BAJAJ
Bajaj Electricals Ltd.
Inspiring Trust

L-1/1957/MGP

January 18, 2019

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051

Dear Sir,

Sub.: Service of Notice in the matter of Scheme of Arrangement between Hind Lamps Limited and Bajaj Electricals Limited and their respective shareholders and creditors

Re.: NSE Symbol – BAJAJELEC [Series: EQ]

We have to inform you that by an Order dated November 2, 2018 (**"Order"**), the Hon'ble National Company Law Tribunal, Mumbai Bench (**"Hon'ble NCLT"**) has, inter-alia, directed the separate meetings to be held of the equity shareholders, secured creditors and unsecured creditors of Bajaj Electricals Limited (**"Resulting Company"/"Applicant Company"/"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 the Company and their respective shareholders and creditors (**"Scheme"**).

As directed in the said Order and pursuant to the provisions of section 230 of The Companies Act, 2013 read with the rules framed thereunder, we hereby serve to your office the copies of the Order and a Notice of Meeting of the Unsecured Creditors of the Company scheduled to be held at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra on Friday, February 22, 2019 at 10:30 a.m., as annexures to the enclosed Form CAA-3, for your kind perusal.

We request you to kindly acknowledge the receipt of the same.

Thanking you,

Yours Sincerely
For Bajaj Electricals Limited

Mangesh Patil
EVP- Legal & Taxation and Company Secretary
ICSI Membership No. F4752

Encl.: As above.

Mulla House, 51 Mahatma Gandhi Road, Mumbai 400 001.
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

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FORM NO. CAA 3

[Pursuant to Section 230(5) of the Companies Act, 2013 read with rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

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**

Company Scheme Application No. 1027 of 2018

NOTICE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED UNDER SECTION 230 (5) OF THE COMPANIES ACT, 2013

To,
Listing - Compliance Department,
National Stock Exchange Limited
Exchange Plaza,
C-1, Block G, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051.

NOTICE is hereby given in pursuance of sub-section (5) of section 230 of the Companies Act, 2013, that as directed by the Mumbai Bench of the Hon'ble National Company Law Tribunal (**"Hon'ble Tribunal"**) by an order dated November 2, 2018 (**"Order"**) under sections 230(3), 232(1) & (2) of the Companies Act, a meeting of the unsecured creditors of **BAJAJ ELECTRICALS LIMITED** shall be held at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra on Friday, February 22, 2019 at 10:30 a.m., for the purpose of considering, and if though fit, approving with or without modification, the proposed Scheme of Arrangement between Hind Lamps Limited **("Demerged Company"/"Non-Applicant Company")** and Bajaj Electricals Limited **("Resulting Company"/"Applicant Company"/"Company")** (together referred to as **"Companies"**) and their respective shareholders and creditors **("Scheme").**

A copy of the said Order is enclosed herewith as an **Annexure-1**. Also, a copy of the Notice and an 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 for the meeting of the unsecured creditors of the Applicant Company, containing, inter-alia, the proposed Scheme, is enclosed herewith as an **Annexure-2**.

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

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Email : legal@bajajelectricals.com | CIN : L31500MH1938PLC009887

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You are hereby informed that representation(s), if any, in connection with the proposed Scheme may be made to the Hon'ble Tribunal within thirty (30) days' from the date of receipt of this notice. A copy of the representation(s) may simultaneously be served upon the concerned Companies.

In case no representation is received within the stated period of thirty (30) days, it shall be presumed that you have no representation to make on the proposed Scheme.

For Bajaj Electricals Limited

Mangesh Patil
EVP- Legal & Taxation and Company Secretary

Dated this 18th day of January, 2019
Place: Mumbai

Encl.: As above.

Mulla House, 51 Mahatma Gandhi Road, Mumbai 400 001.
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Annexure – 1

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH

CSA 1027/230-232/NCLT/MB/MAH/2018

CORAM: M.K. Shrawat, Member (Judicial)

In the matter of Section 230-232 of the Companies Act, 2013
In the matter ofScheme of Arrangement between HIND LAMPS LIMITED, the Demerged Company and BAJAJ ELECTRICALS LIMITED, the Resulting Company.

For the Applicants:
Mehta & Padamsey.

CORRIGENDUM ORDER

1. A mention has been made before this Bench by the Representative for the Applicant Company, seeking permission of this Bench for the correction in the address of the place where the meetings have to be convened in the order pronounced on 02.11.2018. The following line is deleted from paragraphs 5,6 & 7:
   "Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, Nariman Point, Mumbai-400021, Maharashtra".
2. Corrigendum Allowed.
3. Rest of the order remains unaltered.
4. Ordered Accordingly.

Dated : 26.12.2018

SD/-
M.K. SHRAWAT
MEMBER (JUDICIAL)

राष्ट्रीय कम्पनी विधी अधिकरण
NATIONAL COMPANY LAW TRIBUNAL
मुंबई न्यायपीठ
MUMBAI BENCH

Certified True Copy
Copy Issued "free of cost"
On 2/1/2018

Assistant Registrar
National Company Law Tribunal Mumbai Bench

CERTIFIED TRUE COPY
For and on behalf of
Bajaj Electricals Limited
Mangesh Patil
EVP-Legal & Taxation and Company Secretary

CSA 1027 OF 2018

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH, AT MUMBAI

COMPANY SCHEME APPLICATION NO. 1027 OF 2018

In the matter of the Companies Act, 2013

AND

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

AND

In the matter of Scheme of Arrangement between HIND LAMPS LIMITED, the Demerged Company and BAJAJ ELECTRICALS LIMITED, the Resulting Company and their respective shareholders and creditors

BAJAJ ELECTRICALS LIMITED)
a public company incorporated under)
the Companies Act, 1913, having its)
registered office at 45 / 47, Veer Nariman)
Road, Mumbai, Maharashtra – 400001)... Applicant Company

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Quorum: Shri M. K. Shrawat, Member (J)

Called for Notice of Admission:

Mr. Mudit Gupta i/b Mehta & Padamsey, Advocates for the Applicant Company

CERTIFIED TRUE COPY
For and on behalf of
[illegible] Limited

[illegible]
Company Secretary

Date: 2 November 2018.

Per: Shri M.K. Shrawat, Member (J)

ORDER

1. The Counsel for the Applicant Company states that the present Scheme of Arrangement is between HIND LAMPS LIMITED (**"the Demerged Company"**) and BAJAJ ELECTRICALS LIMITED (**"the Resulting Company"**) and their respective shareholders and creditors.

2. The Counsel for the Applicant Company further submits that the Demerged Company is primarily engaged in the business of manufacturing of glass bulbs, HID bulbs and aluminium caps. In order to segregate the Demerged Undertaking (as defined in the Scheme of Arrangement) from the Remaining Business (as defined in the Scheme of Arrangement) of the Demerged Company, it is intended to demerge the Demerged Undertaking on a going concern basis into the Resulting Company. The Demerged Company and the Resulting Company are under the same management. The arrangement will result in better and efficient control by the management of the segregated businesses and offer opportunities to the management of the Demerged Company and Resulting Company to pursue growth and expansion strategies.

3. The Counsel for the Applicant Company further submits that the rationale for the Scheme is that it would lead to:

   (i) Greater administrative efficiency and shall enable the Demerged Company to focus on and enhance its

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Remaining Business operations by streamlining operations and cutting costs;

(ii) Ability to leverage financial and operational resources of each business;

(iii) Revival of the Manufacturing Business upon its consolidation with the Resulting Company;

(iv) Streamlining of group structure; and

(v) Consolidation of business operations: Pursuant to the demerger of the Demerged Undertaking (Manufacturing Business) by the Demerged Company into the Resulting Company, the Resulting Company will have advanced shareholder's value accruing from consolidation of business operation resulting in economies of scale, operational rationalisation, organisation efficiency and optimum utilization of various resources.

4. The Counsel for the Applicant Company submits that the National Stock Exchange of India Limited and BSE Limited have, through their respective letters dated 21 March 2018, granted their 'No objection' to the Scheme and have provided in their respective letters that the Applicant 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.

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5. The Tribunal directs that a meeting of Equity Shareholders of the Applicant Company be convened and held at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400 021, Maharashtra on the Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400020, Maharashtra, on the Thursday, February 21, 2019 at 10.30 am for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between the Demerged Company and the Resulting Company and their respective shareholders and creditors.

6. The Tribunal directs that a meeting of Secured Creditors of the Applicant Company be convened and held at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400 021, Maharashtra on the Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400020, Maharashtra on the Thursday, February 21, 2019 at 03:30 pm for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between the Demerged Company and the Resulting Company and their respective shareholders and creditors.

7. The Tribunal directs that a meeting of Unsecured Creditors of the Applicant Company be convened and held at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400 021, Maharashtra on the Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400020, Maharashtra, on the Friday, February 22, 2019 at



10.30 am for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between the Demerged Company and the Resulting Company and their respective shareholders and creditors.

8. At least thirty (30) clear days before the said meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company to be held as aforesaid, notice convening the said meetings at the place, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post / Courier / Speed Post or by Hand Delivery to each of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company at their respective registered or last known addresses or through e-mail to the registered email address of the Equity Shareholders, Secured Creditors and Unsecured Creditors as per the records of the Applicant Company.

9. At least thirty (30) clear days before the Meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company is held as aforesaid, the notices indicating the place, date and time of the aforesaid meetings be published and advertised in two local newspapers viz. 'Free Press Journal' in English and 'Navshakti' in Marathi by the Applicant Company stating that the copies of the Scheme of Arrangement and the statement required to be furnished pursuant to Section 230 of the Companies Act 2013 along with the Form of Proxy can be

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obtained free of charge at the Registered Office of the Applicant Company being 45/47, Veer Nariman Road, Mumbai - 400001.

10. Mr. Shekhar Bajaj, Chairman & Managing Director and failing him, Mr. Anuj Poddar, Director of the Applicant Company shall be appointed as the Chairman for the aforesaid meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors. The Scrutinizer for the meeting shall be Mr. Anant Khamankar of Anant B. Khamankar & Co. and failing him Mr. Surendra Chauhan of Anant B. Khamankar & Co.

11. The Chairman appointed for the aforesaid Meetings shall issue the notices of the Meeting referred to above and shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).

12. The quorum for the aforesaid Meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.

13. The Equity Shareholders, Secured Creditors and Unsecured Creditors who received the notice may within one (1) month from the date of receipt of the notice vote in the meeting either in person or through proxy or through postal ballot or through electronic means to the adoption of the Scheme of Arrangement.



14. The voting by proxy or authorised representative in case of body corporate be permitted, provided that the proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company at its Registered Office at 45 – 47, Veer Nariman Road, Mumbai – 400001, Maharashtra, India, not later than 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

15. The value and number of the shares of each member shall be in accordance with the books / register of the Applicant Company or depository records and where the entries in the books / register / depository record are disputed, the Chairman of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that regard would be final.

16. The Chairman to file an affidavit not less than seven (7) days before the date fixed for the holding of the aforesaid meetings and do report this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

17. The Chairman to report to this Tribunal, the result of the aforesaid meeting within thirty (30) days of the conclusion of the meetings, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The report of the result of the meetings shall state accurately the number of members or class of members or number of creditors or class of creditors, as the case



may be, who were present and who voted at the meeting either in person or by proxy, and where applicable, who voted through electronic means, their individual values and the way they voted.

18. The Applicant Company is directed to serve the notice upon the (i) concerned Income Tax Authority within whose jurisdiction the Applicant Company's assessments are made; (ii) the Central Government through the office of Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai; (iii) Registrar of Companies; (iv) the Reserve Bank of India and (v) the Competition Commission of India with a direction that they may submit their representations, if any, within a period of thirty (30) days from the date of receipt of such notice to the Tribunal with a copy of such representations shall simultaneously be served upon the Applicant Company, failing which, it shall be presumed that the authorities have no representations to make on the proposals.

19. The Applicant Company to file an affidavit of service of the directions in the Registry proving dispatch of notices to the equity shareholders, creditors, publication of notices in newspapers and to the regulatory authorities as stated in clause 18 above and do report to this Tribunal that the direction regarding the issue of notices have been duly complied with.

SD/-

M.K. SHRAWAT

Member (J)

Date: 02.11.2018

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On 2/11/2018

Assistant Registrar
National Company Law Tribunal Mumbai Bench

Annexure - 2

BAJAJ

Bajaj Electricals Ltd.

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NOTICE

OF

NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING

OF

THE UNSECURED 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)

CERTIFIED TRUE COPY

For and on behalf of
Bajaj Electricals Limited

Mangesh Patil
EVP-Legal & Taxation and Company Secretary