

September 23, 2015

The General Manager  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 023.

Scrip Code: 503960

Dear Sir,

- Sub.: 1) Clause 35A of the Listing Agreement;  
2) Voting Results of the 68<sup>th</sup> Annual General Meeting of the Members of the Company

We furnish below the details regarding the voting results in respect of all resolutions as set out in the Notice dated July 24, 2015 convening the 68<sup>th</sup> Annual General Meeting of the Members of the Company held on September 22, 2015 at 3.00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, Veer Nariman Road, Churchgate, Mumbai 400 020, Maharashtra, in the format prescribed under Clause 35A of the Listing Agreement.

We are also enclosing herewith the report of Mr. N. L. Bhatia, Partner, N. L. Bhatia & Associates, Practising Company Secretaries, scrutinisers for the e-voting process.

Kindly acknowledge the receipt.

Thanking you,

Yours sincerely,  
For Bharat Bijlee Limited



*D* Durgesh N. Nagarkar  
Company Secretary & Sr. General Manager  
Legal

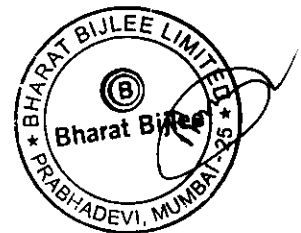


# Bharat Bijlee

1. Name of the Company : Bharat Bijlee Limited
2. Date of the AGM : Tuesday, September 22, 2015
3. Total number of the shareholders as on the record date / cut-off date for e-voting purpose, i.e. as on Tuesday, September 15, 2015 : 18,581
4. No. of shareholders present in the meeting either in person or through proxy
  - i. Promoters & Promoter Group : 17
  - ii. Public : 80
5. No. of shareholders attended the meeting through Video-Conferencing : NIL
  - i. Promoters & Promoter Group : N.A.
  - ii. Public : N.A.

Sr. No.	Type of Resolution	Description of the businesses as set out in the Notice dated July 24, 2015	Mode of Voting (Ballot / E-Voting)
1.	Ordinary	Adoption of the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.	E-voting, physical ballot and through ballot at AGM
2.	Ordinary	Re-appointment of Mr. Shome N. Danani (DIN 00217787) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.	= do =
3.	Ordinary	Ratification of the appointment of Messrs Dalal & Shah (Registration No. 102021W), Chartered Accountants, Statutory Auditors and authorize the Board of Directors / Audit Committee to fix their remuneration for the financial year ending March 31, 2016	= do =
4.	Ordinary	Ratification of Cost Auditors remuneration to be paid to Messrs P M Nanabhoy & Co. for the financial year ending March 31, 2016.	= do =

For details of the said results pursuant to e-voting, physical ballot and ballot at AGM, please refer annexure attached in the prescribed format.



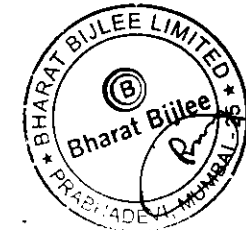
<b>Bharat Bijlee Limited</b>							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:1 Adoption of the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon</b>							
<b>Mode of Voting: (Remote E-voting)</b>							
Promoter and Promoter Group	2021234	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	925204	707982	76.5217	707982	0	100.0000	0.0000
Public-Others	2705122	2924	0.1081	2887	37	98.7346	1.2654
<b>Total(A)</b>	<b>5651560</b>	<b>710906</b>	<b>12.5789</b>	<b>710869</b>	<b>37</b>	<b>99.9948</b>	<b>0.0052</b>
<b>Mode of Voting: (Ballot received from Postal Authorities)</b>							
Promoter and Promoter Group	2021234	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	925204	0	0.0000	0	0	0.0000	0.0000
Public-Others	2705122	6186	0.2287	5951	235	96.2011	3.7989
<b>Total(B)</b>	<b>5651560</b>	<b>6186</b>	<b>0.1095</b>	<b>5951</b>	<b>235</b>	<b>96.2011</b>	<b>3.7989</b>
<b>Mode of Voting: (Ballot received at the AGM venue)</b>							
Promoter and Promoter Group	2021234	1927539	95.3645	1927539	0	100.0000	0.0000
Public Institutional Holders	925204	0	0.0000	0	0	0.0000	0.0000
Public-Others	2705122	1382	0.0511	1371	11	99.2041	0.7959
<b>Total(B)</b>	<b>5651560</b>	<b>1928921</b>	<b>34.1308</b>	<b>1928910</b>	<b>11</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Result (A+B)</b>	<b>5651560</b>	<b>2646013</b>	<b>46.8192</b>	<b>2645730</b>	<b>283</b>	<b>99.9893</b>	<b>0.0107</b>



## Bharat Bijlee Limited

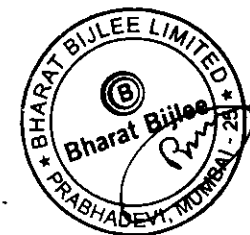
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:2 Re-appointment of Mr. Shome N. Danani (DIN 00217787) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.</b>							
<b>Mode of Voting: (Remote E-voting)</b>							
Promoter and Promoter Group	2021234	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	925204	707982	76.5217	707982	0	100.0000	0.0000
Public-Others	2705122	2924	0.1081	2246	678	76.8126	23.1874
<b>Total(A)</b>	<b>5651560</b>	<b>710906</b>	<b>12.5789</b>	<b>710228</b>	<b>678</b>	<b>99.9046</b>	<b>0.0954</b>
<b>Mode of Voting: (Ballot received from Postal Authorities)</b>							
Promoter and Promoter Group	2021234	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	925204	0	0.0000	0	0	0.0000	0.0000
Public-Others	2705122	6186	0.2287	4686	1500	75.7517	24.2483
<b>Total(B)</b>	<b>5651560</b>	<b>6186</b>	<b>0.1095</b>	<b>4686</b>	<b>1500</b>	<b>75.7517</b>	<b>24.2483</b>
<b>Mode of Voting: (Ballot received at the AGM venue)</b>							
Promoter and Promoter Group	2021234	1927539	95.3645	1927539	0	100.0000	0.0000
Public Institutional Holders	925204	0	0.0000	0	0	0.0000	0.0000
Public-Others	2705122	1382	0.0511	1371	11	99.2041	0.7959
<b>Total(B)</b>	<b>5651560</b>	<b>1928921</b>	<b>34.1308</b>	<b>1928910</b>	<b>11</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Result (A+B)</b>	<b>5651560</b>	<b>2646013</b>	<b>46.8192</b>	<b>2643824</b>	<b>2189</b>	<b>99.9173</b>	<b>0.0827</b>


  
**Bharat Bijlee**



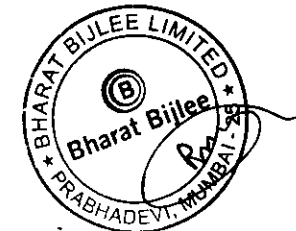
<b>Bharat Bijlee Limited</b>							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:3 Ratification of the appointment of M/s. Dalal &amp; Shah (Registration No. 102021W), Chartered Accountants, Statutory Auditors and authorize the Board of Directors/Audit Committee to fix their remuneration for the financial year ending March 31, 2016.</b>							
<b>Mode of Voting: (Remote E-voting)</b>							
Promoter and Promoter Group	2021234	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	925204	660671	71.4081	660671	0	100.0000	0.0000
Public-Others	2705122	2924	0.1081	2887	37	98.7346	1.2654
<b>Total(A)</b>	<b>5651560</b>	<b>663595</b>	<b>11.7418</b>	<b>663558</b>	<b>37</b>	<b>99.9944</b>	<b>0.0056</b>
<b>Mode of Voting: (Ballot received from Postal Authorities)</b>							
Promoter and Promoter Group	2021234	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	925204	0	0.0000	0	0	0.0000	0.0000
Public-Others	2705122	6186	0.2287	6024	162	97.3812	2.6188
<b>Total(B)</b>	<b>5651560</b>	<b>6186</b>	<b>0.1095</b>	<b>6024</b>	<b>162</b>	<b>97.3812</b>	<b>2.6188</b>
<b>Mode of Voting: (Ballot received at the AGM venue)</b>							
Promoter and Promoter Group	2021234	1927539	95.3645	1927539	0	100.0000	0.0000
Public Institutional Holders	925204	0	0.0000	0	0	0.0000	0.0000
Public-Others	2705122	1382	0.0511	1371	11	99.2041	0.7959
<b>Total(B)</b>	<b>5651560</b>	<b>1928921</b>	<b>34.1308</b>	<b>1928910</b>	<b>11</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Result (A+B)</b>	<b>5651560</b>	<b>2598702</b>	<b>45.9820</b>	<b>2598492</b>	<b>210</b>	<b>99.9919</b>	<b>0.0081</b>

  
**Bharat Bijlee**



<b>Bharat Bijlee Limited</b>							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:4 Ratification of Cost Auditors remuneration to be paid to M/s. P. M. Nanabhoy &amp; Co. for the financial year ending March 31, 2016.</b>							
<b>Mode of Voting: (Remote E-voting)</b>							
Promoter and Promoter Group	2021234	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	925204	707982	76.5217	707982	0	100.0000	0.0000
Public-Others	2705122	2924	0.1081	2887	37	98.7346	1.2654
<b>Total(A)</b>	<b>5651560</b>	<b>710906</b>	<b>12.5789</b>	<b>710869</b>	<b>37</b>	<b>99.9948</b>	<b>0.0052</b>
<b>Mode of Voting: (Ballot received from Postal Authorities)</b>							
Promoter and Promoter Group	2021234	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	925204	0	0.0000	0	0	0.0000	0.0000
Public-Others	2705122	6171	0.2281	6009	162	97.3748	2.6252
<b>Total(B)</b>	<b>5651560</b>	<b>6171</b>	<b>0.1092</b>	<b>6009</b>	<b>162</b>	<b>97.3748</b>	<b>2.6252</b>
<b>Mode of Voting: (Ballot received at the AGM venue)</b>							
Promoter and Promoter Group	2021234	1927539	95.3645	1927539	0	100.0000	0.0000
Public Institutional Holders	925204	0	0.0000	0	0	0.0000	0.0000
Public-Others	2705122	1382	0.0511	1371	11	99.2041	0.7959
<b>Total(B)</b>	<b>5651560</b>	<b>1928921</b>	<b>34.1308</b>	<b>1928910</b>	<b>11</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Result (A+B)</b>	<b>5651560</b>	<b>2645998</b>	<b>46.8189</b>	<b>2645788</b>	<b>210</b>	<b>99.9921</b>	<b>0.0079</b>

 **Bharat Bijlee**





## 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 and Clause 35B of the Listing Agreements]

To,  
Chairman of the 68<sup>th</sup> AGM  
Bharat Bijlee Limited  
Electric Mansion, 6th Floor  
Appasaheb Marathe Marg , Prabhadevi,  
Mumbai - 400 025

Dear Sir,

- 1 I, N. L. Bhatia, 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, voting by post through Ballot Form and physical ballot process at the Annual General Meeting and ascertaining the requisite majority on remote e-voting, by post through Ballot Paper and physical ballot process 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 read with amendments made thereto and Clause 35B of the Listing Agreement with the Stock Exchanges on the resolutions contained in the notice of the 68th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the September 22, 2015 at Walchand Hirachand Hall, Indian Merchants' Chamber Building Veer Nariman Road , Churchgate, Mumbai 400 020.
- 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 on the resolutions contained in the Notice of the 68<sup>th</sup> AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting, voting by post through Ballot Form and physical ballot process at the AGM is restricted to make 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 e-voting system provided by Central Depository Services (India) Limited,(CDSL),, the authorized agency to provide e-voting facilities, engaged by the Company, Ballot Forms received through post and provided by Link Intime India Pvt. Ltd, R&T Agent. and voting through Ballot Paper carried out at the Meeting.
- 3 Further to above, I submit my report as under:



- 3.1 The Company has provided the remote e-voting facility through CDSL, on their website [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through remote e-voting.
- 3.2 The notices sent (both through email and physical form), contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- 3.3 The Company has dispatched the Ballot Form on August 26, 2015 along with prepaid postage business reply envelope to its members, whose name appeared on the Register of Members / List of Beneficiaries as on August 14, 2015.
- 3.4 The particulars of all Ballot Forms received from the members have been entered into register separately maintained for the purpose.
- 3.5 The Ballot Forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the Company / list of beneficiaries as on September 15, 2015. All Ballot Forms received up September 21, 2015 before the closing of working hours, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- 3.6 Envelopes containing ballot forms received after Working hours on September 21, 2015 were not considered for my scrutiny.
- 3.7 The Chairman of the 68<sup>th</sup> AGM, held on September 22, 2015 had announced that members who have not exercised their votes either through remote e-voting or voting by post through Ballot Form may, if they wish to, exercise their votes through ballot at the AGM.
- 3.8 The Company had arranged for Ballot Papers which were duly distributed to the members and proxies present at the AGM on September 22, 2015; in case of joint shareholders, the Ballot Paper was given to the first named holder or in his / her absence, to the joint holder attending the meeting as appearing in the chronological order in the folio;
- 3.9 We have kept a record of the Ballot Papers received in response to the voting done at the AGM, by initialing it.
- 3.10 We have ensured that the ballot boxes were duly locked and sealed in the presence of the members and proxies.
- 3.11 The remote e-voting commenced from September 19, 2015 (9:00 a.m.) and ended on September 21, 2015 (5:00 p.m.).
- 3.12 The votes cast were unblocked after the AGM in the presence of 2 witnesses, Mr. Karan Kumar and Mr. Bhaskar Upadhyay, who are not in the employment of the Company.

  
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- 3.13 My combined report on the results of voting through remote e-voting, Ballot Form and Ballot Paper at the AGM is as under;

**Item No. 1- As an Ordinary Resolution: -**

To receive, consider, approve and adopt:

The audited Statement of Profit and Loss for the financial year ended March 31, 2015 and the Balance Sheet as at that date together with the report of Board of Directors and Auditors thereon.

No of Shares held	No of Shares Cast	No of Votes in Favor	No of Votes Against	% of votes		No of Invalid Votes
				Favor	Against	
2646560	2646013	2645730	283	99.99%	0.01%	547

**Item No. 2:- As an Ordinary Resolution: -**

To appoint a director in place of Mr. Shome N. Danani (holding DIN 00217787), who retire by rotation and, being eligible, offers himself for re-appointment.

No of Shares held	No of Shares Cast	No of Votes in Favor	No of Votes Against	% of votes		No of Invalid Votes
				Favor	Against	
2646560	2646013	2643824	2189	99.92%	0.08%	547

**Item No. 3:- As an Ordinary Resolution: -**

To Appoint Statutory auditors and fix their remuneration.

No of Shares held	No of Shares Cast	No of Votes in Favor	No of Votes Against	% of votes		No of Invalid Votes
				Favor	Against	
2646560	2598702	2598492	210	99.99%	0.01%	47858

**Item No. 4:- As an Ordinary Resolution: -**

To Appoint Cost auditors and fix their remunertion.

No of Shares held	No of Shares Cast	No of Votes in Favor	No of Votes Against	% of votes		No of Invalid Votes
				Favor	Against	
2646560	2645998	2645788	210	99.99%	0.01%	562



- 4 All the above resolutions are passed by requisite majority.
- 5 A Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under remote e-voting, Ballot Form received through post and voting done at the AGM through Ballot Paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Mr. D. N. Nagarkar, Company Secretary & Senior General Manager-Legal for safe keeping.
- 6 You may accordingly declare the result of voting by e-voting, Ballot Form received through post and Ballot Paper at the Annual General Meeting.

Thanking you,

Yours faithfully,



*N. L. Bhatia*

**N. L. Bhatia  
FCS NO. 422**

Practising Company Secretary  
Scrutinizer for Remote E-voting, voting  
through Ballot Form and voting at AGM

Countersigned by

*Sanjiv N. Shah*  
Mr. Sanjiv N. Shah  
Chairman of the Meeting

Place: Mumbai

Date: September 22, 2015