

BF UTILITIES

CIN:L40108PN2000PLC015323

SECT/BFUL/Regulation 44(3)/

September 27, 2023

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (E),
Mumbai – 400 051
SYMBOL – BFUTILITIE

Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Tower
Dalal Street,
Mumbai – 400 001.
Scrip Code – 532430

Dear Sir,


Sub: Disclosure of Voting Results of the 23rd Annual General Meeting (AGM) held on Wednesday, 27th September, 2023.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results of the business transacted at the 23rd Annual General Meeting (AGM) of the Company held on Wednesday, September 27, 2023 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) as **Annexed – I.**

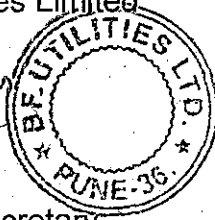
We also enclosed herewith the Scrutinizer's Report on remote e-voting and e-voting at the AGM, as **Annexed – II.**

Thanking You,

Yours Faithfully,
For BF Utilities Limited



B. S. Mitkari
Company Secretary



Encl : as above.

c.c. – National Securities Depository Limited
Mumbai



KALYANI
GROUP COMPANY

BF UTILITIES LIMITED, MUNDHWA, PUNE CANTONMENT, PUNE 411 036, MAHARASHTRA, INDIA
P [REDACTED] Email: secretarial@bfutilities.com | Website : www.bfutilities.com

Phone : +91 7719004777 Email : Secretarial@bfutilities.com

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Annexure - I

Format of Voting Results

Date of 23rd Annual General Meeting	:	27 September 2023,
Total number of Shareholders on Cut-off Date (Record Date) i.e.20th September, 2023	:	45,205
No. of shareholders present in the meeting either in person or through proxy :		
Promoter and Promoter Group	:	0
Public	:	0
No. of Shareholders attended the meeting through Video Conferencing		
Promoter and Promoter Group	:	7
Public	:	44

Agenda-wise disclosure

Resolution No.1

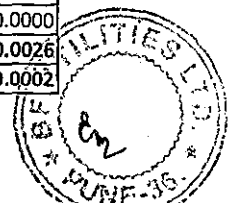
To consider and adopt
a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.
b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the Report of the Auditors thereon.

Resolution Required		:	Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?		:	No					
Result		:	Passed with Requisite Majority					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	21371765	20060777	93.8658	20060777	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20060777	93.8658	20060777	0	100.0000	0.0000
Public Institutions	E-Voting	420690	61615	14.6462	61615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		61615	14.6462	61615	0	100.0000	0.0000
Public Non Institutions	E-Voting	15875173	1580732	9.9573	1580691	41	99.9974	0.0026
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1580732	9.9573	1580691	41	99.9974	0.0026
Total		37667628	21703124	57.6174	21703083	41	99.9998	0.0002

Resolution No.2

Appointment of Mr. B. S. Mitkari (DIN : 03632549) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment

Resolution Required		:	Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?		:	No					
Result		:	Passed with Requisite Majority					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	21371765	20060777	93.8658	20060777	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20060777	93.8658	20060777	0	100.0000	0.0000
Public Institutions	E-Voting	420690	61615	14.6462	61615	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		61615	14.6462	61615	0	100.0000	0.0000
Public Non Institutions	E-Voting	15875173	1580732	9.9573	1580691	41	99.9974	0.0026
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1580732	9.9573	1580691	41	99.9974	0.0026
Total		37667628	21703124	57.6174	21703083	41	99.9998	0.0002



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Resolution No.3

Re-appointment of Mr. B. N. Kalyani (DIN : 00089380) as a Director of the Company								
Resolution Required				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution ?				Yes				
Result				Passed with Requisite Majority				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	21371765	20053565	93.8320	20053565	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20053565	93.8320	20053565	0	100.0000	0.0000
Public Institutions	E-Voting	420690	61615	14.6462	8485	53130	13.7710	86.2290
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		61615	14.6462	8485	53130	13.7710	86.2290
Public Non Institutions	E-Voting	15875173	1580732	9.9573	1580691	41	99.9974	0.0026
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1580732	9.9573	1580691	41	99.9974	0.0026
Total		37667628	21695912	57.5983	21642741	53171	99.7549	0.2451

Note : - The no. of votes invalid and the no. of Shareholders abstained on each resolutions (i.e. Resolution No. 1 to 3) is given in the Scrutinizer's Report enclosed herewith

Thanking You,

Yours Faithfully,
For BF Utilities Limited


B. S. Mitkari
Company Secretary

Place : Pune

Date : September 27, 2023



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]

To,
The Chairman,

Name of the Company	BF Utilities Limited
CIN	L40108PN2000PLC015323
Meeting	23 rd Annual General Meeting of the members of the Company (AGM)
Day, Date & Time	Wednesday, September 27, 2023 at 11:00 a.m. (IST)
Mode	Video Conferencing "VC"/Other Audio -Visual Means "OAVM"

Dear Sir,

I, Sridhar Mudaliar, Partner of SVD & Associates, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of BF Utilities Limited ("the Company") CIN: L40108PN2000PLC015323 at its meeting held on July 17, 2023 for the purpose of scrutinizing the remote e-voting and e-voting conducted at the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, read with General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 respectively and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by Securities and Exchange Board of India ("SEBI") (collectively referred to as "MCA and SEBI Circulars"); that have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue.

The MCA and SEBI Circulars inter alia provide for relaxation in the manner in which the AGM to be held including the manner of sending the Notices and Annual Reports to the members and the manner of voting at the meeting. Further, pursuant to these Circulars physical attendance of members has been dispensed with and accordingly the facility for appointment of proxies by the members is also dispensed with. Members who attended the meeting through VC or OAVM were counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

I submit herewith my report with respect to the resolutions proposed at the AGM of the Company:

1. Responsibility of the Management and the Scrutinizer:

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder read along with the Circulars as mentioned above and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and e-voting during the meeting by the members on the resolutions proposed in the Notice of the AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to scrutinize the votes cast by remote e-voting and e-voting conducted at the meeting held through VC/OAVM in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against to the Chairman, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ("NSDL"). The Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

2. Notice of AGM, advertisement and remote e-voting period:

In accordance with the notice of the AGM sent to the members by way of email on August 31, 2023 and the newspaper advertisement published on September 01, 2023 pursuant to Rule 20(4) (v) of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the Circulars mentioned above, the remote e-voting period remained open from Sunday, September 24, 2023 (9.00 a.m.) (IST) to Tuesday, September 26, 2023 (5.00 p.m.) (IST).

3. Cut-off Date:

The members holding shares as on the "cut off" date i.e. Wednesday, September 20, 2023, were entitled to vote on the proposed resolutions (item nos. 1 to 3 as set out in the Notice of the AGM of the Company).

4. Process of remote e-voting:

The remote e-voting system was blocked forthwith at the end of the remote e-voting period. The votes cast through remote e-voting system were unblocked after conclusion of the AGM in the presence of two witnesses who are not in the employment of the Company.

5. Process of Voting at the AGM:

After declaration of commencement of e-voting during the conduct of the AGM, the members who had not voted through the remote e-voting process were instructed to cast their vote on the e-voting platform provided by e-voting website of NSDL (www.evoting.nsdl.com). Thereafter, the details containing, inter-alia, list of members, who voted "for" and "against", were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com) and the same are being handed over to the authorized representative of the Chairman. The votes cast through remote e-voting and e-voting conducted during the meeting were reconciled with the records maintained by the Company/ Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company. The e-voting that was found defective for want of authorization has been treated as invalid.

6. Counting Process and results:

The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) Ordinary Resolution No. 1 – To consider and adopt:

- a) the audited standalone financial statements of the Company for the Financial Year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon.
- b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2023 and the report of the Auditors thereon.

Summary of Voting:

(i) Voted in favour of or against the resolution:				
Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(a) Voted in favour				
Number of members voted	115	0	115	---
Number of votes cast by them	2,17,03,083	0	2,17,03,083	100.00
(b) Voted against				
Number of members voted	3	0	3	---
Number of votes cast by them	41	0	41	0.00
(c) Total				
Total number of members voted	118	0	118	---
Total number of votes cast by them	2,17,03,124	0	2,17,03,124	100.00
(ii) Not voted/Invalid votes:				
Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	
Total number of members who have not voted and whose votes were declared invalid	2	0		^2
Total Number of shares involved	1,20,669	0		^1,20,669

^2 shareholders voted by remote e-voting holding 1,20,669 shares have been considered invalid.

- b) **Ordinary Resolution No. 2** – To appoint a Director in place of Mr. B. S. Mitkari (DIN: 03632549), who retires by rotation and being eligible, offers himself for re-appointment.

Summary of Voting:

(i) Voted in favour of or against the resolution:				
Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(a) Voted in Favour				
Number of members voted	115	0	115	---
Number of votes cast by them	2,17,03,083	0	2,17,03,083	100.00
(b) Voted against				
Number of members voted	3	0	3	---
Number of votes cast by them	41	0	41	0.00
(c) Total				
Total number of, members voted	118	0	118	---
Total number of votes cast by them	2,17,03,124	0	2,17,03,124	100.00
(ii) Not voted/Invalid votes:				
Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	
Total number of members who have not voted and whose votes were declared invalid	2	0		^2
Total Number of shares involved	1,20,669	0		^1,20,669

^2 shareholders voted by remote e-voting holding 1,20,669 shares have been considered invalid.

- c) **Special Resolution No. 3 – Re-appointment of Mr. B. N. Kalyani (DIN: 00089380) as Director of the Company.**

Summary of Voting:

(i) Voted in favour of or against the resolution:				
Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(a) Voted in Favour				
Number of members voted	108	0	108	---
Number of votes cast by them	2,16,42,741	0	2,16,42,741	99.75
(b) Voted against				
Number of members voted	9	0	9	---
Number of votes cast by them	53,171	0	53,171	0.25
(c) Total				
Total number of members voted	117	0	117	---
Total number of votes cast by them	2,16,95,912	0	2,16,95,912	100.00
(ii) Not voted/Invalid votes:				
Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	
Total number of members who have not voted and whose votes were declared invalid	3	0		^#3
Total Number of shares involved	1,27,881	0		^#1,27,881

^ 2 shareholders voted by remote e-voting holding 1,20,669 shares have been considered invalid.
1 shareholder by remote e-voting has not voted for 7,212 shares.

7. Electronic data and relevant Records:

All electronic data and relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves, signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the authorized representative of the Chairman for safe keeping thereafter.

Thanking you.

Yours faithfully,
For SVD and Associates
Company Secretaries

SRIDHAR
GOPALKRISHN
A MUDALIAR

Digitally signed by
SRIDHAR
GOPALKRISHNA
MUDALIAR
Date: 2023.09.27
16:17:13 +05'30'

Sridhar Mudaliar
Partner
FCS. No. 6156
C. P. No. 2664

Place: Pune

Date: September 27, 2023

Peer Review Number: 669/2020

UDIN: F006156E001095475