



(TO BE EXECUTED ON NON-JUDICIAL STAMP PAPER OF RS.200/-)

[Please put your signature on each and every page of the stamp paper and execute the same in the presence of a First Class Magistrate or a Notary Public]

LETTER OF INDEMNITY

The Company Secretary
Bajaj Electricals Limited
45/47, Veer Nariman Road,
Mumbai – 400 001

Dear Sir,

I/We, the undersigned Mr./Mrs./Miss _____ beg to inform you that I/We have lost, mislaid or accidentally destroyed my/our original share certificate No(s) _____ for _____ shares bearing Distinctive Nos. _____ held by me/us under Folio No. _____

I/We, further declare that I/we am/are the Registered Holder(s) of the said Shares and have not pledged or deposited by way of security the said original share certificate(s) nor have I/we sold any of the aforesaid original shares covered by the said original share certificate(s) and I/we undertake that I/we shall return the said original certificate(s) of the Company if and when found by me/us.

In consideration of the Company issuing at my/our request duplicate share certificate(s) for the aforesaid number of original shares to the undersigned or to Mr./Mrs./Miss. _____, I/we hereby agree to indemnify the Company against all the proceedings, claims, demands, expenses, liabilities and damages to the shares involved, which may be made by or on behalf of any person holding the original share certificate(s).

I/We am/are executing this Letter of Indemnity with the express understanding that for the purpose of enforcement of this Indemnity, the jurisdiction will be Mumbai where the Registered Office of the Company situated and not the place where this Indemnity has been executed.

Dated this _____ day of _____, 2008 at _____ (Place)

Signature :

(1) _____ (2) _____

(3) _____ (4) _____



Address :

Father's/Husband's name :

(1) _____ (2) _____

(3) _____ (4) _____

Occupation :

(1) _____ (2) _____

(3) _____ (4) _____

In the event of above mentioned Mr./Mrs./Miss. _____
failing to fulfill the aforesaid undertaking and indemnity, we stand sureties for
him/her/them, for the due fulfillment of the aforesaid undertaking and indemnity.

Surety-I

Surety-II

Signature : _____ Signature : _____

Name : _____ Name : _____

Address : _____ Address : _____

Occupation : _____ Occupation : _____

Date : _____ Date : _____