



BF UTILITIES LIMITED

Registered Office: Mundhwa, Pune Cantonment, Pune 411 036.

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of **BF Utilities Limited** will be held at Kalyani Steels Limited Compound, Mundhwa, Pune 411 036 on Saturday, 5th Day of January, 2013 at 11.00 a.m. (IST) to transact the following business :

SPECIAL BUSINESS :

1. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Joshi Apte & Co., Chartered Accountants (Firm Registration No.104370W) be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Dalal & Shah, Chartered Accountants.”

“RESOLVED FURTHER THAT M/s. Joshi Apte & Co., Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company from this Extra-Ordinary General Meeting and that they shall hold the office of the statutory auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting, and that they shall, inter alia, conduct the statutory audit for the financial year ended 30th September, 2012.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration of Auditors for the aforesaid period.”

Mundhwa,
Pune Cantonment,
Pune 411 036.

7th December, 2012

By Order of the Board of Directors
For BF Utilities Limited

B. S. Mitkari
Sr. VP-Finance & Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. Members who hold shares in dematerialised form are requested to bring their CLIENT ID AND DP ID numbers for easy identification of attendance at the meeting.
3. Members holding shares in dematerialised form are also requested to intimate any change in their address, bank details etc. to their respective DPs and those holding shares in physical form are requested to intimate the above said changes to the Registrar & Share Transfer Agent of the Company.
4. Explanatory Statement as required under the provisions of Section 173(2) of the Companies act, 1956 is annexed herewith.
5. **Members who wish to obtain all the Notices, Annual Reports and other communications from the Company on e-mail, are requested to update their e-mail id's in their Depository Account. Shareholders holding shares in Physical form, and wish to avail of the above information on e-mail, can send their request to the Company, with the details of their e-mail id's.**

EXPLANATORY STATEMENT AS REQUIRED UNDER THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO.1 :

M/s. Dalal & Shah, Chartered Accountants, have resigned as the Statutory Auditors of the Company on 30th November, 2012, vide their letter dated 29th November, 2012, received to the Company on 30th November, 2012. The Board has proposed that M/s. Joshi Apte & Co., Chartered Accountants be appointed as the Statutory Auditors of the Company to fill-up the casual vacancy caused due to resignation of M/S. Dalal & Shah, to hold office till the conclusion of the ensuing Annual General Meeting and, inter alia, conduct the audit for the financial year ended 30th September, 2012.

M/s. Joshi Apte & Co., Chartered Accountants have expressed their willingness to be appointed as the Statutory Auditors and if their appointment is approved in the General Meeting, the same would be well within the limits as provided under Section 224 (1B) of the Companies Act, 1956.

Appointment of the Statutory Auditors to fill the casual vacancy caused by the resignation of the existing Auditors requires approval of the members by way of an Ordinary Resolution. Hence, this resolution is being placed before the members for approval.

Copy of the resignation letter of M/s Dalal and Shah and letter expressing willingness to be appointed as the Statutory Auditors of M/s. Joshi Apte & Co. are available for inspection of the members during working days between 11.00 a.m. and 3.00 p.m., except on holidays up to the date of the Extra-Ordinary General Meeting.

None of the Directors is concerned or interested in the said resolution.

The Directors recommend the resolution for members' approval.

Mundhwa,
Pune Cantonment,
Pune 411 036.

7th December, 2012

By Order of the Board of Directors
For BF Utilities Limited

B. S. Mitkari
Sr. VP-Finance & Company Secretary

BF UTILITIES LIMITED

Registered Office : Mundhwa, Pune Cantonment, Pune 411 036

I hereby record my presence at the Extra Ordinary General Meeting being held at Kalyani Steels Limited at Mundhwa, Pune 411 036 on Saturday, 5th Day of January, 2013 at 11.00 a. m.

Name of the Member : _____
(In Capital Letters)

Name of the Proxy : _____
(In Capital Letters)

Member's/ Proxy Signature :

Registered Folio No.: _____ Client ID : _____ DP ID : _____

Note: Shareholder/ Proxy holder wishing to attend the meeting must bring this Attendance Slip to the meeting and hand over the same at the entrance duly signed.

PROXY

BF UTILITIES LIMITED

Registered Office : Mundhwa, Pune Cantonment, Pune 411 036

I/We _____
of _____ being a Member(s) of BF UTILITIES LIMITED,
Pune, hereby appoint _____
of _____ or failing him/her _____ of
_____ as my/our proxy to attend and vote for me/us on my/our behalf at
the Extra Ordinary General Meeting of the Company to be held on Saturday, 5th Day of January, 2013 at 11.00 a.m.

Signed at _____ this _____ day of _____ 20

Registered Folio No. : _____ Client ID : _____

No.of Shares : _____ DP ID : _____

Please affix
Revenue
Stamp of
proper value

Signature(s) of Member(s)
across the stamp.

Note : The Proxy must be deposited with the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.

BOOK - POST



KALYANI

BF UTILITIES LIMITED

MUNDHWA, PUNE CANTONMENT, PUNE 411 036
MAHARASHTRA, INDIA