

October 4, 2019

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

Sub: 72ND ANNUAL GENERAL MEETING MINUTES

Dear Sir / Madam,

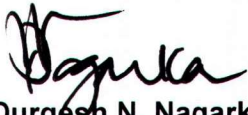
In furtherance to our letter dated September 9, 2019, under cover of which we had submitted brief Summary of Proceedings of the 72nd Annual General Meeting of Shareholders of the Company, held on Monday, September 9, 2019, please find enclosed herewith a copy of duly signed Minutes of the 72nd Annual General Meeting of Shareholders of the Company. The said Minutes shall also be uploaded on the website of the Company.

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

HELD AT _____ ON _____ TIME _____

MINUTES OF THE 72ND ANNUAL GENERAL MEETING (AGM) OF BHARAT BIJLEE LIMITED HELD ON MONDAY, SEPTEMBER 9, 2019 AT 3.00 P.M. AT WALCHAND HIRACHAND HALL, INDIAN MERCHANTS' CHAMBER BUILDING, CHURCHGATE, MUMBAI 400 020

Present at the Rostrum:

Mr. Prakash V. Mehta	Chairman of the meeting & Independent Director (Chairman of Stakeholder Relationship Committee)
Mr. Sanjiv N. Shah	Independent Director (Chairman of the Audit Committee & Nomination and Remuneration Committee)
Mr. Nikhil J. Danani	Vice Chairman & Managing Director
Mr. Shome N. Danani	Executive Director
Mr. Jairaj C. Thacker	Independent Director
Mr. Rajeshwar D. Bajaj	Independent Director
Mr. Ravishanker Prasad	Non-Executive Director
Ms. Mahnaz A. Curmally	Non-Executive Director
Mr. Durgesh N. Nagarkar	Company Secretary

Invitees:

Mr. Y. S. Agarwal	Chief Financial Officer & Vice President: Finance
Mr. R. S. Nair	General Manager: Internal Audit
Mr. N. L. Bhatia, Partner	M/s. N L Bhatia & Associates Practicing Company Secretary & Secretarial Auditor of the Company Scrutinizer of the Annual General Meeting
Mr. Sudhir Jejurkar	Sr. Manager, M/s. Deloitte Haskins & Sells LLP

Mr. Prakash V. Mehta (DIN 00001366), Chairman of the Board of Directors took the Chair and welcomed the Members.

The Chairman thereafter informed the members present that the requisite quorum for the meeting was present with 94 members in person, including 3 Representatives and 9 Proxies representing 18,35,824 Equity Shares. Further, he informed that Mr. Nakul P. Mehta, Vice Chairman & Managing Director of the Company was not able to attend the Annual General Meeting due to medical reasons.

He thereafter called the meeting to order at 3.00 p.m.

**Certified True Copy
For Bharat Bijlee Ltd.**

Durgesh N. Nagarkar
Company Secretary

CHAIRMAN'S
INITIALS

HELD AT _____ ON _____ TIME _____

Thereafter the Chairman commenced the proceedings by introducing the Board of Directors present on the rostrum to the members.

The Chairman welcomed the Members to the 72nd Annual General Meeting and informed the members present that the Company has received 9 valid proxies for 18,35,824 shares representing 32.48% of the equity share capital of the Company including 3 company representations for 11,92,492 shares representing 21.10% of the equity share capital of the Company. He further informed that Statutory Registers i.e. Register of Directors and Key Managerial Personnel, Register of Contracts or arrangements in which Directors are interested, Register of Proxy and Register of Charges, etc. were kept open for inspection by the Members.

With the consent of the Members, the Notice, Directors' Report and Audited Accounts and the Auditors' Report were taken as read. Chairman informed the Members that as per Section 145 of the Companies Act, 2013, the Auditors' Report has to be read at the meeting if the audit report contains any qualification / observation / comment on financial transactions or matters which have any adverse effect on the functioning of the Company. The Audit Report is without any such qualifications and therefore the Auditors' Report is not being read out at this meeting.

The Chairman thereafter highlighted the current year's performance of the Company for the five months ended August 31, 2019.

₹ in crore

	Current Year April 2019 – August 2019	Previous Year April 2018 - August 2018	% change
Orders obtained	475.24	324.95	46.3
Sales	344.44	347.20	-0.8
Pending orders	565.68	379.10	49.2

Note: Sales Turnover excludes income from Sale of Scrap & Indirect Tax Recovery

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company has extended the "remote e-voting" (e-voting from place other than venue of the Annual General Meeting) facility, to the Members of the Company, in respect of businesses to be

CHAIRMAN'S
INITIALS


HELD AT _____ ON _____ TIME _____

transacted at the 72nd AGM. The E-voting commenced at 9.00 a.m. on September 6, 2019 and ended at 5.00 p.m. on September 8, 2019. Mr. Navnitlal L. Bhatia or failing him Mr. Bharat Upadhyay or failing him Mr. Bhaskar Upadhyay, of N. L. Bhatia & Associates, Practicing Company Secretaries, is appointed as the Scrutinizer by the Board for scrutinising the voting process in a fair and transparent manner.

The Chairman informed the Members that the Company has also arranged in addition to the e-voting for Members present at the meeting who has no access to remote e-voting facility, to cast their votes physically at the meeting by recording their assent or dissent on all the 9 resolutions to be passed at the meeting by using the ballot papers available with the Company staff.

The Chairman invited the Members to put forth their queries / comments / suggestions on the Annual Report and Accounts circulated to the Members. Thereafter, the Members put forth their comments, suggestions and queries.

After all the speakers had completed their address, the Chairman responded to the queries of general nature and requested the Managing Director to provide responses to the technical and operational performance and business related queries.

Thereafter, the Vice Chairman & Managing Director, Mr. Nikhil J. Danani, replied to the extent disclosure was consistent with the interests of the Company and its Shareholders.

The Chairman requested the Members to Propose and Second all the 9 resolutions as listed in the Notice dated July 25, 2019, which he called out in serial order.

ORDINARY BUSINESS:

TO ADOPT THE FINANCIAL STATEMENTS, NAMELY (I) AUDITED BALANCE SHEET AS AT MARCH 31, 2019, (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

Mr. U.T. Zaveri proposed the following resolution as an Ordinary Resolution:

Resolution: "RESOLVED THAT the Balance Sheet as at March 31, 2019, the
No. 1 Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with all schedules, notes attached thereto and the Auditors' Report thereon be and are hereby received and adopted."

Mr. Naresh Minawalla seconded the resolution.

CHAIRMAN'S
INITIALS

HELD AT _____ ON _____ TIME _____

TO DECLARE DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2018-2019

Mr. Rohit Ohiri proposed the following resolution as an Ordinary Resolution:

Resolution: **"RESOLVED THAT** pursuant to the recommendations of the Directors, dividend @ Rs. 12.50 per share on the equity share capital of the Company for the year ended 31st March, 2019 be and is hereby declared and the same be paid out of the profits for the period to those Shareholders whose names appear on the Company's Register of Members on Saturday, August 31, 2019 in respect of shares held in physical form and in respect of shares held in demat form to those Beneficial owners as at the close of business hours on Saturday, August 31, 2019 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and that the payment of Dividend will commence on or after Tuesday, September 10, 2019 only to those shareholders who are entitled to receive payment."

Mrs. Shobha Shenoy seconded the resolution.

TO APPOINT A DIRECTOR IN PLACE OF MR. SHOME N. DANANI (DIN 00217787), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

Mr. Aspi Bhesania proposed the following resolution as an Ordinary Resolution:

Resolution: **"RESOLVED THAT** Mr. Shome N. Danani, (DIN 00217787), who retires by rotation and is eligible for re-appointment be and is hereby re-appointed as Director of the Company."

Mr. U.T. Zaveri seconded the resolution.

SPECIAL BUSINESS:

TO CONSIDER, AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION FOR THE RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2019-2020:

Mr. Rohit Ohiri proposed the following resolution as an Ordinary Resolution:

Resolution: **"RESOLVED THAT** pursuant to the provisions of Sections 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors Rules) 2014 (including any statutory modification(s) / re-enactment(s) / amendment(s) thereof, for the time being in force), and pursuant to the recommendation of

CHAIRMAN'S INITIALS	
------------------------	---

HELD AT _____ ON _____ TIME _____

the Audit Committee, the remuneration payable to Messrs. P M Nanabhoy & Co., Cost Accountants (Firm Registration No. 000012), appointed by the Board of Directors as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, amounting to ₹ 98,000/- (Rupees Ninety Eight Thousand Only) plus applicable tax and reimbursement of out of pocket expenses incurred by them during the course of audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee(s) thereof) or the Company Secretary be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

Mr. U. T. Zaveri seconded the resolution.

Mr. Nikhil J. Danani took the Chair in place of Mr. Prakash V. Mehta for this Item of the Agenda.

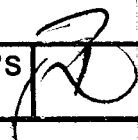
TO CONSIDER, AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION FOR THE RE-APPOINTMENT OF MR. PRAKASH V. MEHTA (DIN: 00001365), CHAIRMAN, AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS

Mr. Ronald Fernandes proposed the following resolution as a Special Resolution:

Resolution: **"RESOLVED THAT** pursuant to the provisions of Sections 149, No. 5 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Board / Nomination & Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Prakash V. Mehta (DIN: 00001366), Chairman, Non-Executive Independent Director of the Company, who holds office of Independent Director upto September 10, 2019; and

- (i) who is eligible for re-appointment for a second term of 5 (five) consecutive years, under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations;

CHAIRMAN'S
INITIALS



HELD AT _____ ON _____ TIME _____

- (ii) who meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect; and
- (iii) in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013,

as an Independent Director (Non-Executive) of the Company, to hold office for a second term of 5 (five) consecutive years, commencing from September 9, 2019 to September 8, 2024, not liable to retire by rotation, on the Board of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof) and on the recommendation of Board / Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the continuation of office of Mr. Prakash V. Mehta (DIN 00001366), Chairman, who has already attained the age of 75 years, as a Non-Executive Independent Director of the Company on and after September 9, 2019 till the expiry of his second term i.e. upto September 8, 2024.

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution."

Mr. Rohit Ohiri seconded the resolution.


Thereafter, Mr. Prakash V. Mehta occupied the Chair.

TO CONSIDER, AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION FOR THE RE-APPOINTMENT OF MR. SANJIV N. SHAH (DIN: 00007211), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS

Mr. Naresh Minawalla proposed the following resolution as a Special Resolution:

Resolution: **"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, No. 6 152 read with Schedule IV and any other applicable provisions, if any,

CHAIRMAN'S
INITIALS



HELD AT _____

ON _____

TIME _____

of the Companies Act, 2013, ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Board / Nomination & Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sanjiv N. Shah (DIN: 00007211), Non-Executive Independent Director of the Company, who holds office of Independent Director upto September 10, 2019; and

- (i) who is eligible for re-appointment for a second term of 5 (five) consecutive years, under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations;
- (ii) who meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect; and
- (iii) in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013,

as an Independent Director (Non-Executive) of the Company, to hold office for a second term of 5 (five) consecutive years, commencing from September 9, 2019 to September 8, 2024, not liable to retire by rotation, on the Board of the Company.

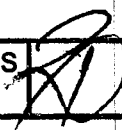
RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution."

Mr. Rohit Ohiri seconded the resolution.

TO CONSIDER, AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION FOR THE RE-APPOINTMENT OF MR. JAIRAJ C. THACKER (DIN: 00108552), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS

Mr. Naresh Minawalla proposed the following resolution as a Special Resolution:

CHAIRMAN'S
INITIALS



HELD AT _____ ON _____ TIME _____

Resolution: **"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, No. 7 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Board / Nomination & Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Jairaj C. Thacker (DIN: 00108552), Non-Executive Independent Director of the Company, who holds office of Independent Director upto September 10, 2019; and

- (i) who is eligible for re-appointment for a second term of 5 (five) consecutive years, under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations;
- (ii) who meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect; and
- (iii) in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013,

as an Independent Director (Non-Executive) of the Company, to hold office for a second term of 5 (five) consecutive years, commencing from September 9, 2019 to September 8, 2024, not liable to retire by rotation, on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution."

Mr. U. T. Zaveri seconded the resolution.

TO CONSIDER, AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION FOR THE RE-APPOINTMENT OF MR. RAJESHWAR D. BAJAJ (DIN: 00087845), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS

Mr. Naresh Minawalla proposed the following resolution as a Special Resolution:

CHAIRMAN'S
INITIALS



HELD AT _____

ON _____

TIME _____

Resolution: "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Board / Nomination & Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rajeshwar D. Bajaj (DIN: 00087845), Non-Executive Independent Director of the Company, who holds office of Independent Director upto September 10, 2019; and

- (i) who is eligible for re-appointment for a second term of 5 (five) consecutive years, under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations;
- (ii) who meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect; and
- (iii) in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013,

as an Independent Director (Non-Executive) of the Company, to hold office for a second term of 5 (five) consecutive years, commencing from September 9, 2019 to September 8, 2024, not liable to retire by rotation, on the Board of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof), on the recommendation of Board / Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the continuation of office of Mr. Rajeshwar D. Bajaj (DIN 00087845), who has already attained the age of 75 years as a Non-Executive Independent Director of the Company, on and after September 9, 2019 till the expiry of his second term i.e. upto September 8, 2024.

CHAIRMAN'S
INITIALS

HELD AT _____ ON _____ TIME _____

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution."

Mr. Rohit Ohri seconded the resolution.

TO CONSIDER, AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION FOR THE APPOINTMENT OF MRS. MAHNAZ A. CURMALLY (DIN: 06907271), AS AN INDEPENDENT DIRECTOR OF THE COMPANY, FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS

Mr. Ronald Fernandes proposed the following resolution as a Special Resolution:

Resolution: **"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Board / Nomination & Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the appointment of Mrs. Mahnaz A. Curmally (DIN: 06907271), Non-Executive Director of the Company,

- (i) who is eligible for appointment for a term of 5 (five) consecutive years, under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations;
- (ii) who meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect; and
- (iii) in respect of whom the Company has received a Notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013,

as an Independent Director (Non-Executive) of the Company, to hold office for a term of 5 (five) consecutive years, commencing from September 9, 2019 to September 8, 2024, not liable to retire by rotation, on the Board of the Company.

CHAIRMAN'S
INITIALS

HELD AT _____ ON _____ TIME _____

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof), on the recommendation of Board / Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the continuation of office of Mrs. Mahnaz A. Curmally (DIN 06907271), who shall be attaining the age of 75 years on August 4, 2021, as a Non-Executive Independent Director of the Company till the expiry of her term i.e. upto September 8, 2024.

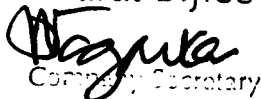
RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution."

Mrs. Shobha Shenoy seconded the resolution.

The Chairman asked the Members present whether they had any more questions or comments. Since there were no further questions / comments, he thanked the members for their participation. The Chairman further informed the Members that the combined results of the e-voting and physical ballot voting will be put up on the Company's website immediately on receipt of the Scrutinizer's report, which will be within 48 hours from the conclusion of the 72nd Annual General Meeting. Thereafter, the Chairman announced the formal closure of the 72nd Annual General Meeting of the Company at 4.15 pm.

Vote of thanks to the Chair was proposed by Mr. U. T. Zaveri.

Certified True Copy
For Bharat Bijlee Ltd.


Company Secretary



Prakash V. Mehta
Chairman

Place: Mumbai
Date: 03/10/2019

Entered on: 01/10/2019

CHAIRMAN'S INITIALS	
------------------------	--

HELD AT _____ ON _____ TIME _____

**72ND ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON SEPTEMBER 9, 2019**

DECLARATION OF RESULTS OF REMOTE E-VOTING & BALLOT PAPER

After all the Members had cast their votes, Shri N. L. Bhatia, Scrutinizer took the custody of the ballot box. Thereafter the ballot box was opened by the Scrutinizer in the presence of two (2) independent witnesses. The ballot papers were thereafter diligently scrutinized and entered in the Register maintained by the Scrutinizer for recording the physical ballot received.

Based on the tally of all votes which were cast, the Scrutinizer prepared and submitted to the Chairman, his duly signed report on the results of the voting. The consolidated results as per the Scrutinizers' Report dated September 9, 2019 is as follows:

• **Item No. 1**

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019, the Audited Statement of Profit and loss for the financial year ended on that date and Cash flow Statement for the financial year ended on that date together with 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	
2517573	2517571	2517571	0	100	0	2

• **Item No. 2**

To declare dividend on Equity Shares for the Financial Year 2018-2019.

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	
2517573	2517573	2517573	0	100	0	0

• **Item No.3**

To appoint a Director in place of Mr. Shome N Danani (DIN: 00217787), who retires by rotation and being eligible, offers himself for reappointment.

CHAIRMAN'S
INITIALS



HELD AT _____ ON _____ TIME _____

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	
2517573	2517571	2517571	0	100	0	2

- **Item No. 4:-**

To consider the ratification of Remuneration payable to the Cost Auditors of the Company, for Financial Year 2019-2020.

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	
2517573	2517571	2517571	0	100	0	2

- **Item No. 5**

To consider the Re-appointment of Mr. Prakash V. Mehta (DIN: 00001366), Chairman, 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	
2517573	2517571	2517571	0	100	0	2

- **Item No. 6**

To consider the Re-appointment of Mr. Sanjiv N. Shah (DIN: 00007211), as an Independent Director of the Company, for a second term of 5 (five) consecutive years.

CHAIRMAN'S INITIALS	
---------------------	---

HELD AT _____

ON _____

TIME _____

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	
2517573	2517571	2517571	0	100	0	2

- Item No. 7

To consider the Re-appointment of Mr. Jairaj C. Thacker (DIN: 00108552), 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	
2517573	2517571	2517521	50	99.99	0.01	2

- Item No. 8

To consider the Re-appointment of Mr. Rajeshwar D. Bajaj (DIN: 00087845), 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	
2517573	2517571	2517521	50	99.99	0.01	2

- Item No. 9

To consider the Appointment of Mrs. Mahnaz A. Curmally (DIN: 06907271), as an Independent Director of the Company, for a term of 5 (five) consecutive years.

CHAIRMAN'S
INITIALS

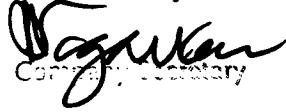


HELD AT _____ ON _____ TIME _____

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	
2517573	2517571	2517521	50	99.99	0.01	2

The aforesaid Resolutions were accordingly declared as having been passed with the requisite majority.

Certified True Copy
For Bharat Bijlee Ltd.


Company Secretary



Prakash V. Mehta
Chairman

Place: Mumbai

Date: 03/10/2019

CHAIRMAN'S
INITIALS