

BF UTILITIES

CIN:L40108PN2000PLC015323

SECT/BFUL/Regulation 44(3)/

December 1, 2019

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

Dept. of Corporate Services,
BSE Ltd.
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai – 400 001
Scrip Code – 532430

Dear Sir,

Sub: Disclosure of Voting Results of the 19th Annual General Meeting (AGM) held on 30th November, 2019.

With reference to 19th Annual General Meeting (AGM) of the Company held on 30th November, 2019, please find enclosed herewith, the Disclosure of Voting Results of the AGM (along with Scrutinizer's Report), in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

Yours Faithfully,
For BF Utilities Limited


01/12/2019

B. S. Mitkari
Company Secretary

Encl : as above.

c.c. – National Securities Depository Limited
Mumbai – 400 013.



KALYANI
GROUP COMPANY

Correspondence Address:
Cyber City, Tower 15, Level 6, Office 602,
Magarpatta City, Hadapsar, Pune 411013.
Phone: +91-20-6629 2550/26

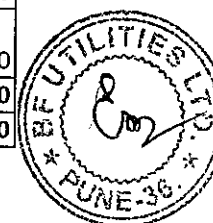
BF Utilities Limited

Format of Voting Results

Date of 19 th Annual General Meeting	:	30 November, 2019
Total number of Shareholders on Cut-off Date (Record Date) i.e.23rd November, 2019	:	46,569
No. of shareholders present in the meeting either in person or through proxy :		
Promoter and Promoter Group	:	7
Public	:	39
No. of Shareholders attended the meeting through Video Conferencing		
Promoter and Promoter Group	:	N.A.
Public	:	N.A.

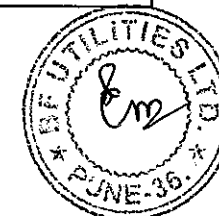
Agenda-wise disclosure

Resolution Required : (Ordinary)		1 - To receive, consider and adopt a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 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, 2019 and the Report of the Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Result		Passed unanimously						
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
Promoter and Promoter Group	E-Voting	21090015	7382949	35.0068	7382949	0	100.0000	0.0000
	Poll		12666616	60.0598	12666616	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20049565	95.0666	20049565	0	100.0000	0.0000
Public Institutions	E-Voting	294079	3049	1.0368	3049	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		3049	1.0368	3049	0	100.0000	0.0000
Public Non Institutions	E-Voting	16283534	1629808	10.0089	1629808	0	100.0000	0.0000
	Poll		101	0.0006	101	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1629909	10.0095	1629909	0	100.0000	0.0000
Total		37667628	21682523	57.5628	21682523	0	100.0000	0.0000



BF Utilities Limited

Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. A. B. Kalyani (DIN : 0089430), who retires by rotation and being eligible offers himself for re-appointment.					
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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	21090015	7382949	35.0068	7382949	0	100.0000	0.0000
	Poll		12666616	60.0598	12666616	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20049565	95.0666	20049565	0	100.0000	0.0000
Public Institutions	E-Voting	294079	3049	1.0368	3000	49	98.3929	1.6071
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3049	1.0368	3000	49	98.3929	1.6071
Public Non Institutions	E-Voting	16283534	1629808	10.0089	1629008	800	99.9509	0.0491
	Poll		101	0.0006	101	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1629909	10.0095	1629109	800	99.9509	0.0491
Total		37667628	21682523	57.5628	21681674	849	99.9961	0.0039



BF Utilities Limited

Resolution Required : (Ordinary)			3 - APPOINTMENT OF MR. B. S. MITKARI AS DIRECTOR NOT LIABLE TO RETIRE BY ROTATION					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Result			Passed unanimously					
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	21090015	7382949	35.0068	7382949	0	100.0000	0.0000
	Poll		12666616	60.0598	12666616	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20049565	95.0666	20049565	0	100.0000	0.0000
Public Institutions	E-Voting	294079	3049	1.0368	3049	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		3049	1.0368	3049	0	100.0000	0.0000
Public Non Institutions	E-Voting	16283534	1629808	10.0089	1629808	0	100.0000	0.0000
	Poll		101	0.0006	101	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1629909	10.0095	1629909	0	100.0000	0.0000
Total		37667628	21682523	57.5628	21682523	0	100.0000	0.0000



BF Utilities Limited

Resolution Required : (Special)		4 - APPOINTMENT OF MR. B S. MITKARI (DIN :03632549) AS A WHOLE TIME DIRECTOR						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Result		Passed unanimously						
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
Promoter and Promoter Group	E-Voting	21090015	7382949	35.0068	7382949	0	100.0000	0.0000
	Poll		12666616	60.0598	12666616	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20049565	95.0666	20049565	0	100.0000	0.0000
Public Institutions	E-Voting	294079	3049	1.0368	3049	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		3049	1.0368	3049	0	100.0000	0.0000
Public Non Institutions	E-Voting	16283534	1629808	10.0089	1629808	0	100.0000	0.0000
	Poll		101	0.0006	101	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1629909	10.0095	1629909	0	100.0000	0.0000
Total		37667628	21682523	57.5628	21682523	0	100.0000	0.0000



BF Utilities Limited

Resolution Required : (Special)		5 - APPROVAL OF RELATED PARTY TRANSACTION WITH BHARAT FORGE LIMITED						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Result		Passed unanimously						
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	21090015	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	294079	3049	1.0368	3049	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		3049	1.0368	3049	0	100.0000	0.0000
Public Non Institutions	E-Voting	16283534	1629808	10.0089	1629808	0	100.0000	0.0000
	Poll		101	0.0006	101	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1629909	10.0095	1629909	0	100.0000	0.0000
Total		37667628	1632958	4.3352	1632958	0	100.0000	0.0000

For further details refer to Scrutinizers Report dated 30-11-2019 enclosed herewith.

Thanking You,

Yours Faithfully,
For BF Utilities Limited

B. S. Mitkari
01/12/2019
B. S. Mitkari
Company Secretary
Place : Pune
Date : December 1, 2019






SVD & Associates

Company Secretaries

503, Ashok Sankul - II, Range Hill Road, Pune - 411 007
Ph. : 8484035465, E-mail: deulkarcs@gmail.com



Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and 20(4) (xii) of the Companies
(Management and Administration) Rules, 2014 (Amendments Rules 2015)]

To,
The Chairman,
BF Utilities Limited
Mundhwa, Pune Cantonment
Pune - 411 036.

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") for the purpose of scrutinizing the e-voting process and voting by poll at the meeting pursuant to Section 108 of the provisions of Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendments Rules 2015) in a fair and transparent manner in respect of the below mentioned resolutions proposed, at the 19th Annual General Meeting of the Equity shareholders of BF Utilities Limited held on Saturday, November 30, 2019 at 11.00 A.M. at Kalyani Steels Limited at Mundhwa, Pune – 411 036 (19thAGM). I submit my report as under:


1. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic voting system (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 19thAGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting system and by poll at the AGM are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman, on the resolutions, based on the reports generated from the electronic voting system provided by National Security Depository Limited (NSDL) and report on poll at the meeting.
2. In accordance with the notice of the 19thAGM sent to the shareholders on November 04, 2019, and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules 2014 (Amendment Rules 2015) on November 06, 2019, the remote e-voting period remained open from Wednesday, November 27, 2019 (9.00 A.M.) to Friday, November 29, 2019 (5.00 P.M.).




3. The shareholders holding shares as on the "cut off" date i.e. Saturday, November 23, 2019 were entitled to vote on the proposed resolutions (item nos. 1 to 5 as set out in the Notice of the 19th AGM of the Company.)
4. The votes on e-voting were unblocked on Saturday, November 30, 2019 at around 11.45 A.M. after conclusion of the AGM in the presence of two witnesses (Mr. Ashish Bhat residing at Kothrud, Pune - 411058 and Ms. Manushree Das residing at Khadki, Pune - 411020) who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of CDSL (<https://www.evoting.nsdl.com/>) and the same are being handed over to the Chairman.

Witnesses:

1. Name: Mr. Ashish Bhat

Signature: 

2. Name: Ms. Manushree Das

Signature: 

5. After declaration of voting by poll by the Chairman at the AGM, an empty ballot box was kept for polling and the same was locked in my presence. The locked ballot box was subsequently used for voting by poll and then opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
6. 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 Financial Statements of the Company for the financial year ended March 31, 2019 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, 2019 and the Reports of the Auditors thereon.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	26	8	34	
Number of votes cast by them	9015806	12666717	21682523	100
(ii) Voted against				
Number of members voted	0	0	0	
Number of votes cast by them	0	0	0	0
(iii) Total				
Total number of members voted	26	8	34	
Total number of votes cast by them	9015806	12666717	21682523	100



(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*1	0	1
Total Number of shares involved	7000	0	7000

* Vote casted by 1 shareholder by e-voting for 7000 shares is considered invalid

- b) **Ordinary Resolution No. 2**—To appoint a Director in place of Mr. A.B. Kalyani, (DIN:0089430), who retires by rotation and eligible offers himself for re-appointment.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	24	8	32	
Number of votes cast by them	9014957	12666717	21681674	99.9961
(ii) Voted against				
Number of members voted	2	0	2	
Number of votes cast by them	849	0	849	0.0039
(iii) Total				
Total number of members voted	26	8	34	
Total number of votes cast by them	9015806	12666717	21682523	100

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*1	0	1
Total Number of shares involved	7000	0	7000

* Vote casted by 1 shareholder by e-voting for 7000 shares is considered invalid



- c) Ordinary Resolution No. 3 – Appointment of Mr. B.S. Mitkari (DIN:03632549) as Director not liable to retire by rotation.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	26	8	34	
Number of votes cast by them	9015806	12666717	21682523	100
(ii) Voted against				
Number of members voted	0	0	0	
Number of votes cast by them	0	0	0	0
(iii) Total				
Total number of members voted	26	8	34	
Total number of votes cast by them	9015806	12666717	21682523	100

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*1	0	1
Total Number of shares involved	7000	0	7000

* Vote casted by 1 shareholder by e-voting for 7000 shares is considered invalid

- d) Special Resolution No. 4 – Appointment of Mr. B.S. Mitkari (DIN:03632549) as a Whole-Time Director

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	26	8	34	
Number of votes cast by them	9015806	12666717	21682523	100
(ii) Voted against				
Number of members voted	0	0	0	
Number of votes cast by them	0	0	0	0



(iii) Total				
Total number of members voted	26	8	34	
Total number of votes cast by them	9015806	12666717	21682523	100

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*1	0	1	
Total Number of shares involved	7000	0	7000	

* Vote casted by 1 shareholder by e-voting for 7000 shares is considered invalid

e) Special Resolution No. 5.- Approval of related party transaction with Bharat Forge Limited

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	24	3	27	
Number of votes cast by them	1632857	101	1632958	100
(ii) Voted against				
Number of members voted	0	0	0	
Number of votes cast by them	0	0	0	0
(iii) Total				
Total number of members voted	24	3	27	
Total number of votes cast by them	1632857	101	1632958	100

(ii) Not voted/Invalid votes:


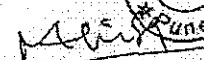
Particulars	Remote e-voting	Voting at AGM by Poll	Total	
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#3	#5	8	
Total Number of shares involved	7389949	12666616	20056565	



* Vote casted by 1 shareholder by e-voting for 7000 shares is considered invalid
being related party 2 shareholders having 7382949 shares not voted by e-voting
being related party 5 shareholders having 12666616 shares not voted by poll.

7. Accordingly, Resolution Nos. 1, 3, 4 and 5 have been passed unanimously and Resolution Nos. 2 have been passed with requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.
8. 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 Company Secretary for safe keeping.

Thanking you,
Yours faithfully,
For SVD and Associates



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

Place: Pune
Date: November 30, 2019