

May 18, 2022

To,
BSE Limited
 Listing Department
 Department of Corporate Services
 P. J. Towers, Dalal Street,
 Mumbai – 400 001.

Kind Attn.: Mr. Prasad Bhide / Ms. Mahek Jaju

Dear Madam,

Re.: Requirement letter w.r.t application seeking NOC under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”)

This is with reference to your email informing status update on the BSE Listing Portal on May 16, 2022 (**“Requirement Email”**), requesting Bajaj Electricals Limited (**“Demerged Company”/“Company”**) to provide documents/details in connection to the application filed by the Company under Regulation 37 of the SEBI Listing Regulations, as amended, in relation to the draft Scheme of Arrangement between the Company and Bajel Projects Limited (**“Resulting Company”**) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**“Demerger Scheme”**).

In connection to the queries raised/details sought in the said Requirement Email, the Company would like to submit/respond as under:

Sr. No.	Query	Response by the Company
1.	<i>“As per scheme, the shareholding pattern of BPL will be mirror image of the shareholding pattern of BEL. It is observed that the post scheme shareholding pattern of BPL submitted by the company is not the mirror image of the shareholding pattern of BEL (post allotment of shares to the shareholders of SLL), as submitted by the company vide letter dated April 29, 2022. Therefore, kindly indicative post scheme shareholding pattern of BPL after considering allotment of share to the shareholders of SLL by BEL.”</i>	Upon receiving the approval of the National Company Law Tribunal for the Scheme of Merger by Absorption of Starlite Lighting Limited (“SLL”) with Company and its Shareholders (“SLL Scheme”), the Company shall allot 19 equity shares of the Company to the eligible members of SLL, except to the Company itself. Based on the assumption that the SLL Scheme is effective, the pre and post shareholding pattern of the Company and the Resulting Company are attached as follows: • Annexure A1 – pre shareholding pattern of the Company; • Annexure A2 - post shareholding pattern of the Company; • Annexure B1 - pre shareholding pattern of the Resulting Company; and • Annexure B2 - post shareholding pattern of the Resulting Company

	As stated under the Demerger Scheme, the shareholding pattern of Resulting Company will be mirror image of the shareholding pattern of Company. These 19 shareholders who will be allotted shares of the Company under the SLL Scheme shall also be allotted shares on the Resulting Company subject to the effectiveness of SLL Scheme before the Demerger Scheme and they still being a Member of the Company as on the record date (date fixed to allot share under the Demerger Scheme). Note: Since the Company had filed all the shareholding patterns related documents for this Demerger Scheme taking into consideration the BENPOS available as on December 31, 2021, the above annexures are also prepared basis the BENPOS as on December 31, 2021.
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We request you to take the above on record and oblige.

Should you require any further information/clarification on the Demerger Scheme, we shall be glad to provide the same.

Based on the above information, we request you could grant your approval to the Demerger Scheme at your earliest convenience.

Thanking you,

Yours faithfully,
For Bajaj Electricals Limited

Ajay Nagle
Head of Department – Legal (and Company Secretary)

Encl.: As above.

Cc: National Stock Exchange of India Limited
Listing Department
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051