

August 29, 2024

BSE Limited

Corporate Relationship Department,
Phiroze Jeejebhoy Towers,
Dalal Street,
Mumbai – 400 001.

SCRIP CODE: 503960

National Stock Exchange of India Limited

Listing Department,
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

SCRIP CODE: BBL

Dear Sir / Madam,

Sub.: OUTCOME OF 77TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, AUGUST 29, 2024 & DISCLOSURE OF VOTING RESULTS

We wish to bring your kind notice that the **77th Annual General Meeting** ('AGM' / 'the Meeting') **of the Company was held on Thursday, August 29, 2024, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** facility and all the agenda nos., viz., (1) to (14) mentioned in the Notice dated July 18, 2024, of the said AGM were discussed at the Meeting. The Meeting commenced at 11:00 A.M. IST and concluded at 12.45 P.M. IST. The Meeting was held in compliance with the General Circular Nos. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (collectively referred as 'MCA Circulars') and Circular No. Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by the Securities and Exchange Board of India ('SEBI') (herein after collectively referred as 'Circulars'), and as per the applicable provisions of the Companies Act, 2013 and the Rules made there under.

In this regard, please find enclosed the following:

1. **Summary of Proceedings of the 77th Annual General Meeting held on August 29, 2024**, as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as '**Annexure A**';
2. **Voting Results of the 77th Annual General Meeting**, as required under Regulation 44(3) of the SEBI LODR, 2015, as '**Annexure B**';

Bharat Bijlee Limited

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3. **Report of the Scrutinizer on Voting of the 77th Annual General Meeting (Remote E-Voting and E-Voting during the AGM)**, as required under Section 108 of the Companies Act, 2013 (“the Act”) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto from time to time), as ‘**Annexure C**’;

You are requested to take the same on your record.

Thanking you,

Yours sincerely,

For Bharat Bijlee Limited

Durgesh N. Nagarkar
Company Secretary & Senior General Manager,
Legal

Encl.: a/a



Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto; and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Mr. Prakash V. Mehta
Chairman, 77th Annual General Meeting
Bharat Bijlee Limited
Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025.

Dear Sir,

1. I, Bhaskar Upadhyay, Practicing Company Secretary, have been appointed as Scrutinizer, by the Board of Directors of **Bharat Bijlee Limited** for the purpose of scrutinizing the remote e-voting and e-voting during the 77th Annual General Meeting ("AGM") and ascertaining the requisite majority on remote e-voting and e-voting during the said AGM carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and *(including amendments)*, on the resolutions contained in the Notice of the 77th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held at 11.00 A.M. on Thursday, August 29, 2024, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the Notice of the 77th Annual General Meeting of the Members of the Company, dated July 18, 2024. My responsibility as a Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the Remote E-Voting System provided by M/s Link Intime India Private Limited (LIPL) and E-Voting Facility during the 77th AGM (integrated with the Video Conferencing Platform) provided by M/s Link Intime India Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company at the 77th Annual General Meeting.
3. Further to the above, I submit my Report as under:



- 3.1 The Company has provided the e-voting facility through LIPL. The Company had uploaded all the items of business to be transacted on the website of the Company and also on the website of its Service Provider to facilitate its shareholders to cast their vote through remote e-voting and e-voting during the AGM.
- 3.2 The Notice of AGM dated July 18, 2024, was sent only through email to the Members whose email addresses were registered with the Company / Depositories, along with Annual Report for the financial year 2023-2024, of the Company, containing the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the with Companies (Management and Administration) Rules, 2014 read with amendments made thereto and notifications issued by the Ministry of Corporate Affairs ('MCA').
- 3.3 As prescribed in the said Rules, the Company has also published an advertisement in The Free Press Journal (in English) and in Navshakti (in Marathi) on August 07, 2024 and it carried the required information as specified in the said rules.
- 3.4 The Members of the Company as on the "Cut-off" date i.e. August 22, 2024, were entitled to vote on the Resolutions (item nos. 1 to 14) as set out in the Notice of the 77th Annual General Meeting.
- 3.5 The Chairman at the 77th Annual General Meeting held on August 29, 2024, through two-way Video Conference / Other Audio Visual Means had announced that Members who have not exercised their votes through remote e-voting may, if they wish to, exercise their votes through electronic voting system being provided during the AGM.
- 3.6 The remote e-voting commenced from 9.00 a.m. (IST) on Monday, August 26, 2024 and ended at 5.00 p.m. (IST) on Wednesday, August 28, 2024.
- 3.7 My combined report on the results of voting through remote e-voting and e-voting during the Annual General Meeting is as under:



• **Item No. 1:-**

To receive, consider and adopt the financial statements, namely (i) Audited Balance Sheet as at March 31, 2024, (ii) the Audited Statement of Profit and Loss for the Financial Year ended on that date (iii) Cash Flow Statement for the Financial Year ended on that date and the Reports of the Board of Directors and Auditors thereon;

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5196855	5196855	5196853	2	100*	0	-

*rounded off to nearest number

• **Item No. 2:-**

To declare Dividend of ₹ 35/- (Rupees Thirty Five only) per fully paid-up equity share (700%) of Face Value of ₹ 5/- (Rupees Five Only) each, for the Financial Year 2023-2024;

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	5201504	2	100*	0	-

*rounded off to nearest number

• **Item No.3:-**

To appoint a Director in place of Mr. Nikhil J. Danani (DIN: 00056514), who retires by rotation and, being eligible, offers himself for re-appointment;

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	4972951	228555	95.6060	4.3940	-



• **Item No. 4:-**
(Special Resolution)

To consider and approve the appointment of Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576) as an Independent Director of the Company, for a term of 5 (five) consecutive years.

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	5201500	6	99.9999	0.0001	-

• **Item No. 5:-**
(Special Resolution)

To consider and approve the appointment of Mr. Premal Pradip Madhavji (DIN: 02101791), as an Independent Director of the Company, for a term of 5 (five) consecutive years.

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	5201500	6	99.9999	0.0001	-

• **Item No. 6:-**
(Special Resolution)

To consider and approve the appointment of Mr. Jehangir Hirji Cawasji Jehangir (DIN 00001451), as an Independent Director of the Company, for a term of 5 (five) consecutive years.

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	5201500	6	99.9999	0.0001	-



• **Item No. 7:-**
(Special Resolution)

To consider and approve the Re-appointment of Mrs. Mahnaz A. Curmally (DIN 06907271), as an Independent Director of the Company for a second term of 5 (five) consecutive years

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	4468067	733439	85.8995	14.1005	-

• **Item No. 8:-**
(Special Resolution)

To consider and approve the Re-appointment of Mr. Shome N. Danani (DIN 00217787), as a Whole-time Director, designated as "Executive Director of the Company, for a further period of five (5) consecutive years.

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	4389960	811546	84.3979	15.6021	-

• **Item No. 9:-**
(Special Resolution)

To consider and approve the Appointment (Re-designation) of Mr. Prakash V. Mehta (DIN 00001366), as a Director of the Company.

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	4699433	502073	90.3475	9.6525	-



- **Item No. 10:-**
(Ordinary Resolution)

To consider and approve the Appointment (Re-designation) of Mr. Sanjiv N. Shah (DIN 00007211), as a Director of the Company.

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	4690508	510998	90.1760	9.8240	-

- **Item No. 11:-**
(Special Resolution)

To consider and approve the Appointment (Re-designation) of Mr. Jairaj C. Thacker (DIN 00108552), as a Director of the Company.

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	4455994	745512	85.6674	14.3326	-

- **Item No. 12:-**
(Special Resolution)

To consider and approve the Appointment (Re-designation) of Mr. Rajeshwar D. Bajaaj (DIN 00087845), as a Director of the Company.

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	4702581	498925	90.4081	9.5919	-



• **Item No. 13:-**
(Special Resolution)

To consider and approve creation of charge(s) on the movable and immovable properties of the Company, both present and future, in respect of borrowings, as per the provisions of Section 180(1)(a) of the Companies Act, 2013.

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	4951702	249804	95.1975	4.8025	-

• **Item No. 14:-**
(Ordinary Resolution)

To consider, and approve the ratification of Remuneration payable to the Cost Auditors of the Company for the Financial Year 2024-2025.

No. of shares held	Number of Shares Cast	Number of Votes in Favour	Number of Votes Against	% of Valid Votes		No. of Invalid / Abstained Votes
				Favour	Against	
5201506	5201506	5201504	2	100*	0	-

*rounded off to nearest number



4. All the aforementioned 14 Resolutions are passed by requisite majority.
5. The above mentioned Resolutions are deemed to be passed as on the date of the 77th Annual General Meeting of the Company.

Thanking you,

Place: Mumbai
Date: August 29, 2024

N L Bhatia & Associates
Practicing Company Secretary
UIN: P1996MH055800
PR No.: 700/2020



Bhaskar Upadhyay
Partner
FCS: 8663
CP. No. 9625
UDIN: F008663F001070856



Countersigned



For Bharat Bijlee Limited
Durgesh N. Nagarkar
Company Secretary & Senior General
Manager, Legal
(Authorised by the Chairman of the
Company)