

L-1/1949/MGP

January 17, 2019

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

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

**Code No: 500031****Symbol: BAJAELEC- Series: EQ**

Dear Sirs,

**Sub.: Notice of the NCLT Convened Meetings of the Unsecured 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 unsecured creditors of the Company will 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.

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 unsecured 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 Company has provided postal ballot facility to its unsecured creditors in connection with the resolution proposed in the said NCLT convened meeting of the unsecured creditors. The voting period for postal ballot will commence on Wednesday, January 23, 2019 at 9.00 a.m. (IST) and ends on Thursday, February 21, 2019 at 5:00 p.m. (IST). The voting shall also 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](http://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  
15:25:25 +05'30'

Mangesh Patil  
EVP- Legal & Taxation and Company Secretary

Encl.: As above.



**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)*

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### NOTICE TO UNSECURED CREDITORS

#### NOTICE OF MEETING OF THE UNSECURED 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 Unsecured Creditors of Bajaj Electricals Limited |                                                                                                                 |
|-----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| Day                                                             | Friday                                                                                                          |
| Date                                                            | February 22, 2019                                                                                               |
| Time                                                            | 10:30 a.m.                                                                                                      |
| Venue                                                           | Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra |
| <b>Postal Ballot Voting:</b>                                    |                                                                                                                 |
| Start Date                                                      | Wednesday, January 23, 2019 at 9.00 a.m. (IST)                                                                  |
| End Date                                                        | Thursday, February 21, 2019 at 5:00 p.m. (IST)                                                                  |

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| 17.     | Route Map of the Venue of meeting                                                                                                                                                                                                                                                                                                                                                                             | Enclosed                           |

**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 UNSECURED CREDITORS OF THE COMPANY PURSUANT TO THE  
ORDER DATED NOVEMBER 2, 2018 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

To,  
The Unsecured 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 Unsecured 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"** / **"Company"** / **"Resulting Company"** / **"Transferee Company"** / **"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 unsecured creditors of the Company will 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. at which time and place, the unsecured 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](http://www.bajajelectricals.com)).

**TAKE FURTHER NOTICE** that in compliance with the provisions of (i) sections 230(4), 110 and other applicable provisions, if any, of the Companies Act, 2013; (ii) rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) rule 22 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility of voting by postal ballot so as to enable the unsecured creditors to consider and approve the Scheme by way of aforesaid Resolution. The Company has also provided the facility of voting through ballot paper at the venue of the meeting. Accordingly, you may cast your vote either through postal ballot or through ballot paper at the Venue of the meeting.

It is clarified that the votes cast by means of postal ballot does not disentitle the unsecured creditors as on the cut-off date from attending the meeting. However, the unsecured creditors who have cast their votes by postal ballot will not be eligible to cast their votes at the meeting. 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 the 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. AN UNSECURED 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 AN UNSECURED 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 unsecured 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. An unsecured 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 unsecured 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 unsecured creditors, whose name appeared in the register of unsecured creditors as on Monday, December 31, 2018. This Notice of the meeting of the unsecured creditors of the Company is also displayed/posted on the website of the Company ([www.bajajelectricals.com](http://www.bajajelectricals.com)).
9. Also, the Company is offering facility for voting through Postal Ballot Form. A Postal Ballot Form along with self-addressed postage pre-paid Business Reply Envelope is enclosed. Unsecured creditors are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed with assent (for) or dissent (against), in the attached Business Reply Envelope, so as to reach the Scrutinizer on or before Thursday, February 21, 2019 by 5:00 p.m. Unsecured creditors who have received the Notice by e-mail and who wish to vote through Postal Ballot can download the Postal Ballot Form from the Company's website [www.bajajelectricals.com](http://www.bajajelectricals.com).
10. Also, the Company is offering facility for voting by way of ballot papers at the meeting for the unsecured creditors attending the meeting who have not cast their vote by Postal Ballot.
11. Unsecured creditors can opt only for one mode of voting out of the aforementioned modes viz. postal ballot or ballot paper at the meeting.
12. It is clarified that, casting of votes by postal ballot does not disentitle any unsecured creditor from attending the meeting, However, Unsecured Creditor after exercising his/her right to vote through postal ballot shall not be allowed to vote again at the meeting.
13. Voting rights shall be in proportion to the principal amount due to the unsecured creditors as on the cut-off date i.e. **Monday, December 31, 2018**.
14. The voting period for Postal Ballot shall commence on and from **Wednesday, January 23, 2019 at 9.00 a.m. (IST)** and end on **Thursday, February 21, 2019 at 5:00 p.m. (IST)**.
15. No other form or photocopy of the Postal Ballot Form is permitted.
16. 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 postal ballot and voting process in a fair and transparent manner.
17. The Scrutinizer will submit his combined report to the Chairperson of the meeting after completion of the scrutiny of the votes cast by the unsecured creditors of the Company through Postal Ballot or ballot paper at the venue of the meeting. The Scrutinizer's decision on the validity of the vote shall be final. The result will be announced on or before Saturday, February 23, 2019. The result, 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](http://www.bajajelectricals.com), besides being communicated to BSE Limited and National Stock Exchange of India Limited.
18. 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.
19. All the documents referred to in the Explanatory Statement shall be available for inspection by the unsecured 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.
20. 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 unsecured creditors of the Company, voting by way of Postal Ballot and 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, Bench, at Mumbai ("**Hon'ble NCLT**"), in Company Application No. 1027 of 2018 ("**Order**"), a meeting of the unsecured 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 400020, Maharashtra, on Friday, February 22, 2019 at 10:30 a.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 unsecured creditors shall be 30 (thirty) unsecured creditors present in person. Further in terms of the said Order, 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 unsecured 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 unsecured 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 Friday, February 22, 2019 at 10:30 a.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Unsecured creditors would be entitled to vote in the said meeting either in person or through proxy. In addition, the Company is seeking the approval of its unsecured creditors to the Scheme by way of voting through postal ballot.
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 unsecured creditors of the Company, as the case may be, voting in person or by proxy or by postal ballot, 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                                                                                                                  | ₹                   |
|------------------------------------------------------------------------------------------------------------------------------|---------------------|
| <b>Authorised Share Capital:</b>                                                                                             |                     |
| 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         |
| <b>Total</b>                                                                                                                 | <b>25,00,00,000</b> |
| <b>Issued, Subscribed and Paid Up Capital:</b>                                                                               |                     |
| 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         |
| <b>Total</b>                                                                                                                 | <b>22,00,00,000</b> |

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                                                                                             |
|---------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| <b>Promoter(s)*</b>                               |                                                                                                     |
| Mr. Shekhar Bajaj                                 | Flat No. 211, Maker Tower A, Cuffe Parade, Collaba, Mumbai 400 005                                  |
| <b>Promoter Group Individual(s) / Entity(ies)</b> |                                                                                                     |
| 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                                         | ₹                   |
|-----------------------------------------------------|---------------------|
| <b>Authorised Share Capital:</b>                    |                     |
| 200000000 Equity Shares of ₹ 2 each                 | 40,00,00,000        |
| <b>Total</b>                                        | <b>40,00,00,000</b> |
| <b>Issued, Subscribed and Paid Up Capital:</b>      |                     |
| 102037501 Equity Shares of ₹ 2 each (fully paid-up) | 20,40,75,002        |
| <b>Total</b>                                        | <b>20,40,75,002</b> |

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                                                                                             |
|----------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| <b>Promoter(s)</b>                                 |                                                                                                     |
| 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 |
| <b>Promoter Group Individual(s) / Entity(ies)*</b> |                                                                                                     |
| 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                 |

| Name                                            | Address                                                                                             |
|-------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| Master Nirvaan Kejriwal                         | Flat No. 3703, B Wing, Vivarea, Sane Guruji Marg, Near Jacob Circle, Mumbai 400 011                 |
| 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                     |

| Name                  | Address                                                                         |
|-----------------------|---------------------------------------------------------------------------------|
| 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 |
| 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 Khetrpal       | 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             | -             | -                     |
| 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, Mumbai, 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<br>(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<br>(jointly with Bachhraj & Company Private Limited)      | Relative of Director    | 1                            |
| 10.     | Late Mr. Anant Bajaj<br>(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                                                     | ₹                   |
|-----------------------------------------------------------------|---------------------|
| <b>Authorised Share Capital:</b>                                |                     |
| 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         |
| <b>Total</b>                                                    | <b>25,00,00,000</b> |
| <b>Issued, Subscribed and Paid Up Capital:</b>                  |                     |
| 6000000 Equity Shares of ₹ 25 each (fully paid-up)              | 15,00,00,000        |
| <b>Total</b>                                                    | <b>15,00,00,000</b> |

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

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

- 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.
- 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.
- 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

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

- 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;
- 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 unsecured creditors, free of charge, within one (1) working day (except Saturdays) on a requisition being so made for the same by the unsecured 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.

**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 :

| <b>Authorised Capital</b>                                           | <b>(Amount in ₹)</b>  |
|---------------------------------------------------------------------|-----------------------|
| 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/-         |
| <b>Total</b>                                                        | <b>25,00,00,000/-</b> |
| <b>Issued, Subscribed and Paid-up Capital</b>                       |                       |
| 60,00,000 Equity shares of ₹25/- each (fully paid-up)               | 15,00,00,000/-        |
| <b>Total</b>                                                        | <b>15,00,00,000/-</b> |

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

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

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 depositor 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 depositor that pursuant to the Scheme coming into effect, the said person, debtor or depositor 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 its 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](http://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



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**Branch Office:** Gala No. 7, Shri Tirupati Balaji CHS, Bldg. No. 2, Koldongari, Sahar Road, Andheri (E), Mumbai - 400 069.

**Thane Branch :** 2/6, Yogesh CHS, Ram Maruti Road, Thane (W), Thane - 400 602.

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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") |            |
|---------------------------------------|-----------------------------------|------------|--------------------------------------------------|------------|
|                                       | 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 8 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*



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

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## **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.

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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

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## **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.



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

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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

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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          |
| <b>Total</b>                      | <b>100,902,426</b> | <b>100.00</b>  |

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%         |
| Jamnallal 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%         |
| <b>TOTAL</b>                  | <b>6,000,000</b> | <b>100.00%</b> |

Source: Management 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.

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#### **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

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### **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

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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

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#### **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.



## **S.R. BATLIBOI & Co. LLP**

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

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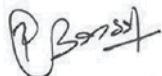
We have examined only the fair and equitable basis of the Fair Entitlement Ratio for the shareholders and not examined any other matter including accounting and tax matters involved in the Proposed Demerger exercise.

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



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

| Currency: ₹         | BEL          |                 |              |              | Underlying      |              |
|---------------------|--------------|-----------------|--------------|--------------|-----------------|--------------|
|                     | Weights %    | Value per Share | Working Note | Weight %     | 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            |
|                     | <b>100.0</b> | <b>232.7</b>    |              | <b>100.0</b> | <b>25.4</b>     |              |

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    |  | FY16      |  |
|--------------------------------|----------------|--------------|---------------|----------------|--------------|--|---------|--|-----------|--|
|                                | 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)     | (26,689.4)   | (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)      | (247.6)       | (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           | 58.7           | (216.6)      |  |         |  |           |  |
| PAT                            | <b>1,178.8</b> | <b>512.1</b> | <b>(53.1)</b> | <b>(139.5)</b> | <b>316.0</b> |  |         |  |           |  |
| 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          |  |         |  |           |  |



**Balance sheet**

|                                             | Mar12    |          | Mar13     |           | Mar14     |           | Mar15     |           | Sep15     |           |
|---------------------------------------------|----------|----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
|                                             | Audited  |          | Audited   |           | Audited   |           | Audited   |           | Unaudited |           |
| <b>Fixed assets</b>                         |          |          |           |           |           |           |           |           |           |           |
| Gross block                                 | 2,720.7  | 3,260.4  | 3,722.6   | 4,319.6   | 4,319.6   | 4,319.6   | 4,319.6   | 4,319.6   | 4,319.6   | 4,319.6   |
| Less: depreciation                          | (880.5)  | (965.3)  | (1,230.6) | (1,542.9) | (1,542.9) | (1,542.9) | (1,542.9) | (1,542.9) | (1,542.9) | (1,542.9) |
| Net block (excluding CIMP)                  | 1,840.2  | 2,295.1  | 2,492.0   | 2,776.6   | 2,776.6   | 2,776.6   | 2,776.6   | 2,776.6   | 2,776.6   | 2,776.6   |
| Capital work in progress                    | 29.6     | 59.7     | 25.6      | 31.8      | 31.8      | 31.8      | 31.8      | 31.8      | 31.8      | 31.8      |
| Net block of fixed assets (NFA)             | 1,869.8  | 2,354.8  | 2,517.6   | 2,808.4   | 2,808.4   | 2,808.4   | 2,808.4   | 2,808.4   | 2,808.4   | 2,808.4   |
| <b>Investments</b>                          | 440.6    | 297.6    | 673.1     | 594.2     | 594.2     | 594.2     | 594.2     | 594.2     | 594.2     | 594.2     |
| <b>Current assets</b>                       |          |          |           |           |           |           |           |           |           |           |
| Inventories                                 | 3,552.4  | 4,212.4  | 4,467.1   | 4,746.5   | 4,746.5   | 4,746.5   | 4,746.5   | 4,746.5   | 4,746.5   | 4,746.5   |
| Sundry debtors                              | 11,082.1 | 10,967.1 | 14,110.2  | 13,674.4  | 13,674.4  | 13,674.4  | 13,674.4  | 13,674.4  | 13,674.4  | 13,674.4  |
| Loans and advances                          | 2,014.6  | 2,137.4  | 2,155.3   | 2,494.5   | 2,494.5   | 2,494.5   | 2,494.5   | 2,494.5   | 2,494.5   | 2,494.5   |
| Cash and bank balances                      | 536.4    | 500.9    | 298.9     | 407.8     | 407.8     | 407.8     | 407.8     | 407.8     | 407.8     | 407.8     |
|                                             | 17,185.5 | 17,817.7 | 21,031.5  | 21,323.2  | 21,323.2  | 21,323.2  | 21,323.2  | 21,323.2  | 21,323.2  | 21,323.2  |
| <b>Current liabilities &amp; provisions</b> |          |          |           |           |           |           |           |           |           |           |
| Current liabilities                         | 9,795.2  | 10,790.0 | 13,215.3  | 12,950.4  | 12,950.4  | 12,950.4  | 12,950.4  | 12,950.4  | 12,950.4  | 12,950.4  |
| Provisions                                  | 797.5    | 782.1    | 924.3     | 1,193.9   | 1,193.9   | 1,193.9   | 1,193.9   | 1,193.9   | 1,193.9   | 1,193.9   |
|                                             | 10,592.7 | 11,572.1 | 14,140.6  | 14,144.3  | 14,144.3  | 14,144.3  | 14,144.3  | 14,144.3  | 14,144.3  | 14,144.3  |
| <b>Net current assets (NCA)</b>             | 6,592.8  | 6,245.7  | 6,890.9   | 7,178.9   | 7,178.9   | 7,178.9   | 7,178.9   | 7,178.9   | 7,178.9   | 7,178.9   |
| Deferred tax asset                          | 19.4     | 79.3     | 253.3     | 488.8     | 488.8     | 488.8     | 488.8     | 488.8     | 488.8     | 488.8     |
| <b>Loan funds</b>                           |          |          |           |           |           |           |           |           |           |           |
| Loan funds                                  | 1,924.1  | 1,659.0  | 3,239.0   | 4,200.5   | 4,200.5   | 4,200.5   | 4,200.5   | 4,200.5   | 4,200.5   | 4,200.5   |
| <b>Net worth</b>                            | 6,998.4  | 7,286.4  | 7,095.9   | 5,869.8   | 5,869.8   | 5,869.8   | 5,869.8   | 5,869.8   | 5,869.8   | 5,869.8   |
| <b>Represented by</b>                       |          |          |           |           |           |           |           |           |           |           |
| Share capital                               | 199.3    | 199.5    | 199.9     | 201.5     | 201.5     | 201.5     | 201.5     | 201.5     | 201.5     | 201.5     |
| Reserves and surplus                        | 6,799.3  | 7,086.9  | 6,896.0   | 5,668.3   | 5,668.3   | 5,668.3   | 5,668.3   | 5,668.3   | 5,668.3   | 5,668.3   |
| Less: Miscellaneous expenditure             |          |          |           |           |           |           |           |           |           |           |
| <b>Total</b>                                | 6,998.6  | 7,286.4  | 7,095.9   | 5,869.8   | 5,869.8   | 5,869.8   | 5,869.8   | 5,869.8   | 5,869.8   | 5,869.8   |



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

| Currency: ₹                | Price-Open<br>(Unit Curr) | Price-High<br>(Unit Curr) | Price-Low<br>(Unit Curr) | Price-Close<br>(Unit Curr) | Volume     | No of<br>Trades | Net Turnover(In<br>Thousand) | Market Cap | NSE NIFTY<br>Close | Weighted<br>average<br>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   | 7,855.6            | 230.8                        |
| 19-Nov-15                  | 230.7                     | 231.6                     | 228.5                    | 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                     | 23,138.9   | 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                     | 235.7                     | 233.1                    | 234.4                      | 33,108.0   | 646.0           | 7,768.1                      | 23,651.5   | 7,825.0            | 234.5                        |
| 10-Nov-15                  | 235.6                     | 239.0                     | 233.0                    | 233.6                      | 50,090.0   | 1,326.0         | 11,760.4                     | 23,570.8   | 7,783.4            | 234.8                        |
| 9-Nov-15                   | 234.0                     | 238.5                     | 229.8                    | 236.1                      | 65,031.0   | 1,981.0         | 15,491.4                     | 23,823.1   | 7,915.2            | 236.0                        |
| <b>Average share price</b> |                           |                           |                          |                            |            |                 |                              |            |                    | <b>232.7</b>                 |



**Valuation of the Undertaking of HLL**

**Profit & Loss Account**

| Currency: ₹ million             | FY13    | FY14    | FY15    | FY16    | FY17     | FY18     | FY19     | FY20     | FY21     |
|---------------------------------|---------|---------|---------|---------|----------|----------|----------|----------|----------|
|                                 | MIS     | MIS     | MIS     | H1FY16  | Forecast | Forecast | Forecast | Forecast | Forecast |
| <b>Net sales</b>                | 664.3   | 637.7   | 585.6   | 232.9   | 255.2    | 501.0    | 516.4    | 533.0    | 546.1    |
| Cost of goods sold              | (372.8) | (357.3) | (311.0) | (128.1) | (136.2)  | (252.0)  | (269.0)  | (275.9)  | (283.9)  |
| <b>Gross profit</b>             | 291.4   | 280.4   | 274.6   | 104.8   | 119.1    | 239.0    | 247.4    | 256.9    | 264.2    |
| Personnel cost                  | (210.5) | (203.6) | (162.3) | (81.6)  | (60.2)   | (117.1)  | (118.3)  | (119.4)  | (120.6)  |
| Other expenses                  | (208.0) | (188.4) | (167.4) | (50.9)  | (48.2)   | (101.6)  | (104.2)  | (106.8)  | (109.5)  |
| <b>Operating EBITDA</b>         | (127.0) | (111.7) | (55.2)  | (27.8)  | (10.6)   | 20.2     | 25.0     | 29.8     | 34.1     |
| Depreciation and amortisation   | (6.7)   | (4.6)   | (8.1)   | (2.0)   | (0.7)    | (2.7)    | (2.7)    | (2.7)    | (2.7)    |
| <b>EBIT</b>                     | (133.7) | (116.3) | (63.3)  | (29.8)  | 9.9      | 17.5     | 22.3     | 27.1     | 31.4     |
| Interest                        | (36.8)  | (19.7)  | (20.8)  | (11.2)  | n.a.     | n.a.     | n.a.     | n.a.     | n.a.     |
| <b>PBT</b>                      | (170.5) | (136.0) | (84.1)  | (41.0)  | 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.     |
| Tax                             | (14.3)  | 31.8    | 21.4    | -       | n.a.     | n.a.     | n.a.     | n.a.     | n.a.     |
| <b>PAT</b>                      | 57.4    | (96.1)  | (52.2)  | (30.7)  | -        | -        | -        | -        | -        |
| <b>Sales growth (%)</b>         | na      | (4.0)   | (8.2)   | n.a.    | n.a.     | 2.6      | 3.1      | 3.2      | 2.9      |
| <b>Gross profit margins (%)</b> | 43.9    | 44.0    | 46.9    | 45.0    | 45.7     | 47.7     | 47.9     | 48.0     | 48.4     |
| <b>EBITDA margins (%)</b>       | (19.1)  | (17.5)  | (9.4)   | (11.9)  | 4.2      | 4.0      | 4.8      | 5.6      | 6.9      |
| <b>EBIT margins (%)</b>         | (20.7)  | (18.2)  | (10.8)  | (12.8)  | 3.9      | 3.5      | 4.3      | 5.1      | 6.4      |
| <b>PBT margins (%)</b>          | (25.7)  | (21.3)  | (14.4)  | (17.6)  | n.a.     | n.a.     | n.a.     | n.a.     | n.a.     |
| <b>PAT margins (%)</b>          | 8.6     | (15.1)  | (8.9)   | (13.2)  | n.a.     | n.a.     | n.a.     | n.a.     | n.a.     |



**Balance sheet**

| Currency: ₹ m                             | Mar13          | Mar14          | Mar15          | Sep 15         |
|-------------------------------------------|----------------|----------------|----------------|----------------|
|                                           | MIS            | MIS            | MIS            | Provisional    |
| <b>Fixed assets</b>                       |                |                |                |                |
| Net block (excluding CWIP)                | 45.6           | 43.0           | 40.4           | 43.8           |
| Capital work in progress (CWIP)           | -              | 0.2            | 0.2            | 1.7            |
| <b>Net block of fixed assets (NFA)</b>    | <b>45.6</b>    | <b>43.3</b>    | <b>40.6</b>    | <b>45.3</b>    |
| <b>Current assets</b>                     |                |                |                |                |
| 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           |
|                                           | <b>203.5</b>   | <b>146.3</b>   | <b>137.7</b>   | <b>183.8</b>   |
| <b>Current liabilities and provisions</b> |                |                |                |                |
| Current liabilities and provisions        | 198.6          | 169.4          | 173.0          | 157.1          |
| Sundry liabilities                        | 82.6           | 122.4          | 145.4          | 163.5          |
|                                           | <b>281.2</b>   | <b>291.8</b>   | <b>318.4</b>   | <b>320.5</b>   |
| <b>Net current assets (NCA)</b>           | <b>(77.7)</b>  | <b>(145.5)</b> | <b>(180.7)</b> | <b>(136.7)</b> |
| Deferred tax asset                        |                |                |                |                |
| <b>Loan funds</b>                         |                |                |                |                |
| Loan funds                                | 377.5          | 306.8          | 344.7          | 395.6          |
| <b>Total Assets net of Loans</b>          | <b>(409.5)</b> | <b>(409.0)</b> | <b>(484.7)</b> | <b>(487.0)</b> |

**Projected Operating Net working Capital**

| Currency: ₹ m                          | 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         |
| <b>Net working capital</b>             | <b>-176.8</b> | <b>15.6</b>  | <b>16.0</b> | <b>16.5</b> | <b>17.1</b> | <b>17.5</b> | <b>18.1</b> |
| <b>Increase in Net working Capital</b> |               | <b>192.4</b> | <b>0.4</b>  | <b>0.5</b>  | <b>0.5</b>  | <b>0.5</b>  | <b>0.5</b>  |

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



**Working Note 2:**

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

| Currency: ₹ and                                       | H2FY16       | FY17         | FY18         | FY19         | FY20         | FY21         |
|-------------------------------------------------------|--------------|--------------|--------------|--------------|--------------|--------------|
| <b>Net sales</b>                                      | <b>255.2</b> | <b>501.0</b> | <b>515.4</b> | <b>533.0</b> | <b>548.1</b> | <b>584.3</b> |
| Cost of sales                                         | (136.2)      | (262.0)      | (269.0)      | (276.9)      | (283.9)      | (291.3)      |
| <b>Gross profit</b>                                   | <b>119.1</b> | <b>239.0</b> | <b>247.4</b> | <b>256.0</b> | <b>264.2</b> | <b>272.9</b> |
| Operating expenses                                    | (108.5)      | (218.7)      | (222.4)      | (226.2)      | (230.1)      | (234.0)      |
| <b>EBITDA</b>                                         | <b>10.6</b>  | <b>20.2</b>  | <b>25.0</b>  | <b>29.8</b>  | <b>34.1</b>  | <b>38.9</b>  |
| Depreciation and amortisation                         | (0.7)        | (2.7)        | (2.7)        | (2.7)        | (2.7)        | (2.7)        |
| <b>EBIT</b>                                           | <b>9.9</b>   | <b>17.5</b>  | <b>22.3</b>  | <b>27.1</b>  | <b>31.4</b>  | <b>36.2</b>  |
| Tax expense *                                         | -            | -            | (0.1)        | (5.8)        | (6.7)        | (7.7)        |
| <b>Debt free net income</b>                           | <b>9.9</b>   | <b>17.5</b>  | <b>22.2</b>  | <b>21.3</b>  | <b>24.7</b>  | <b>28.5</b>  |
| 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)        |
| <b>Add: Inflow on account of disposal of land**</b>   | <b>255.4</b> |              |              |              |              |              |
| <b>Add: Capital expenditure</b>                       | <b>-</b>     | <b>-</b>     | <b>-</b>     | <b>-</b>     | <b>-</b>     | <b>-</b>     |
| <b>Debt free cash flow</b>                            | <b>73.5</b>  | <b>19.8</b>  | <b>24.4</b>  | <b>23.5</b>  | <b>27.0</b>  | <b>30.7</b>  |
| 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         |
| <b>Present value debt free cash flow</b>              | <b>71.2</b>  | <b>17.4</b>  | <b>18.7</b>  | <b>15.8</b>  | <b>15.8</b>  | <b>15.7</b>  |
| Present value for explicit period                     | 154.5        |              |              |              |              |              |
| Terminal value on replacement cost basis (Note 1)     | 421.1        |              |              |              |              |              |
| <b>Enterprise Value as on 30 Sep 2015</b>             | <b>575.6</b> |              |              |              |              |              |

\*Considering the limited profitability, the unabsorbed depreciation (₹ 11.89 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.



### 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)*                     | 889.0        |
| <b>Total</b>                                          | <b>906.8</b> |
| Present value factor- Year and 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        |
| <b>WACC</b> |        |                    |      | <b>14.3</b> |

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 / Enterprise 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 YTM 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



**Working Note 3:  
NAV Method**

| <i>Currency: ₹ mn</i>                                            | Sep 15       | Sep 15         |
|------------------------------------------------------------------|--------------|----------------|
| Net block of fixed assets - other than land                      |              | 15.1           |
| Net block of fixed assets - land                                 |              | 23.5           |
| 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         |                |
|                                                                  | <u>183.8</u> |                |
| Current liabilities and provisions                               |              |                |
| Current liabilities and provisions                               | 157.1        |                |
| Statutory Liabilities                                            | 163.5        |                |
|                                                                  | <u>320.5</u> |                |
| Net current assets (NCA)                                         |              | (136.7)        |
| Loan funds                                                       |              |                |
| Loans                                                            | 385.6        |                |
| <b>Net worth- unadjusted</b>                                     |              | <b>(487.0)</b> |
| Less: writ of inventory and debtors as per auditor qualification |              | (33.6)         |
| <b>Net worth - adjusted</b>                                      |              | <b>(520.6)</b> |
| 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         | -            | -                   |
| <b>Equity value</b> | <b>100.0</b> | <b>190.5</b> | <b>31.7</b>         |



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            |
| <b>Total</b>                 | <b>31,168,093</b> | <b>685,953</b> | <b>8,342,236,659</b> | <b>8,443,240</b> | <b>181,608</b> | <b>2,249,527,958</b> |

**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 frequently traded on NSE, the stock exchange relevant for our workings shall be NSE.*

For Katre Barwe & Associates

*Chkatre*  
Partner



Annexure 3 - Computation of price of BEI 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                                                   | % Dy Qt to Traded Qty                     | Weekly High | Weekly Low | Average of weekly averages |
|----------|---------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------|------------------------------------------------|------------------------------------------------|------------------------------------------------|------------------------------------------------|------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------------------------------|------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------|-------------|------------|----------------------------|
| 1        | Monday, May 25, 2015<br>Tuesday, May 26, 2015<br>Wednesday, May 27, 2015<br>Thursday, May 28, 2015<br>Friday, May 29, 2015      | 263.85<br>253.30<br>250.85<br>263.50<br>269.50 | 260.50<br>253.00<br>250.00<br>265.80<br>270.80 | 264.85<br>256.70<br>265.40<br>285.80<br>280.00 | 252.40<br>249.10<br>248.15<br>255.10<br>270.25 | 252.50<br>249.65<br>263.45<br>268.50<br>278.00 | 253.30<br>250.85<br>263.50<br>269.50<br>276.35 | 257.49<br>252.80<br>261.37<br>274.81<br>275.46 | 128,742<br>85,057<br>276,632<br>2,301,306<br>531,702 | 33,149,928.00<br>21,502,708.70<br>72,303,593.65<br>632,425,321.85<br>146,463,230.45  | 4,670.00<br>3,065.00<br>7,321.00<br>39,168.00<br>10,678.00 | 61,752.00<br>38,010.00<br>92,105.00<br>425,332.00<br>259,719.00   | 47.97<br>44.69<br>33.30<br>18.48<br>48.85 | 275.46      | 252.80     | 254.13                     |
| 2        | Monday, June 1, 2015<br>Tuesday, June 2, 2015<br>Wednesday, June 3, 2015<br>Thursday, June 4, 2015<br>Friday, June 5, 2015      | 276.35<br>287.75<br>289.70<br>271.75<br>271.75 | 276.00<br>287.00<br>289.70<br>274.60<br>271.75 | 291.50<br>294.75<br>289.70<br>277.25<br>279.00 | 275.00<br>285.05<br>265.05<br>265.00<br>270.50 | 288.00<br>288.30<br>272.00<br>274.85<br>271.00 | 287.75<br>289.40<br>271.75<br>272.80<br>272.80 | 286.23<br>290.35<br>274.05<br>270.92<br>275.94 | 734,083<br>544,743<br>219,403<br>121,600<br>144,291  | 210,114,363.95<br>158,170,546.15<br>60,127,355.40<br>32,944,311.10<br>39,815,008.25  | 16,079.00<br>12,954.00<br>5,909.00<br>3,694.00<br>4,722.00 | 312,120.00<br>303,566.00<br>75,746.00<br>26,126.00<br>30,137.00   | 42.52<br>55.73<br>34.52<br>21.49<br>20.89 | 270.92      | 270.92     | 280.64                     |
| 3        | Monday, June 8, 2015<br>Tuesday, June 9, 2015<br>Wednesday, June 10, 2015<br>Thursday, June 11, 2015<br>Friday, June 12, 2015   | 272.80<br>264.75<br>268.75<br>279.85<br>281.30 | 273.90<br>264.00<br>268.75<br>285.00<br>280.00 | 273.90<br>271.60<br>284.40<br>291.50<br>296.80 | 263.25<br>260.00<br>268.75<br>278.10<br>279.00 | 263.95<br>268.40<br>279.80<br>282.00<br>294.00 | 264.75<br>268.75<br>279.85<br>281.30<br>294.05 | 268.27<br>266.52<br>280.55<br>285.51<br>290.75 | 78,490<br>93,511<br>423,085<br>485,585<br>467,782    | 21,056,517.00<br>24,922,304.65<br>118,696,920.65<br>139,125,399.10<br>136,009,913.80 | 3,273.00<br>2,440.00<br>7,998.00<br>9,289.00<br>8,758.00   | 19,791.00<br>26,715.00<br>143,305.00<br>192,576.00<br>157,865.00  | 25.21<br>28.57<br>33.87<br>39.66<br>33.75 | 266.52      | 266.52     | 278.64                     |
| 4        | Monday, June 15, 2015<br>Tuesday, June 16, 2015<br>Wednesday, June 17, 2015<br>Thursday, June 18, 2015<br>Friday, June 19, 2015 | 294.05<br>294.50<br>295.70<br>299.55<br>300.85 | 295.40<br>295.80<br>298.00<br>301.10<br>305.85 | 303.90<br>298.95<br>306.00<br>308.00<br>307.70 | 293.20<br>288.50<br>297.00<br>299.75<br>291.10 | 294.95<br>296.80<br>301.00<br>299.75<br>293.15 | 294.50<br>295.70<br>302.24<br>300.85<br>293.90 | 299.57<br>295.44<br>302.24<br>304.16<br>301.87 | 485,590<br>215,168<br>313,969<br>152,884<br>382,917  | 145,466,025.60<br>63,568,357.55<br>94,895,556.20<br>46,500,532.75<br>115,590,829.05  | 9,803.00<br>4,197.00<br>8,024.00<br>5,371.00<br>7,916.00   | 189,092.00<br>84,643.00<br>129,914.00<br>76,541.00<br>168,141.00  | 38.94<br>39.34<br>41.38<br>50.06<br>43.91 | 295.44      | 295.44     | 299.80                     |
| 5        | Monday, June 22, 2015<br>Tuesday, June 23, 2015<br>Wednesday, June 24, 2015<br>Thursday, June 25, 2015<br>Friday, June 26, 2015 | 293.90<br>295.00<br>290.80<br>284.35<br>275.05 | 293.00<br>296.80<br>291.00<br>286.70<br>276.85 | 299.80<br>299.20<br>293.50<br>286.70<br>281.00 | 292.00<br>289.05<br>281.20<br>274.00<br>270.75 | 295.00<br>289.50<br>284.90<br>276.45<br>273.90 | 295.00<br>290.80<br>284.35<br>275.05<br>272.60 | 296.21<br>293.21<br>288.88<br>279.72<br>276.10 | 210,000<br>216,494<br>183,359<br>142,727<br>225,054  | 62,204,697.60<br>63,477,896.10<br>52,568,900.80<br>38,913,211.60<br>62,137,104.25    | 4,000.00<br>5,787.00<br>6,235.00<br>4,402.00<br>8,364.00   | 81,890.00<br>96,610.00<br>46,870.00<br>62,926.00<br>61,891.00     | 38.98<br>44.62<br>25.56<br>44.09<br>27.50 | 276.10      | 276.10     | 286.16                     |
| 6        | Monday, June 29, 2015<br>Tuesday, June 30, 2015<br>Wednesday, July 1, 2015<br>Thursday, July 2, 2015<br>Friday, July 3, 2015    | 272.60<br>264.85<br>272.95<br>280.75<br>275.45 | 267.10<br>265.00<br>272.95<br>281.95<br>276.00 | 269.40<br>274.90<br>283.85<br>283.80<br>283.50 | 262.00<br>265.00<br>272.65<br>275.00<br>276.00 | 265.00<br>273.05<br>280.15<br>275.75<br>276.40 | 264.85<br>272.95<br>280.75<br>275.45<br>276.40 | 266.24<br>271.09<br>282.15<br>279.80<br>279.68 | 144,625<br>156,223<br>242,698<br>215,020<br>243,812  | 38,504,565.75<br>42,351,055.40<br>67,833,132.85<br>60,162,148.25<br>68,189,295.25    | 5,267.00<br>4,771.00<br>5,891.00<br>5,227.00<br>7,090.00   | 44,316.00<br>50,332.00<br>102,204.00<br>71,206.00<br>83,404.00    | 30.64<br>32.21<br>42.11<br>33.12<br>34.21 | 266.24      | 266.24     | 273.02                     |
| 7        | Monday, July 6, 2015<br>Tuesday, July 7, 2015<br>Wednesday, July 8, 2015<br>Thursday, July 9, 2015<br>Friday, July 10, 2015     | 276.40<br>277.15<br>272.35<br>282.15<br>292.05 | 270.00<br>278.00<br>270.00<br>284.80<br>294.70 | 280.00<br>281.00<br>283.50<br>294.00<br>294.90 | 270.00<br>271.20<br>268.40<br>281.35<br>287.05 | 276.50<br>272.20<br>282.90<br>291.95<br>290.00 | 277.15<br>272.35<br>282.15<br>292.05<br>289.25 | 275.40<br>276.88<br>278.91<br>288.83<br>289.81 | 316,182<br>223,419<br>397,854<br>434,472<br>149,154  | 87,076,838.05<br>61,860,664.10<br>110,964,074.35<br>125,487,819.35<br>43,226,085.15  | 7,539.00<br>5,272.00<br>8,339.00<br>6,278.00<br>2,625.00   | 69,878.00<br>75,127.00<br>190,456.00<br>220,330.00<br>73,534.00   | 22.10<br>33.63<br>47.87<br>50.71<br>49.30 | 275.40      | 275.40     | 282.61                     |
| 8        | Monday, July 13, 2015<br>Tuesday, July 14, 2015<br>Wednesday, July 15, 2015<br>Thursday, July 16, 2015<br>Friday, July 17, 2015 | 289.25<br>295.90<br>289.70<br>278.35<br>282.20 | 288.00<br>298.25<br>291.25<br>280.60<br>284.20 | 296.95<br>298.50<br>293.65<br>284.80<br>288.90 | 286.85<br>288.00<br>277.20<br>278.85<br>278.50 | 286.85<br>290.10<br>278.45<br>282.35<br>279.00 | 295.90<br>289.70<br>278.35<br>282.20<br>279.75 | 292.81<br>294.42<br>284.79<br>282.55<br>284.12 | 203,351<br>258,265<br>248,982<br>128,007<br>310,825  | 59,544,170.00<br>76,038,958.95<br>70,906,343.65<br>36,167,981.10<br>88,311,745.05    | 4,956.00<br>4,837.00<br>9,640.00<br>2,762.00<br>7,359.00   | 116,085.00<br>171,770.00<br>115,045.00<br>48,453.00<br>133,506.00 | 57.09<br>66.51<br>46.21<br>37.85<br>42.95 | 282.55      | 282.55     | 288.49                     |
| 9        | Monday, July 20, 2015<br>Tuesday, July 21, 2015<br>Wednesday, July 22, 2015<br>Thursday, July 23, 2015<br>Friday, July 24, 2015 | 279.75<br>277.10<br>272.10<br>272.40<br>280.40 | 281.40<br>276.00<br>273.40<br>273.85<br>281.25 | 281.90<br>282.30<br>275.80<br>286.40<br>286.70 | 276.00<br>271.10<br>271.00<br>272.15<br>275.05 | 277.15<br>272.10<br>271.60<br>280.00<br>278.65 | 277.10<br>272.10<br>272.40<br>280.40<br>276.55 | 278.04<br>276.82<br>273.56<br>281.91<br>281.62 | 106,246<br>122,060<br>118,599<br>528,261<br>231,473  | 29,540,556.35<br>33,788,319.85<br>32,456,071.55<br>148,923,975.80<br>65,186,609.30   | 2,596.00<br>3,760.00<br>3,364.00<br>9,670.00<br>5,640.00   | 45,789.00<br>54,653.00<br>58,749.00<br>303,890.00<br>121,653.00   | 43.10<br>44.78<br>49.54<br>57.53<br>52.56 | 273.66      | 273.66     | 277.79                     |



|    |                               |        |        |        |        |        |        |        |               |                |           |            |       |        |        |        |
|----|-------------------------------|--------|--------|--------|--------|--------|--------|--------|---------------|----------------|-----------|------------|-------|--------|--------|--------|
| 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 | 274.70 | 258.14 | 266.42 |
|    | Tuesday, July 28, 2015        | 271.10 | 273.40 | 275.90 | 265.00 | 265.20 | 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 | 263.48 | 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       | 39,915,198.00  | 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 |        |        |        |
| 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 |        |        |        |
|    | 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 | 263.33 | 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 | 257,453       | 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 | 734,340       | 202,844,990.35 | 9,580.00  | 278,412.00 | 38.44 | 280.04 | 259.55 | 269.80 |
| 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  | 85,878.00  | 34.59 |        |        |        |
|    | Tuesday, August 11, 2015      | 276.70 | 279.00 | 279.45 | 270.00 | 271.55 | 272.45 | 273.96 | 63,727,183.15 | 7,780.00       | 79,198.00 | 34.05      |       |        |        |        |
|    | Wednesday, August 12, 2015    | 272.45 | 272.45 | 276.00 | 265.00 | 266.10 | 266.25 | 269.56 | 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 | 266.97 |
| 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 |        |        |        |
|    | 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 | 263.85 | 268.40 | 260.40 | 264.05 | 264.45 | 263.88 | 195,202       | 51,510,618.30  | 4,879.00  | 81,381.00  | 42.20 |        |        |        |
|    | Thursday, August 20, 2015     | 264.45 | 264.20 | 264.20 | 255.10 | 257.00 | 257.05 | 259.05 | 187,635       | 48,806,473.25  | 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 | 257.70 |
| 14 | Monday, August 24, 2015       | 250.40 | 244.00 | 244.00 | 231.00 | 232.45 | 234.25 | 239.21 | 376,942       | 90,168,502.25  | 6,974.00  | 275,885.00 | 73.18 |        |        |        |
|    | Tuesday, August 25, 2015      | 234.25 | 235.20 | 241.95 | 212.00 | 229.05 | 229.00 | 225.29 | 266,594       | 60,060,236.60  | 7,887.00  | 142,056.00 | 53.29 |        |        |        |
|    | Wednesday, August 26, 2015    | 229.00 | 229.00 | 230.00 | 220.35 | 229.50 | 228.90 | 226.29 | 333,254       | 30,354,382.65  | 3,992.00  | 79,910.00  | 54.72 |        |        |        |
|    | Thursday, August 27, 2015     | 226.90 | 232.90 | 243.75 | 228.60 | 239.30 | 240.10 | 235.73 | 139,045       | 75,203,318.80  | 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 | 238.55 |
| 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 |        |        |        |
|    | Tuesday, September 1, 2015    | 254.35 | 251.95 | 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 | 244.40 |
| 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  | 4,377.00  | 109,254.00 | 49.59 |        |        |        |
|    | 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  | 63,338.00  | 48.75 |        |        |        |
|    | Wednesday, September 9, 2015  | 235.65 | 237.50 | 247.20 | 237.50 | 245.15 | 245.45 | 243.07 | 209,341       | 50,884,328.45  | 5,007.00  | 97,695.00  | 46.67 |        |        |        |
|    | Thursday, September 10, 2015  | 245.45 | 240.00 | 243.00 | 236.05 | 241.20 | 241.70 | 240.32 | 110,133       | 26,467,224.80  | 4,898.00  | 44,141.00  | 40.08 |        |        |        |
|    | Friday, September 11, 2015    | 245.70 | 243.00 | 252.00 | 243.00 | 248.30 | 247.45 | 246.95 | 427,050       | 105,461,539.75 | 5,774.00  | 301,078.00 | 70.50 | 246.95 | 234.39 | 240.67 |
| 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 |        |        |        |
|    | 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 | 19,430        | 19,889,458.60  | 1,966.00  | 50,826.00  | 63.99 |        |        |        |
|    | Thursday, September 17, 2015  | 250.10 | 251.15 | 258.00 | 250.80 | 254.40 | 254.90 | 254.96 | 167,939       | 42,818,332.65  | 2,888.00  | 77,383.00  | 46.08 | 254.96 | 250.40 | 252.68 |
| 18 | Monday, September 21, 2015    | 254.90 | 252.90 | 253.45 | 249.30 | 250.00 | 250.35 | 250.66 | 69,065        | 17,311,497.85  | 2,716.00  | 41,756.00  | 60.46 |        |        |        |
|    | Tuesday, September 22, 2015   | 250.35 | 249.60 | 254.80 | 249.00 | 251.00 | 250.45 | 251.37 | 84,056        | 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 | 84,669        | 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 | 250.53 |
| 19 | Monday, September 28, 2015    | 248.80 | 246.05 | 248.80 | 245.00 | 247.00 | 247.30 | 247.50 | 48,631        | 12,036,036.70  | 2,015.00  | 29,764.00  | 61.20 |        |        |        |
|    | Tuesday, September 29, 2015   | 247.30 | 241.10 | 253.50 | 247.30 | 247.50 | 247.50 | 249.77 | 75,156        | 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 | 249.40 |
| 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 |        |        |        |



|    |                              |        |        |        |        |        |        |        |         |                  |           |            |                 |        |        |        |
|----|------------------------------|--------|--------|--------|--------|--------|--------|--------|---------|------------------|-----------|------------|-----------------|--------|--------|--------|
| 21 | 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           | 250.07 | 243.53 | 246.80 |
|    | Thursday, October 8, 2015    | 247.00 | 248.60 | 249.30 | 243.80 | 245.05 | 245.63 | 245.63 | 59,032  | 34,499,809.60    | 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           |        |        |        |
|    | 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 | 246.00 | 250.25 | 244.15 | 246.00 | 245.95 | 247.54 | 202,055 | 50,017,051.15    | 4,064.00  | 107,130.00 | 53.02           |        |        |        |
| 22 | Wednesday, October 14, 2015  | 245.95 | 246.35 | 249.60 | 245.00 | 246.00 | 245.90 | 247.38 | 172,206 | 42,599,802.10    | 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 | 255.95 | 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 |
|    | 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           |        |        |        |
| 23 | Wednesday, October 21, 2015  | 253.85 | 253.05 | 255.00 | 250.10 | 251.50 | 251.90 | 253.07 | 138,131 | 34,957,402.20    | 4,099.00  | 78,115.00  | 55.55           |        |        |        |
|    | Friday, October 23, 2015     | 251.90 | 254.40 | 255.00 | 251.00 | 252.50 | 251.65 | 253.03 | 92,502  | 21,506,646.40    | 3,083.00  | 51,336.00  | 55.26           | 254.65 | 253.03 | 253.84 |
|    | 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 | 251.55 | 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  | 35,844.00  | 45.50           |        |        |        |
| 24 | 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 |
|    | 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  | 22,838,406.65    | 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           |        |        |        |
| 25 | 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 | 32,758,366.30    | 3,707.00  | 53,728.00  | 39.35           | 254.31 | 239.94 | 247.13 |
|    | Monday, November 9, 2015     | 239.10 | 234.00 | 238.50 | 229.80 | 235.65 | 236.10 | 236.04 | 65,631  | 15,491,351.40    | 1,981.00  | 28,404.00  | 43.28           |        |        |        |
|    | Tuesday, November 10, 2015   | 236.10 | 235.55 | 239.50 | 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  | 7,708,077.60     | 646.00    | 17,300.00  | 52.25           |        |        |        |
| 26 | 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 |
|    | 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 |
|    |                              |        |        |        |        |        |        |        |         | 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)
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)

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**  
*Katre*  
**Partner**

|        |
|--------|
| 260.90 |
| 232.30 |



# 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,<br>Bajaj Electricals Limited<br>45/47, Veer Nariman Road,<br>Mumbai-400 001 | The Board of Directors,<br>Hind Lamps Limited<br>Shikohabad, Firozabad<br>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 |            |
|---------------------------------------------------|-----------------|------------|-------------------------------|------------|
|                                                   | 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:

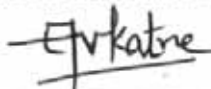
- (a) the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- (b) the average of the weekly high and low of the volume weighted average prices of the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



**SPA Capital Advisors Ltd.**

(Formerly SPA Merchant Bankers Ltd.)  
CIN : U99999DL1999PLC102626

|                                                                                                                                       |
|---------------------------------------------------------------------------------------------------------------------------------------|
| 101-A, 10th Floor, Mittal Court,<br>Nariman Point, Mumbai - 400021.<br>Tel. : (022) 4043 9000 / 2280 1240-49<br>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, 10<sup>th</sup> Floor, Mittal Court,  
Nariman Point, Mumbai - 400 021, India  
Tel: 91 22 4289 5609 | Fax: 91 22 4002 1466

E-mail: [valuation@spacapital.com](mailto:valuation@spacapital.com)

Website: [www.spacapital.com](http://www.spacapital.com)

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

**Fairness Opinion on Valuation Report on proposed Scheme of Arrangement between HLL & BEL Page 1**  
**By SPA Capital Advisors Limited**

Regd. Off.: 25, C-Block, Community Centre, Janak Puri, New Delhi - 110 055  
Tel. : (011) 4567 5500, 2551 7371 Fax : (011) 2553 2644



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

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 14<sup>th</sup> 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 Shikohabad, Uttar Pradesh and Farwanoo, 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.

Publicly 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

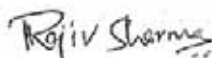
The value of HLL under this method is calculated by discounting the sum of free cash flows to firm based on five year projections and the Terminal Value as calculated on replacement cost basis and thereafter the total value under DCF is given a weightage of 80% to arrive the fair value of HLL.

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**  
Senior Manager



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.

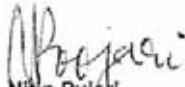
In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, 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

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](http://www.nseindia.com/corporates/content/further_issues.htm)

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').

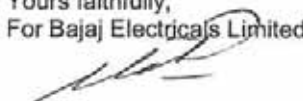
Accordingly, based on the confirmation received from M/s. Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company, and update available on SCORES, we enclose herewith a Report on Complaints ('Report') in the format prescribed under the said SEBI Circular.

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

  
Mangesh Patil  
EVP – Legal & Taxation and Company Secretary



Encl.: as above.

## 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 |

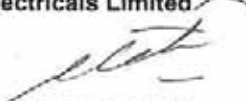
### Part B

| Sr. No. | Name of complainant | Date of Complaint | Status<br>(Resolved/pending) |
|---------|---------------------|-------------------|------------------------------|
| 1.      |                     | Not Applicable    |                              |

Place: Mumbai  
 Date: December 18, 2017



For Bajaj Electricals Limited



**Mangesh Patil**  
 EVP – Legal & Taxation and Company Secretary

L/HLL-Demerger/1539/MGP

January 5, 2018

To,  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai 400051

: Symbol: BAJAJELEC – Series: EQ

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').

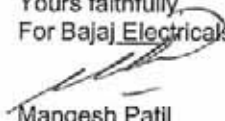
Accordingly, based on the confirmation received from M/s. Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company, and update available on SCORES, we enclose herewith a Report on Complaints ('Report') in the format prescribed under the said SEBI Circular.

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.

## 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 |

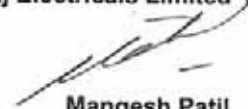
### Part B

| Sr. No. | Name of complainant | Date of Complaint | Status<br>(Resolved/pending) |
|---------|---------------------|-------------------|------------------------------|
| 1.      | Not Applicable      |                   |                              |

Place: Mumbai  
 Date: January 5, 2018



For Bajaj Electricals Limited



Mangesh Patil  
 EVP – Legal & Taxation and Company Secretary

**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.



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. On Equity Shareholders:

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

5.2. On 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 or any other applicable provisions of the Companies Act, 2013.

5.3. 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.

5.4. 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.



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.

**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.

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](http://www.bajajelectricals.com)  
 Email : [legal@bajajelectricals.com](mailto:legal@bajajelectricals.com) | CIN : L31500MH1938PLC009887



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. On Equity Shareholders:

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 pertaining 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.

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](http://www.bajajelectricals.com)  
 Email : [legal@bajajelectricals.com](mailto:legal@bajajelectricals.com) | CIN : L31500MH1938PLC009887



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.



# 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 30<sup>th</sup>, 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 30<sup>th</sup> 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.

Office : 607 & 507, Maruti Plaza,  
Block 118/8, Sanjay Place, AGRA- 202 002  
Telefax : +91 562 4040023  
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 30<sup>th</sup>, 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 30<sup>th</sup>, 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

Balance Sheet as at 30th September, 2018

| Particulars                                   | Note No. | As at<br>30th September, 2018 | As at<br>31st March, 2018 |
|-----------------------------------------------|----------|-------------------------------|---------------------------|
|                                               |          | Amount (in Rs.)               | Amount (in Rs.)           |
| <b>A ASSETS</b>                               |          |                               |                           |
| <b>1 Non Current Assets</b>                   |          |                               |                           |
| 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) <u>Financial Assets</u>                    |          |                               |                           |
| 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              |
| <b>Total Non Current Assets</b>               |          | <b>266,331,670.00</b>         | <b>265,959,445.20</b>     |
| <b>2 Current Assets</b>                       |          |                               |                           |
| a) Inventories                                | 7        | 43,865,241.03                 | 55,620,676.12             |
| b) <u>Financial Assets</u>                    | 8        |                               |                           |
| i) Investments                                |          | -                             | -                         |
| ii) Trade Receivables                         | 8a       | 60,509,842.94                 | 48,106,227.86             |
| iii) Cash & Cash Equivalents                  | 8b       | 1,145,599.73                  | 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              |
|                                               |          | <b>112,569,958.00</b>         | <b>111,186,247.45</b>     |
| e) Assets classified as held for sale         | 3D       | -                             | 1,283,128.00              |
| <b>Total Current Assets</b>                   |          | <b>112,569,958.00</b>         | <b>112,469,375.45</b>     |
| <b>Total Assets</b>                           |          | <b>378,901,628.00</b>         | <b>378,428,820.65</b>     |

As per our report attached of even date attached.  
**For Sushil Malleshwari & 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 - 00099356

**Manish Arun Pathak**  
Chief Finance Officer  
PAN - AKAPP6049K

**Subir Datta**  
Whole Time Director  
DIN - 08113932

**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<br>30th September, 2018 | As at<br>31st March, 2018 |
|-----------------------------------------------------------------------------------------------------------------|----------|-------------------------------|---------------------------|
|                                                                                                                 |          | Amount (in Rs.)               | Amount (in Rs.)           |
| <b>B EQUITY AND LIABILITIES</b>                                                                                 |          |                               |                           |
| <b>Equity</b>                                                                                                   | 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            |
| <b>Total Equity</b>                                                                                             |          | <b>(566,209,856.89)</b>       | <b>(510,135,033.97)</b>   |
| <b>Liabilities</b>                                                                                              |          |                               |                           |
| <b>1 Non Current Liabilities</b>                                                                                | 12       |                               |                           |
| a) Financial Liabilities                                                                                        |          |                               |                           |
| 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                                                                                |          | -                             | -                         |
| <b>Total Non Current Liabilities</b>                                                                            |          | <b>374,795,853.00</b>         | <b>380,728,879.00</b>     |
| <b>2 Current Liabilities</b>                                                                                    | 14       |                               |                           |
| a) Financial Liabilities                                                                                        |          |                               |                           |
| 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)                                                                                |          | -                             | -                         |
| <b>Total Current Liabilities</b>                                                                                |          | <b>570,315,631.89</b>         | <b>507,834,975.61</b>     |
| <b>Total</b>                                                                                                    |          | <b>378,901,628.00</b>         | <b>378,428,820.64</b>     |
| 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 Susheel Maheshwari & Co.  
Chartered Accountants  
FRN - 005519C

CA Lakshmi 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

Manish Arun Pathak  
Chief Finance Officer  
PAN - AKAPP6049K

Shubir Datta  
Whole Time Director  
DIN - 08113932

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.)                           |
| <b>CONTINUING OPERATIONS</b>                      |          |                                           |                                           |
| <b>1 Revenue</b>                                  |          |                                           |                                           |
| Revenue from Operations                           | 17       | 197,840,336.41                            | 204,422,869.09                            |
| Other Income                                      | 18       | 2,727,557.83                              | 3,307,327.81                              |
| <b>Total Revenue</b>                              |          | <b>200,567,894.24</b>                     | <b>207,730,196.90</b>                     |
| <b>2 Expenses</b>                                 |          |                                           |                                           |
| 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                             |
| <b>Total Expenses</b>                             |          | <b>260,481,382.16</b>                     | <b>256,077,164.15</b>                     |
| <b>3 Loss before Exceptional Items (1-2)</b>      |          | <b>(59,913,487.92)</b>                    | <b>(48,346,967.25)</b>                    |
| <b>4 Exceptional Items</b>                        |          | -                                         | -                                         |
| <b>5 Loss before Tax (3-4)</b>                    |          | <b>(59,913,487.92)</b>                    | <b>(48,346,967.25)</b>                    |
| <b>6 Tax Expense:</b>                             |          |                                           |                                           |
| a) Current Tax                                    |          | -                                         | -                                         |
| b) Deferred Tax                                   |          | (2,013,406.00)                            | 8,385,859.00                              |
| <b>Total Tax Expense</b>                          |          | <b>(2,013,406.00)</b>                     | <b>8,385,859.00</b>                       |
| <b>7 Loss from Continuing Operations (5-6)</b>    |          | <b>(57,900,081.92)</b>                    | <b>(56,732,826.25)</b>                    |
| <b>8 Loss from Discontinued Operations</b>        |          | -                                         | -                                         |
| <b>9 Tax Expense of Discontinued Operations</b>   |          | -                                         | -                                         |
| <b>10 Loss from Discontinued Operations (8-9)</b> |          | -                                         | -                                         |
| <b>11 Loss for the Period (7+10)</b>              |          | <b>(57,900,081.92)</b>                    | <b>(56,732,826.25)</b>                    |



**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<br>30th September, 2018 | For the period ended<br>30th September, 2017 |
|-----------------------------------------------------------------------------------------------------------------|-----------|----------------------------------------------|----------------------------------------------|
|                                                                                                                 |           | Amount (in Rs.)                              | Amount (in Rs.)                              |
| Continued.....                                                                                                  |           |                                              |                                              |
| <b>12 Other Comprehensive Income</b>                                                                            | <b>26</b> |                                              |                                              |
| 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                                   |           | -                                            | -                                            |
| <i>Total Other Comprehensive Income</i>                                                                         |           | <i>1,825,258.00</i>                          | <i>6,038,772.00</i>                          |
| <b>13 Total Comprehensive Income for the period</b>                                                             |           | <b>(56,074,823.92)</b>                       | <b>(50,694,054.25)</b>                       |
| <b>14 Earnings per share (of Rs. 25/- each):</b>                                                                | <b>27</b> |                                              |                                              |
| 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

ERN - 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

Manish Arun Pathak

Chief Finance Officer

PAN - AKAPP6049K

Subir Datta

Whole Time Director

DIN - 08113932

Sachin Chaudhari

Secretary

ACS - 28957

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

| Particulars                                                             | For the period ended<br>30th September, 2018 | For the period ended<br>30th September, 2017 |
|-------------------------------------------------------------------------|----------------------------------------------|----------------------------------------------|
|                                                                         | Amount (in Rs.)                              | Amount (in Rs.)                              |
| <b>A. Cash Flow from Operating Activities:</b>                          |                                              |                                              |
| 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                                            | -                                            | -                                            |
| <b>Net Profit / (Loss) before tax provision and extra ordinary item</b> | <b>(57,973,386.92)</b>                       | <b>(39,523,940.25)</b>                       |
| <i>Adjustments for:</i>                                                 |                                              |                                              |
| 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                                   |
| <b>Operating profit before working capital changes</b>                  | <b>(36,707,415.04)</b>                       | <b>(18,632,233.32)</b>                       |
| <b>Adjustments for changes in working capital :</b>                     |                                              |                                              |
| 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                                 |
| <b>Cash Generated from Operations</b>                                   | <b>33,065,578.21</b>                         | <b>(20,159,037.51)</b>                       |
| Taxes (Paid) / Received                                                 | -                                            | -                                            |
| <b>Net Cash Flow from Operating Activities - A</b>                      | <b>33,065,578.21</b>                         | <b>(20,159,037.51)</b>                       |
| <b>B. Cash Flow from Investing Activities:</b>                          |                                              |                                              |
| 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                                   |
| <b>Net Cash Flow from Investing Activities - B</b>                      | <b>1,920,978.60</b>                          | <b>1,123,003.75</b>                          |

*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)      |
| <i>Net Cash Flow from Financing Activities - C</i>            | <i>(34,263,429.41)</i> | <i>18,989,937.01</i> |
| 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           |
| Cash and Cash Equivalents as at the end of the period         |                        |                      |
| F. (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 Lakshmi 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

Manish Arun Pathak

Chief Finance Officer

PAN - AKAPP6049K

Shubir Datta

Whole Time Director

DIN - 08113932

Sachin Chaudhari

Secretary

ACS - 28957

BT Union Equity - Statement of Changes in Equity

| Particulars                                                         | Share Application Money Pending Allotment | Equity Component of Compound Financial Instrument | Other Equity   | Reserve & Surplus |                            |                 | Total Instruments through Other Comprehensive Income | Equity Instruments through Other Comprehensive Income | Effective Portion of Cash Flow Hedges | Revaluation Surplus | Exchange Differences on translating Financial Statements of a Foreign Operation | Other/ Loss of Other Comprehensive Income | Money received against share repurchase | Total            |
|---------------------------------------------------------------------|-------------------------------------------|---------------------------------------------------|----------------|-------------------|----------------------------|-----------------|------------------------------------------------------|-------------------------------------------------------|---------------------------------------|---------------------|---------------------------------------------------------------------------------|-------------------------------------------|-----------------------------------------|------------------|
|                                                                     |                                           |                                                   |                | Capital Reserve   | Securities Premium Account | General Reserve |                                                      |                                                       |                                       |                     |                                                                                 |                                           |                                         |                  |
| <b>Balance as on 01st April, 2017</b>                               | -                                         | -                                                 | 138,775,443.00 | 52,100,000.00     | 2,200,000.00               | -               | (913,022,082.90)                                     | -                                                     | -                                     | 64,170,122.00       | -                                                                               | (17,781,278.00)                           | -                                       | (675,597,295.90) |
| <b>Changes in Equity for the period ending 30th September, 2017</b> |                                           |                                                   |                |                   |                            |                 |                                                      |                                                       |                                       |                     |                                                                                 |                                           |                                         |                  |
| Total Comprehensive Income for the period                           | -                                         | -                                                 | -              | -                 | -                          | -               | (56,732,328.25)                                      | -                                                     | -                                     | -                   | -                                                                               | 6,038,771.00                              | -                                       | (50,694,054.35)  |
| Dividends                                                           | -                                         | -                                                 | -              | -                 | -                          | -               | -                                                    | -                                                     | -                                     | -                   | -                                                                               | -                                         | -                                       | -                |
| Transferred to Retained Earnings                                    | -                                         | -                                                 | -              | -                 | -                          | -               | -                                                    | -                                                     | -                                     | -                   | -                                                                               | -                                         | -                                       | -                |
| Transferred to General Reserve                                      | -                                         | -                                                 | -              | -                 | -                          | -               | -                                                    | -                                                     | -                                     | -                   | -                                                                               | -                                         | -                                       | -                |
| Transferred due to Depreciation & Impairment                        | -                                         | -                                                 | -              | -                 | -                          | -               | -                                                    | -                                                     | -                                     | -                   | -                                                                               | -                                         | -                                       | -                |
| Loss adjusted with Reserve                                          | -                                         | -                                                 | -              | -                 | -                          | -               | -                                                    | -                                                     | -                                     | -                   | -                                                                               | -                                         | -                                       | -                |
| <b>Balance as on 30th September, 2017</b>                           | -                                         | -                                                 | 138,775,443.00 | 52,100,000.00     | 2,200,000.00               | -               | (971,754,009.15)                                     | -                                                     | -                                     | 64,170,122.00       | -                                                                               | (11,742,506.00)                           | -                                       | (628,251,850.15) |
| <b>Balance as on 31st March, 2018</b>                               | -                                         | -                                                 | 138,775,443.00 | 52,100,000.00     | 2,200,000.00               | -               | (906,787,391.97)                                     | -                                                     | -                                     | 64,170,122.00       | -                                                                               | (10,023,207.00)                           | -                                       | (660,338,033.97) |
| <b>Changes in Equity for the period ending 30th September, 2018</b> |                                           |                                                   |                |                   |                            |                 |                                                      |                                                       |                                       |                     |                                                                                 |                                           |                                         |                  |
| 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                                          | -                                         | -                                                 | -              | -                 | -                          | -               | -                                                    | -                                                     | -                                     | -                   | -                                                                               | -                                         | -                                       | -                |
| <b>Balance as on 30th September, 2018</b>                           | -                                         | -                                                 | 138,775,443.00 | 52,100,000.00     | 2,200,000.00               | -               | (964,687,475.89)                                     | -                                                     | -                                     | 64,170,122.00       | -                                                                               | (8,197,849.00)                            | -                                       | (716,299,579.89) |



**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) under the 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;



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- 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.



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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.

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**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 rate 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.



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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                                  | Joint Commissioner of 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.



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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**

- 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.
- The Company had been granted Trade Tax deferment for 5 years effective from 01<sup>st</sup> October, 2005 to 30<sup>th</sup> 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 Pradeshia 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.
- The MDRS has been sanctioned by BIFR vide order dated 11th January, 2012. Promoters have given a letter of Comfort.
- 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.



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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 Company is 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, I, 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<br>Computer<br>Software | Capital Work<br>in Progress |
|----------------------------------------------------|-----------------------------|------------------------|--------------------------|-------------------------|----------------------------|---------------|-----------|------------------------|---------------------------|--------------|----------------|------------------------------------|-----------------------------|
|                                                    | Building<br>Factory & Roads | Building<br>Residences | Electric<br>Installation | Furniture<br>& Fittings | Laboratory &<br>Med Equip. | Land          | Library   | Machinery<br>and Plant | Telephone<br>Installation | Vehicles     |                |                                    |                             |
| Year ended 31st March, 2018                        |                             |                        |                          |                         |                            |               |           |                        |                           |              |                |                                    |                             |
| Fixed 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 | 351,538,480.00         | 728,725.00                | 3,014,955.00 | 602,013,447.00 | 1,938,077.00                       | 87,372.00                   |
| Exchange Differences                               | -                           | -                      | -                        | -                       | -                          | -             | -         | -                      | -                         | -            | -              | -                                  | -                           |
| Additions                                          | 498,302.00                  | -                      | 88,344.00                | -                       | -                          | -             | -         | 679,987.00             | -                         | -            | 1,233,633.00   | -                                  | 298,509.00                  |
| 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            | 216,054.00                 | -             | 84,599.00 | 331,708,165.00         | 694,051.00                | 2,480,796.00 | 510,690,956.00 | 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    | 1,857,206.00   | 120,087.00                         | 378,687.80                  |
| Depreciation during the period on Revaluation Cost | 307,365.00                  | 576,932.00             | 8,995.00                 | 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                         | 378,687.80                  |
| Disposals during the period                        | 17,713,507.00               | 38,880,153.00          | -                        | -                       | -                          | -             | -         | 18,790,009.00          | -                         | 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            | 217,119.00                 | -             | 84,599.00 | 314,366,236.00         | 694,051.00                | 1,561,623.00 | 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             |                        |                          |                         |                            |               |           |                        |                           |              | Intangible     |                      |
|----------------------------------------------------|-----------------------------|------------------------|--------------------------|-------------------------|----------------------------|---------------|-----------|------------------------|---------------------------|--------------|----------------|----------------------|
|                                                    | Building<br>Factory & Roads | Building<br>Residences | Electric<br>Installation | Furniture<br>& Fittings | Laboratory &<br>Med Equip. | Land          | Library   | Machinery<br>and Plant | Telephone<br>Installation | Vehicles     | Total          | Computer<br>Software |
| <b>Period ended 30th September, 2018</b>           |                             |                        |                          |                         |                            |               |           |                        |                           |              |                |                      |
| <i>Fixed Assets</i>                                |                             |                        |                          |                         |                            |               |           |                        |                           |              |                |                      |
| <i>Gross Carrying Amount</i>                       |                             |                        |                          |                         |                            |               |           |                        |                           |              |                |                      |
| Owned Cost as at 01st April, 2018                  | 72,333,429.00               | 59,633,099.00          | 13,684,333.00            | 3,858,769.00            | 256,235.00                 | 28,472,501.00 | 96,985.00 | 332,145,406.00         | 728,725.00                | 2,589,955.00 | 515,599,337.00 | 1,938,077.00         |
| Exchange Differences                               | -                           | -                      | -                        | -                       | -                          | -             | -         | -                      | -                         | -            | -              | -                    |
| Additions                                          | 200,237.00                  | -                      | 68,081.00                | 18,300.00               | -                          | -             | -         | 181,432.00             | -                         | -            | 868,270.00     | -                    |
| Deposits out of Original Cost during the period    | -                           | -                      | -                        | -                       | -                          | -             | -         | -                      | -                         | -            | -              | -                    |
| Deposits out of Revalued Cost during the period    | -                           | -                      | -                        | -                       | -                          | -             | -         | -                      | -                         | -            | -              | -                    |
| Closing Gross Carrying Amount                      | 72,533,666.00               | 59,633,099.00          | 13,752,414.00            | 3,877,069.00            | 256,235.00                 | 28,472,501.00 | 96,985.00 | 332,326,838.00         | 728,725.00                | 2,589,955.00 | 516,467,607.00 | 1,938,077.00         |
| <i>Accumulated Depreciation</i>                    |                             |                        |                          |                         |                            |               |           |                        |                           |              |                |                      |
| Opening Accumulated Depreciation                   | 62,352,402.00               | 40,144,679.00          | 13,707,609.00            | 3,463,783.00            | 247,119.00                 | -             | 84,592.00 | 314,366,226.00         | 694,051.00                | 1,961,623.00 | 437,022,399.00 | 1,787,022.00         |
| Depreciation during the period on Original Cost    | 45,085.00                   | 28,476.00              | 139,065.00               | 14,918.00               | 533.00                     | -             | -         | 468,807.00             | -                         | 36,368.00    | 928,282.00     | 40,325.00            |
| Depreciation during the period on Revaluation Cost | 125,103.00                  | 256,319.00             | 4,459.00                 | 327.00                  | -                          | -             | -         | 9,747.00               | -                         | -            | 375,835.00     | -                    |
| Total Depreciation                                 | 167,533.00                  | 284,871.00             | 143,533.00               | 15,252.00               | 533.00                     | -             | -         | 478,581.00             | -                         | 36,368.00    | 1,304,137.00   | 40,325.00            |
| Deposits during the period                         | -                           | -                      | -                        | -                       | -                          | -             | -         | -                      | -                         | -            | -              | -                    |
| Impairment / Depreciation on Transition            | -                           | -                      | -                        | -                       | -                          | -             | -         | -                      | -                         | -            | -              | -                    |
| Exchange Differences                               | -                           | -                      | -                        | -                       | -                          | -             | -         | -                      | -                         | -            | -              | -                    |
| Closing Accumulated Depreciation                   | 62,517,990.00               | 40,429,550.00          | 13,851,168.00            | 3,479,057.00            | 247,652.00                 | -             | 84,592.00 | 315,044,790.00         | 694,051.00                | 1,997,991.00 | 438,356,436.00 | 1,827,347.00         |
| Net Carrying Amount                                | 10,015,676.00               | 19,203,549.00          | 1,901,246.00             | 398,012.00              | 8,583.00                   | 28,472,501.00 | 12,393.00 | 17,282,048.00          | 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 2A:

1) Bifurcation of Depreciation and Amortisation Expense as per Ind AS 38 Para 116(d)

| Particular                                                                        | Period ended<br>30th September,<br>2018 | Year ended<br>31st March,<br>2018 |
|-----------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|
| Depreciation of Property, Plant & Equipment pertaining to continuing operation    | 1,504,137.00                            | 2,878,762.00                      |
| Depreciation of Investments Property                                              | -                                       | -                                 |
| Amortisation of Intangible Assets                                                 | 40,225.00                               | 120,027.00                        |
| <b>Total Depreciation and Amortisation pertaining to Continuing Operation</b>     | <b>1,544,362.00</b>                     | <b>2,998,789.00</b>               |
| Depreciation of Property, Plant & Equipment pertaining to discontinued operations | -                                       | -                                 |
| <b>Total Depreciation and Amortisation Expense</b>                                | <b>1,544,362.00</b>                     | <b>2,998,789.00</b>               |

1) Classes of Property, Plant & Equipment given above in these financial statements are only those which are applicable to the Entity.

11) Assets Pledged as Security as per Ind AS 16.7(a)

Land and Land Development with a carrying amount of Rs.2,84,72,501/- (as at September 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 borrowings or to sell them to another entity.



Note 2E - Assets Held as Classified for Sale

| Particulars                                                               | Tangible Assets             |                        |                          |                         |                            |      |         |                        |                           |          | Intangible<br>Computer<br>Software | Capital Work<br>in Progress |
|---------------------------------------------------------------------------|-----------------------------|------------------------|--------------------------|-------------------------|----------------------------|------|---------|------------------------|---------------------------|----------|------------------------------------|-----------------------------|
|                                                                           | Building<br>Factory & Roads | Building<br>Residences | Electric<br>Installation | Furniture<br>& Fittings | Laboratory &<br>Med Equip. | Land | Library | Machinery<br>and Plant | Telephone<br>Installation | Vehicles |                                    |                             |
| Year ended 31st March, 2018                                               |                             |                        |                          |                         |                            |      |         |                        |                           |          |                                    |                             |
| <i>Freehold Assets -</i>                                                  |                             |                        |                          |                         |                            |      |         |                        |                           |          |                                    |                             |
| Gross Carrying Amount                                                     | 171,629.00                  | -                      | -                        | -                       | -                          | -    | -       | 293,184,318.00         | -                         | -        | 293,355,947.00                     | -                           |
| Deemed Cost as at 01st April, 2017                                        | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |
| Exchange Differences                                                      | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |
| Additions                                                                 | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |
| Deposits out of Original Cost<br>during the period                        | -                           | -                      | -                        | -                       | -                          | -    | -       | 7,607,840.00           | -                         | -        | 7,607,640.00                       | -                           |
| Deposals out of Revalued Cost<br>during the period                        | -                           | -                      | -                        | -                       | -                          | -    | -       | 3,592,650.00           | -                         | -        | 3,592,650.00                       | -                           |
| Assets Written Off / Impaired                                             | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |
| Closing Gross Carrying Amount                                             | 171,629.00                  | -                      | -                        | -                       | -                          | -    | -       | 293,983,828.00         | -                         | -        | 294,155,457.00                     | -                           |
| <i>Accumulated Depreciation</i>                                           |                             |                        |                          |                         |                            |      |         |                        |                           |          |                                    |                             |
| Opening Accumulated Depreciation                                          | 169,829.00                  | -                      | -                        | -                       | -                          | -    | -       | 293,824,690.00         | -                         | -        | 293,994,519.00                     | -                           |
| Depreciation during the period on<br>Original Cost                        | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |
| Depreciation during the period on<br>Revaluation Cost                     | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |
| Total Depreciation                                                        | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |
| Disposals during the period<br>Impairment / Depreciation<br>on Transition | -                           | -                      | -                        | -                       | -                          | -    | -       | 11,122,190.00          | -                         | -        | 11,122,190.00                      | -                           |
| 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             |                        |                          |                         |                            |      |         |                        |                           |          | Intangible<br>Computer<br>Software | Capital Work<br>in Progress |
|-----------------------------------------------------|-----------------------------|------------------------|--------------------------|-------------------------|----------------------------|------|---------|------------------------|---------------------------|----------|------------------------------------|-----------------------------|
|                                                     | Building<br>Factory & Roads | Building<br>Residences | Electric<br>Installation | Furniture<br>& Fittings | Laboratory &<br>Med Equip. | Land | Library | Machinery<br>and Plant | Telephone<br>Installation | Vehicles |                                    |                             |
| Period ended 30th September, 2018                   |                             |                        |                          |                         |                            |      |         |                        |                           |          |                                    |                             |
| <i>Freehold Assets—</i>                             |                             |                        |                          |                         |                            |      |         |                        |                           |          |                                    |                             |
| Gross Carrying Amount                               | 171,629.00                  | -                      | -                        | -                       | -                          | -    | -       | 283,983,828.00         | -                         | -        | 284,155,457.00                     | -                           |
| Deemed Cost as at 01st April, 2018                  | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |
| Exchange Differences                                | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |
| Additions                                           | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |
| Disposals out of Original Cost<br>during the period | 171,629.00                  | -                      | -                        | -                       | -                          | -    | -       | 283,983,828.00         | -                         | -        | 284,155,457.00                     | -                           |
| Disposals out of Revalued Cost<br>during the period | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |
| Assets Written Off / Impaired                       | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |
| Closing Gross Carrying Amount                       | -                           | -                      | -                        | -                       | -                          | -    | -       | -                      | -                         | -        | -                                  | -                           |



**Note 4 - Financial Assets**

| Particulars                                                | As at<br>30th September, 2018 | As at<br>31st March, 2018 |
|------------------------------------------------------------|-------------------------------|---------------------------|
|                                                            | Amount (in Rs.)               | Amount (in Rs.)           |
| <b>Other Financial Assets - Unsecured, Considered Good</b> |                               |                           |
| Bank Deposits with more than 12 months maturity            |                               |                           |
| Margin Money with Bank                                     | 815,000.00                    | 815,000.00                |
| <b>Total</b>                                               | <b>815,000.00</b>             | <b>815,000.00</b>         |

**Note 5 - Deferred Tax Assets**

| Particulars                           | As at<br>30th September, 2018 | As at<br>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)            |
|                                       | <b>182,746,290.00</b>         | <b>181,549,099.00</b>     |
| <b>Deferred Tax Liabilities</b>       |                               |                           |
| Depreciation                          | (8,236,162.00)                | (8,822,864.00)            |
| <b>Total Deferred Tax Liabilities</b> | <b>(8,236,162.00)</b>         | <b>(8,822,864.00)</b>     |
| <b>Deferred Tax Assets</b>            |                               |                           |
| 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            |
| <b>Total Deferred Tax Assets</b>      | <b>190,982,452.00</b>         | <b>190,371,963.00</b>     |
| <b>Net Total</b>                      | <b>182,746,290.00</b>         | <b>181,549,099.00</b>     |

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<br>30th September, 2018 | As at<br>31st March, 2018 |
|---------------------------------------------|-------------------------------|---------------------------|
|                                             | Amount (in Rs.)               | Amount (in Rs.)           |
| <u>Advances other than Capital Advances</u> |                               |                           |
| - Unsecured, Considered Good                |                               |                           |
| <u>Security Deposits</u>                    |                               |                           |
| Security Deposits                           | 3,366,534.00                  | 3,404,716.00              |
| <u>Balances with Revenue Authorities</u>    |                               |                           |
| 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       |
|-------------------------------------------------------------|-----------------------|------------------------------|------------------------------------------|-------------------------------|-------------------------------------------|--------------------------|----------------------------------------------------------------|-----------------------|
| <b>Period from 01st April, 2018 to 30th September, 2018</b> |                       |                              |                                          |                               |                                           |                          |                                                                |                       |
| 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        |
| <b>Financial Year 2017-2018</b>                             |                       |                              |                                          |                               |                                           |                          |                                                                |                       |
| Deferred Tax (Liabilities) / Assets in relation to:         |                       |                              |                                          |                               |                                           |                          |                                                                |                       |
| Property, Plant & Equipment                                 | (10,214,294.00)       | 1,372,347.00                 | -                                        | -                             | -                                         | -                        | -                                                              | (8,841,947.00)        |
| Intangible Assets                                           | 3,856.00              | 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          |
| <b>Total</b>                                                | <b>154,286,518.00</b> | <b>24,061,649.00</b>         | <b>3,200,932.00</b>                      | <b>-</b>                      | <b>-</b>                                  | <b>-</b>                 | <b>-</b>                                                       | <b>181,549,099.00</b> |



**Note 7 - Inventories**

| Particulars                                 | As at<br>30th September,<br>2018 | As at<br>31st March, 2018 |
|---------------------------------------------|----------------------------------|---------------------------|
|                                             | Amount (in Rs.)                  | Amount (in Rs.)           |
| <u>Inventories at the end of the period</u> |                                  |                           |
| 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              |
| <b>Total</b>                                | <b>43,865,241.03</b>             | <b>55,620,676.12</b>      |

\*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<br>30th September,<br>2018 | As at<br>31st March, 2018 |
|------------------------------------------------------------|----------------------------------|---------------------------|
|                                                            | Amount (in Rs.)                  | Amount (in Rs.)           |
| <u>Outstanding for more than 6 month from the due date</u> |                                  |                           |
| 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              |
| <u>Outstanding for less than 6 month from the due date</u> |                                  |                           |
| 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             |
| <b>Total</b>                                               | <b>60,509,842.94</b>             | <b>48,108,227.86</b>      |



Note 8B - Cash and Cash Equivalents

| Particulars                                                      | As at<br>30th September,<br>2018 | As at<br>31st March, 2018 |
|------------------------------------------------------------------|----------------------------------|---------------------------|
|                                                                  | Amount (in Rs.)                  | Amount (in Rs.)           |
| Cash in Hand ( <i>As taken and certified by the management</i> ) | 263,616.00                       | 55,134.00                 |
| <u>Balances with Banks</u>                                       |                                  |                           |
| <i>In Current Account</i>                                        |                                  |                           |
| 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                 |
| <u>Others</u>                                                    |                                  |                           |
| Gold Coins                                                       | 36,892.00                        | 36,892.00                 |
| Imprest - Postage                                                | 5,232.00                         | 353.00                    |
| <b>Total</b>                                                     | <b>1,145,559.73</b>              | <b>422,432.33</b>         |

Note 8C - Other Financial Assets

| Particulars                                                | As at<br>30th September,<br>2018 | As at<br>31st March, 2018 |
|------------------------------------------------------------|----------------------------------|---------------------------|
|                                                            | Amount (in Rs.)                  | Amount (in Rs.)           |
| <u>Other Financial Assets - Unsecured, Considered Good</u> |                                  |                           |
| <u>Bank Deposits with less than 12 months maturity</u>     |                                  |                           |
| FDR with Bank                                              | 834,872.00                       | 1,253,975.00              |
| <b>Total</b>                                               | <b>834,872.00</b>                | <b>1,253,975.00</b>       |



Note 9 - Current Tax Assets

| Particulars                                                                     | As at<br>30th September,<br>2018 | As at<br>31st March, 2018 |
|---------------------------------------------------------------------------------|----------------------------------|---------------------------|
|                                                                                 | Amount (in Rs.)                  | Amount (in Rs.)           |
| <u>Current Tax Assets</u>                                                       |                                  |                           |
| 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                |
| <u>Current Tax Liabilities</u>                                                  |                                  |                           |
| Income Tax Payable                                                              | -                                | -                         |
|                                                                                 | -                                | -                         |
| <b>Total</b>                                                                    | <b>599,920.77</b>                | <b>505,872.93</b>         |

Note 10 - Other Current Assets

| Particulars                                                     | As at<br>30th September,<br>2018 | As at<br>31st March, 2018 |
|-----------------------------------------------------------------|----------------------------------|---------------------------|
|                                                                 | Amount (in Rs.)                  | Amount (in Rs.)           |
| <u>Advance other than Capital Advances</u>                      |                                  |                           |
| <u>Other Advances - Unsecured, Considered Good</u>              |                                  |                           |
| Advance Recoverable in Cash or kind<br>(Refer Sub Schedule - A) | 735,875.00                       | 217,713.00                |
| Advance to Suppliers - To Others                                | 3,707,434.46                     | 3,757,459.71              |
| <u>Balance with Revenue Authorities</u>                         |                                  |                           |
| 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                 |
| <u>Other Receivable</u>                                         |                                  |                           |
| Interest Receivable on Deposits                                 | 942,388.00                       | 935,643.00                |
| <b>Total</b>                                                    | <b>5,614,521.54</b>              | <b>6,275,063.21</b>       |



**Note 11 - Equity**

**A) Equity Share Capital**

| Particulars                                                             | As at<br>30th September,<br>2018 | As at<br>31st March, 2018 |
|-------------------------------------------------------------------------|----------------------------------|---------------------------|
|                                                                         | Amount (in Rs.)                  | Amount (in Rs.)           |
| <b>a) Authorised Share Capital</b>                                      |                                  |                           |
| 64,00,000 Equity Shares of Rs. 25/- each with voting rights             | 160,00,000.00                    | 160,00,000.00             |
| 9% Cumulative Redeemable Preference Shares of Rs. 25/- per share        | 10,00,000.00                     | 10,00,000.00              |
| 0% Non Participating Redeemable Preference Shares of Rs. 25/- per share | 80,00,000.00                     | 80,00,000.00              |
| <b>b) Issued, Subscribed and Fully Paid Up Capital</b>                  |                                  |                           |
| 60,00,000 Equity Shares of Rs. 25/- each with voting rights             | 150,00,000.00                    | 150,00,000.00             |
| <b>Total</b>                                                            | <b>450,00,000.00</b>             | <b>150,00,000.00</b>      |

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<br>Balance | Fresh issue<br>/(Redeem) | Closing<br>Balance |
|------------------------------------------|--------------------|--------------------------|--------------------|
| <b>Equity shares with voting rights</b>  |                    |                          |                    |
| <b>Year ended 31st March, 2018</b>       |                    |                          |                    |
| - Number of shares                       | 6,000,000          | -                        | 6,000,000          |
| - Amount(in Rs.)                         | 150,00,000.00      | -                        | 150,00,000.00      |
| <b>Period ended 30th September, 2018</b> |                    |                          |                    |
| - Number of shares                       | 6,000,000          | -                        | 6,000,000          |
| - Amount(in Rs.)                         | 150,00,000.00      | -                        | 150,00,000.00      |

**(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      |                       |                   |
| <b>As at 31st March, 2018</b>         |                       |                   |
| 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%            |
| Jamnial Sons Private Limited          | 495,000               | 8.25%             |
| Ms. Geetika Bajaj                     | 1,170,000             | 19.50%            |
| Smt. Kiran Bajaj                      | 1,170,000             | 19.50%            |
| <b>As at 30th September, 2018</b>     |                       |                   |
| 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%            |
| Jamnial 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<br>30th September,<br>2018 | As at<br>31st March, 2018 |
|-------------------------------------------|----------------------------------|---------------------------|
|                                           | Amount (in Rs.)                  | Amount (in Rs.)           |
| <b>i) Reserve &amp; Surplus</b>           |                                  |                           |
| 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)           |
| <b>Total</b>                              | <b>(854,985,302.89)</b>          | <b>(798,910,476.97)</b>   |
| <b>ii) Others - Other Equity</b>          |                                  |                           |
| Redeemable Preference Shares              | 23,575,443.00                    | 23,575,443.00             |
| Loan from Bajaj Electricals Limited*      | 115,200,000.00                   | 115,200,000.00            |
| <b>Total</b>                              | <b>138,775,443.00</b>            | <b>138,775,443.00</b>     |
| <b>Grand Total</b>                        | <b>(716,209,859.89)</b>          | <b>(660,135,033.97)</b>   |

\*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<br>30th September, 2018 | As at<br>31st March, 2018 |
|--------------------------------------------------------------|-------------------------------|---------------------------|
|                                                              | Amount (in Rs.)               | Amount (in Rs.)           |
| <b>Unsecured Loans</b>                                       |                               |                           |
| <b>Other Parties</b>                                         |                               |                           |
| 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              |
| <b>Non Participating Redeemable Preference Share Capital</b> |                               |                           |
| 28,00,000 shares of Rs. 25/- each (Refer Note G)             | 80,497,289.00                 | 76,481,985.00             |
| <b>Total</b>                                                 | <b>289,275,228.00</b>         | <b>294,092,461.00</b>     |

**Terms & Conditions:**

|                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A) Candour Fincon Private Limited</b><br><b>1. Nature :-</b> Unsecured<br><b>2. Interest :-</b> Interest @13.00%<br><b>3. Repayment :-</b> There is no stipulated repayment schedule between the parties.        | <b>B) Deferred Trade Tax</b><br><b>1. Nature :-</b> Unsecured<br><b>2. Interest :-</b> Interest Free<br><b>3. Repayment :-</b> The Loan is repayable in 5 Annual Installment as per sanctioned MDRS by BIFR.<br>30-09-2016 of Rs. 5,651,628/-<br>30-09-2017 of Rs.26,675,460/-<br>30-09-2018 of Rs.10,688,355/-<br>30-09-2019 of Rs. 9,518,278/-<br>30-09-2020 of Rs. 3,203,100/- |
| <b>C) Emkay Appliances Private Limited</b><br><b>1. Nature :-</b> Unsecured<br><b>2. Interest :-</b> Interest Rate @13.00%<br><b>3. Repayment :-</b> There is no stipulated repayment schedule between the parties. | <b>D) Kalinga Fixtures Private Limited</b><br><b>1. Nature :-</b> Unsecured<br><b>2. Interest :-</b> Interest Rate @13.00%<br><b>3. Repayment :-</b> There is no stipulated repayment schedule between the parties.                                                                                                                                                               |
| <b>E) Konark Fixtures Limited</b><br><b>1. Nature :-</b> Unsecured<br><b>2. Interest :-</b> Interest Rate @13.00%<br><b>3. Repayment :-</b> There is no stipulated repayment schedule between the parties.          | <b>F) Utkal Electricals Private Limited</b><br><b>1. Nature :-</b> Unsecured<br><b>2. Interest :-</b> Interest Rate @13.00%<br><b>3. Repayment :-</b> There is no stipulated repayment schedule between the parties.                                                                                                                                                              |



**C) 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<br>30th September, 2018 | As at<br>31st March, 2018 |
|------------------------------------------|-------------------------------|---------------------------|
|                                          | Amount (in Rs.)               | Amount (in Rs.)           |
| <u>Provisions for Employees Benefits</u> |                               |                           |
| 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             |
| <u>Other Provision</u>                   |                               |                           |
| Interest Payable on Deferred Trade Tax   | -                             | 685,841.00                |
| <b>Total</b>                             | <b>85,520,625.00</b>          | <b>86,636,418.00</b>      |



**Note 14A - Borrowings**

| Particulars                      | As at<br>30th September,<br>2018 | As at<br>31st March, 2018 |
|----------------------------------|----------------------------------|---------------------------|
|                                  | Amount (in Rs.)                  | Amount (in Rs.)           |
| <b>Loans repayable on Demand</b> |                                  |                           |
| 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             |
| <b>Total</b>                     | <b>30,964,310.34</b>             | <b>49,478,747.46</b>      |

**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<br>30th September,<br>2018 | As at<br>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             |
| <b>Total</b>                               | <b>97,114,250.89</b>             | <b>89,643,765.61</b>      |



Note 14C - Other Financial Liabilities

| Particulars                               | As at<br>30th September,<br>2018 | As at<br>31st March, 2018 |
|-------------------------------------------|----------------------------------|---------------------------|
|                                           | Amount (in Rs.)                  | Amount (in Rs.)           |
| <u>Other Current Liabilities</u>          |                                  |                           |
| 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             |
| <u>Trade Advance - From Related Party</u> |                                  |                           |
| Bajaj Electricals Limited                 | 115,800,000.00                   | 67,000,000.00             |
| <b>Total</b>                              | <b>165,319,386.00</b>            | <b>109,341,838.00</b>     |

Note 15 - Other Current Liabilities

| Particulars                                                  | As at<br>30th September,<br>2018 | As at<br>31st March, 2018 |
|--------------------------------------------------------------|----------------------------------|---------------------------|
|                                                              | Amount (in Rs.)                  | Amount (in Rs.)           |
| <u>Other Current Liabilities</u>                             |                                  |                           |
| 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             |
| <b>Total</b>                                                 | <b>264,613,848.65</b>            | <b>246,333,618.54</b>     |

Note 16 - Provisions

| Particulars                              | As at<br>30th September,<br>2018 | As at<br>31st March, 2018 |
|------------------------------------------|----------------------------------|---------------------------|
|                                          | Amount (in Rs.)                  | Amount (in Rs.)           |
| <u>Provisions for Employees Benefits</u> |                                  |                           |
| 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                |
| <b>Total</b>                             | <b>12,303,836.00</b>             | <b>13,037,006.00</b>      |



## Sub Schedule A - Advances Recoverable in cash or kind

| Particulars                  | As at<br>30th September, 2018 | As at<br>31st March, 2018 |
|------------------------------|-------------------------------|---------------------------|
|                              | Amount (in Rs.)               | Amount (in Rs.)           |
| Coupons - Canteen            | 94,162.00                     | 123,824.00                |
| Imprest - Abhishek Upadhyay  | -                             | 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                |
| <b>Total</b>                 | <b>735,875.00</b>             | <b>305,205.00</b>         |

## Sub Schedule B - Other Statutory Liabilities

| Particulars                             | As at<br>30th September, 2018 | As at<br>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                |
| Swachh Bharat Cess Payable              | -                             | 5,316.00                  |
| TCS (Tax on Scrap Sale)                 | 1,288.78                      | 2,357.00                  |
| TDS Payable                             | 2,307,632.35                  | 2,162,530.00              |
| U.P. Vat                                | -                             | 69,498.01                 |
| <b>Total</b>                            | <b>245,687,008.29</b>         | <b>187,579,935.99</b>     |



Sub Schedule C - Other Liabilities

| Particulars                | As at<br>30th September, 2018 | As at<br>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<br>30th September, 2018 | For the period ended<br>30th September, 2017 |
|---------------------------------|----------------------------------------------|----------------------------------------------|
|                                 | Amount (in Rs.)                              | Amount (in Rs.)                              |
| <u>Sales of Products</u>        |                                              |                                              |
| 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                                 |
| <b>Net Sales</b>                | <b>189,552,309.24 *</b>                      | <b>188,225,064.63</b>                        |
| <u>Sale of Services</u>         |                                              |                                              |
| Income from Manpower Supply     | -                                            | 17,430.00                                    |
|                                 | -                                            | 17,430.00                                    |
| <u>Other Operating Revenues</u> |                                              |                                              |
| Scrap Sales                     | 8,288,027.17                                 | 15,686,576.30                                |
| Add:- Excise Duty*              | -                                            | 493,798.16                                   |
|                                 | 8,288,027.17                                 | 16,180,374.46                                |
| <b>Total</b>                    | <b>197,840,336.41</b>                        | <b>204,422,869.09 *</b>                      |

\*Refer Note No. 1 of Notes to Accounts

**Note 18 - Other Income**

| Particulars                       | For the period ended<br>30th September, 2018 | For the period ended<br>30th September, 2017 |
|-----------------------------------|----------------------------------------------|----------------------------------------------|
|                                   | Amount (in Rs.)                              | Amount (in Rs.)                              |
| <u>Interest Income</u>            |                                              |                                              |
| Interest Income                   | 81,797.40                                    | 211,526.00                                   |
| <u>Other Non-Operating Income</u> |                                              |                                              |
| 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                                   |
| <b>Total</b>                      | <b>2,727,557.83</b>                          | <b>3,307,327.81</b>                          |



**\*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<br>30th September, 2018 | For the period ended<br>30th September, 2017 |
|--------------------------------------------|----------------------------------------------|----------------------------------------------|
|                                            | Amount (in Rs.)                              | Amount (in Rs.)                              |
| <u>Raw Material and Component Consumed</u> |                                              |                                              |
| Raw Material and Components*               | 98,539,788.30                                | 108,367,819.25                               |
| <b>Total</b>                               | <b>98,539,788.30</b>                         | <b>108,367,819.25</b>                        |



## Detail of Raw Material and Component Consumed

| Particulars    | For the period ended<br>30th September, 2018 | For the period ended<br>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                                |
| <b>Total</b>   | <b>98,539,788.30</b>                         | <b>108,367,819.25</b>                        |

## Raw Material &amp; Components Consumed

## Details of Indigenous &amp; Imported Raw Material consumed during the Period:

| Particulars                         | For the period ended<br>30th September, 2018 |                | For the period ended<br>30th September, 2017 |                |
|-------------------------------------|----------------------------------------------|----------------|----------------------------------------------|----------------|
|                                     | Amount (in Rs.)                              | %              | Amount (in Rs.)                              | %              |
| <u>Consumed during the Period :</u> |                                              |                |                                              |                |
| 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%          |
| <b>Total</b>                        | <b>98,539,788.30</b>                         | <b>100.00%</b> | <b>108,367,819.25</b>                        | <b>100.00%</b> |

## C.I.F. Value of Imports

| Particulars                    | For the period ended<br>30th September, 2018 | For the period ended<br>30th September, 2017 |
|--------------------------------|----------------------------------------------|----------------------------------------------|
|                                | Amount (in Rs.)                              | Amount (in Rs.)                              |
| <u>C.I.F. Value of Imports</u> |                                              |                                              |
| Raw Material                   | 7,108,407.94                                 | 6,985,176.17                                 |
| <b>Total</b>                   | <b>7,108,407.94</b>                          | <b>6,985,176.17</b>                          |



**Note 20 - Purchase of Stock in Trade (Traded Goods)**

| Particulars                     | For the period ended<br>30th September, 2018 | For the period ended<br>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                                 |
| <b>Total</b>                    | <b>11,436,307.89</b>                         | <b>6,566,899.14</b>                          |

**Note 21 - Manufacturing Expenses**

| Particulars                    | For the period ended<br>30th September, 2018 | For the period ended<br>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                                |
| <b>Total</b>                   | <b>21,121,198.66</b>                         | <b>22,386,132.63</b>                         |

**Note 22 - Changes in Inventories**

| Particulars                                              | For the period ended<br>30th September, 2018 | For the period ended<br>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                                 |
|                                                          | <b>33,960,484.66</b>                         | <b>31,182,288.92</b>                         |
| 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                                 |
|                                                          | <b>21,598,017.31</b>                         | <b>37,206,155.61</b>                         |
| Change in Inventories                                    | 12,362,467.35                                | (6,023,866.69)                               |
| Add/(Less):- Difference in Excise Duty on Finished Goods | -                                            | -                                            |
| <b>Net (Increase)/ Decrease in Inventories</b>           | <b>12,362,467.35</b>                         | <b>(6,023,866.69)</b>                        |



Note 23 - Employees Benefits Expenses

| Particulars                                     | For the period ended<br>30th September, 2018 | For the period ended<br>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                                   |
| <b>Total</b>                                    | <b>71,039,865.44</b>                         | <b>69,999,285.82</b>                         |

Note 24 - Finance Cost

| Particulars                                | For the period ended<br>30th September, 2018 | For the period ended<br>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                                 |
| <b>Total</b>                               | <b>25,066,685.38</b>                         | <b>24,604,095.36</b>                         |

\*\*Bifurcation of Interest Expense as per Ind AS

| Particular                                                                    | For the period ended<br>30th September, 2018 | For the period ended<br>30th September, 2017 |
|-------------------------------------------------------------------------------|----------------------------------------------|----------------------------------------------|
|                                                                               | Amount (in Rs.)                              | Amount (in Rs.)                              |
| <b>Continuing Operations</b>                                                  |                                              |                                              |
| <u>Interest Costs</u>                                                         |                                              |                                              |
| 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                                |
|                                                                               | <b>24,306,174.28</b>                         | <b>24,315,117.61</b>                         |
| 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                      | -                                            | -                                            |
| <b>Total</b>                                                                  | <b>24,306,174.28</b>                         | <b>24,315,117.61</b>                         |



Note 25 - Other Expenses

| Particulars                                     | For the period ended<br>30th September, 2018 | For the period ended<br>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                                 |
| <b>Total</b>                                    | <b>19,570,607.14</b>                         | <b>20,387,888.64</b>                         |

Note(i)

| Particulars                             | For the period ended<br>30th September, 2018 | For the period ended<br>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               | -                                            | -                                            |
| <b>Total</b>                            | <b>25,000.00</b>                             | <b>-</b>                                     |

Lease is classified as Operating Lease\*

| Particulars                               | For the period ended<br>30th September, 2018 | For the period ended<br>30th September, 2017 |
|-------------------------------------------|----------------------------------------------|----------------------------------------------|
|                                           | Amount (in Rs.)                              | Amount (in Rs.)                              |
| Rent recognised in Profit & Loss Accounts | 528,750.00                                   | 552,836.32                                   |
| <b>Total</b>                              | <b>528,750.00</b>                            | <b>552,836.32</b>                            |

Details of Future Minimum Lease Rentals are as follows:

| Particulars                                                    | For the period ended<br>30th September, 2018 | For the period ended<br>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                                   |
| <b>Total</b>                                                   | <b>912,000.00</b>                            | <b>1,136,436.00</b>                          |



Note 26 - Other Comprehensive Income

| Particulars                                                                                             | For the period ended<br>30th September, 2018 | For the period ended<br>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)                               |
| <b>Total Other Comprehensive income net of taxes</b>                                                    | <b>1,825,258.00</b>                          | <b>6,038,772.00</b>                          |
| 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                           | -                                            | -                                            |
| <b>Total Other Comprehensive income net of taxes</b>                                                    | <b>-</b>                                     | <b>-</b>                                     |



## Sub Schedule D - Salaries &amp; Wages

| Particulars                | For the period ended<br>30th September, 2018 | For the period ended<br>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                 | 130,504.00                                   | 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                                 |
| <b>Total</b>               | <b>49,297,068.80</b>                         | <b>49,721,267.00</b>                         |

## Sub Schedule E - Staff Welfare

| Particulars             | For the period ended<br>30th September, 2018 | For the period ended<br>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                                   |
| <b>Total</b>            | <b>501,167.18</b>                            | <b>498,949.82</b>                            |



## Sub Schedule F - Miscellaneous Expenses

| Particulars                              | For the period ended<br>30th September, 2018 | For the period ended<br>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                                    | 8,500.00                                     |
| 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<br>30th September, 2018 | For the period ended<br>30th September, 2017 |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------------------|
|   | <b>Earnings per share</b>                                                                                                                                                                                                                                                  |                                              |                                              |
|   | <u>Basic</u>                                                                                                                                                                                                                                                               |                                              |                                              |
| a | <u>Continuing Operations</u>                                                                                                                                                                                                                                               |                                              |                                              |
|   | 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                                        |
|   | <b>Earnings per share from Continuing Operations - Basic</b>                                                                                                                                                                                                               | <b>(9.65)</b>                                | <b>(9.46)</b>                                |
| b | <u>Discontinued Operations</u>                                                                                                                                                                                                                                             |                                              |                                              |
|   | 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                                        |
|   | <b>Earnings per share from Discontinued Operations - Basic</b>                                                                                                                                                                                                             | <b>-</b>                                     | <b>-</b>                                     |
| c | <u>Total Operations</u>                                                                                                                                                                                                                                                    |                                              |                                              |
|   | 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                                        |
|   | <b>Earnings per share - Basic</b>                                                                                                                                                                                                                                          | <b>(9.65)</b>                                | <b>(9.46)</b>                                |
|   | <u>Diluted</u>                                                                                                                                                                                                                                                             |                                              |                                              |
|   | 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 | <u>Continuing Operations</u>                                                                                                                                                                                                                                               |                                              |                                              |
|   | 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                                        |
|   | <b>Earnings per share, from continuing Operations - Diluted</b>                                                                                                                                                                                                            | <b>(9.65)</b>                                | <b>(9.46)</b>                                |



|   |                                                                                              |                 |                 |
|---|----------------------------------------------------------------------------------------------|-----------------|-----------------|
| e | <u>Discontinued Operations</u>                                                               |                 |                 |
|   | 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, 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 Discontinued Operations - Diluted                                   | -               | -               |
|   |                                                                                              |                 |                 |
| f | <u>Total Operations</u>                                                                      |                 |                 |
|   | 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<br>30th September, 2018 | For the year ended<br>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                           |
| <b>Total</b>                                | <b>68,398,392.44</b>                         | <b>147,114,443.71</b>                  |

\* 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<br>30th September, 2018 | For the year ended<br>31st March, 2018 |
|-----------------------------------------------------------|----------------------------------------------|----------------------------------------|
|                                                           | Amount (in Rs.)                              | Amount (in Rs.)                        |
| <u>Gratuity Cost</u>                                      |                                              |                                        |
| Service Cost                                              | 1,629,137.00                                 | 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)                         |
| <b>Net Gratuity Cost</b>                                  | <b>2,958,836.00</b>                          | <b>698,057.00</b>                      |
| <u>Assumptions</u>                                        |                                              |                                        |
| 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<br>30th September, 2018 | For the year ended<br>31st March, 2018 |
|------------------------------------------------------------|----------------------------------------------|----------------------------------------|
|                                                            | Amount (in Rs.)                              | Amount (in Rs.)                        |
| <b>Change in Projected Benefit Obligations</b>             |                                              |                                        |
| 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)                                          | -                                            | -                                      |
| <b>Obligations at the end of the period</b>                | <b>65,819,920.00</b>                         | <b>65,775,759.00</b>                   |
| <b>Change in Plan Assets</b>                               |                                              |                                        |
| 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                                           | -                                            | -                                      |
| <b>Plan Assets at the end of the period, at fair value</b> | <b>-</b>                                     | <b>-</b>                               |

Historical Information:-

| Particular                                  | For the period ended<br>30th September, 2018 | For the year ended<br>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                          | -                                            | -                                      |
| <b>Assets / (Liability) Recognised</b>      | <b>(65,819,920.00)</b>                       | <b>(65,775,759.00)</b>                 |

Movement in the present value of the Defined Benefit Obligation are as follows.

| Particular                                                  | For the period ended<br>30th September, 2018 | For the year ended<br>31st March, 2018 |
|-------------------------------------------------------------|----------------------------------------------|----------------------------------------|
|                                                             | Amount (in Rs.)                              | Amount (in Rs.)                        |
| <b>Opening Defined Benefit Obligation</b>                   | <b>65,775,759.00</b>                         | <b>74,025,820.00</b>                   |
| 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)                                           | -                                            | -                                      |
| <b>Closing Defined Benefit Obligation</b>                   | <b>65,819,920.00</b>                         | <b>65,775,759.00</b>                   |



Movement in the fair value of the Plan Assets are as follows.

| Particular                                                                 | For the period ended<br>30th September, 2018 | For the year ended<br>31st March, 2018 |
|----------------------------------------------------------------------------|----------------------------------------------|----------------------------------------|
|                                                                            | Amount (in Rs.)                              | Amount (in Rs.)                        |
| <b>Opening Fair Value of Plan Assets</b>                                   | -                                            | -                                      |
| 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)                                                         | -                                            | -                                      |
| <b>Closing Fair Value of Plan Assets</b>                                   | -                                            | -                                      |

#### 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<br>30th September, 2018 | For the year ended<br>31st March, 2018 |
|----------------------------------------------------------|----------------------------------------------|----------------------------------------|
|                                                          | Amount (in Rs.)                              | Amount (in Rs.)                        |
| <u>Compensated Absence Cost</u>                          |                                              |                                        |
| 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)                         |
| <b>Net Compensated Absence Cost</b>                      | <b>(832,660.00)</b>                          | <b>(693,580.00)</b>                    |
| <u>Assumptions</u>                                       |                                              |                                        |
| 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<br>30th September, 2018 | For the year ended<br>31st March, 2018 |
|------------------------------------------------------------|----------------------------------------------|----------------------------------------|
|                                                            | Amount (in Rs.)                              | Amount (in Rs.)                        |
| <b>Change in Projected Benefit Obligations</b>             |                                              |                                        |
| 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)                                          | -                                            | -                                      |
| <b>Obligations at the end of the period</b>                | <b>10,320,396.00</b>                         | <b>11,527,679.00</b>                   |
| <b>Change in Plan Assets</b>                               |                                              |                                        |
| 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                                           | -                                            | -                                      |
| <b>Plan Assets at the end of the period, at fair value</b> | <b>-</b>                                     | <b>-</b>                               |

Historical Information:-

| Particular                                  | For the period ended<br>30th September, 2018 | For the year ended<br>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                          | -                                            | -                                      |
| <b>Assets / (Liability) Recognised</b>      | <b>(10,320,396.00)</b>                       | <b>(11,527,679.00)</b>                 |

Movement in the present value of the Defined Benefit Obligation are as follows.

| Particular                                                  | For the period ended<br>30th September, 2018 | For the year ended<br>31st March, 2018 |
|-------------------------------------------------------------|----------------------------------------------|----------------------------------------|
|                                                             | Amount (in Rs.)                              | Amount (in Rs.)                        |
| <b>Opening Defined Benefit Obligation</b>                   | <b>11,527,679.00</b>                         | <b>13,695,141.00</b>                   |
| 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)                                          | -                                            | -                                      |
| <b>Closing Defined Benefit Obligation</b>                   | <b>10,320,396.00</b>                         | <b>11,527,679.00</b>                   |



Movement in the fair value of the Plan Assets are as follows.

| Particular                                                                 | For the period ended<br>30th September, 2018 | For the year ended<br>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)                                                         | -                                            | -                                      |
| <b>Closing Fair Value of Plan Assets</b>                                   | <b>-</b>                                     | <b>-</b>                               |



## 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       |
| Searline Lighting Limited   | Reimbursement of Expenses       | -                     | -                   | 5,000.00              | -                   |
|                             | 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 Lakshmi Chandra Bajaj  
Partner  
M. No. - 077637

Place: Agra  
Date: 02-01-2019

For and on behalf of Board of Directors

Shekhar Bajaj  
Director  
DIN - 00069358

Manish Arun Pathak  
Chief Finance Officer  
PAN - AKAPF6049K

Subir Datta  
Whole Time Director  
DIN - 08113932

Sachin Chaudhari  
Secretary  
ACS - 28957

**S R B C & CO LLP**  
Chartered Accountants

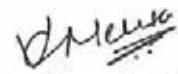
12th Floor, The Ruby  
29 Senapati Bapat Marg  
Dadar (West)  
Mumbai - 400 028, India  
Tel : +91 22 6819 8000

**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



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](mailto:legal@bajajelectricals.com)

**STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30th September 2018**

(Rs. in Lakhs except per share data)

| Sr.No. | Particulars                                                                             | Quarter ended  |                |               | Half year ended |                | Year Ended     |
|--------|-----------------------------------------------------------------------------------------|----------------|----------------|---------------|-----------------|----------------|----------------|
|        |                                                                                         | 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           | 839            | 2,043          |
|        | <b>Total Income from operations</b>                                                     | <b>159,844</b> | <b>113,993</b> | <b>93,558</b> | <b>273,837</b>  | <b>196,499</b> | <b>471,639</b> |
| 2      | Other income                                                                            | 576            | 931            | 1,055         | 1,507           | 2,104          | 5,319          |
| 3      | <b>Total Income</b>                                                                     | <b>160,420</b> | <b>114,924</b> | <b>94,613</b> | <b>275,344</b>  | <b>198,603</b> | <b>476,958</b> |
| 4      | <b>Expenses</b>                                                                         |                |                |               |                 |                |                |
|        | (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         | 48,532        | 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          | 8,004          | 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            | 910            | 877           | 1,857           | 1,675          | 3,394          |
|        | (h) Other expenses                                                                      | 18,451         | 15,184         | 14,923        | 33,635          | 28,862         | 68,123         |
|        | (i) Finance Costs                                                                       | 2,302          | 1,767          | 1,407         | 4,069           | 2,906          | 5,886          |
|        | <b>Total Expenses</b>                                                                   | <b>155,093</b> | <b>108,695</b> | <b>91,548</b> | <b>263,786</b>  | <b>192,263</b> | <b>451,575</b> |
| 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)                                                              | -              | -              | -             | -               | -              | 8,938          |
| 7      | Profit / (Loss) before tax (5 +/- 6)                                                    | 5,327          | 6,229          | 3,065         | 11,556          | 6,340          | 16,447         |
| 8      | <b>Tax Expense</b>                                                                      |                |                |               |                 |                |                |
|        | Current Tax                                                                             | 1,688          | 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              |
|        | <b>Total Tax Expense</b>                                                                | <b>1,921</b>   | <b>2,176</b>   | <b>1,167</b>  | <b>4,095</b>    | <b>2,392</b>   | <b>8,085</b>   |
| 9      | <b>Net Profit / (Loss) for the period (7 +/- 8)</b>                                     | <b>3,406</b>   | <b>4,053</b>   | <b>1,898</b>  | <b>7,461</b>    | <b>3,948</b>   | <b>8,362</b>   |
| 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)          |
|        | <b>Total other comprehensive income, net of income tax</b>                              | <b>(17)</b>    | <b>(44)</b>    | <b>57</b>     | <b>(61)</b>     | <b>115</b>     | <b>(408)</b>   |
| 11     | <b>Total comprehensive income for the period (9 +/- 10)</b>                             | <b>3,425</b>   | <b>4,097</b>   | <b>1,841</b>  | <b>7,522</b>    | <b>3,833</b>   | <b>8,770</b>   |
| 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          | 7.28            | 3.88           | 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          | 7.28            | 3.88           | 8.19           |

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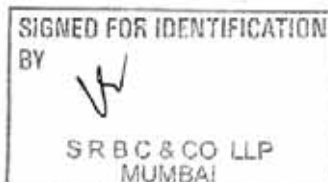
BY

S R B C & CO LLP  
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**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](http://www.bajajelectricals.com) and on the websites of BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)).



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](mailto: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)           |
| <b>ASSETS</b>                                          |                     |                     |
| <b>Non -Current Assets</b>                             |                     |                     |
| Property, plant and equipment                          | 31,170              | 31,259              |
| Capital work in progress                               | 481                 | 350                 |
| Other intangible assets                                | 614                 | 328                 |
| Intangible Assets under development                    | 253                 | 284                 |
| Investments in subsidiary, associate and joint venture | 3,762               | 685                 |
| <b>Financial Assets</b>                                |                     |                     |
| i) Investments                                         | 871                 | 769                 |
| ii) Trade receivables                                  | 41,790              | 26,338              |
| 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               |
| <b>Total Non-Current Assets</b>                        | <b>104,933</b>      | <b>79,629</b>       |
| <b>Current Assets</b>                                  |                     |                     |
| Inventories                                            | 67,425              | 57,916              |
| <b>Financial Assets</b>                                |                     |                     |
| i) Investments                                         | -                   | -                   |
| ii) Trade receivables                                  | 171,349             | 174,875             |
| iii) Cash and cash equivalents                         | 1,098               | 2,182               |
| 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                 |
| <b>Total Current Assets</b>                            | <b>311,868</b>      | <b>267,641</b>      |
| <b>Total Assets</b>                                    | <b>416,801</b>      | <b>347,270</b>      |

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| Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Standalone          |                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | As at 30th Sep 2018 | As at 31st Mar 2018 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | (Unaudited)         | (Audited)           |
| <b>EQUITY &amp; LIABILITIES</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                     |                     |
| <b>EQUITY</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                     |                     |
| Equity share capital                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 2,046               | 2,041               |
| Other Equity                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 98,483              | 92,413              |
| Share application money pending allotment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | -                   | 21                  |
| <b>Total Equity</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>99,529</b>       | <b>94,475</b>       |
| <b>LIABILITIES</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                     |                     |
| <b>Non-Current Liabilities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                     |                     |
| Financial Liabilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                     |                     |
| i) Borrowings                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 2,862               | 1,147               |
| ii) Trade Payables                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | -                   | 14                  |
| iii) Other Financial Liabilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 318                 | 372                 |
| Provisions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 1,462               | 1,130               |
| Employee Benefit Obligations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 6,543               | 6,373               |
| <b>Total Non-Current Liabilities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>11,185</b>       | <b>9,036</b>        |
| <b>Current Liabilities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                     |                     |
| 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 5,267               | 8,112               |
| Current Tax Liabilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 961                 | 2,293               |
| Other Current Liabilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 41,594              | 40,351              |
| <b>Total Current Liabilities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>307,087</b>      | <b>243,759</b>      |
| <b>Total Liabilities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>318,272</b>      | <b>252,795</b>      |
| <b>Total Equity &amp; Liabilities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>416,801</b>      | <b>347,270</b>      |
| <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="width: 40%;"> <p><b>SIGNED FOR IDENTIFICATION</b></p> <p>BY </p> <p><b>SRBC &amp; CO LLP</b><br/><b>MUMBAI</b></p> <p>Place : Mumbai</p> <p>Date : November 1, 2018</p> </div> <div style="width: 20%; text-align: center;">  </div> <div style="width: 40%;"> <p>By Order of the Board of Directors<br/>for Bajaj Electricals Limited</p> <p></p> <p><b>Shekhar Bajaj</b><br/>Chairman and Managing Director</p> </div> </div> |                     |                     |

## 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)     | <b>SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</b>                      |            |                     |               |             |                     |               |             |
| 1       | <b>Indian Promoters</b>                                                 |            |                     |               |             |                     |               |             |
| a)      | <b>Individual / HUF</b>                                                 |            | 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)      | <b>Central Govt.</b>                                                    |            | -                   | -             | -           | -                   | -             | -           |
| c)      | <b>State Govt(s).</b>                                                   |            | -                   | -             | -           | -                   | -             | -           |
| d)      | <b>Banks / FIs</b>                                                      |            | -                   | -             | -           | -                   | -             | -           |
| e)      | <b>Any other</b>                                                        |            | 5                   | 3660000       | 61.00       | 5                   | 3660000       | 61.00       |
|         | <b>Bodies Corp.</b>                                                     |            | 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        |
|         | <b>Sub-Total (A1)</b>                                                   |            | 7                   | 6000000       | 100.00      | 7                   | 6000000       | 100.00      |
| 2       | <b>Foreign Promoters</b>                                                |            |                     |               |             |                     |               |             |
| a)      | <b>Individual / HUF</b>                                                 |            | -                   | -             | -           | -                   | -             | -           |
| b)      | <b>Central Govt.</b>                                                    |            | -                   | -             | -           | -                   | -             | -           |
| c)      | <b>State Govt(s).</b>                                                   |            | -                   | -             | -           | -                   | -             | -           |
| d)      | <b>Bodies Corp.</b>                                                     |            | -                   | -             | -           | -                   | -             | -           |
| e)      | <b>Banks / FIs</b>                                                      |            | -                   | -             | -           | -                   | -             | -           |
| f)      | <b>Any other</b>                                                        |            | -                   | -             | -           | -                   | -             | -           |
|         | <b>Sub-Total (A2)</b>                                                   |            | -                   | -             | -           | -                   | -             | -           |
|         | <b>Total Promoter and Promoter Group Shareholding (A) [(A1) + (A2)]</b> |            | 7                   | 6000000       | 100.00      | 7                   | 6000000       | 100.00      |
| (B)     | <b>PUBLIC SHAREHOLDING</b>                                              |            |                     |               |             |                     |               |             |
| 1       | <b>Institutions</b>                                                     |            | -                   | -             | -           | -                   | -             | -           |
|         | <b>Sub-Total (B1)</b>                                                   |            | -                   | -             | -           | -                   | -             | -           |
| 2       | <b>Central Government / State Government(s) / President of India</b>    |            | -                   | -             | -           | -                   | -             | -           |
|         | <b>Sub-Total (B2)</b>                                                   |            | -                   | -             | -           | -                   | -             | -           |
| 3       | <b>Non-Institutions</b>                                                 |            | -                   | -             | -           | -                   | -             | -           |
|         | <b>Sub-Total (B3)</b>                                                   |            | -                   | -             | -           | -                   | -             | -           |
|         | <b>Total Public Shareholding (B) [(B1)+(B2)+(B3)]</b>                   |            | -                   | -             | -           | -                   | -             | -           |
| (C)     | <b>SHARES HELD BY CUSTODIAN FOR GDR ADRS</b>                            |            | -                   | -             | -           | -                   | -             | -           |
|         | <b>Total (C)</b>                                                        |            | -                   | -             | -           | -                   | -             | -           |
|         | <b>Grand Total (A)+(B)+(C)</b>                                          |            | 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 |
| <b>(A)</b> | <b>SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</b>                      |            |                     |                |               |                     |               |             |
| <b>1</b>   | <b>Indian Promoters</b>                                                 |            |                     |                |               |                     |               |             |
| 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        | -                   | -             | -           |
|            | <b>Sub-Total (A1)</b>                                                   |            | <b>1</b>            | <b>2800000</b> | <b>100.00</b> | <b>-</b>            | <b>-</b>      | <b>-</b>    |
| <b>2</b>   | <b>Foreign Promoters</b>                                                |            |                     |                |               |                     |               |             |
| a)         | Individual / HUF                                                        |            | -                   | -              | -             | -                   | -             | -           |
| b)         | Central Govt.                                                           |            | -                   | -              | -             | -                   | -             | -           |
| c)         | State Govt(s).                                                          |            | -                   | -              | -             | -                   | -             | -           |
| d)         | Bodies Corp.                                                            |            | -                   | -              | -             | -                   | -             | -           |
| e)         | Banks / FIs                                                             |            | -                   | -              | -             | -                   | -             | -           |
| f)         | Any other                                                               |            | -                   | -              | -             | -                   | -             | -           |
|            | <b>Sub-Total (A2)</b>                                                   |            | <b>-</b>            | <b>-</b>       | <b>-</b>      | <b>-</b>            | <b>-</b>      | <b>-</b>    |
|            | <b>Total Promoter and Promoter Group Shareholding (A) [(A1) + (A2)]</b> |            | <b>1</b>            | <b>2800000</b> | <b>100.00</b> | <b>-</b>            | <b>-</b>      | <b>-</b>    |
| <b>(B)</b> | <b>PUBLIC SHAREHOLDING</b>                                              |            |                     |                |               |                     |               |             |
| <b>1</b>   | <b>Institutions</b>                                                     |            | -                   | -              | -             | -                   | -             | -           |
|            | <b>Sub-Total (B1)</b>                                                   |            | <b>-</b>            | <b>-</b>       | <b>-</b>      | <b>-</b>            | <b>-</b>      | <b>-</b>    |
| <b>2</b>   | <b>Central Government / State Government(s) / President of India</b>    |            | -                   | -              | -             | -                   | -             | -           |
|            | <b>Sub-Total (B2)</b>                                                   |            | <b>-</b>            | <b>-</b>       | <b>-</b>      | <b>-</b>            | <b>-</b>      | <b>-</b>    |
| <b>3</b>   | <b>Non-Institutions</b>                                                 |            | -                   | -              | -             | -                   | -             | -           |
|            | <b>Sub-Total (B3)</b>                                                   |            | <b>-</b>            | <b>-</b>       | <b>-</b>      | <b>-</b>            | <b>-</b>      | <b>-</b>    |
|            | <b>Total Public Shareholding (B) [(B1)+(B2)+(B3)]</b>                   |            | <b>-</b>            | <b>-</b>       | <b>-</b>      | <b>-</b>            | <b>-</b>      | <b>-</b>    |
|            | <b>Grand Total (A)+(B)</b>                                              |            | <b>1</b>            | <b>2800000</b> | <b>100.00</b> | <b>-</b>            | <b>-</b>      | <b>-</b>    |

**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  |
| <b>(A)</b> | <b>SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</b> |            |                     |                 |              |                     |                 |              |
| <b>1</b>   | <b>Indian Promoters</b>                            |            |                     |                 |              |                     |                 |              |
| <b>a)</b>  | <b>Individual / HUF</b>                            |            | <b>19</b>           | <b>21587678</b> | <b>21.10</b> | <b>19</b>           | <b>21814658</b> | <b>21.22</b> |
|            | 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. Rishabhayan 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>b)</b>  | <b>Central Govt.</b>                               |            | -                   | -               | -            | -                   | -               | -            |
| <b>c)</b>  | <b>State Govt(s).</b>                              |            | -                   | -               | -            | -                   | -               | -            |
| <b>d)</b>  | <b>Banks / FIs</b>                                 |            | -                   | -               | -            | -                   | -               | -            |
| <b>e)</b>  | <b>Any other</b>                                   |            | <b>18</b>           | <b>42630807</b> | <b>41.68</b> | <b>18</b>           | <b>42875247</b> | <b>41.71</b> |
|            | <b>Bodies Corp.</b>                                |            | <b>16</b>           | <b>40954607</b> | <b>40.03</b> | <b>16</b>           | <b>41199047</b> | <b>40.08</b> |
|            | Jamnalaal 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         |
|          | <b>Partnership Firms</b>                             |            | -                   | -               | -            | -                   | -               | -            |
|          | Bajaj Trading Company                                | AABFB3490L | -                   | -               | -            | -                   | -               | -            |
|          | <b>Trusts</b>                                        |            | <b>2</b>            | <b>1676200</b>  | <b>1.65</b>  | <b>2</b>            | <b>1676200</b>  | <b>1.63</b>  |
|          | 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 | -                   | -               | -            | -                   | -               | -            |
|          | <b>Sub-Total (A1)</b>                                |            | <b>37</b>           | <b>64218485</b> | <b>62.77</b> | <b>37</b>           | <b>64689905</b> | <b>62.93</b> |
| <b>2</b> | <b>Foreign Promoters</b>                             |            |                     |                 |              |                     |                 |              |
| 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          |
|         | <b>Sub-Total (B3)</b>                                                            |     | <b>42145</b>        | <b>22847464</b>  | <b>22.33</b>  | <b>42145</b>        | <b>22847464</b>  | <b>22.23</b>  |
|         | <b>Total Public Shareholding (B) [(B1)+(B2)+(B3)]</b>                            |     | <b>42250</b>        | <b>38098441</b>  | <b>37.23</b>  | <b>42250</b>        | <b>38098441</b>  | <b>37.07</b>  |
| (C)     | <b>SHARES HELD BY CUSTODIAN FOR GDR ADRS</b>                                     |     | -                   | -                | -             | -                   | -                | -             |
|         | <b>Total (C)</b>                                                                 |     | -                   | -                | -             | -                   | -                | -             |
|         | <b>Grand Total (A)+(B)+(C)</b>                                                   |     | <b>42287</b>        | <b>102316926</b> | <b>100.00</b> | <b>42287</b>        | <b>102788346</b> | <b>100.00</b> |

**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.

**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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). A copy of the Abridged Prospectus shall be submitted to the Securities and Exchange Board of India (**“SEBI”**).



(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](mailto: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.

|                                                                                                       |                |
|-------------------------------------------------------------------------------------------------------|----------------|
| <b>Names of Book Running Lead Manager/s and contact details (telephone and email id) of each BRLM</b> | Not applicable |
| <b>Names of Syndicate Members</b>                                                                     | Not applicable |
| <b>Name of Registrar to the Issue and contact details (telephone and email id)</b>                    | Not applicable |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of Statutory Auditor</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Sushil Maheshwari & Co., Chartered Accountants<br><b>Firm Registration Number:</b> 005519C<br><b>Head Office:</b> 607 & 507, Maruti Plaza, Block 118/8, Sanjay Place, Agra 282 002.<br><b>Branch Office:</b> Gr. Floor, 208, State Bank Nagar, Paschim Vihar, New Delhi 110 063.<br><b>Telefax:</b> +91 562 4040023; <b>Email:</b> casmco@gmail.com |
| <b>Name of Credit Rating Agency and the rating or grading obtained, if any</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Not applicable                                                                                                                                                                                                                                                                                                                                      |
| <b>Name of Debenture Trustee, if any</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Not applicable                                                                                                                                                                                                                                                                                                                                      |
| <b>Self-Certified Syndicate Banks</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Not applicable                                                                                                                                                                                                                                                                                                                                      |
| <b>Non Syndicate Registered Brokers</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Not applicable                                                                                                                                                                                                                                                                                                                                      |
| <b>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)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Not applicable                                                                                                                                                                                                                                                                                                                                      |
| <b>PROMOTERS OF DEMERGED COMPANY</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                     |
| <p><b>Shekhar Bajaj</b>, 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.</p> <p><b>Name of the top 5 largest listed group companies in terms of turnover:</b> (1) Bajaj Finserv Limited; (2) Bajaj Auto Limited; (3) Bajaj Finance Limited; (4) Bajaj Electricals Limited; and (5) Mukand Limited.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                     |
| <b>BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                     |
| <p>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 &amp; 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 &amp; 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.</p> <p>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”).</p> <p><b>The Present Business / Products Portfolio:</b><br/> <b>Products Manufactured &amp; Marketed :-</b></p> <ul style="list-style-type: none"> <li>Lamps: GLS Lamps and HID Lamps</li> <li>Others: Standard Aluminium Caps for GLS Lamps</li> </ul> <p><b>Competitive Strengths:</b></p> <ul style="list-style-type: none"> <li>Manufacturing capacity</li> <li>Experienced labour force</li> </ul> <p><b>Strategies:</b></p> <ul style="list-style-type: none"> <li>Hiving off loss making manufacturing unit</li> <li>Monetization of assets and settlement of liabilities</li> <li>Concentration on profitable trading business</li> </ul> |                                                                                                                                                                                                                                                                                                                                                     |

| 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            | Kunjibihari 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 |
|----------------------------------------------------------------------------------------|-------------------------------------|-----------------------------|----------------------|------------------------------|-----------------------|
| <b>EQUITY SHARE CAPITAL (Equity shares of ₹ 25 each)</b>                               |                                     |                             |                      |                              |                       |
| 1.                                                                                     | <b>Promoter Individual / HUF</b>    |                             |                      |                              |                       |
|                                                                                        | Mrs. Kiran Bajaj                    | 1170000                     | 19.50                | 1170000                      | 19.50                 |
|                                                                                        | Ms. Geetika Bajaj                   | 1170000                     | 19.50                | 1170000                      | 19.50                 |
|                                                                                        | <b>(A)</b>                          | <b>2340000</b>              | <b>39.00</b>         | <b>2340000</b>               | <b>39.00</b>          |
| 2.                                                                                     | <b>Promoter Bodies Corp.</b>        |                             |                      |                              |                       |
|                                                                                        | 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>(B)</b>                          | <b>3660000</b>              | <b>61.00</b>         | <b>3660000</b>               | <b>61.00</b>          |
| 3.                                                                                     | <b>Non Promoter Shareholding</b>    |                             |                      |                              |                       |
|                                                                                        | Public Shareholding                 | -                           | -                    | -                            | -                     |
|                                                                                        | <b>(C)</b>                          | <b>-</b>                    | <b>-</b>             | <b>-</b>                     | <b>-</b>              |
|                                                                                        | <b>Total (A + B + C)</b>            | <b>6000000</b>              | <b>100.00</b>        | <b>6000000</b>               | <b>100.00</b>         |
| <b>PREFERENCE SHARE CAPITAL (2800000 0% Redeemable Preference Shares of ₹ 25 each)</b> |                                     |                             |                      |                              |                       |
| 1.                                                                                     | <b>Promoter Bodies Corp.</b>        |                             |                      |                              |                       |
|                                                                                        | Bajaj Electricals Limited           | 2800000                     | 100.00               | -                            | -                     |
|                                                                                        | <b>(A1)</b>                         | <b>2800000</b>              | <b>100.00</b>        | <b>-</b>                     | <b>-</b>              |
| 2.                                                                                     | <b>Non Promoter Shareholding</b>    |                             |                      |                              |                       |
|                                                                                        | Public Shareholding                 | -                           | -                    | -                            | -                     |
|                                                                                        | <b>(B1)</b>                         | <b>-</b>                    | <b>-</b>             | <b>-</b>                     | <b>-</b>              |
|                                                                                        | <b>Total (A1 + B1)</b>              | <b>2800000</b>              | <b>100.00</b>        | <b>-</b>                     | <b>-</b>              |

**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 |
|---------------------------------------------------------|-------------------------------------|----------------------------|---------------------|-----------------------------|----------------------|
| <b>EQUITY SHARE CAPITAL (Equity shares of ₹ 2 each)</b> |                                     |                            |                     |                             |                      |
| 1.                                                      | <b>Promoters - Individual / HUF</b> |                            |                     |                             |                      |
|                                                         | 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                 |
|           | <b>(A)</b>                                      | <b>21587678</b>            | <b>21.10</b>        | <b>21814658</b>             | <b>21.22</b>         |
| <b>2.</b> | <b>Promoters – Others</b>                       |                            |                     |                             |                      |
|           | <b>Bodies Corp.</b>                             |                            |                     |                             |                      |
|           | 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                 |
|           | <b>(b1)</b>                                     | <b>40954607</b>            | <b>40.03</b>        | <b>41199047</b>             | <b>40.08</b>         |
|           | <b>Trusts</b>                                   |                            |                     |                             |                      |
|           | 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                 |
|           | <b>(b2)</b>                                     | <b>1676200</b>             | <b>1.65</b>         | <b>1676200</b>              | <b>1.63</b>          |
|           | <b>(b1 + b2) = (B)</b>                          | <b>42630807</b>            | <b>41.67</b>        | <b>42875247</b>             | <b>41.71</b>         |
| <b>3.</b> | <b>Non Promoter Shareholding</b>                |                            |                     |                             |                      |
|           | Public Shareholding                             | 38098441                   | 37.23               | 38098441                    | 37.07                |
|           | <b>(C)</b>                                      | <b>38098441</b>            | <b>37.23</b>        | <b>38098441</b>             | <b>37.07</b>         |
|           | <b>Total (A + B + C)</b>                        | <b>102316926</b>           | <b>100.00</b>       | <b>102788346</b>            | <b>100.00</b>        |

## RESTATED AUDITED FINANCIALS OF DEMERGED COMPANY

### Standalone:

(Amount: ₹ in crore except EPS and Book Value)

|                                                        | Half year<br>ended 30<br>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**

**UNSECURED 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 Unsecured Creditor               |  |
| 2. | Address                                      |  |
| 3. | Principal amount due as on December 31, 2018 |  |

I/We, being Unsecured Creditor 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 ballot paper) for me / us and on my / our behalf at the meeting of the unsecured 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 Friday, February 22, 2019 at 10:30 a.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)<br>(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 Unsecured 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 Unsecured 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**

*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 Unsecured Creditor                             |  |
| Full name of Proxy / Authorised Representative                         |  |
| Unsecured Creditor's / Proxy's / Authorised Representative's Signature |  |

I/We hereby record my/our presence at the meeting of the unsecured 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 Friday, February 22, 2019 at 10:30 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra.

\_\_\_\_\_  
Name of Unsecured Creditor/Proxy in BLOCK letters

\_\_\_\_\_  
Signature of Unsecured Creditor / Proxy

#### **NOTES:**

1. An unsecured 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. Unsecured creditor / proxy / authorised representative is requested to bring his / her copy of the Notice for reference at the meeting.





**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

**The last date for receipt of Postal Ballot is February 21, 2019, 5.00 p.m.**

**POSTAL BALLOT FORM**  
**Unsecured Creditors**

Postal Ballot No. \_\_\_\_\_

| Sr. No. | Particulars                                                                                           | Details of Unsecured Creditors |
|---------|-------------------------------------------------------------------------------------------------------|--------------------------------|
| 1.      | Name(s) of Unsecured Creditor<br>[In BLOCK letters]                                                   |                                |
| 2.      | Address of Unsecured Creditor<br>[In BLOCK letters]                                                   |                                |
| 3.      | Principal Amount due as on December 31,<br>2018 (in ₹) as per the books of accounts<br>of the Company |                                |

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in Notice conveying the meeting of the unsecured creditors of the Company pursuant to Order dated November 2, 2018 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench by sending my/our assent or dissent to the said Resolution by placing tick [✓] mark at the appropriate box below:

| Item No. | Description                                                                                                                                                                                                                                      | I / We assent<br>[agree] to the<br>Resolution<br>[FOR] | I / We dissent<br>[disagree] to the<br>Resolution<br>[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. |                                                        |                                                                |

Place: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of Unsecured Creditor

NOTE: Please read the instructions printed overleaf carefully before exercising your vote through this Postal Ballot Form.

**INSTRUCTIONS:**

1. Pursuant to sections 230 to 232 and section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, assent or dissent of the unsecured creditors in respect of the resolution detailed in the Notice dated January 2, 2019 is being additionally sought through Postal Ballot process.
2. The voting period for postal ballot shall commence on and from Wednesday, January 23, 2019 at 9.00 a.m. (IST) and ends on Thursday, February 21, 2019 at 5:00 p.m. (IST).
3. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Thursday, February 21, 2019 at 5:00 p.m. (IST). Postal Ballot Forms received thereafter will be strictly treated as if reply from such unsecured creditor has not been received. The unsecured creditors are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit. Unsecured creditors from whom no Postal Ballot Form is received or received after the aforesaid stipulated date shall not be counted for voting on the resolution.
4. An unsecured creditor desiring to exercise vote by Postal Ballot Form is requested to carefully read these instructions and return the duly completed form in the attached self-addressed postage pre-paid business reply envelope.
5. Please convey your assent in column "FOR" or dissent in the column "AGAINST" by placing a tick (✓) mark in the appropriate column in the Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
6. The voting rights will be in proportion to the principal amount due in the name of the respective Unsecured Creditor as on Monday, December 31, 2018, being the 'cut-off date'.
7. Voting by postal ballot can be exercised only by the unsecured creditor or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a postal ballot cannot be exercised by a proxy. Unsecured creditors can opt only one mode for voting i.e. Postal Ballot Form or Ballot Paper at the meeting.
8. Unsecured creditors who have cast their votes by postal ballot can also attend the meeting.
9. An unsecured creditor desirous of exercising vote by postal ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid business reply envelope which shall be properly sealed with adhesive or adhesive tape. Envelopes containing Postal Ballot Form, if sent by courier at the expense of the unsecured creditor but using the self-addressed postage pre-paid envelope will also be accepted. Unsecured creditors are requested to convey their assent or dissent in this Postal Ballot Form only.
10. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Chairperson as per the directions of the Hon'ble NCLT.
11. In case the unsecured creditor is an entity, the duly completed Postal Ballot 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 person voting on the Postal Ballot Form.
12. Unsecured creditors are requested not to send any paper (other than the resolution/authority/POA) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
13. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected.
14. An unsecured creditor may download the Postal Ballot Form from the website of the Company i.e. [www.bajaelectricals.com](http://www.bajaelectricals.com).
15. The proposed Scheme of Arrangement, if assented by majority of unsecured creditors representing three-fourth in value of those unsecured creditors who have voted either by postal ballot or voting by ballot paper at the meeting, shall be considered as passed on the date of the meeting i.e. Friday, February 22, 2019. The result of the voting on the resolution will be declared on or before Saturday, February 23, 2019.
16. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
17. Any query in relation to the resolution may be sent to: [legal@bajaelectricals.com](mailto:legal@bajaelectricals.com).

## ROUTE MAP SHOWING LOCATION OF THE VENUE OF THE NCLT CONVEYED MEETING:



**Venue:** Walchand Hirachand Hall,  
4<sup>th</sup> Floor, Indian Merchants Chamber,  
IMC Marg, Churchgate,  
Mumbai 400020, Maharashtra.

Source: Google



[illegible]

[illegible]