . The Land has been pledged as security for bank loans under a mortgage. The entity is not allowed to pledge these assets as security for other borrowing or to sell them to another entity.

Note 38 - Assets Held as Classified for Sale

Particulars	Tangible Assets										Total	Intangible	Capital Work in Progress
	Building Factory & Roads	Building Residences	Electric Installation	Furniture & Fittings	Laboratory & Med Equip.	Land	Library	Machinery and Plant	Telephone Installation	Vehicles		Computer Software	
Year ended 31st March, 2018													
Freehold Assets -													
Gross Carrying Amount													
Deemed Cost as at 01st April, 2017	171,629.00	-	-	-	-	-	-	295,184,318.00	-	-	295,355,947.00	-	-
Exchange Differences	-	-	-	-	-	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals out of Original Cost during the period	-	-	-	-	-	-	-	7,607,840.00	-	-	7,607,840.00	-	-
Disposals out of Revalued Cost during the period	-	-	-	-	-	-	-	3,592,650.00	-	-	3,592,650.00	-	-
Assets Written Off / Impaired	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing Gross Carrying Amount	171,629.00	-	-	-	-	-	-	283,983,828.00	-	-	284,155,457.00	-	-
Accumulated Depreciation													
Opening Accumulated Depreciation	169,829.00	-	-	-	-	-	-	293,824,690.00	-	-	293,994,519.00	-	-
Depreciation during the period on Original Cost	-	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation during the period on Revaluation Cost	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals during the period	-	-	-	-	-	-	-	11,122,190.00	-	-	11,122,190.00	-	-
Impairment / Depreciation on Transition	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange Differences	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing Accumulated Depreciation	169,829.00	-	-	-	-	-	-	282,702,500.00	-	-	282,872,329.00	-	-
Assets Held for Sale	1,800.00	-	-	-	-	-	-	1,281,328.00	-	-	1,283,128.00	-	-

Particulars	Tangible Assets										Total	Intangible	Capital Work in Progress
	Building Factory & Roads	Building Residences	Electric Installation	Furniture & Fittings	Laboratory & Med Equip.	Land	Library	Machinery and Plant	Telephone Installation	Vehicles		Computer Software	
Period ended 30th September, 2018													
Freehold Assets -													
Gross Carrying Amount													
Deemed Cost as at 01st April, 2018	171,629.00	-	-	-	-	-	-	283,983,828.00	-	-	284,155,457.00	-	-
Exchange Differences	-	-	-	-	-	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals out of Original Cost during the period	171,629.00	-	-	-	-	-	-	283,983,828.00	-	-	284,155,457.00	-	-
Disposals out of Revalued Cost during the period	-	-	-	-	-	-	-	-	-	-	-	-	-
Assets Written Off / Impaired	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing Gross Carrying Amount	-	-	-	-	-	-	-	-	-	-	-	-	-

Accumulated Depreciation														
Opening Accumulated Depreciation	169,829.00	-	-	-	-	-	-	282,702,500.00	-	-	282,872,329.00	-	-	
Depreciation during the period on Original Cost	-	-	-	-	-	-	-	-	-	-	-	-	-	
Depreciation during the period on Revaluation Cost	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-	
Disposals during the period	169,829.00	-	-	-	-	-	-	282,702,500.00	-	-	282,872,329.00	-	-	
Impairment / Depreciation on Transition	-	-	-	-	-	-	-	-	-	-	-	-	-	
Exchange Differences	-	-	-	-	-	-	-	-	-	-	-	-	-	
Closing Accumulated Depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-	
Assets Held for Sale	-	-	-	-	-	-	-	-	-	-	-	-	-	

Annexure forming part of Note 3B:

I) Impairment Losses recognised during the Period as per Ind AS 36.130(a) to (g)

During the period under audit and in the previous year, no Impairment Assessment is performed because there is no indication of impairment.

II) Additional Impairment Losses recognised during the Period as per Ind AS 36.131

No Additional Impairment Losses had been recognised in respect of Assets in the period ending 30th September, 2018.

III) Assets Classified as held for sale

i) As per the management, no asset of the company is in process of disposal and therefore no asset has been classified as held for sale.

ii) The company has disposed of the Tube Light Division.

The major classes of assets and liabilities of the Tube Light segment at the end of the reporting period are as follows:

Particular	Amount 30th September, 2018	Amount 31st March, 2018
Assets:		
Building Factory & Roads	-	1,800.00
Machinery and Plant	-	1,281,328.00
Total Assets	-	1,283,128.00
Liabilities:		
Deferred Tax Liability	-	-
Total Liabilities	-	-
Net Assets of Tubelight Business classified as held for sale	-	1,283,128.00

Note 4 - **Financial Assets**

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Other Financial Assets - *Unsecured, Considered Good*		
Bank Deposits with more than 12 months maturity		
Margin Money with Bank	815,000.00	815,000.00
Total	**815,000.00**	**815,000.00**

Note 5 - **Deferred Tax Assets**

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Deferred Tax Assets	190,982,452.00	190,371,963.00
Deferred Tax Liabilities	(8,236,162.00)	(8,822,864.00)
	182,746,290.00	181,549,099.00
Deferred Tax Liabilities		
Depreciation	(8,236,162.00)	(8,822,864.00)
Total Deferred Tax Liabilities	*(8,236,162.00)*	*(8,822,864.00)*
Deferred Tax Assets		
Gratuity Liability	21,091,901.00	21,091,901.00
Other Timing Differences	1,092,185.00	2,309,314.00
Section 43B Disallowances	52,317,948.00	52,317,948.00
Unabsorbed Loss/Depreciation	116,480,418.00	114,652,800.00
Total Deferred Tax Assets	*190,982,452.00*	*190,371,963.00*
Net Total	**182,746,290.00**	**181,549,099.00**

5.1 Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

5.2 The Company has recognized deferred tax assets arising out of Unabsorbed Depreciation and carried Forward Business Losses as per the Income Tax Act, 1961, amounting to Rs. 11,64,80,418/- (Previous Year Rs. 11,46,52,800/- as on 31st March, 2018) on the basis of evidence before the management that there would be adequate taxable profits in the future which would absorb the said amounts. This includes Rs. 3,48,19,031/- on Unabsorbed Depreciation and Rs. 8,16,61,387/- on carried Forward Business Losses as on 30th September, 2018.

Note 6 - Other Non Current Assets

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Advances other than Capital Advances		
- Unsecured, Considered Good		
Security Deposits		
Security Deposits	3,366,534.00	3,404,716.00
Balances with Revenue Authorities		
Advance FBT	297,929.00	297,929.00
Advance Income Tax	1,154,016.00	1,154,016.00
Total	4,818,479.00	4,856,661.00



5.3 Bifurcation of Details of Deferred Tax Assets

Particular	Opening Balance	Recognised in Profit or Loss	Recognised in Other Comprehensive Income	Recognised directly in Equity	Reclassified from equity to Profit & Loss	Acquisitions / Disposals	Liabilities associated with assets classified as held for sale	Closing Balance
Period from 01st April, 2018 to 30th September, 2018								
Deferred Tax (Liabilities) / Assets in relation to:								
Property, Plant & Equipment	(8,841,947.00)	590,682.00	-	-	-	-	-	(8,251,265.00)
Intangible Assets	19,083.00	(3,979.00)	-	-	-	-	-	15,104.00
FVTPL Financial Assets	-	-	-	-	-	-	-	-
Financial Assets at FVTOCI	-	-	-	-	-	-	-	-
Unabsorbed Loss / Depreciation	114,652,800.00	1,827,618.00	-	-	-	-	-	116,480,418.00
Provision for Doubtful Debts	315,575.00	-	-	-	-	-	-	315,575.00
Defined Benefit Obligation	71,482,298.00	(816,215.00)	816,215.00	-	-	-	-	71,482,298.00
Other Financial Liabilities	-	-	-	-	-	-	-	-
Under Section 43B	1,927,551.00	-	-	-	-	-	-	1,927,551.00
Other Provision	1,993,739.00	(1,217,130.00)	-	-	-	-	-	776,609.00
	181,549,099.00	380,976.00	816,215.00	-	-	-	-	182,746,290.00
Financial Year 2017-2018								
Deferred Tax (Liabilities) / Assets in relation to:								
Property, Plant & Equipment	(10,214,294.00)	1,372,347.00	-	-	-	-	-	(8,841,947.00)
Intangible Assets	3,896.00	15,187.00	-	-	-	-	-	19,083.00
FVTPL Financial Assets	-	-	-	-	-	-	-	-
Financial Assets at FVTOCI	-	-	-	-	-	-	-	-
Unabsorbed Loss / Depreciation	92,050,212.00	22,602,588.00	-	-	-	-	-	114,652,800.00
Provision for Doubtful Debts	315,575.00	-	-	-	-	-	-	315,575.00
Defined Benefit Obligation	66,919,962.00	1,361,404.00	3,200,932.00	-	-	-	-	71,482,298.00
Other Financial Liabilities	-	-	-	-	-	-	-	-
Under Section 43B	2,000,297.00	(72,746.00)	-	-	-	-	-	1,927,551.00
Other Provision	3,210,870.00	(1,217,131.00)	-	-	-	-	-	1,993,739.00
Total	154,286,518.00	24,061,649.00	3,200,932.00	-	-	-	-	181,549,099.00

Note 7 - Inventories

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Inventories at the end of the period		
Goods in Transit	-	1,027,836.73
Finished Goods	14,456,279.26	25,783,719.18
Raw Material	14,600,499.62	13,219,912.65
Scraps	1,643,088.00	554,626.77
Stock in Trade	2,784,919.52	2,351,455.79
Stores and Spares	7,666,724.11	7,412,442.07
Work-in-Progress	2,713,730.53	5,270,682.93
Total	43,865,241.03	55,620,676.12

*Details as required as per Ind AS Para:

Ind AS 2 Para 36(d)

The cost of inventories recognised as an expense during the period in respect of continuing operations was 12,23,38,563.54/- (for the Year Ended 31st March, 2018: Rs. 23,11,11,044.58/-).

Ind AS 1 Para 61

Inventories as shown in balance sheet are expected to be recovered before 12 months at the same value on which they are recorded except for Slow and Non Moving Items.

The mode of valuation of inventories has been stated in **Note No. 1 (Significant Accounting Policies) Point No. 9**

Note 8A - Trade Receivable

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Outstanding for more than 6 month from the due date		
Unsecured, Considered Good	15,604,530.80	8,037,224.17
Unsecured, Considered Doubtful	1,021,279.00	1,021,279.00
	16,625,809.80	9,058,503.17
Less:- Provision for doubtful Debts	1,021,279.00	1,021,279.00
	15,604,530.80	8,037,224.17
Outstanding for less than 6 month from the due date		
Unsecured, Considered Good	44,905,312.14	40,071,003.70
Unsecured, Considered Doubtful	-	-
	44,905,312.14	40,071,003.70
Less:- Provision for doubtful Debts	-	-
	44,905,312.14	40,071,003.70
Total	60,509,842.94	48,108,227.86

Note 8B - Cash and Cash Equivalents

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Cash in Hand *(As taken and certified by the management)*	263,616.00	55,134.00
Balances with Banks		
In Current Account		
Bank of Baroda	51,175.49	125,143.49
Bank of India (Kosi)	11,199.59	11,199.59
Cheques in Hand	583,734.40	-
IDBI Bank Limited (Agra)	67,261.75	67,261.75
IDBI Bank Limited (No Lien)	100,000.00	100,000.00
State Bank of India (Shikohabad)	26,448.50	26,448.50
Others		
Gold Coins	36,892.00	36,892.00
Imprest - Postage	5,232.00	353.00
Total	1,145,559.73	422,432.33

Note 8C - Other Financial Assets

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Other Financial Assets - *Unsecured, Considered Good*		
Bank Deposits with less than 12 months maturity		
FDR with Bank	834,872.00	1,253,975.00
Total	834,872.00	1,253,975.00



Note 9 - Current Tax Assets

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Current Tax Assets		
Benefit of tax losses to be carried back to recover taxes paid in prior periods	-	-
Tax Refund Receivable	599,920.77	505,872.93
	599,920.77	505,872.93
Current Tax Liabilities		
Income Tax Payable	-	-
	-	-
Total	599,920.77	505,872.93

Note 10 - Other Current Assets

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Advance other than Capital Advances		
Other Advances - Unsecured, Considered Good		
Advance Recoverable in Cash or kind *(Refer Sub Schedule - A)*	735,875.00	217,713.00
Advance to Suppliers - To Others	3,707,434.46	3,757,459.71
Balance with Revenue Authorities		
Cenvat Credit of Service Tax	128,621.00	128,621.00
Deferred Input CGST	-	45,000.00
Deferred Input SGST	-	45,000.00
GST on Advance Receipts.	100,203.08	134,633.50
TDS Recoverable - From Parties	-	10,993.00
Other Receivable		
Interest Receivable on Deposits	942,388.00	935,643.00
Total	5,614,521.54	6,275,063.21

Note 11 - Equity

A) Equity Share Capital

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
a) Authorised Share Capital		
64,00,000 Equity Shares of Rs. 25/- each with voting rights	160,000,000.00	160,000,000.00
9% Cumulative Redeemable Preference Shares of Rs. 25/- per share	10,000,000.00	10,000,000.00
0% Non Participating Redeemable Preference Shares of Rs. 25/- per share	80,000,000.00	80,000,000.00
b) Issued, Subscribed and Fully Paid Up Capital		
60,00,000 Equity Shares of Rs. 25/- each with voting rights	150,000,000.00	150,000,000.00
Total	150,000,000.00	150,000,000.00

Refer Notes (i) to(iii) below:

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue /(Redeem)	Closing Balance
Equity shares with voting rights			
Year ended 31st March, 2018			
- Number of shares	6,000,000	-	6,000,000
- Amount(in Rs.)	150,000,000.00	-	150,000,000.00
Period ended 30th September, 2018			
- Number of shares	6,000,000	-	6,000,000
- Amount(in Rs.)	150,000,000.00	-	150,000,000.00

(ii) Terms/ Rights attached to Equity Shares

The company has only single class of equity shares having par value Rs. 25/- each. Each holder of equity shares is entitled for one vote per share. Shareholders have right to participate in the dividends(if any) declared on that class of 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) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	Number of shares held	% of Shareholding
Equity shares with voting rights		
As at 31st March, 2018		
Bachhraj and Company Private Limited	675,000	11.25%
Bajaj Electricals Limited	1,140,000	19.00%
Baroda Industries Private Limited	1,170,000	19.50%
Jamnalal Sons Private Limited	495,000	8.25%
Ms. Geetika Bajaj	1,170,000	19.50%
Smt. Kiran Bajaj	1,170,000	19.50%
As at 30th September, 2018		
Bachhraj and Company Private Limited	675,000	11.25%
Bajaj Electricals Limited	1,140,000	19.00%
Baroda Industries Private Limited	1,170,000	19.50%
Jamnalal Sons Private Limited	495,000	8.25%
Ms. Geetika Bajaj	1,170,000	19.50%
Smt. Kiran Bajaj	1,170,000	19.50%

Note: As per the records of the company, including its register of shareholder/members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

11B - Other Equity

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
i) Reserve & Surplus		
Capital Reserve	52,100,000.00	52,100,000.00
Securities Premium Account	2,200,000.00	2,200,000.00
Retained Earning (P & L)	(964,657,475.89)	(906,757,391.97)
Revaluation Surplus	64,170,122.00	64,170,122.00
Other Items of Other Comprehensive Income	(8,797,949.00)	(10,623,207.00)
Total	*(854,985,302.89)*	*(798,910,476.97)*
ii) Others - Other Equity		
Redeemable Preference Shares	23,575,443.00	23,575,443.00
Loan from Bajaj Electricals Limited*	115,200,000.00	115,200,000.00
Total	*138,775,443.00*	*138,775,443.00*
Grand Total	(716,209,859.89)	(660,135,033.97)

*Note: Loan from Bajaj Electricals Limited is treated as other equity as there is neither an intent from the lending company or expectation to demand repayment nor there is any intention to settle it, irrespective of whether the company is able to repay the same or not.



Note 12A - Borrowings

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Unsecured Loans		
Other Parties		
Candour Fincon Private Limited (Refer Note A)	10,000,000.00	10,000,000.00
Deferred Trade Tax (Refer Note B)	3,203,000.00	12,035,537.00
Emkay Appliances Private Limited (Refer Note C)	88,074,939.00	88,074,939.00
Kalinga Fixtures Private Limited (Refer Note D)	65,000,000.00	65,000,000.00
Konark Fixtures Limited (Refer Note E)	35,000,000.00	35,000,000.00
Utkal Electricals Private Limited (Refer Note F)	7,500,000.00	7,500,000.00
Non Participating Redeemable Preference Share Capital		
28,00,000 shares of Rs. 25/- each (Refer Note G)	80,497,289.00	76,481,985.00
Total	289,275,228.00	294,092,461.00

Terms & Conditions:

A) Candour Fincon Private Limited 1. Nature :- Unsecured 2. Interest :- Interest @13.00% 3. Repayment :- There is no stipulated repayment schedule between the parties.	B) Deferred Trade Tax 1. Nature :- Unsecured 2. Interest :- Interest Free 3. Repayment :- The Loan is repayable in 5 Annual Installment as per sanctioned MDRS by BIFR. 30-09-2016 of Rs. 5,651,628/- 30-09-2017 of Rs.26,675,460/- 30-09-2018 of Rs.10,688,355/- 30-09-2019 of Rs. 9,518,278/- 30-09-2020 of Rs. 3,203,100/-
C) Emkay Appliances Private Limited 1. Nature :- Unsecured 2. Interest :- Interest Rate @13.00% 3. Repayment :-There is no stipulated repayment schedule between the parties.	D) Kalinga Fixtures Private Limited 1. Nature :- Unsecured 2. Interest :- Interest Rate @13.00% 3. Repayment :-There is no stipulated repayment schedule between the parties.
E) Konark Fixtures Limited 1. Nature :- Unsecured 2. Interest :- Interest Rate @13.00% 3. Repayment :- There is no stipulated repayment schedule between the parties.	F) Utkal Electricals Private Limited 1. Nature :- Unsecured 2. Interest :- Interest Rate @13.00% 3. Repayment :-There is no stipulated repayment schedule between the parties.

G) **Terms/ Rights attached to Preference Shares**

The company has two class of preference shares out of which only single class of preference shares having par value Rs. 25/- each are issued. The preference shares are "Non Participating Redeemable Preference Shares" redeemable at the end of 10 years from the date of issue with a premium of Rs. 20/- per share. Each holder of preference shares, in the event of the liquidation of the company, will be entitled to receive assets of the company prior to the equity shareholders.

Note 13 - Provisions

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Provisions for Employees Benefits		
Compensated Absences	8,815,514.00	9,749,082.00
Gratuity	55,319,330.00	54,815,714.00
PF Interest Guarantee	21,385,781.00	21,385,781.00
Other Provision		
Interest Payable on Deferred Trade Tax	-	685,841.00
Total	85,520,625.00	86,636,418.00

Note 14A - Borrowings

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Loans repayable on Demand		
Secured - From Bank		
Cash Credit		
Bank of Baroda, Agra	25,514,175.19	24,447,205.29
Bank of Baroda, Shikohabad	(14,374,356.26)	5,239,161.26
Bank of India	4,836,500.30	4,868,648.30
Bank of India, Shikohabad	14,987,991.11	14,923,732.61
Total	30,964,310.34	49,478,747.46

Note: *Terms & Conditions for Cash Credit*

1. Nature : Secured
2. Security :- The Loan is secured by hypothecation of stores, stock in trade, book debts and all other current assets and first charge on all immovable properties.
3. Interest :- Interest Rate @11.50% p.a.
4. Repayment :- On Demand

Note 14B - Trade Payable

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Due to Micro, Small and Medium Enterprises	4,144,314.77	-
Others	92,969,936.12	89,643,765.61
Total	97,114,250.89	89,643,765.61

Note 14C - Other Financial Liabilities

Particulars	As at 30th September, , 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Other Current Liabilities		
i) Current Maturities of Long-Term Debt		
a) Deferred Trade Tax	5,054,082.00	6,909,900.00
ii) Interest Accrued & due on borrowings	44,465,304.00	35,431,938.00
Trade Advance - From Related Party		
Bajaj Electricals Limited	115,800,000.00	67,000,000.00
Total	165,319,386.00	109,341,838.00

Note 15 - Other Current Liabilities

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Other Current Liabilities		
Revenue Received in Advance (Advance from Customers)	1,292,376.40	3,709,551.53
Other Statutory Liabilities Payable (Refer Sub-Schedule - B)	245,687,008.29	227,232,005.01
Other Liabilities Payable (Refer Sub-Schedule - C)	17,634,463.96	15,392,062.00
Total	264,613,848.65	246,333,618.54

Note 16 - Provisions

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Provisions for Employees Benefits		
Compensated Absences	1,504,882.00	1,778,597.00
Gratuity	10,500,590.00	10,960,045.00
PF Interest Guarantee	298,364.00	298,364.00
Total	12,303,836.00	13,037,006.00

Sub Schedule A - Advances Recoverable in cash or kind

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Coupons - Canteen	94,162.00	123,824.00
Imprest - Abhishek Upadhayay	-	10,000.00
Imprest - Ajay Kumar	131.00	-
Imprest - Deepak Ohari	1,000.00	-
Imprest - Gopal Singh Gurang	710.00	-
Imprest - Hari Kishan Yadav	2,819.00	-
Imprest - Manish Pathak	7,489.00	11,818.00
Imprest - Prem Niwas Sharma	5,075.00	-
Imprest - Shyam Sharma	17,210.00	-
Imprest - Subir Datta	28,166.00	-
Imprest - Vijay Singh Jadon	2,401.00	-
Imprest - Transit House	-	3,000.00
Prepaid Expenses	576,712.00	156,563.00
Total	735,875.00	305,205.00

Sub Schedule B - Other Statutory Liabilities

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
C.T.D. Payable	-	4,000.00
Central Sales Tax	-	354,614.45
E.S.I. Contribution	824,840.00	471,286.00
Employee Provident Fund (Excluded)	679,387.00	622,060.00
Employee Provident Fund (Exempted)	192,176,917.67	143,617,930.00
Employee Provident Fund (Exempted) Loan	42,791,086.00	31,083,155.00
Employee Provident Fund (Exempted) Vol.	117,272.00	112,193.00
Entry Tax Payable	-	12,014.00
Excise Duty	-	878,890.32
Excise Duty Payable Finished Goods	-	2,811,937.00
Family Pension Fund Account	962,778.00	542,184.00
Gratuity Payable	-	3,177,346.00
Group Saving Linked Insurance	101,410.00	105,187.00
IGST Payable	4,344,520.78	-
Krishi Kalyan Cess	-	5,316.00
L.I.C. Deduction	532,162.42	572,577.20
P.F. Interest	847,713.30	820,713.00
Service Tax	-	148,832.00
Swach Bharat Cess Payable	-	5,316.00
TCS (Tax on Scrap Sale)	1,288.78	2,357.00
TDS Payable	2,307,632.35	2,162,530.01
U.P. Vat	-	69,498.01
Total	245,687,008.29	187,579,935.99

Sub Schedule C - Other Liabilities

Particulars	As at 30th September, 2018	As at 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Advance for Travelling	18,045.96	25,088.00
Arrear Payable	28,659.00	-
Freight Inward Payable	-	15,501.00
Imprest Account HO	180,000.00	48,448.00
Leave Encashment Payable	-	-
Liabilities for Expenses	1,964,669.00	2,208,771.00
Overtime Payable	10,622.00	9,385.00
Provision For Bonus	7,927,892.00	6,298,396.00
Provision For Bonus (Kosi)	-	3,468.00
Provision For Expenses	154,870.00	155,412.00
Salary & Wages Payable	6,911,264.00	7,114,795.00
Temple Donation	106,598.00	79,933.00
Unpaid Bonus Account	169,667.00	171,589.00
Unpaid Salaries & Wages	162,177.00	162,177.00
Total	17,634,463.96	16,292,963.00

Note 17 - Revenue From Operations

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Sales of Products		
Caps	37,989,430.84	56,863,588.86
Lamps	128,400,435.00	115,511,754.00
BPL Kits	10,384,937.40	-
Sale of Traded goods	12,777,506.00	8,158,473.94
	189,552,309.24	180,533,816.80
Add:- Excise Duty*	-	7,691,247.83
Net Sales	189,552,309.24*	188,225,064.63
Sale of Services		
Income from Manpower Supply	-	17,430.00
	-	17,430.00
Other Operating Revenues		
Scrap Sales	8,288,027.17	15,686,576.30
Add:- Excise Duty*	-	493,798.16
	8,288,027.17	16,180,374.46
Total	197,840,336.41	204,422,869.09*

**Refer Note No. 1 of Notes to Accounts*

Note 18 - Other Income

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Interest Income		
Interest Income	81,797.40	211,526.00
Other Non-Operating Income		
Deemed Government Grant	816,313.00	1,734,825.00
Miscellaneous Income	685,508.33	846,869.91
Profit on Sale of Fixed Assets	701,372.00	21,130.00
Township Income	442,567.10	492,976.90
Total	2,727,557.83	3,307,327.81

*Note:- Grant is in the form of Deferment in payment of Trade Tax Liability without payment of interest. Government Grant is recognised in Other Incomes & expenses against the same are recorded in Finance Costs as per Ind AS 20. However, no such grant is actually received or no such expenses have been paid during the year. Total Amount of Grant (benefits of a Government Loan at a Nil rate of interest) is Rs.*1,13,89,566/-.

Nature of Grant - Grant in the form of Income (As per Ind AS 20 Para 10A)

Extent of Grant - Grant for the period of 01-04-2018 to 30-09-2018 is of **Rs. 8,16,313/-** (For the Period of 01-04-2017 to 30-09-2017 **Rs. 17,34,825/-/-)** recognised in profit & loss.

Note 19 - Cost of Raw Material Consumed

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Raw Material and Component Consumed		
Raw Material and Components*	98,539,788.30	108,367,819.25
Total	98,539,788.30	108,367,819.25



Detail of Raw Material and Component Consumed

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Aluminum Strip	20,807,755.89	39,229,050.26
Arc Tube	8,891,763.96	8,597,617.35
Brass Strip	2,632,508.66	2,934,081.47
Filament	11,715,354.01	11,977,762.07
Glass Tubes	3,790,400.00	9,332,345.15
Others	32,141,212.21	18,190,816.88
Shell	18,560,793.57	18,106,146.07
Total	98,539,788.30	108,367,819.25

Raw Material & Components Consumed

Details of Indigenous & Imported Raw Material consumed during the Period:

Particulars	For the period ended 30th September, 2018		For the period ended 30th September, 2017	
	Amount (in Rs.)	%	Amount (in Rs.)	%
Consumed during the Period :				
Indigenous	90,198,778.15	91.54%	101,030,362.61	93.23%
Imported	8,341,010.15	8.46%	7,337,456.64	6.77%
Total	98,539,788.30	100.00%	108,367,819.25	100.00%

C.I.F. Value of Imports

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
C.I.F. Value of Imports		
Raw Material	7,108,407.94	6,985,176.17
Total	7,108,407.94	6,985,176.17

Note 20 - Purchase of Stock in Trade (Traded Goods)

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Purchase of Traded Goods		
Material and Other Traded Goods	11,436,307.89	6,566,899.14
Total	11,436,307.89	6,566,899.14

Note 21 - Manufacturing Expenses

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Consumption of Stores & Spares	563,498.27	368,385.13
Electricity Expenses	8,430,082.41	9,651,823.89
Power & Fuel	12,127,617.98	12,365,923.61
Total	21,121,198.66	22,386,132.63

Note 22 - Changes in Inventories

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Opening Stock of Finished Goods	25,783,719.18	22,801,728.06
Opening Stock of Scrap Material	554,626.77	1,037,558.21
Opening Stock of Traded Goods	2,351,455.79	2,420,403.49
Opening Stock of Work in Progress	5,270,682.93	2,110,662.16
Excise Duty on Finished Goods	-	2,811,937.00
	33,960,484.66	31,182,288.92
Closing Stock of Finished Goods	14,456,279.26	25,931,593.94
Closing Stock of Scrap Material	1,643,088.00	4,197,760.65
Closing Stock of Traded Goods	2,784,919.52	2,016,847.87
Closing Stock of Work in Progress	2,713,730.53	2,248,016.15
Excise Duty on Finished Goods	-	2,811,937.00
	21,598,017.31	37,206,155.61
Change in Inventories	12,362,467.35	(6,023,866.69)
Add/(Less):-Difference in Excise Duty on Finished Goods	-	-
Net (Increase) / Decrease in Inventories	12,362,467.35	(6,023,866.69)

Note 23 - Employees Benefits Expenses

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Bonus	1,860,126.00	1,839,164.00
Contribution to EPF	13,133,157.67	4,543,793.00
Contribution to ESI	1,865,613.00	2,007,847.00
Contribution to Gratuity Fund	1,388,463.00	6,774,505.00
Contribution to Pension Fund	-	-
Group Insurance Against EDLI	791,449.79	812,000.00
Leave Encashment	1,521,025.00	828,444.00
Leave Travel Concession	681,795.00	2,211,126.00
Manpower Supply Received	-	762,190.00
Salaries & Wages (Refer Sub Schedule - D)	49,297,068.80	49,721,267.00
Staff Welfare Expenses (Refer Sub-Schedule - E)	501,167.18	498,949.82
Total	71,039,865.44	69,999,285.82

Note 24 - Finance Cost

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Bank Charges	760,511.10	288,977.75
Interest**	19,474,557.28	18,946,532.61
Interest Deemed on Deferred Trade Tax**	816,313.00	1,734,825.00
Interest on Redeemable Preference Shares**	4,015,304.00	3,633,760.00
Total	25,066,685.38	24,604,095.36

**Bifurcation of Interest Expense as per Ind AS

Particular	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Continuing Operations		
Interest Costs		
Interest on Bank Overdrafts and Loans (Other than those from Related Parties)	2,785,860.00	5,120,875.00
Interest on Loans from Related Parties	5,714,191.28	3,465,468.00
Interest on obligations under Finance Leases	-	-
Other Interest Expense	15,806,123.00	15,728,774.61
	24,306,174.28	24,315,117.61
Total Interest Expense for Financial Liabilities not classified as at FVTPL	24,306,174.28	24,315,117.61
Less:- Amounts included in the cost of Qualifying Assets	-	-
Total	24,306,174.28	24,315,117.61

Note 25 - Other Expenses

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Canteen Expenses	688,577.86	885,718.15
Discount	70,066.00	750,132.66
Insurance	239,031.00	577,694.00
Lease Rent *	528,750.00	552,836.32
Loss on sale of Fixed Assets	-	104,979.00
Miscellaneous Expenses (Refer Sub-Schedule - F)	4,262,517.30	3,754,519.96
Packing Material Consumed	9,778,507.06	10,511,141.55
Payment to Auditors	25,000.00	-
Rates & Taxes	974,058.23	247,881.45
Repair Building	286,380.83	380,903.00
Repair Machinery	2,717,718.87	2,622,082.55
Total	19,570,607.14	20,387,888.64

Note(i)

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
(i) Payments to the auditors comprises:		
Statutory Audit Fee	-	-
Tax Audit Fee	-	-
Others Professional Matters	25,000.00	-
Reimbursement of Expenses	-	-
Total	25,000.00	-

Lease is classified as Operating Lease*

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Rent recognised in Profit & Loss Accounts	528,750.00	552,836.32
Total	528,750.00	552,836.32

Details of Future Minimum Lease Rentals are as follows:

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
For a period not later than one year	396,000.00	481,686.00
For a period later than one year but not later than five years	516,000.00	654,750.00
Total	912,000.00	1,136,436.00

Note 26 - Other Comprehensive Income

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
A (i) Items that will not be reclassified to Profit & Loss		
Remeasurement gains (losses) on defined benefit plans		
Gratuity	1,120,448.00	6,543,648.00
Leave Encashment	1,521,025.00	2,195,530.00
	2,641,473.00	8,739,178.00
(ii) Income tax relating to items that will not be reclassified to profit or loss (Deferred Tax Assets)	(816,215.00)	(2,700,406.00)
Total Other Comprehensive income net of taxes	**1,825,258.00**	**6,038,772.00**
B (i) Items that will be reclassified to Profit & Loss		
Remeasurement gains (losses) on defined benefit plans		
Gratuity	-	-
Leave Encashment	-	-
	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-
Total Other Comprehensive income net of taxes	**-**	**-**

Sub Schedule D - Salaries & Wages

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Assembly Charges	271,203.00	258,300.00
Salary & Wages (Kosi)	-	-
Salary Administration	865,929.00	826,293.00
Salary Cap	639,255.00	825,595.00
Salary CQC	130,501.00	91,787.00
Salary General Maintenance	181,684.00	146,982.00
Salary Housing & Estate	1,514,304.00	720,400.00
Salary Lamp	3,191,306.00	2,790,687.00
Salary Management	7,325,857.00	6,715,190.00
Salary Medical	74,693.00	55,650.00
Salary Power House	79,748.00	74,477.00
Salary Stock Keeping	185,143.00	173,652.00
Salary Workshop	157,499.00	128,312.00
Wages Administration	75,190.00	106,629.00
Wages C.Q.C.	1,554,846.00	1,779,644.00
Wages Cap	8,718,583.00	11,062,719.00
Wages Drivers	-	33,267.00
Wages General Maintenance	1,703,578.00	2,432,389.00
Wages Housing & Estate	1,796,741.00	2,300,089.00
Wages Lamp	14,775,952.00	14,966,096.00
Wages Medical	72,982.00	58,195.00
Wages Power House	703,265.00	629,346.00
Wages Store Transport	2,821,675.80	1,184,885.00
Wages Workshop	2,457,131.00	2,360,683.00
Total	**49,297,068.80**	49,721,267.00

Sub Schedule E - Staff Welfare

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Gift Account	-	5,354.00
Long Service Award	-	61,348.09
Medical Expenses	31,734.94	17,885.49
Medical Reimbursement	71,285.00	74,172.00
Office Expenses	122,848.00	85,131.00
Recruitment Expenses	4,308.00	3,026.00
Staff Cost	201,753.24	75,300.00
Staff Training Expenses	-	-
Uniform	69,238.00	176,733.24
Total	**501,167.18**	498,949.82

Sub Schedule F - Miscellaneous Expenses

Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Amount (in Rs.)	Amount (in Rs.)
Advertisement	1,535.00	4,860.00
Books and Periodicals	3,494.00	693.00
Brokerage & Commission	-	27,000.00
Cleaning Charges	-	8,400.00
Calibration Charges	16,590.00	8,600.00
Commitment Charges	43,308.00	-
Computer Expenses	-	3,600.00
Consultancy Charges	172,162.11	31,875.00
Conveyance Charges	66,887.00	64,389.00
Courier Charges	-	880.00
Cycle & Scooter Charges	82,000.00	82,000.00
Entertainment Expenses	1,720.00	1,085.00
Exchange Rate Fluctuation	454,410.88	-
Festival Celebration Expenses	-	12,865.00
Freight Outward	745,968.68	980,487.00
General Charges	10,210.74	22,902.00
Hotel Expenses	-	26,271.00
Insurance Fund Administration Charges	1,783.00	1,910.00
Internet and Installation Charges	-	11,550.00
Krishi Kalyan Cess	-	16,271.50
Laboratory Expenses	370.00	413.00
Legal and Professional Expenses	659,680.00	822,726.00
Loading & Unloading Charges	6,300.00	-
Membership, Technical & Business Service	142,133.00	46,000.00
Miscellaneous Balances Written Off	453,310.14	188,264.03
Miscellaneous Expenses	2,200.00	1,673.00
Office Expenses	45,157.00	27,372.00
Pesticide Expenses	102,450.00	36,568.00
PF Inspection Charges	64,075.00	68,713.00
Postage and Courier	6,868.00	6,757.00
Printing and Stationery Expenses	112,405.52	93,724.68
Repair and Maintenance	99,541.20	9,025.60
Retainership	152,313.00	141,300.00
Round Off	-	7.65
Security Charges	-	367,638.00
Surveillance Charges	-	18,000.00
Swach Bharat Cess	-	16,271.50
Tata Mint Fitness Fees	-	1,050.00
Taxi Charges	36,505.00	9,130.00
Telephone Expenses	38,426.79	55,275.00
Tempo Road Tax	-	4,335.00
Testing Expenses	20,000.00	22,300.00
Travelling Expenses	493,660.00	215,406.00
Vehicles Expenses	202,053.24	147,356.00
Water Charges	17,500.00	10,000.00
Woods Account	7,500.00	139,676.00
Total	4,262,517.30	3,754,519.96

Note 27 - Disclosures under Ind AS (Earning Per Share)

	Particulars	For the period ended 30th September, 2018	For the period ended 30th September, 2017
	Earnings per share		
	Basic		
a	Continuing Operations		
	Net Loss for the period from continuing Operations attributable to the equity shareholders	(57,900,081.92)	(56,732,826.25)
	Weighted average number of equity shares	6,000,000	6,000,000
	Par value per share	25.00	25.00
	Earnings per share from Continuing Operations - Basic	**(9.65)**	**(9.46)**
b	Discontinued Operations		
	Net Loss for the period from Discontinued Operations attributable to the equity shareholders	-	-
	Weighted average number of equity shares	6,000,000	6,000,000
	Par value per share	25.00	25.00
	Earnings per share from Discontinued Operations - Basic	-	-
c	Total Operations		
	Net Loss for the period attributable to the equity shareholders	(57,900,081.92)	(56,732,826.25)
	Weighted average number of equity shares	6,000,000	6,000,000
	Par value per share	25.00	25.00
	Earnings per share - Basic	**(9.65)**	**(9.46)**
	Diluted		
	The diluted earnings per share has been computed by dividing the Net Loss after Tax available for Equity Shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding Warrants, Stock Options and Convertible debentures.		
d	Continuing Operations		
	Net Loss for the period attributable to the equity shareholders from continuing Operations	(57,900,081.92)	(56,732,826.25)
	Add: Interest expense and exchange fluctuation on convertible bonds(net)	-	-
	Loss attributable to equity shareholders from continuing Operations(on dilution)	(57,900,081.92)	(56,732,826.25)
	Weighted average number of equity shares for Basic EPS	6,000,000	6,000,000
	Add: Effect of warrants, ESOPs and Convertible bonds which are dilutive	-	-
	Weighted average number of equity shares - for diluted EPS	6,000,000	6,000,000
	Par value per share	25.00	25.00
	Earnings per share, from continuing Operations - Diluted	**(9.65)**	**(9.46)**

e	Discontinued Operations		
	Net Loss for the period attributable to the equity shareholders from Discontinued Operations	-	-
	Add: Interest expense and exchange fluctuation on convertible bonds(net)	-	-
	Loss attributable to equity shareholders from Discontinued Operations(on dilution)	-	-
	Weighted average number of equity shares for Basic EPS	6,000,000	6,000,000
	Add: Effect of warrants, ESOP's and Convertible bonds which are dilutive	-	-
	Weighted average number of equity shares - for diluted EPS	6,000,000	6,000,000
	Par value per share	25.00	25.00
	Earnings per share, from Discontinued Operations - Diluted	-	-
f	Total Operations		
	Net Loss for the period attributable to the equity shareholders	(57,900,081.92)	(56,732,826.25)
	Add: Interest expense and exchange fluctuation on convertible bonds(net)	-	-
	Loss attributable to equity shareholders(on dilution)	(57,900,081.92)	(56,732,826.25)
	Weighted average number of equity shares for Basic EPS	6,000,000	6,000,000
	Add: Effect of Warrants, ESOPs and Convertible bonds which are dilutive	-	-
	Weighted average number of equity shares - for diluted EPS	6,000,000	6,000,000
	Par value per share	25.00	25.00
	Earnings per share - Diluted	(9.65)	(9.46)



Note 28: Employee Benefits

Disclosures as per Ind AS - 19 "Employee Benefits" :

Employee Benefits Expense (Included in Statement of Profit & Loss & other Comprehensive Income)

Particular	For the period ended 30th September, 2018	For the year ended 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Salaries and Wages	49,297,068.80	101,519,965.00
Contribution to Provident and Other Funds *	16,058,235.46	37,943,376.00
Bonus	1,860,126.00	3,723,926.00
Leave Encashment Expenses **	-	(390,144.00)
Leave Travel Concession	681,795.00	2,413,219.00
Staff Welfare Expense	501,167.18	1,904,101.71
Total	68,398,392.44	147,114,443.71

* This figure includes Provision for Gratuity amounting to Rs. 2,68,015/- (Previous Year Ended on 31st March, 2018 Reversal of Provision of Rs. 27,175/-) out of which amount of actuarial gain /loss on remeasurement is recognised under other comprehensive income as per the requirement of Ind AS-19 and balance figure is shown as employee benefit expenses under statement of profit & loss.

** This figure includes the reversal of Provision for Leave Encashment amounting to Rs. 10,74,538/- (Previous Period Ended 31st March, 2018 provision amounting to Rs. 4,51,702/- was made), out of which amount of actuarial gain /loss on remeasurement is recognised under other comprehensive income as per the requirement of Ind AS-19 and balance figure is shown as employee benefit expenses under statement of profit & loss.

Gratuity and other post-employment benefit plans

Defined Benefit Plans

Amount recognized in the statement of profit and Loss in respect of gratuity cost (defined benefit plan) is as follows:

Particular	For the period ended 30th September, 2018	For the year ended 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Gratuity Cost		
Service Cost	1,621,137.00	3,292,572.00
Net interest on net defined liability/ (asset)	2,450,147.00	5,455,703.00
Re-measurement - Actuarial (Gain)/Loss recognised in OCI	(1,120,448.00)	(8,050,218.00)
Net Gratuity Cost	2,950,836.00	698,057.00
Assumptions		
Interest Rate	8.11%	7.45%
Salary Increase	6.00%	6.00%

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

The expected return on Plan Assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

The following table sets out the status of the gratuity plan.

Particular	For the period ended 30th September, 2018	For the year ended 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Change in Projected Benefit Obligations		
Obligations at the beginning of the period	65,775,759.00	74,025,820.00
Service Cost	1,621,137.00	3,292,572.00
Interest Cost	2,450,147.00	5,455,703.00
Benefits Settled	(2,906,675.00)	(8,948,118.00)
Actuarial (Gain) / Loss - Experience	777,277.00	(4,111,836.00)
Actuarial (Gain) / Loss - Demographic Assumptions		
Actuarial (Gain) / Loss - Financial Assumptions	(1,897,725.00)	(3,938,382.00)
Others (Describe)	-	-
Obligations at the end of the period	65,819,920.00	65,775,759.00
Change in Plan Assets		
Plan Assets at the beginning of the period, at fair value	-	-
Interest income on Plan Assets	-	-
Re-measurement - Actuarial Gain/(Loss)	-	-
Return on Plan Assets greater/(lesser) than discount rate	-	-
Contributions	-	-
Benefits settled	-	-
Plan Assets at the end of the period, at fair value	-	-

Historical Information:-

Particular	For the period ended 30th September, 2018	For the year ended 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Present Value of Defined Benefit Obligation	65,819,920.00	65,775,759.00
Fair Value of Plan	-	-
Assets/ (Liability) Recognised	(65,819,920.00)	(65,775,759.00)

Movement in the present value of the Defined Benefit Obligation are as follows.

Particular	For the period ended 30th September, 2018	For the year ended 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Opening Defined Benefit Obligation	65,775,759.00	74,025,820.00
Current service cost	1,621,137.00	3,292,572.00
Interest cost	2,450,147.00	5,455,703.00
Remeasurement (Gains) / Losses:		
Actuarial (Gain) / Loss - Experience	777,277.00	(4,111,836.00)
Actuarial (Gain) / Loss - Demographic Assumptions	-	-
Actuarial (Gain) / Loss - Financial Assumptions	(1,897,725.00)	(3,938,382.00)
Others (Describe)	-	-
Past service cost, including Losses/(gains) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in a business combination	-	-
Benefits Paid	(2,906,675.00)	(8,948,118.00)
Others (Describe)	-	-
Closing Defined Benefit Obligation	65,819,920.00	65,775,759.00

Movement in the fair value of the Plan Assets are as follows.

Particular	For the period ended 30th September, 2018	For the year ended 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Opening Fair Value of Plan Assets	-	-
Interest income	-	-
Remeasurement (Gains) / Losses:	-	-
Return on Plan Assets (excluding amounts included in net interest expense)	-	-
Others (Describe)	-	-
Contribution from the employer	-	-
Contribution from plan participants	-	-
Assets distributed on settlements	-	-
Assets acquired in a business combination	-	-
Benefits Paid	-	-
Others (Describe)	-	-
Closing Fair Value of Plan Assets	-	-

Compensated Absence

Defined Benefit Plans

Amount recognized in the statement of profit and Loss in respect of compensated absence cost (defined benefit plan) is as follows:

Particular	For the period ended 30th September, 2018	For the year ended 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Compensated Absence Cost		
Service Cost	258,959.00	605,873.00
Net interest on net defined liability/ (asset)	429,406.00	1,009,332.00
Re-measurement - Actuarial (Gain)/Loss recognised in OCI	(1,521,025.00)	(2,308,785.00)
Net Compensated Absence Cost	**(832,660.00)**	**(693,580.00)**
Assumptions		
Interest Rate	8.11%	7.45%
Salary Increase	6.00%	6.00%

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

The expected return on Plan Assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.



The following table sets out the status of the gratuity plan.

Particular	For the period ended 30th September, 2018	For the year ended 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Change in Projected Benefit Obligations		
Obligations at the beginning of the period	11,527,679.00	13,695,141.00
Service Cost	429,406.00	1,009,332.00
Interest Cost	258,959.00	605,873.00
Benefits Settled	(374,623.00)	(1,473,882.00)
Actuarial (Gain) / Loss - Experience	(1,196,594.00)	(1,543,011.00)
Actuarial (Gain) / Loss - Demographic Assumptions	-	-
Actuarial (Gain) / Loss - Financial Assumptions	(324,431.00)	(765,774.00)
Others (Describe)	-	-
Obligations at the end of the period	**10,320,396.00**	**11,527,679.00**
Change in Plan Assets		
Plan Assets at the beginning of the period, at fair value	-	-
Interest income on Plan Assets	-	-
Re-measurement - Actuarial Gain/(Loss)	-	-
Return on Plan Assets greater/(lesser) than discount rate	-	-
Contributions	-	-
Benefits settled	-	-
Plan Assets at the end of the period, at fair value	-	-

Historical Information:-

Particular	For the period ended 30th September, 2018	For the year ended 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Present Value of Defined Benefit Obligation	10,320,396.00	11,527,679.00
Fair Value of Plan	-	-
Assets / (Liability) Recognised	**(10,320,396.00)**	**(11,527,679.00)**

Movement in the present value of the Defined Benefit Obligation are as follows.

Particular	For the period ended 30th September, 2018	For the year ended 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Opening Defined Benefit Obligation	11,527,679.00	13,695,141.00
Current service cost	429,406.00	1,009,332.00
Interest cost	258,959.00	605,873.00
Remeasurement (Gains) / Losses:		
Actuarial (Gain) / Loss - Experience	(1,196,594.00)	(1,543,011.00)
Actuarial (Gain) / Loss - Demographic Assumptions	-	-
Actuarial (Gain) / Loss - Financial Assumptions	(324,431.00)	(765,774.00)
Others (Describe)	-	-
Past service cost, including Losses/(gains) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in a business combination	-	-
Benefits Paid	(374,623.00)	(1,473,882.00)
Others (Describe)	-	-
Closing Defined Benefit Obligation	10,320,396.00	11,527,679.00

Movement in the fair value of the Plan Assets are as follows.

Particular	For the period ended 30th September, 2018	For the year ended 31st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Opening Fair Value of Plan Assets	-	-
Interest income	-	-
Remeasurement (Gains) / Losses:	-	-
Return on Plan Assets (excluding amounts included in net interest expense)	-	-
Others (Describe)	-	-
Contribution from the employer	-	-
Contribution from plan participants	-	-
Assets distributed on settlements	-	-
Assets acquired in a business combination	-	-
Benefits Paid	-	-
Others (Describe)	-	-
Closing Fair Value of Plan Assets	-	-

Note 29 - **Related Party Transactions**

Investor in the Reporting Entity and having Significant Influence		
1	Bajaj Electricals Limited	

List of Individual controlling voting power /exercising significant influence & their relatives		
1	Mr. Shekhar Bajaj	
2	Mrs. Kiran Bajaj	
3	Mr. Anant Bajaj	
4	Mr. Madhur Bajaj	
5	Mr. Niraj Bajaj	
6	Ms. Geetika Bajaj	

Key Management Personnel & their Relatives		
1	Mr. Anant Shekhar Bajaj	Director appointed from 01-07-2005 and resigned on 10-08-2018
2	Mr. Kunjbihari Ramgopalji Bhattad	Independent Director appointed from 29-10-2014
3	Mr. Manish Arun Pathak	Chief Finance Officer appointed from 22-02-2016
4	Mr. Sachin Chaudhari	Company Secretary appointed from 26-03-2015 and resigned on 10-10-2017. Reappointed from 08-02-2018
5	Mr. Raghavan Sundarrajan	Whole Time Director appointed from 26-03-2015 and resigned on 01-05-2018
6	Mr. Sanjay Shambhuprasad Murarka	Independent Director appointed from 29-10-2014
7	Mr. Shekhar Bajaj	Director appointed from 14-09-1979
8	Mr. Subir Datta	Whole Time Director appointed from 01-05-2018

Enterprises over which Investor Company or KMP / Significant Shareholders and their relatives exercises significant influence		
1	Hind Musafir Agency Limited	
2	Starlite Lighting Limited	

Note 29 - **Related Party Transactions**

Related Party	Nature of Transaction	30th September, 2018		30th September, 2017	
		Net Transaction Value	Outstanding Balance	Net Transaction Value	Outstanding Balance
Bajaj Electricals Limited	Sale during the year	138,949,950.00	16,391,143.28	65,980,622.91	7,199,150.45
	Income from Manpower Supply	-	-	17,082.00	-
	Purchase during the year	9,932,577.31	2,421,084.48	5,726,746.41	1,704,408.95
	Discount Given	-	-		-
	Discount Received	61,028.93	-		-
	Interest	5,714,191.28	-	2,562,257.61	-
	Services Taken	59,350.00	-		-
	Term Loan	-	115,200,000.00		115,200,000.00
	Trade Advance	51,000,000.00	115,800,000.00	1,500,000.00	53,000,000.00
	Reimbursement of Expenses	-	-	5,000.00	-
Starlite Lighting Limited	Sale during the year	2,881,440.00	2,570,962.96	3,600,468.37	2,170,347.80
Kiran Bajaj	Trade Payable	-	501.00	-	501.00
Hind Musafir Agency Limited	Other Payable - Travelling, etc	39,201.00	12,192.00	6,117.00	-
Manish Arun Pathak	Salary	233,447.00	-	209,742.00	-
	Bonus	3,498.00	-	3,500.00	3,500.00
	Reimbursement of Expenses	26,511.00	-	53,656.00	-
	Advance for Expenses	7,489.00	7,489.00	-	3,162.00
Subir Datta	Salary	666,262.00	-		
	Bonus	3,498.00	-		
	Sale during the year	4,024.78	4,749.00		
	Reimbursement of Expenses	36,834.00	-		
	Advance for Expenses	28,166.00	28,166.00		
Sachin Chaudhari	Legal & Professional Expense	-	-	27,300.00	-
	Retainership Fees	-	-	27,300.00	-
	Salary	75,000.00	25,000.00	13,650.00	-

Note 30 - **Classification of Previous Years Figures**

The Previous figures have been regrouped/reclassified, wherever necessary to confirm to the current year presentation.

As per our report attached of even date attached.
For Sushil Maheshwari & Co.
Chartered Accountants
FRN - 005519C

CA Lakhmi Chandra Bajaj
Partner
M. No. - 077637

Place: Agra
Date: 02-01-2019

For and on behalf of Board of Directors

Shekhar Bajaj
Director
DIN - 00209358

Subir Datta
Whole Time Director
DIN - 08113932

Manish Arun Pathak
Chief Finance Officer
PAN - AKAPP6049K

Sachin Chaudhari
Secretary
ACS - 28957

ANNEXURE F-2

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

Limited Review Report

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, 2018 and year to date from April 1, 2018 to September 30, 2018 (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, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

2. 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 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015, as amended, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review 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 is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and 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 applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, 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

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

Mumbai
November 1, 2018

Bajaj Electricals Ltd.

CIN : L31500MH1938PLC009887

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

Phone: 022-22043780 Fax:022-22851279

Website : http://www.bajajelectricals.com Email : legal@bajajelectricals.com

STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30th September 2018

(Rs. In Lakhs except per share data)

		Quarter ended			Half year ended		Year Ended
Sr.No.	Particulars	30-Sep-18	30-Jun-18	30-Sep-17	30-Sep-18	30-Sep-17	31-Mar-18
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income from operations						
	(a) Gross sales (Note 1 & 2)	158,330	113,453	93,202	271,783	195,860	469,596
	(b) Other operating income	1,514	540	356	2,054	639	2,043
	Total Income from operations	**159,844**	**113,993**	**93,558**	**273,837**	**196,499**	**471,639**
2	Other income	576	931	1,055	1,507	2,104	5,319
3	**Total Income**	**160,420**	**114,924**	**94,613**	**275,344**	**198,603**	**476,958**
4	**Expenses**						
	(a) Cost of raw materials consumed	10,502	8,698	8,009	19,200	12,909	32,713
	(b) Purchase of traded goods	111,510	67,551	46,532	179,061	110,683	277,723
	(c) Changes in inventories of finished goods, work-in-progress and traded goods	(6,011)	(1,990)	4,734	(8,001)	4,452	11
	(d) Erection & Subcontracting Expenses	7,531	8,084	4,590	15,615	13,767	31,043
	(e) Excise Duty	-	-	-	-	894	894
	(f) Employee benefits expense	9,867	8,485	8,476	18,352	16,115	31,788
	(g) Depreciation and amortisation expense	941	916	877	1,857	1,675	3,394
	(h) Other expenses	18,451	15,184	14,923	33,635	26,862	68,123
	(i) Finance Costs	2,302	1,767	1,407	4,069	2,906	5,886
	Total Expenses	**155,093**	**108,695**	**91,548**	**263,788**	**192,263**	**451,575**
5	Profit before exceptional items and tax (3 - 4)	**5,327**	**6,229**	**3,065**	**11,556**	**6,340**	**25,383**
6	Exceptional Items (Note 4)	-	-	-	-	-	8,936
7	Profit / (Loss) before tax (5 +/- 6)	**5,327**	**6,229**	**3,065**	**11,556**	**6,340**	**16,447**
8	Tax Expense						
	Current Tax	1,686	1,104	1,050	2,790	2,750	10,060
	Deferred Tax	233	1,072	117	1,305	(358)	(1,977)
	Adjustment of tax relating to earlier periods	-	-	-	-	-	2
	Total Tax Expense	**1,919**	**2,176**	**1,167**	**4,095**	**2,392**	**8,085**
9	**Net Profit / (Loss) for the period (7 +/- 8)**	**3,408**	**4,053**	**1,898**	**7,461**	**3,948**	**8,362**
10	Other comprehensive income, net of income tax						
	(i) Items that will not be reclassified to profit or loss	(17)	(44)	57	(61)	115	(408)
	Total other comprehensive income, net of income tax	**(17)**	**(44)**	**57**	**(61)**	**115**	**(408)**
11	**Total comprehensive income for the period (9 +/- 10)**	**3,425**	**4,097**	**1,841**	**7,522**	**3,833**	**8,770**
12	Paid-up equity share capital (Face value of Rs. 2/-)	2,046	2,043	2,031	2,046	2,031	2,041
13	Reserve excluding revaluation reserves as per balance sheet of previous accounting year						92,413
14	Earnings per share (not annualised) - before exceptional items						
	(a) Basic	3.33	3.97	1.87	7.31	3.89	16.17
	(b) Diluted	3.32	3.95	1.86	7.26	3.86	16.09
	Earnings per share (not annualised) - after exceptional items						
	(a) Basic	3.33	3.97	1.87	7.31	3.89	8.23
	(b) Diluted	3.32	3.95	1.86	7.26	3.86	8.19

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BAJAJ ELECTRICALS LIMITED * MUMBAI-01. * 45-47 V. N. Rd;

Notes to the financial results:

1) Post the applicability of GST with effect from 1 July 2017, sales are required to be disclosed net of GST. Accordingly, the gross sales figures for the half year ended 30 September 2018 are not comparable with half year ended 30 September 2017 and year ended 31 March 2018.

2) Ind AS 115 Revenue from Contracts with Customers, mandatory for reporting periods beginning on or after April 1, 2018, replaces existing revenue recognition requirements. Under the modified retrospective approach there were no adjustments required to the retained earnings at April 1, 2018. Also, the application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related items in the financial results.

3) During the quarter, the Company has issued and allotted 1,75,270 Equity Shares of Rs.2 each, pursuant to exercise of stock options by eligible employees and the said shares are ranking pari-passu in all respect including dividend entitlement.

4) Pursuant to continuous reduction in the CFL business and future outlook, Company had re-assessed the recoverability of its investments and loans provided to Starlite Lighting Limited (Joint Venture) and consequently impaired it fully in standalone financial results and disclosed as an exceptional item for the year ended March 31, 2018

5) Pursuant to the Share Purchase and Shareholders Agreement dated 15 June 2018 ("Agreement") entered into with Nirlep Appliances Private Limited ("Nirlep") and its shareholders, the Company has, on 1 September, 2018, acquired 80% of the equity shares of Nirlep for the total consideration of Rs. 30.77 crores. Accordingly, Nirlep has become a subsidiary of the Company. The Company has a call option to acquire remaining 20% shares as per the terms of the share purchase agreement.

6) The Board of Directors of the Company, at its meeting held today i.e. on November 1, 2018, has approved to give corporate guarantee to the lenders of Starlite Lighting Limited (SLL), a joint venture of the Company, in respect of SLL's proposed issue of non-convertible debentures of Rs 60 crores. With this, the total amount of corporate guarantees given by the Company on behalf of SLL stands at Rs. 242 crores.

7) Above results have been reviewed by the Audit Committee, approved by the Board of Directors in their respective meetings held on November 1, 2018.

8) 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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BAJAJ ELECTRICALS LIMITED 45-47 V. N. Rd; MUMBAI-01.

By Order of the Board of Directors
for Bajaj Electricals Limited

Shekhar Bajaj
Chairman and Managing Director

Place : Mumbai
Date : November 1, 2018

Bajaj Electricals Ltd.

CIN : L31500MH1938PLC009887
Registered Office: 45/47, Veer Nariman Road, Mumbai -400 001
Phone: 022-22043780 Fax:022-22851279
Website : http://www.bajajelectricals.com Email : legal@bajajelectricals.com

9. STATEMENT OF ASSETS AND LIABILITIES AS AT 30th September, 2018

(Rs. In Lakhs)

Particulars	Standalone	
	As at 30th Sep 2018	As at 31st Mar 2018
	(Unaudited)	(Audited)
ASSETS		
Non -Current Assets		
Property, plant and equipment	31,170	31,255
Capital work in progress	481	350
Other intangible assets	614	328
Intangible Assets under development	253	284
Investments in subsidairy, associate and joint venture	3,762	685
Financial Assets		
i)Investments	871	765
ii)Trade receivables	41,790	26,339
iii)Loans	6	5
iii)Other financial assets	1,982	1,906
Deferred tax assets (net)	6,015	7,353
Income tax assets (net)	5,373	828
Other non-current assets	12,616	9,530
Total Non-Current Assets	104,933	79,629
Current Assets		
Inventories	67,425	57,916
Financial Assets		
i)Investments	-	-
ii)Trade receivables	171,349	174,675
iii)Cash and cash equivalents	1,098	2,102
iv)Bank balances other than (iii) above	951	392
v)Loans	48	5
vi)Other current financial assets	446	255
Other current assets	70,332	31,797
Assets classified as held for sale	219	219
Total Current Assets	311,868	267,641
Total Assets	416,801	347,270

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Particulars	Standalone	
	As at 30th Sep 2018	As at 31st Mar 2018
	(Unaudited)	(Audited)
EQUITY & LIABILITIES		
EQUITY		
Equity share capital	2,046	2,041
Other Equity	96,483	92,413
Share application money pending allotment	-	21
Total Equity	98,529	94,475
LIABILITIES		
Non-Current Liabilities		
Financial Liabilities		
i) Borrowings	2,862	1,147
ii)Trade Payables	-	14
ii)Other Financial Liabilities	318	372
Provisions	1,462	1,130
Employee Benefit Obligations	6,543	6,373
Total Non-Current Liabilities	11,185	9,036
Current Liabilities		
Financial Liabilities		
i) Borrowings	128,271	70,615
ii)Trade Payables		
Total Outstanding dues of micro enterprises & small enterprises	2,673	2,689
Total Outstanding dues of other than micro enterprises & small enterprises	90,284	82,753
iii)Other Financial Liabilities	31,060	30,478
Provisions	6,957	6,468
Employee Benefit Obligations	5,287	8,112
Current Tax Liabilities	961	2,293
Other Current Liabilities	41,594	40,351
Total Current Liabilities	307,087	243,759
Total Liabilities	318,272	252,795
Total Equity & Liabilities	416,801	347,270

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BAJAJ ELECTRICALS LIMITED 45-47 V. N. Rd; MUMBAI-01

By Order of the Board of Directors
for Bajaj Electricals Limited

Shekhar Bajaj
Chairman and Managing Director

Place : Mumbai
Date : November 1, 2018

ANNEXURE G

PRE AND POST-SCHEME SHAREHOLDING PATTERN:

A. For Demerged Company

a) Equity Share Capital

Sr. No.	Category & Name of shareholder	PAN	Pre-Scheme			Post-Scheme		
			No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
(A)	**SHAREHOLDING OF PROMOTER AND PROMOTER GROUP**							
1	**Indian Promoters**							
a)	**Individual / HUF**		**2**	**2340000**	**39.00**	**2**	**2340000**	**39.00**
	Ms. Geetika Bajaj	AEQPB9477E	1	1170000	19.50	1	1170000	19.50
	Mrs. Kiran Bajaj	ACJPB6307N	1	1170000	19.50	1	1170000	19.50
b)	**Central Govt.**		**-**	**-**	**-**	**-**	**-**	**-**
c)	**State Govt(s).**		**-**	**-**	**-**	**-**	**-**	**-**
d)	**Banks / FIs**		**-**	**-**	**-**	**-**	**-**	**-**
e)	**Any other**		**5**	**3660000**	**61.00**	**5**	**3660000**	**61.00**
	Bodies Corp.		**5**	**3660000**	**61.00**	**5**	**3660000**	**61.00**
	Baroda Industries Private Limited	AAACB2428A	1	1170000	19.50	1	1170000	19.50
	Bajaj Electricals Limited	AAACB2484Q	1	1140000	19.00	1	1140000	19.00
	Bachhraj & Company Private Limited	AAACB5589N	1	675000	11.25	1	675000	11.25
	Jamnalal Sons Private Limited	AAACJ3176H	1	495000	8.25	1	495000	8.25
	Bajaj International Private Limited	AAACB0478J	1	180000	3.00	1	180000	3.00
	Sub-Total (A1)		**7**	**6000000**	**100.00**	**7**	**6000000**	**100.00**
2	**Foreign Promoters**							
a)	**Individual / HUF**		**-**	**-**	**-**	**-**	**-**	**-**
b)	**Central Govt.**		**-**	**-**	**-**	**-**	**-**	**-**
c)	**State Govt(s).**		**-**	**-**	**-**	**-**	**-**	**-**
d)	**Bodies Corp.**		**-**	**-**	**-**	**-**	**-**	**-**
e)	**Banks / FIs**		**-**	**-**	**-**	**-**	**-**	**-**
f)	**Any other**		**-**	**-**	**-**	**-**	**-**	**-**
	Sub-Total (A2)		**-**	**-**	**-**	**-**	**-**	**-**
	Total Promoter and Promoter Group Shareholding (A) [(A1) + (A2)]		**7**	**6000000**	**100.00**	**7**	**6000000**	**100.00**
(B)	**PUBLIC SHAREHOLDING**							
1	**Institutions**		**-**	**-**	**-**	**-**	**-**	**-**
	Sub-Total (B1)		**-**	**-**	**-**	**-**	**-**	**-**
2	**Central Government / State Government(s) / President of India**		**-**	**-**	**-**	**-**	**-**	**-**
	Sub-Total (B2)		**-**	**-**	**-**	**-**	**-**	**-**
3	**Non-Institutions**		**-**	**-**	**-**	**-**	**-**	**-**
	Sub-Total (B3)		**-**	**-**	**-**	**-**	**-**	**-**
	Total Public Shareholding (B) [(B1)+(B2)+(B3)]		**-**	**-**	**-**	**-**	**-**	**-**
(C)	**SHARES HELD BY CUSTODIAN FOR GDR ADRS**		**-**	**-**	**-**	**-**	**-**	**-**
	Total (C)		**-**	**-**	**-**	**-**	**-**	**-**
	Grand Total (A)+(B)+(C)		**7**	**6000000**	**100.00**	**7**	**6000000**	**100.00**

b) Preference Share Capital (0% Cumulative Redeemable Preference Shares of ₹ 25/- each)

Sr. No.	Category & Name of shareholder	PAN	Pre-Scheme			Post-Scheme		
			No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
(A)	**SHAREHOLDING OF PROMOTER AND PROMOTER GROUP**							
1	**Indian Promoters**							
a)	**Individual / HUF**		**-**	**-**	**-**	**-**	**-**	**-**
b)	**Central Govt.**		**-**	**-**	**-**	**-**	**-**	**-**
c)	**State Govt(s).**		**-**	**-**	**-**	**-**	**-**	**-**
d)	**Banks / FIs**		**-**	**-**	**-**	**-**	**-**	**-**
e)	**Any other**		**1**	**2800000**	**100.00**	**-**	**-**	**-**
	Bodies Corp.		**1**	**2800000**	**100.00**	**-**	**-**	**-**
	Bajaj Electricals Limited	AAACB2484Q	1	2800000	100.00	-	-	-
	Sub-Total (A1)		**1**	**2800000**	**100.00**	**-**	**-**	**-**
2	**Foreign Promoters**							
a)	**Individual / HUF**		**-**	**-**	**-**	**-**	**-**	**-**
b)	**Central Govt.**		**-**	**-**	**-**	**-**	**-**	**-**
c)	**State Govt(s).**		**-**	**-**	**-**	**-**	**-**	**-**
d)	**Bodies Corp.**		**-**	**-**	**-**	**-**	**-**	**-**
e)	**Banks / FIs**		**-**	**-**	**-**	**-**	**-**	**-**
f)	**Any other**		**-**	**-**	**-**	**-**	**-**	**-**
	Sub-Total (A2)		**-**	**-**	**-**	**-**	**-**	**-**
	Total Promoter and Promoter Group Shareholding (A) [(A1) + (A2)]		**1**	**2800000**	**100.00**	**-**	**-**	**-**
(B)	**PUBLIC SHAREHOLDING**							
1	**Institutions**		**-**	**-**	**-**	**-**	**-**	**-**
	Sub-Total (B1)		**-**	**-**	**-**	**-**	**-**	**-**
2	**Central Government / State Government(s) / President of India**		**-**	**-**	**-**	**-**	**-**	**-**
	Sub-Total (B2)		**-**	**-**	**-**	**-**	**-**	**-**
3	**Non-Institutions**		**-**	**-**	**-**	**-**	**-**	**-**
	Sub-Total (B3)		**-**	**-**	**-**	**-**	**-**	**-**
	Total Public Shareholding (B) [(B1)+(B2)+(B3)]		**-**	**-**	**-**	**-**	**-**	**-**
	Grand Total (A)+(B)		**1**	**2800000**	**100.00**	**-**	**-**	**-**

B. For Resulting Company (Based on Shareholding Pattern as on September 30, 2018)

Sr. No.	Category & Name of shareholder	PAN	Pre-Scheme			Post-Scheme		
			No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
(A)	**SHAREHOLDING OF PROMOTER AND PROMOTER GROUP**							
1	**Indian Promoters**							
a)	**Individual / HUF**		**19**	**21587678**	**21.10**	**19**	**21814658**	**21.22**
	Mrs. Kiran Bajaj	ACJPB6307N	1	5252819	5.13	1	5366309	5.22
	Late Mr. Anant Bajaj	ABUPB2988F	1	4981823	4.87	1	4981823	4.85
	Mr. Shekhar Bajaj	ACJPB6315N	1	2500735	2.44	1	2500735	2.43
	Mr. Niraj Bajaj	ACJPB6302K	1	2193235	2.14	1	2193235	2.13
	Mr. Rahulkumar Bajaj	AABPB4242J	1	1392580	1.36	1	1392580	1.35
	Ms. Sunaina Kejriwal	ADWPK2432P	1	965325	0.94	1	965325	0.94
	Ms. Neelima Bajaj Swamy	ABUPB2992B	1	900000	0.88	1	900000	0.88
	Mr. Madhur Bajaj	ACJPB6301L	1	815035	0.80	1	815035	0.79
	Ms. Minal Bajaj	ABUPB2990D	1	617200	0.60	1	617200	0.60
	Ms. Geetika Bajaj	AEQPB9477E	1	608346	0.59	1	721836	0.70
	Ms. Nimisha Jaipuria	AEQPB9479L	1	558000	0.55	1	558000	0.54
	Mr. Niravnayan Bajaj	AOWPB1365F	1	251000	0.25	1	251000	0.24
	Ms. Kumud Bajaj	ACJPB6304R	1	190200	0.19	1	190200	0.19
	Mrs. Pooja Bajaj	AENPA7886D	1	130000	0.13	1	130000	0.13
	Ms. Suman Jain	ABVPJ9074H	1	99645	0.10	1	99645	0.10
	Ms. Kriti Bajaj	AIJPB9461F	1	90000	0.09	1	90000	0.09
	Ms. Shefali Bajaj	AEGPB9057C	1	30000	0.03	1	30000	0.03
	Mr. Sanjivnayan Bajaj	ACJPB6306P	1	10735	0.01	1	10735	0.01
	Ms. Deepa Bajaj	AFAPB6660G	1	1000	0.00	1	1000	0.00
	Mr. Rajivnayan Bajaj	ACJPB6305Q	-	-	-	-	-	-
	Mr. Rishabnayan Bajaj	AOSPB0046F	-	-	-	-	-	-
	Mr. Siddhant Bajaj	AOSPB0045G	-	-	-	-	-	-
	Ms. Sanjali Bajaj	APIPB6995E	-	-	-	-	-	-
	Master Aryaman Kejriwal	BXPPK2107M	-	-	-	-	-	-
	Master Nirvaan Kejriwal	BXGPK2165L	-	-	-	-	-	-
	Master Vanraj Bajaj	CIEPB6791F	-	-	-	-	-	-
	Master Aarav Swamy	HTUPS7496Q	-	-	-	-	-	-
	Master Vihaan Jaipuria	BDNPJ7344D	-	-	-	-	-	-
	Ms. Sheetal Bajaj	ACZPN3025D	-	-	-	-	-	-
	Rajivnayan Bajaj HUF	AALHR8594P	-	-	-	-	-	-
	Sanjivnayan Bajaj HUF	AASHS1531E	-	-	-	-	-	-
b)	**Central Govt.**		**-**	**-**	**-**	**-**	**-**	**-**
c)	**State Govt(s).**		**-**	**-**	**-**	**-**	**-**	**-**
d)	**Banks / FIs**		**-**	**-**	**-**	**-**	**-**	**-**
e)	**Any other**		**18**	**42630807**	**41.68**	**18**	**42875247**	**41.71**
	Bodies Corp.		**16**	**40954607**	**40.03**	**16**	**41199047**	**40.08**
	Jamnalal Sons Private Limited	AAACJ3176H	1	19872830	19.42	1	19920845	19.38
	Bajaj Holdings And Investment Limited	AAACB3370K	1	16697840	16.32	1	16697840	16.24
	Hind Musafir Agency Limited	AAACH1250Q	1	1258000	1.23	1	1258000	1.22
	Bajaj International Private Limited	AAACB0478J	1	800000	0.78	1	817460	0.80

Sr. No.	Category & Name of shareholder	PAN	Pre-Scheme			Post-Scheme		
			No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
	Baroda Industries Private Limited	AAACB2428A	1	770000	0.75	1	883490	0.86
	Hercules Hoists Limited	AAACH2706D	1	554937	0.54	1	554937	0.54
	Shekhar Holdings Private Limited	AAECS5871J	1	480000	0.47	1	480000	0.47
	Rahul Securities Private Limited	AAACR3945E	1	415000	0.41	1	415000	0.40
	Bachhraj Factories Private Limited	AAACB4654N	1	95000	0.09	1	95000	0.09
	Bajaj Sevashram Private Limited	AADCB2301D	1	5000	0.00	1	5000	0.00
	Bachhraj And Company Private Limited	AAACB5589N	1	1000	0.00	1	66475	0.06
	Kamalnayan Investment & Trading Private Limited	AAACK2177P	1	1000	0.00	1	1000	0.00
	Madhur Securities Private Limited	AAACM3719R	1	1000	0.00	1	1000	0.00
	Niraj Holdings Private Limited	AAACN5095P	1	1000	0.00	1	1000	0.00
	Rupa Equities Private Limited	AAACS7520E	1	1000	0.00	1	1000	0.00
	Sanraj Nayan Investments Private Limited	AAMCS1380A	1	1000	0.00	1	1000	0.00
	Partnership Firms		**-**	**-**	**-**	**-**	**-**	**-**
	Bajaj Trading Company	AABFB3490L	-	-	-	-	-	-
	Trusts		**2**	**1676200**	**1.65**	**2**	**1676200**	**1.63**
	Mrs. Kiran Bajaj (as Trustee of Geetika Trust No. 2)	AABTG7469A	1	1210000	1.18	1	1210000	1.18
	Mr. Niraj Bajaj (as Trustee of Niravnayan Trust)	AAATN1019L	1	466200	0.46	1	466200	0.45
	Deepa Trust	AAAAS5923M	-	-	-	-	-	-
	Sanjali Trust	AAAAS5924N	-	-	-	-	-	-
	Siddhant Trust	AABAS6130P	-	-	-	-	-	-
	Kriti Trust	AAATK1135E	-	-	-	-	-	-
	Rishab Trust	AAAAR1223R	-	-	-	-	-	-
	Geetika Trust	AAATS5279D	-	-	-	-	-	-
	Aryaman Trust	AAATA8092J	-	-	-	-	-	-
	Nirvaan Trust	AABTN4388D	-	-	-	-	-	-
	Rajiv Trust	AADTR2978R	-	-	-	-	-	-
	Sanjiv Trust	AAUTS5740B	-	-	-	-	-	-
	Anant Bajaj Trust	AAGTA3192B	-	-	-	-	-	-
	Nirav Trust	AACTN7869E	-	-	-	-	-	-
	Sanjali Family Trust	AAVTS4306G	-	-	-	-	-	-
	Siddhant Family Trust	AAVTS5735P	-	-	-	-	-	-
	Sub-Total (A1)		**37**	**64218485**	**62.77**	**37**	**64689905**	**62.93**
2	**Foreign Promoters**							
a)	Individual / HUF		-	-	-	-	-	-
b)	Central Govt.		-	-	-	-	-	-

Sr. No.	Category & Name of shareholder	PAN	Pre-Scheme			Post-Scheme		
			No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
c)	**State Govt(s).**		**-**	**-**	**-**	**-**	**-**	**-**
d)	**Bodies Corp.**		**-**	**-**	**-**	**-**	**-**	**-**
e)	**Banks / FIs**		**-**	**-**	**-**	**-**	**-**	**-**
f)	**Any other**		**-**	**-**	**-**	**-**	**-**	**-**
	Sub-Total (A2)		**-**	**-**	**-**	**-**	**-**	**-**
	Total Promoter and Promoter Group Shareholding (A) [(A1) + (A2)]		**37**	**64218485**	**62.77**	**37**	**64689905**	**62.93**
(B)	**PUBLIC SHAREHOLDING**							
1	**Institutions**		**-**	**-**	**-**	**-**	**-**	**-**
a)	**Mutual Fund**		**10**	**5091091**	**4.98**	**10**	**5091091**	**4.95**
	Reliance Capital Trustee Co. Ltd-A/C Reliance small Cap Fund	AAATR0090B	1	2007839	1.96	1	2007839	1.95
	Principal Trustee Co. Pvt Ltd. - Principal Mutual Fund - Principal Emerging Bluechip Fund	AAATP6607N	1	1072220	1.05	1	1072220	1.04
b)	**Venture Capital Funds**		**-**	**-**	**-**	**-**	**-**	**-**
c)	**Alternate Investment Funds**		**1**	**275000**	**0.27**	**1**	**275000**	**0.27**
d)	**Foreign Venture Capital Investors**		**-**	**-**	**-**	**-**	**-**	**-**
e)	**Foreign Portfolio Investor**		**67**	**9820910**	**9.60**	**67**	**9820910**	**9.55**
	MSD India Fund Limited	AAJCM9231B	1	1891461	1.85	1	1891461	1.84
	Caisse De Depot Et Placement Du Quebec-Enam Asset Management	AADCC1811B	1	1750000	1.71	1	1750000	1.70
	Long Term India Fund	AABCL9763H	1	1097000	1.07	1	1097000	1.07
(f)	**Financial Institutions / Banks**		**27**	**63976**	**0.06**	**27**	**63976**	**0.06**
(g)	**Insurance Companies**		**-**	**-**	**-**	**-**	**-**	**-**
(h)	**Provident Funds/ Pension Funds**		**-**	**-**	**-**	**-**	**-**	**-**
(i)	**Any Other (Specify)**		**-**	**-**	**-**	**-**	**-**	**-**
	Sub-Total (B1)		**105**	**15250977**	**14.91**	**105**	**15250977**	**14.84**
2	**Central Government / State Government(s) / President of India**		**-**	**-**	**-**	**-**	**-**	**-**
	Sub-Total (B2)		**-**	**-**	**-**	**-**	**-**	**-**
3	**Non-Institutions**		**-**	**-**	**-**	**-**	**-**	**-**
(a)	**Individuals**							
	i. Individual shareholders holding nominal share capital up to ₹ 2 lakh.		**39115**	**13197066**	**12.90**	**39115**	**13197066**	**12.84**

Sr. No.	Category & Name of shareholder	PAN	Pre-Scheme			Post-Scheme		
			No. of Shareholders	No. of Shares	% of Shares	No. of Shareholders	No. of Shares	% of Shares
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.		**8**	**2743718**	**2.68**	**8**	**2743718**	**2.67**
(b)	**NBFCs registered with RBI**		**8**	**44502**	**0.04**	**8**	**44502**	**0.04**
(c)	**Employee Trusts**		**-**	**-**	**-**	**-**	**-**	**-**
(d)	**Overseas Depositories (holding DRs) (balancing figure)**		**-**	**-**	**-**	**-**	**-**	**-**
(e)	**Any Other (Specify)**		**3014**	**6862178**	**6.71**	**3014**	**6862178**	**6.68**
	IEPF		1	225680	0.22	1	225680	0.22
	Trusts		10	1898243	1.86	10	1898243	1.85
	Foreign Nationals		4	42645	0.04	4	42645	0.04
	Hindu Undivided Family		742	276725	0.27	742	276725	0.27
	Non Resident Indians (Non Repat)		446	598357	0.58	446	598357	0.58
	Non Resident Indians (Repat)		1010	563907	0.55	1010	563907	0.55
	Clearing Member		213	230929	0.23	213	230929	0.22
	Bodies Corporate		588	3025692	2.96	588	3025692	2.94
	Sub-Total (B3)		**42145**	**22847464**	**22.33**	**42145**	**22847464**	**22.23**
	Total Public Shareholding (B) [(B1)+(B2)+(B3)]		**42250**	**38098441**	**37.23**	**42250**	**38098441**	**37.07**
(C)	**SHARES HELD BY CUSTODIAN FOR GDR ADRS**		**-**	**-**	**-**	**-**	**-**	**-**
	Total (C)		**-**	**-**	**-**	**-**	**-**	**-**
	Grand Total (A)+(B)+(C)		**42287**	**102316926**	**100.00**	**42287**	**102788346**	**100.00**

Notes:

1. Post September 30, 2018, the paid-up share capital of the Resulting Company has increased to 102842996 equity shares of ₹ 2 each on account of issue of 54650 equity shares on exercise of stock options by the option grantees.
2. Name and PAN details provided for 'Promoters and Promoter Group' shareholders and such other public shareholders holding more than 1% in the paid-up capital.

ANNEXURE H

SUMMARY OF VALUATION REPORT ALONG WITH BASIS OF SUCH VALUATION

1. Hind Lamps Limited **("HLL")** and Bajaj Electricals Limited **("BEL")** (together referred to as **"Companies"**) collectively engaged Messrs S.R.Batliboi & Co. LLP **("Valuer")**, as independent valuer to recommend Share Entitlement Ratio in connection with the Scheme of Arrangement between HLL and BEL and their respective shareholders and creditors **("Scheme")** under sections 230-232 and other applicable provisions of the Companies Act, 2013 for demerger of the manufacturing business of HLL into BEL. The Valuer issued a valuation report dated November 22, 2015 **("Valuation Report")**.

2. BEL appointed SPA Capital Advisors Limited **("SPACAL")** as the merchant banker to provide an independent opinion to the board of directors of BEL as to the fairness of the Share Entitlement Ratio recommended by the Valuer.

3. SPACAL reviewed the valuation report dated November 22, 2015 and the draft Scheme and carried out such independent analysis as is customary for issuance of fairness opinions. In its report dated November 23, 2015 **("Fairness Opinion")**, SPACAL concluded that the following Share Exchange Ratio recommended by the Valuer is fair:

   "109 equity shares of BEL of ₹ 2 each fully paid up for every 1000 equity shares of HLL of ₹ 25 each fully paid up."

4. Based on the Valuation Report, the Fairness Opinion and presentation made to the board of directors of the Companies, the above Share Entitlement Ratio was approved by the respective boards of the Companies.

5. Later, due to regulatory changes (as more particularly described in the Explanatory Statements under "Para 7 – Corporate Approvals"), the Companies were required to make revisions in the Share Entitlement Ratio.

6. For this purpose, HLL and BEL collectively engaged Messrs Katre Barwe & Associates **("New Valuer")**, as independent valuer to recommend revised Share Entitlement Ratio in connection with the Scheme. During the analysis, the New Valuer relied upon the Valuation Report issued by the earlier Valuer and recommended a revised Share Entitlement Ratio, in light of the revised applicable legislations, vide its valuation report dated October 31, 2017 which is enclosed as **Annexure B-1 ("Revised Valuation Report")**.

7. BEL appointed SPACAL as the merchant banker to provide an independent opinion to the board of directors of BEL as to the fairness of the revised Share Entitlement Ratio recommended by the New Valuer.

8. SPACAL reviewed the Revised Valuation Report and the draft Scheme and carried out such independent analysis as is customary for issuance of fairness opinions. In its report dated November 1, 2017, enclosed as **Annexure B-2 ("New Fairness Opinion")**, SPACAL concluded that the following Revised Share Entitlement Ratio recommended by the New Valuer is fair:

   "97 equity shares of BEL of ₹ 2 each fully paid up for every 1000 equity shares of HLL of ₹ 25 each fully paid up."

9. Based on the Revised Valuation Report, the New Fairness Opinion and presentation made to the board of directors of the Companies, the Revised Share Entitlement Ratio was approved by the respective boards of the Companies in their respective meetings held on November 9, 2017.

   The management of both the Companies has recommended the Revised Share Entitlement Ratio as consideration for the demerger of the manufacturing business of HLL into BEL.

ANNEXURE I

In the nature of abridged prospectus – MEMORANDUM CONTAINING SALIENT FEATURES IN RESPECT OF DEMERGER OF MANUFACTURING BUSINESS OF HIND LAMPS LIMITED INTO BAJAJ ELECTRICALS LIMITED, PURSUANT TO A SCHEME OF ARRANGEMENT ("SCHEME") UNDER SECTIONS 230-232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT").

This is an abridged prospectus prepared to comply with the requirements of regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). You are also encouraged to read the greater details available in the Scheme.

THIS ABRIDGED PROSPECTUS CONTAINS EIGHT (8) PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This document is prepared to comply with the requirement of regulation 37 of the Listing Regulations read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and is in accordance with the disclosure required to be made in Abridged Prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable. Bajaj Electricals Limited (hereinafter referred to as the "**Resulting Company**") is already listed on BSE Limited and the National Stock Exchange of India Limited (hereinafter collectively referred to as the **"Stock Exchanges"**). Pursuant to the Scheme, there is no issue of equity shares by Resulting Company to the public at large, except to the existing shareholders of Hind Lamps Limited (hereinafter referred to as the **"Demerged Company"**) excluding to the Resulting Company itself. The equity shares so issued would be listed on the Stock Exchanges under Regulation 19 of Securities Contract (Regulation) Rules, 1957. Therefore, the requirements with respect to GID (General Information Document) is not applicable and this Abridged Prospectus be read accordingly.

You may also download this Abridged Prospectus along with the Scheme as approved by the Board of Directors and Audit Committees of the Demerged Company and Resulting Company in their respective meetings held on November 9, 2017, and copies of the valuation reports dated October 31, 2017, along with its annexures, issued by Messrs Katre Barwe & Associates, Chartered Accountants, recommending the Share Entitlement Ratio and Report on Fairness Opinion dated November 1, 2017 issued by SPA Capital Advisors Limited from the websites of the Stock Exchanges where the equity shares of the Resulting Company, issued pursuant to the Scheme, are proposed to be listed i.e. www.bseindia.com and www.nseindia.com. A copy of the Abridged Prospectus shall be submitted to the Securities and Exchange Board of India (**"SEBI"**).

HIND LAMPS LTD.

(Incorporated as a public company with limited liability under the Indian Companies Act, 1913
pursuant to a certificate of incorporation dated April 30, 1951)
Factory & Registered Office: Shikohabad, Firozabad, Uttar Pradesh – 205 141
HID Lamps manufacturing unit: Plot No. 46-48, Sector- 5, Parwanoo, Solan, Himachal Pradesh – 173 220
Corporate Identity Number: U27302UP1951PLC002355
Contact Person: Manish Pathak, Chief Financial Officer
Tel: 9719215153, 05676-234501/2/3
Website: Not Available; Email: hindlamps@sify.com

PROMOTER OF THE COMPANY: Shekhar Bajaj
(For further details refer to the para titled "PROMOTERS OF DEMERGED COMPANY" on page 3 of this Abridged Prospectus)

OFFER DETAILS, LISTING AND PROCEDURE

HIND LAMPS LIMITED ("DEMERGED COMPANY") AND BAJAJ ELECTRICALS LIMITED ("RESULTING COMPANY") FORMS PART OF THE BAJAJ GROUP OF COMPANIES. RESULTING COMPANY IS PRESENTLY HOLDING 1140000 EQUITY SHARES IN THE DEMERGED COMPANY REPRESENTING 19.00% OF PAID UP SHARE CAPITAL OF THE DEMERGED COMPANY, WHEREAS THE REMAINING EQUITY SHARES OF THE DEMERGED COMPANY ARE HELD BY THE PROMOTERS / PROMOTER GROUP COMPANIES OF THE DEMERGED COMPANY AND RESULTING COMPANY. IT IS PROPOSED TO DEMERGE THE MANUFACTURING BUSINESS OF THE DEMERGED COMPANY INTO THE RESULTING COMPANY PURSUANT TO A SCHEME OF ARRANGEMENT UNDER SECTIONS 230-232 AND OTHER APPLICABLE PROVISIONS OF THE ACT. AS A RESULT OF WHICH SHAREHOLDERS OF THE DEMERGED COMPANY SHALL BE ISSUED EQUITY SHARES OF THE RESULTING COMPANY, EXCEPT TO THE RESULTING COMPANY ITSELF, AS A CONSIDERATION FOR THE DEMERGER IN COMPLIANCE WITH THE PROVISIONS OF SECTION 2(19AA) OF THE INCOME TAX ACT, 1961.

The details in respect of meeting of the shareholders (including Postal Ballot and e-Voting) of the Resulting Company as conveyed in accordance with Sections 230 - 232 of the Act and e-Voting required as per SEBI Circular No.CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Regulation 44 of the Listing Regulations where the Scheme would be placed before the shareholders will be published in two newspapers as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, Maharashtra and National Company Law Tribunal, Allahabad Bench, Uttar Pradesh constituted under the Act ("NCLT").

DETAILS ABOUT THE BASIS FOR THE SWAP RATIO IN ACCORDANCE WITH THE SCHEME AND SHARE ENTITLEMENT RATIO REPORT AND REPORT ON FAIRNESS OPINION WILL BE AVAILABLE ON THE WEBSITE OF THE RESULTING COMPANY AND THE 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 GID may be applicable only to the limited extent as specifically provided.

ELIGIBILITY

- In compliance with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with the Abridged Prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable;
- The equity shares sought to be listed are proposed to be allotted by the Resulting Company to the shareholders of an unlisted entity, i.e. the Demerged Company, pursuant to a Scheme to be sanctioned by NCLT under Sections 230-232 of the Act;
- The percentage of post-scheme shareholding of public shareholders of the listed Resulting Company shall not be less than 25%;
- The Resulting Company will not issue/re-issue any shares not covered under the draft Scheme; and
- As on the date of application, neither there are outstanding warrants / instruments / agreements which gives any right to any person to take the equity shares in the Resulting Company at any future date nor such instruments are stipulated in the Scheme.

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the NCLT, the time frame cannot be established with certainty. However, in general, it may take 5 to 6 months after shareholders' meeting.

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Resulting Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Resulting Company and this Offer, including the risks involved. The equity shares have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus. Specific attention of the investors is invited to the Section "Risk Factors" at page 7 of this Abridged Prospectus. – Not Applicable as the offer is not for public at large.

Names of Book Running Lead Manager/s and contact details (telephone and email id) of each BRLM	Not applicable
Names of Syndicate Members	Not applicable
Name of Registrar to the Issue and contact details (telephone and email id)	Not applicable

Name of Statutory Auditor	Sushil Maheshwari & Co., Chartered Accountants **Firm Registration Number:** 005519C **Head Office:** 607 & 507, Maruti Plaza, Block 118/8, Sanjay Place, Agra 282 002. **Branch Office:** Gr. Floor, 208, State Bank Nagar, Paschim Vihar, New Delhi 110 063. **Telefax:** +91 562 4040023; **Email:** casmco@gmail.com
Name of Credit Rating Agency and the rating or grading obtained, if any	Not applicable
Name of Debenture Trustee, if any	Not applicable
Self-Certified Syndicate Banks	Not applicable
Non Syndicate Registered Brokers	Not applicable
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)	Not applicable

PROMOTERS OF DEMERGED COMPANY

Shekhar Bajaj, aged 70 years, is a Promoter and Non-Executive Director of the Demerged Company. He is a resident Indian national. He holds Bachelor of Science degree and has completed his MBA from New York University. He has been a director of the Demerged Company since September 1979 and has over 50 years of working experience. He is also the Chairman and Managing Director of the Resulting Company.

Name of the top 5 largest listed group companies in terms of turnover: (1) Bajaj Finserv Limited; (2) Bajaj Auto Limited; (3) Bajaj Finance Limited; (4) Bajaj Electricals Limited; and (5) Mukand Limited.

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

The Demerged Company was incorporated in the year 1951 as a Joint Venture (JV) of the companies viz. – N.V. Philips Gloilampentebriken, The British Thomson Houston Company Limited, Crompton Parkinson Limited, The General Electric Company Limited, Siemens Electric Lamps & Supplies Limited and Radio Lamps Works Limited (now known as Bajaj Electricals Limited) with the prime objective to carry on the business of manufacture of electric goods including electric lamps and lighting effects. Subsequently, the JV members, excepting Bajaj Electricals Limited ("Resulting Company"), divested their respective shareholdings in the Demerged Company. The present shareholders of the Demerged Company are (i) Resulting Company (19.00%), (ii) Baroda Industries Private Limited (19.50%), (iii) Mrs. Kiran Bajaj (19.50%), (iv) Ms. Geetika Bajaj (19.50%), (v) Bachhraj & Co. Private Limited (11.25%), (vi) Jamnalal Sons Private Limited (8.25%) and (vii) Bajaj International Private Limited (3.00%). The Preference shares of the Demerged Company are held entirely by the Resulting Company.

The Demerged Company is engaged in the business of manufacturing of glass bulbs, HID bulbs and aluminium caps at its manufacturing unit located at Shikohabad, Firozabad District, Uttar Pradesh and HID Lamps at its manufacturing unit located at Parwanoo, Himachal Pradesh. The Demerged Company has been declared as a sick industrial company within the meaning of section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 ("SICA") by the Board of Industrial and Financial Reconstruction ("BIFR").

The Present Business / Products Portfolio:
Products Manufactured & Marketed :-

- Lamps: GLS Lamps and HID Lamps
- Others: Standard Aluminium Caps for GLS Lamps

Competitive Strengths:

- Manufacturing capacity
- Experienced labour force

Strategies:

- Hiving off loss making manufacturing unit
- Monetization of assets and settlement of liabilities
- Concentration on profitable trading business

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current / past position held in other firms
1.	Shekhar Bajaj	Chairman	For details, please refer to "Promoters of Demerged Company" on page 3 of this Abridged Prospectus.
2.	Subir Datta	Whole-time Director	Subir Datta, aged about 39 years, is MBA (Materials) from Annamalai University, Chennai and possess cross-functional experience in the areas of Business Operations & Development, Project Management, Supply Chain Management, Administering Projects, etc. He is responsible for the successful leadership and management of the organization according to the strategic direction set by the Board of Directors.
3.	K. R. Bhattad	Director	Kunjbihari Ramgopalji Bhattad, aged 68 years, has been a director of the Demerged Company since October 2014. He has completed his Masters in Commerce (M.Com) (General) from Nagpur University in the year 1973. He has more than 40 years of experience in handling and looking after the finance, investments, accounts and taxation functions of several Partnership Firms, NBFC's which belong to the Bajaj Group and are registered with the RBI.
4.	Sanjay Murarka	Director	Sanjay Murarka, aged 49 years, has been a director of the Demerged Company since October 2014. He has completed his Bachelor in Commerce (B.Com) and LL.B. (General) from Mumbai University. He is a qualified Company Secretary and a Fellow Member of the Institute of Company Secretaries of India, New Delhi. He has more than 20 years of experience in handling secretarial, legal, finance, accounts and taxation work; and also taking care of compliances applicable under various Corporate Laws, SEBI Rules & Regulations and RBI Guidelines, of several NBFC's which belong to the Bajaj Group and are registered with the RBI.

OBJECTS OF THE ISSUE

Details of means of finance – Not applicable

Objects -

'Purpose and Rationale' as set out in Part B of the Preamble of the Scheme is as under:

"B. PURPOSE AND RATIONALE OF THIS SCHEME

(a) This Scheme of Arrangement (hereinafter referred to as the "Scheme") is presented pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and the Income Tax Act, 1961 as may be applicable for the transfer by way of demerger of the Demerged Undertaking of the Demerged Company to the Resulting Company in the manner provided for in the Scheme and reorganization of capital reserves, securities premium and share capital of the Demerged Company.

(b) The Board of Directors of the Demerged Company and the Resulting Company are of the view that the transfer and vesting of the Manufacturing Business of the Demerged Company to the Resulting Company will enable both the Demerged Company and the Resulting Company to achieve and fulfil their objectives more efficiently and economically and the same is also in the interest of all stakeholders. The Resulting Company's existing management expertise and quality systems & controls will enhance the performance of the business of the Demerged Undertaking.

(c) The Scheme is expected to contribute in furthering and fulfilling the objects of the Demerged Company and the Resulting Company and to facilitate the revival of the Manufacturing Business of the Demerged Company upon its consolidation with the Resulting Company.

(d) As per the Modified Draft Rehabilitation Scheme ("MDRS") filed with the BIFR for the revival of the Demerged Company, the net worth of the Demerged Company was expected to turn positive by 31st March 2014. The Demerged Company couldn't achieve the aforesaid objective and accordingly the management of the Demerged Company decided to make an attempt to achieve positive net worth by 31st March 2015. However, as on 31st March 2015, the Demerged Company could not achieve positive net worth and accordingly, it has been proposed to demerge the Manufacturing Business of the Demerged Company with the Resulting Company with effect from the appointed date of 31st March 2014.

(e) The Scheme has been approved by the Board of Directors of the Demerged Company and the Resulting Company in their respective meetings held on 23rd November, 2015. Further, to meet the requirements of Para 8 of the SEBI Circular No.CFD/DIL3/CIR/2017/21 dated 10th March, 2017, the Board of Directors of the Demerged Company and the Resulting Company in their respective meetings held on 9th November, 2017, considered and approved the revised Share Entitlement Ratio and made other relevant/necessary/consequential amendments to the Scheme.

(f) This Scheme has been drawn up so that the Demerger of the Demerged Undertaking from the Demerged Company into the Resulting Company is compliant with the conditions relating to "Demerger" as specified under Section 2(19AA) of the Income Tax Act, 1961 ("Income Tax Act")."

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Demerged Company in the preceding 10 years.

Not Applicable. Also note that in order to redeem the 9% Cumulative Redeemable Preference Shares on their due dates and to augment the availability of long term funds for financing expansion activities of the Demerged Company, in FY 2013-14, the Demerged Company had raised ₹ 15,12,00,000 by issuing 5600000 equity shares to its shareholders on right basis in the ratio 14:1. However, the said issue does not fall within the meaning of 'public issue'. Further, the proceeds of the said issue have been fully utilized and there is no occasion of non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds.

Name of monitoring agency, if any – Not Applicable.

Terms of Issuance of Convertible Security, if any – Not Applicable.

SHAREHOLDING PATTERN

A. Shareholding Pattern of the Demerged Company

Sr. No.	Particulars	Pre-Scheme number of shares	Pre-Scheme % Holding	Post Scheme number of shares	Post Scheme % Holding
EQUITY SHARE CAPITAL (Equity shares of ₹ 25 each)					
1.	**Promoter Individual / HUF**				
	Mrs. Kiran Bajaj	1170000	19.50	1170000	19.50
	Ms. Geetika Bajaj	1170000	19.50	1170000	19.50
	(A)	**2340000**	**39.00**	**2340000**	**39.00**
2.	**Promoter Bodies Corp.**				
	Bajaj Electricals Limited	1140000	19.00	1140000	19.00
	Bachhraj & Company Private Limited	675000	11.25	675000	11.25
	Jamnalal Sons Private Limited	495000	8.25	495000	8.25
	Baroda Industries Private Limited	1170000	19.50	1170000	19.50
	Bajaj International Private Limited	180000	3.00	180000	3.00%
	(B)	**3660000**	**61.00**	**3660000**	**61.00**
3.	**Non Promoter Shareholding**				
	Public Shareholding	-	-	-	-
	(C)	**-**	**-**	**-**	**-**
	Total (A + B + C)	**6000000**	**100.00**	**6000000**	**100.00**
PREFERENCE SHARE CAPITAL (2800000 0% Redeemable Preference Shares of ₹ 25 each)					
1.	**Promoter Bodies Corp.**				
	Bajaj Electricals Limited	2800000	100.00	-	-
	(A1)	**2800000**	**100.00**	**-**	**-**
2.	**Non Promoter Shareholding**				
	Public Shareholding	-	-	-	-
	(B1)	**-**	**-**	**-**	**-**
	Total (A1 + B1)	**2800000**	**100.00**	**-**	**-**

B. Shareholding Pattern of the Resulting Company (Based on the shareholding pattern as on September 30, 2018):

Sr. No.	Particulars	Pre-Issue number of shares	Pre-issue % Holding	Post Issue number of shares	Post issue % Holding
EQUITY SHARE CAPITAL (Equity shares of ₹ 2 each)					
1.	**Promoters - Individual / HUF**				
	Mrs. Kiran Bajaj	5252819	5.13	5366309	5.22
	Late Mr. Anant Bajaj	4981823	4.87	4981823	4.85
	Mr. Shekhar Bajaj	2500735	2.44	2500735	2.43
	Mr. Niraj Bajaj	2193235	2.14	2193235	2.13
	Mr. Rahulkumar Bajaj	1392580	1.36	1392580	1.35
	Ms. Sunaina Kejriwal	965325	0.94	965325	0.94
	Ms. Neelima Bajaj Swamy	900000	0.88	900000	0.88
	Mr. Madhur Bajaj	815035	0.80	815035	0.79

Sr. No.	Particulars	Pre-Issue number of shares	Pre-issue % Holding	Post Issue number of shares	Post issue % Holding
	Ms. Minal Bajaj	617200	0.60	617200	0.60
	Ms. Geetika Bajaj	608346	0.59	721836	0.70
	Ms. Nimisha Jaipuria	558000	0.55	558000	0.54
	Mr. Niravnayan Bajaj	251000	0.25	251000	0.24
	Ms. Kumud Bajaj	190200	0.19	190200	0.19
	Mrs. Pooja Bajaj	130000	0.13	130000	0.13
	Ms. Suman Jain	99645	0.10	99645	0.10
	Ms. Kriti Bajaj	90000	0.09	90000	0.09
	Ms. Shefali Bajaj	30000	0.03	30000	0.03
	Mr. Sanjivnayan Bajaj	10735	0.01	10735	0.01
	Ms. Deepa Bajaj	1000	0.00	1000	0.00
	(A)	**21587678**	**21.10**	**21814658**	**21.22**
2.	**Promoters – Others**				
	Bodies Corp.				
	Jamnalal Sons Private Limited	19872830	19.42	19920845	19.38
	Bajaj Holdings And Investment Limited	16697840	16.32	16697840	16.24
	Hind Musafir Agency Limited	1258000	1.23	1258000	1.22
	Bajaj International Private Limited	800000	0.78	817460	0.80
	Baroda Industries Private Limited	770000	0.75	883490	0.86
	Hercules Hoists Limited	554937	0.54	554937	0.54
	Shekhar Holdings Private Limited	480000	0.47	480000	0.47
	Rahul Securities Private Limited	415000	0.41	415000	0.40
	Bachhraj Factories Private Limited	95000	0.09	95000	0.09
	Bajaj Sevashram Private Limited	5000	0.00	5000	0.00
	Bachhraj And Company Private Limited	1000	0.00	66475	0.06
	Kamalnayan Investment & Trading Private Limited	1000	0.00	1000	0.00
	Madhur Securities Private Limited	1000	0.00	1000	0.00
	Niraj Holdings Private Limited	1000	0.00	1000	0.00
	Rupa Equities Private Limited	1000	0.00	1000	0.00
	Sanraj Nayan Investments Private Limited	1000	0.00	1000	0.00
	(b1)	**40954607**	**40.03**	**41199047**	**40.08**
	Trusts				
	Kiran Bajaj (as Trustee of Geetika Trust No. 2)	1210000	1.18	1210000	1.18
	Niraj Bajaj (as Trustee of Niravnayan Trust)	466200	0.46	466200	0.45
	(b2)	**1676200**	**1.65**	**1676200**	**1.63**
	(b1 + b2) = (B)	**42630807**	**41.67**	**42875247**	**41.71**
3.	**Non Promoter Shareholding**				
	Public Shareholding	38098441	37.23	38098441	37.07
	(C)	**38098441**	**37.23**	**38098441**	**37.07**
	Total (A + B + C)	**102316926**	**100.00**	**102788346**	**100.00**

RESTATED AUDITED FINANCIALS OF DEMERGED COMPANY

Standalone:

(Amount: ₹ in crore except EPS and Book Value)

	Half year ended 30 Sep 2018	FY 2017-18	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14
Total income from operations (net)	19.78	41.60	43.45	45.72	58.76	64.79
Net Profit / (Loss) before tax and extraordinary items	(5.99)	(12.22)	(9.37)	(10.74)	(7.29)	(12.76)
Net Profit / (Loss) after tax and extraordinary items	**(5.61)	**(8.46)	**(9.30)	(6.62)	(18.73)	(9.58)
Equity Share Capital	15.00	15.00	15.00	15.00	15.00	15.00
Reserves and Surplus	(85.50)	(79.89)	(71.43)	(61.43)	(53.55)	(32.33)
Net worth	(74.56)	(68.95)	(60.49)	(51.50)	(44.96)	(26.15)
Basic earnings per share (₹)	(9.65)	(15.29)	(13.41)	(11.04)	(31.22)	(19.08)
Diluted earnings per share (₹)	(9.65)	(15.29)	(13.41)	(11.04)	(31.22)	(19.08)
Return on net worth (%)	*	*	*	*	*	*
Net asset value/Book value per share (₹)	*	*	*	*	*	*

Notes:

1. *Net worth is calculated as per the Companies Act, 2013. (Equity Capital + Reserves & Surplus excluding revaluation reserves – Carry forward losses – Miscellaneous Expenditure to the extent not written off);*
2. *Reserves and Surplus includes Carry Forward Losses;*
3. *Book Value=(Total Assets – Total Liabilities) / Total No. of shares outstanding.*

** Cannot be calculated as it is negative.*

***Total comprehensive income for the period*

Consolidated: Not applicable

INTERNAL RISK FACTORS

a) With the accumulated losses, the net worth of the Demerged Company is negative. Further, the Demerged Company has been declared as a sick industrial company within the meaning of section 3(1)(o) of SICA by BIFR. This exposes the Demerged Company to the risk of bankruptcy and insolvency.

b) The Auditors of the Demerged Company have included the following "Basis of qualified opinion" in their audit report dated January 2, 2019 on the financial statements of the Demerged Company for the period ended September 30, 2018 :

"Regarding recognition of Deferred Tax Assets, aggregating ₹ 11,64,80,418/- as at September 30th, 2018 (Previous Year ₹ 11,46,52,800/-) in spite of absence of convincing evidence of availability of adequate future taxable profits to demonstrate virtual certainty of reversal of such deferred tax assets, which is not in accordance with the requirements of Ind AS-12, Income Taxes."

c) The demand for GLS was severely impacted because of introduction of CFL and LED bulbs having long life. The Demerged Company will need to offer value proposition to its customers to develop business further.

d) In view of the growth potential in the lighting industry, increased number of players are entering in this segment. Increased competition is likely to put pressure on the existing players. Also, due to competitive nature of the market, pricing pressures persist.

e) It is a constant challenge to retain the right talent as there is imminent short-term risk from new entrants and existing domestic players.

f) Non-availability of regular and quality electricity supply is an issue as it may impact overall demand for electrical products.

g) Clause 17 of the Scheme provides that in the event of any of the sanctions and approvals referred to in this Scheme not being obtained and/or this Scheme not being sanctioned by NCLT or such other appropriate authority and/or order or orders not being passed as aforesaid, or for any other reason, this Scheme cannot be implemented, then the Board of Directors of the Resulting Company and the Demerged Company shall mutually waive/incorporate such conditions as they may consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, the Scheme shall become null and void, and they shall bear their respective costs, charges and expenses in connection with this Scheme unless otherwise mutually agreed. This exposes the Demerged Company to the risk of bearing costs, charges and expenses in connection with this Scheme.

h) In past, the Demerged Company has entered into related party transactions.

i) Some of the Demerged Company's historical, legal and secretarial records are not readily traceable.

j) The Demerged Company is subject generally to changes in Indian law, as well as to changes in government regulations and policies and accounting principles. Any changes in the regulatory framework could adversely affect the profitability of the Demerged Company or its future financial performance, by requiring a restructuring of its activities, increasing costs or otherwise.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

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

As on the date of the Abridged Prospectus, there were thirty-two (32) outstanding assessments / cases / litigations / claims / regulatory actions pending against the Demerged Company involving an aggregate amount of ₹ 9.74 crore.

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

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1.	Income Tax Proceedings for AY 2013-14	Income Tax Authority	Pending before the CIT (Appeals)	₹ 2.93 crore
2.	Income Tax Proceedings for AY 2014-15	Income Tax Authority	Pending before the Hon'ble ITAT	₹ 1.92 crore
3.	Income Tax Proceedings for AY 2013-14	Income Tax Authority	Pending before the Hon'ble ITAT	₹ 1.78 crore
4.	Income Tax Proceedings for AY 2012-13	Income Tax Authority	Pending before the Hon'ble ITAT	₹ 1.64 crore
5.	Income Tax Proceedings for AY 2015-16	Income Tax Authority	Pending before the CIT (Appeals)	₹ 0.77 crore

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any: None.

Brief details of outstanding criminal proceedings against Promoters: None.

DECLARATION

We hereby declare that all relevant provisions of the Act 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 Act, the Securities Contract (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. 1027 OF 2018

In the matter of sections 230 - 232 and other applicable provisions of the Companies Act, 2013

And

In the matter of Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors

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

SECURED CREDITORS
FORM NO. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

1.	Name of the Secured Creditor	
2.	Address	
3.	Principal amount due as on December 31, 2018	

I/We, being Secured Creditor(s) of the Applicant Company, hereby appoint :

1. Name: ..... E-mail ID : .....

   Address: .....

   .....Signature:..... or failing him

2. Name: ..... E-mail ID : .....

   Address: .....

   .....Signature:..... or failing him

3. Name: ..... E-mail ID : .....

   Address: .....

   .....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Meeting of the secured creditors of the Applicant Company, convened as per the directions of the National Company Law Tribunal, Mumbai Bench pursuant to the Order dated November 2, 2018 passed in Company Scheme Application No. 1027 of 2018 to be held on Thursday, February 21, 2019 at 03:30 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra and at any adjournment thereof in respect of the resolution as is indicated below:

Sr. No.	Particulars	Vote (Optional) (Please put a (✓) mark or please mention no. of shares)	
		For	Against
1.	Resolution for approval of the Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors under sections 230-232 and other applicable provisions of the Companies Act, 2013.		

Revenue Stamp of ₹ 1

Signed this _____ day of _____ 2019

Signature of Secured Creditor - _____

Signature of Proxy - _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Applicant Company i.e. 45/47, Veer Nariman Road, Mumbai 400001 not less than 48 hours before the commencement of the Meeting.

2. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

3. In case the Secured Creditor is an entity, the duly completed Proxy Form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the Proxy holder.

Bajaj Electricals Limited

BAJAJ *Inspiring Trust*

Regd. Office: 45/47, Veer Nariman Road, Mumbai 400 001. Tel.: 022-61497000
Email ID: legal@bajajelectricals.com Website: www.bajajelectricals.com
CIN: L31500MH1938PLC009887

ATTENDANCE SLIP

(Please complete this attendance slip and hand over at the entrance of the meeting venue)

Name and address of the Secured Creditor	
Full name of Proxy / Authorised Representative	
Secured Creditor's / Proxy's / Authorised Representative's Signature	

I/We hereby record my/our presence at the Meeting of the secured creditors of Bajaj Electricals Limited, convened as per the directions of the National Company Law Tribunal, Mumbai Bench, pursuant to the Order dated November 2, 2018 passed in Company Scheme Application No. 1027 of 2018 held on Thursday, February 21, 2019 at 03:30 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra.

Name of Secured Creditor/Proxy in BLOCK letters

Signature of Secured Creditor / Proxy

NOTES:

1. A Secured creditor / proxy / authorised representative needs to furnish duly signed 'Attendance Slip' along with a valid identity proof such as PAN card, Passport, Aadhaar card or Driving License to enter the Meeting hall.

2. Secured creditor / proxy / authorised representative is requested to bring his / her copy of the Notice for reference at the meeting.

ROUTE MAP SHOWING LOCATION OF THE VENUE OF THE NCLT CONVEYED MEETING:



Venue: Walchand Hirachand Hall,
4th Floor, Indian Merchants Chamber,
IMC Marg, Churchgate,
Mumbai 400020, Maharashtra.

Source: Google