Bharat Bijlee

70 YEARS

September 20, 2016

To,
National Stock Exchange of India Limited
Listing Department,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Scrip Code: BBL

Dear Sir,

SUB: OUTCOME OF 69TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER, 20, 2016 & DISCLOSURE OF VOTING RESULTS THEREAT

We wish to bring your kind notice that the 69th Annual General Meeting ('AGM') of the Company was held on Tuesday, September 20, 2016 at 3.00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Buidling, Veer Nariman Road, Churchgate, Mumbai – 400 020 and all the agenda nos., viz., (1) to (6) mentioned in the Notice dated July 18, 2016, of the said AGM were discussed at the meeting. In this regard, please find enclosed the following:

1. Summary of proceedings as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015"), as **'Annexure A'**;

2. Voting Results as required under Regulation 44(3) of the SEBI LODR, 2015, as **'Annexure B'**;

3. Report of the Scrutinizer on e-voting and voting through ballot forms at the AGM, as required under Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto from time to time), as **'Annexure C'**;

4. Annual Report for the Financial Year 2015-2016, as required under Regulation 34 of the SEBI LODR, 2015, duly approved and adopted by the Members as per the provisions of the Act, as **'Annexure D'**.

Request you to take the same on your record.

Yours sincerely,
For Bharat Bijlee Limited

Durgesh N Nagarkar
Company Secretary & Senior General Manager,
Legal

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Bharat Bijlee Limited
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Appasaheb Marathe Marg Prabhadevi Mumbai 400025 India
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CIN: L31300MH1946PLC005017

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Annexure A

SUMMARY OF PROCEEDINGS OF THE 69TH ANNUAL GENERAL MEETING OF THE COMPANY

The 69th Annual General Meeting **("AGM")** of the Members of the Company was held on Tuesday, September 20, 2016 at 3.00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, Veer Nariman Road, Churchgate, Mumbai 400 020, Maharashtra.

Mr. Prakash V. Mehta, Chairman of the Company, occupied the Chair and welcomed the Members. As requisite quorum being present, the Chairman called the Meeting to order.

Total 88 members (including proxies and representatives) attended the AGM as per the records of attendance. Mr. Prakash V. Mehta, being the Chairman of Stakeholders Relationship Committee, informed that all the Directors including Mr. Sanjiv N. Shah, the Chairman of the Audit Committee as well as Nomination & Remuneration Committee of the Company attended the Meeting.

The Chairman of the Meeting informed the Members that the requisite Registers were available for inspection by the Members till the conclusion of the meeting.

The Chairman informed the Members that the Statutory Auditors have not made any qualification, reservation or adverse remark or disclaimer in their report and hence the Auditor's Report with the permission of the Members was taken as read. The Members noted that the Secretarial Auditor has also not made any qualification, reservation or adverse remark or disclaimer in his report.

The Chairman of the Meeting, after introduction of the Board members to the Members present gave a brief overview of the performance of the Company for 5 months, i.e. April 2016 to August 2016 and its future outlook.

The Chairman of the Meeting then informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto from time to time) and Regulation 44 of the SEBI LODR, 2015, the Company had extended the remote e-voting facility to the Members of the Company entitle to cast their vote in respect of businesses to be transacted at the AGM. The e-voting commenced at 9.00 a.m. on Saturday, September 17, 2016 and ended at 5.00 p.m. on Monday, September 19, 2016. The Company had also provided facility of voting by Ballot at the AGM Venue. Shri. N.L. Bhatia, Practicing Company Secretary & Partner, M/s. N.L. Bhatia & Associates, was appointed as the scrutinizer by the Board for scrutinizing the remote e-voting and poll process at the AGM.

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Thereafter the Chairman invited the Shareholders to propose and second the resolutions as set out in the Notice of the AGM.

On the invitation of Chairman of the Meeting, several Members addressed the meeting, gave their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman and the Managing Directors.

Thereafter, the Chairman ordered for Poll and requested Shri N.L. Bhatia, Practicing Company Secretary, the Scrutinizer, for an orderly conduct of the voting.

The Chairman announced that the combined result of e-voting and the physical ballot poll along with Scrutinizer's Report will be communicated to the exchange(s), CDSL and the same shall also be placed on the Company's website in due course.

The following items of business as set out in the Notice of the AGM July 18, 2016, were transacted through remote e-voting and voting by Ballot at the AGM venue:

ORDINARY BUSINESSES:

1. Adoption of audited Balance Sheet as at March 31, 2016, 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. (Ordinary Resolution);

2. Re-appointment of Mr. Ravishanker Prasad (holding DIN: 06641845) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution);

3. Ratification of the appointment of Messrs Dalal & Shah (Registration No. 102021W/W100110), Chartered Accountants, Statutory Auditors and authorize the Board of Directors / Audit Committee to fix their remuneration for the financial year ending March 31, 2017. (Ordinary Resolution);

SPECIAL BUSINESS:

4. Ratification of Cost Auditors remuneration to be paid to Messrs P M Nanabhoy & Co. for the financial year ending March 31, 2017. (Ordinary Resolution);

5. Re-appointment of Mr. Nikhil J. Danani (DIN: 00056514) as the Managing Director of the Company, for a period of three (3) years with effect from June 20, 2016. (Special Resolution);

6. Re-appointment of Mr. Nakul P. Mehta (DIN: 00056561) as the Managing Director of the Company, for a period of three (3) years with effect from June 20, 2016. (Special Resolution).

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Based on the Scrutinizer's Report dated September 20, 2016, issued by Shri. N.L. Bhatia, Practicing Company Secretary & Partner, M/s. N.L. Bhatia & Associates, all the aforesaid business items were passed by the Members with the requisite majority.

Kindly take the above on record and oblige.

Thanking you,

Yours sincerely,

For **BHARAT BIJLEE LIMITED**

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

Place : Mumbai
Date : September 20, 2016

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Annexure B

Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Annual General Meeting	September 20, 2016
Total number of the shareholders as on the record date	19919
No. of shareholders present in the meeting either in person or through proxy • **Promoters & Promoter Group** • **Public**	 16 72
No. of shareholders attended the meeting through Video-Conferencing • **Promoters & Promoter Group** • **Public**	 NIL NIL NIL

Sr. No.	Type of Resolution	Description of the businesses as set out in the Notice dated July 18, 2016	Mode of Voting (Ballot / E-Voting)
1.	Ordinary	Adoption of audited Balance Sheet as at March 31, 2016, 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 and through ballot at AGM
2.	Ordinary	Re-appointment of Mr. Ravishanker Prasad (holding DIN: 06641845) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.	E-voting and through ballot at AGM
3.	Ordinary	Ratification of the appointment of Messrs Dalal & Shah (Registration No. 102021W/W100110), Chartered Accountants, Statutory Auditors and authorize the Board of Directors / Audit Committee to fix their remuneration for the financial year ending March 31, 2017	E-voting and through ballot at AGM
4.	Ordinary	Ratification of Cost Auditors remuneration to be paid to Messrs P M Nanabhoy & Co. for the financial year ending March 31, 2017	E-voting and through ballot at AGM

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Sr. No.	Type of Resolution	Description of the businesses as set out in the Notice dated July 18, 2016	Mode of Voting (Ballot / E-Voting)
5.	Special	Re-appointment of Mr. Nikhil J. Danani (DIN: 00056514) as the Managing Director of the Company, for a period of three (3) years with effect from June 20, 2016.	E-voting and through ballot at AGM
6.	Special	Re-appointment of Mr. Nakul P. Mehta (DIN: 00056561) as the Managing Director of the Company, for a period of three (3) years with effect from June 20, 2016	E-voting and through ballot at AGM

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Resolution Required : (Ordinary)	**1 - Adoption of audited Balance Sheet as at March 31, 2016, 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.**
Whether promoter/ promoter group are interested in the agenda/resolution?	**NO**

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	1963188	0	0.0000	0	0	0.0000	0.0000
	Poll		1854824	94.4802	1854824	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1854824**	**94.4802**	**1854824**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	1001430	497026	49.6316	497026	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		**497026**	**49.6316**	**497026**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	2686942	564	0.0210	564	0	100.0000	0.0000
	Poll		815	0.0303	815	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1379**	**0.0513**	**1379**	**0**	**100.0000**	**0.0000**
Total		**5651560**	**2353229**	**41.6386**	**2353229**	**0**	**100.0000**	**0.0000**

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Resolution Required : (Ordinary)	**2 - Re-appointment of Mr. Ravishanker Prasad (holding DIN: 06641845) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.**
Whether promoter/ promoter group are interested in the agenda/resolution?	**NO**

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	1963188	0	0.0000	0	0	0.0000	0.0000
	Poll		1854824	94.4802	1854824	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1854824**	**94.4802**	**1854824**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	1001430	497026	49.6316	497026	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		**497026**	**49.6316**	**497026**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	2686942	564	0.0210	564	0	100.0000	0.0000
	Poll		815	0.0303	815	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1379**	**0.0513**	**1379**	**0**	**100.0000**	**0.0000**
Total		**5651560**	**2353229**	**41.6386**	**2353229**	**0**	**100.0000**	**0.0000**

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Resolution Required : (Ordinary)	**3 - Ratification of the appointment of Messrs Dalal & Shah (Registration No. 102021W/W100110), Chartered Accountants, Statutory Auditors and authorize the Board of Directors / Audit Committee to fix their remuneration for the financial year ending March 31, 2017.**
Whether promoter/ promoter group are interested in the agenda/resolution?	**NO**

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	1963188	0	0.0000	0	0	0.0000	0.0000
	Poll		1854824	94.4802	1854824	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1854824**	**94.4802**	**1854824**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	1001430	497026	49.6316	497026	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		**497026**	**49.6316**	**497026**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	2686942	564	0.0210	564	0	100.0000	0.0000
	Poll		815	0.0303	815	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1379**	**0.0513**	**1379**	**0**	**100.0000**	**0.0000**
Total		**5651560**	**2353229**	**41.6386**	**2353229**	**0**	**100.0000**	**0.0000**

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Resolution Required : (Ordinary)	**4 - Ratification of Cost Auditors remuneration to be paid to Messrs P M Nanabhoy & Co. for the financial year ending March 31, 2017.**
Whether promoter/ promoter group are interested in the agenda/resolution?	**NO**

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	1963188	0	0.0000	0	0	0.0000	0.0000
	Poll		1854824	94.4802	1854824	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1854824**	**94.4802**	**1854824**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	1001430	497026	49.6316	497026	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		**497026**	**49.6316**	**497026**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	2686942	564	0.0210	564	0	100.0000	0.0000
	Poll		815	0.0303	815	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1379**	**0.0513**	**1379**	**0**	**100.0000**	**0.0000**
Total		**5651560**	**2353229**	**41.6386**	**2353229**	**0**	**100.0000**	**0.0000**

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Resolution Required : (Special)	**5 - Re-appointment of Mr. Nikhil J. Danani (DIN: 00056514) as the Managing Director of the Company, for a period of three (3) years with effect from June 20, 2016**
Whether promoter/ promoter group are interested in the agenda/resolution?	**NO**

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	1963188	0	0.0000	0	0	0.0000	0.0000
	Poll		1854824	94.4802	1854824	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1854824**	**94.4802**	**1854824**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	1001430	497026	49.6316	497026	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		**497026**	**49.6316**	**497026**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	2686942	564	0.0210	564	0	100.0000	0.0000
	Poll		815	0.0303	815	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1379**	**0.0513**	**1379**	**0**	**100.0000**	**0.0000**
Total		**5651560**	**2353229**	**41.6386**	**2353229**	**0**	**100.0000**	**0.0000**

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Resolution Required : (Special)	**6 - Re-appointment of Mr. Nakul P. Mehta (DIN: 00056561) as the Managing Director of the Company, for a period of three (3) years with effect from June 20, 2016.**
Whether promoter/ promoter group are interested in the agenda/resolution?	**NO**

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	1963188	0	0.0000	0	0	0.0000	0.0000
	Poll		1854824	94.4802	1854824	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1854824**	**94.4802**	**1854824**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	1001430	497026	49.6316	497026	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		**497026**	**49.6316**	**497026**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	2686942	564	0.0210	564	0	100.0000	0.0000
	Poll		815	0.0303	815	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1379**	**0.0513**	**1379**	**0**	**100.0000**	**0.0000**
Total		**5651560**	**2353229**	**41.6386**	**2353229**	**0**	**100.0000**	**0.0000**

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N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
Tel. : 91-022-2510 ~~0719~~ 0698
E-mail : navnitlb@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

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 read with amendments made thereto;and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Mr. Prakash V Mehta
Chairman
69th Annual General meeting
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, and through the ballot process at the Annual General Meeting and ascertaining the requisite majority on remote e-voting, and 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the notice of the 69th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held at 3.00 P.M. on Tuesday, September 20, 2016 at WalchandHirachand 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015on the resolutions contained in the Notice of the 69th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting, and ballot processes at the AGM is restricted to making 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

N.L. BHATIA & ASSOCIATES CS

Address : 507, Skyline Wealth Space, 5th Floor, C2 Wing, Skyline Oasis Complex, Premier Road, Near Vidyavihar Station, Ghatkopar (W), Mumbai - 400 086.

Company, and the ballot papers provided by Link Intime India Pvt. Ltd., R&T Agent at the Annual General Meeting.

3. Further to the above, I submit my report as under:

3.1. The Company has provided the e-voting facility through CDSL, on their website www.evotingindia.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also on the website of its Service Provider to facilitate their shareholders to cast their vote through 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 read with amendments made thereto.

3.3. As prescribed in the said Rules, the Company has also published an advertisement in newspaper on August 28, 2016 in The Free Press Journal (in English) and in Navshakti (in Marathi) and it carried the required information as specified in the said rules.

3.4. The members of the Company as on the "cut-off' date i.e. September 12, 2016, were entitled to vote on the resolutions (item nos. 1 to 6) as set out in the notice of the 69th Annual General Meeting

3.5. The Chairman at the 69th Annual General meeting, held on September 20, 2016 had announced that members who have not exercised their votes through remote e-voting may, if they wish to, exercise their votes through ballot at the meeting.

3.6. The remote e-voting commenced from 9.00 a.m. on Saturday, September 17, 2016 and ended at 5.00 p.m. on Monday, September 19, 2016.

3.7. The votes cast were unblocked after the AGM in the presence of 2 witnesses, Ms. Astha Purwar and Mr. Suyash Jain who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Astha _____ _____

3.8. My combined report on the results of voting through e-voting and ballot at the Annual General Meeting is as under;

N.L. BHATIA & ASSOCIATES CS

- **Item No. 1:-**

  To receive, consider and adopt the audited Balance Sheet as at March 31, 2016, the audited statement of Profit and loss for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

No of Shares held	No of Shares cast	No of Votes in Favour	No of Votes Against	% of Valid Votes		No of Invalid Votes
				Favour	Against	
2353289	2353289	2353229	0	100%	0	60

- **Item No. 2:-**

  To appoint a Director in place of Mr. Ravishanker Prasad (holding DIN: 06641845), who retires by rotationand, being eligible,offers himself for reappointment.

No of Shares held	No of Shares cast	No of Votes in Favour	No of Votes Against	% of Valid Votes		No of Invalid Votes
				Favour	Against	
2353289	2353289	2353229	0	100%	0	60

- **Item No.3:-**

  To ratify the appointment of the present Statutory Auditors and to fix their remuneration.

No of Shares held	No of Shares cast	No of Votes in Favour	No of Votes Against	% of Valid Votes		No of Invalid Votes
				Favour	Against	
2353289	2353289	2353229	0	100%	0	60

N.L. BHATIA & ASSOCIATES

- **Item No. 4:-**
  To consider the ratification of remuneration of Cost auditor.

No of Shares held	No of Shares cast	No of Votes in Favour	No of Votes Against	% of Valid Votes		No of Invalid Votes
				Favour	Against	
2353289	2353289	2353229	0	100%	0	60

- **Item No. 5:-**
  To consider the re-appointment of Mr. Nikhil J. Danani, Managing Director.

No of Shares held	No of Shares cast	No of Votes in Favour	No of Votes Against	% of Valid Votes		No of Invalid Votes
				Favour	Against	
2353289	2353289	2353229	0	100%	0	60

- **Item No. 6:-**
  To consider the re-appointment of Mr. Nakul P. Mehta, Managing Director.

No of Shares held	No of Shares cast	No of Votes in Favour	No of Votes Against	% of Valid Votes		No of Invalid Votes
				Favour	Against	
2353289	2353289	2353229	0	100%	0	60

N. L. BHATIA & ASSOCIATES

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, 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 69th AGM and the same would thereafter be handed over to Mr. DurgeshNagarkar, Company Secretary and Senior General Manager-Legal for safe keeping.

6. The above mentioned resolutions are deemed to be passed as on the date of the 69thAnnual General Meeting of the Company.

Thanking you,

Yours faithfully,

Place: Mumbai
Date: September 20, 2016

N.L. BHATIA & ASSOCIATES CS

N.L.Bhatia
Practicing Company Secretary
Scrutinizer
FCS:-1176
C.P NO. 422

Countersigned

BHARAT BIJLEE LIMITED Bharat Bijlee PRABHADEVI, MUMBAI - 25

Prakash V. Mehta
Chairman
DIN 00001366

'Annexure D'

Bharat Bijlee

Celebrating 70 years of Trust

69TH ANNUAL REPORT 2015-16

Powered by Trust™

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Letter from the Executive Director

Dear Shareholders,

The financial year 2015-2016 has proved a challenging one for capital goods and the power sector at large. Today the manufacturing sector contributes over 15% to India's GDP. To stimulate and grow this sector the Prime Minister has launched the 'Make in India' initiative which is expected to start yielding results soon. However demand for capital goods is not growing at a fast enough pace and demand must be generated if the pitfalls over supply are to be avoided.

The **Transformer** business this year has achieved a huge milestone in production – our factory has produced at the highest level ever seen in the Company. We also booked the largest order ever received by us from a state electricity board. Price levels and therefore margins unfortunately remain depressed. To combat this we have increased our push into the industry vertical and doubled our marketing and sales efforts. As a result our enquiry levels have risen by over 20%. Our presence in the fast growing renewable energy sector has also increased. The **Motor** business has seen the overall market shrink in terms of numbers and mega watts. This has led to severe price erosion. To combat this we have focused on reducing our working capital and increasing our market penetration. Despite the tough market we have increased our market share. We are also happy to announce the development and launch of a super premium efficiency motor conforming to international standards.

The **Project** business has seen a decline in the topline. This is because we have chosen to stay away from risky projects with unviable margins. We will focus on private business where project risk is substantially less. This strategy has worked well for us and all new projects have been completed within budget and on time. We have re-established ourselves in the 220kv segment by commissioning a cement substation for one of the largest cement companies in India and bagged a prestigious wind power project. The **Drives and Automation** division has seen a 30% increase in EBITDA despite sales being flat. This is a great achievement in increasing efficiency of our business. We have plugged a hole in our portfolio by launching a new product that will cater to general purpose industrial applications. The coming year we will endeavor to make inroads into the Textile, Metal and Packaging segments. The Elevator Systems Division has been renamed The **Magnet Technology Machines** division. We have witnessed 7% growth focusing on top tier customers. In a recent breakthrough we have received clearance on our quality and processes from a large and reputed elevator manufacturer. We are hoping to capitalize on this and generate business from them.

The Brexit has left an already sluggish world economy in an even more edgy state and credit might be tighter in years to come. The IMF World Economic Outlook Update predicts that India will grow at 7-7.75% in the coming year despite uncertainties in the global market. More initiatives like 'Make in India' and 'Digital India' are required to sustain and push growth forward. India's upper house passed the biggest reform to taxes in decades. The goods and services tax bill aims to simplify the system by replacing a number of tax rates with a single levy. This is a great and long overdue step, but several implementation challenges lie ahead as the transition may not be as smooth as we may like. Nevertheless, ease of doing business will increase. We look forward to more such reforms and regulatory changes and remain optimistic in the long run.

Shome Danani
Executive Director

DIRECTORS

Mr. Prakash V. Mehta
(Chairman & Non-Executive Independent Director)

Mr. Nikhil J. Danani
(Vice Chairman & Managing Director)

Mr. Nakul P. Mehta
(Vice Chairman & Managing Director)

Mr. Shome N. Danani
(Executive Director)

Mr. Sanjiv N. Shah
(Non-Executive Independent Director)

Mr. Jairaj C. Thacker
(Non-Executive Independent Director)

Mr. Ravishanker Prasad
(Non-Executive Director)

Ms. Mahnaz A. Curmally
(Non-Executive Director)

Mr. Rajeshwar R. Bajaaj
(Non-Executive Independent Director)

REGISTERED OFFICE

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai 400 025.
Tel. No. : 022-24306237
Fax No. : 022-24370624

WORKS

No. 2, MIDC,
Thane Belapur Road, Airoli,
Navi Mumbai 400 708.
Maharashtra.
Tel. No. : 022-27637200
Fax No. : 022-27637443

AUDITORS

M/s. Dalal & Shah

SOLICITORS

M/s. Malvi Ranchoddas & Co.

BANKERS

Bank of India
IDBI Bank Limited
Citibank N.A.
Standard Chartered Bank
HDFC Bank Ltd.

REGIONAL OFFICES

Northern Regional Office

1st Floor, 7-B Rajindra Park
Pusa Road,
New Delhi 110 060.
Tel. No. : 011-25816931/6932/6933
Fax No. : 011-25816940

Western Regional Offices

Swastik Chambers, 5th Floor,
Junction of Sion Trombay Road and C.S.T. Road,
Chembur, Mumbai 400 071.
Tel. No. : 022-61457200
Fax No. : 022-61457255

No. 2, MIDC,
Thane Belapur Road, Airoli,
Navi Mumbai 400 708.
Maharashtra.
Tel. No. : 022-27637200
Fax No. : 022-27637443

Eastern Regional Office

Siddha Fifth Avenue
Space No. 3B, 3rd floor
179 Anandapur
Kolkata 700 107.
Tel. No. : 033-2443 2382

Southern Regional Office

Ramanashree Chambers,
37, Lady Curzon Road,
Bangalore 560 001.
Tel. No. : 080-25592646
Fax No. : 080-25592823

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Pvt. Ltd.

C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W),
Mumbai 400 078.
Tel. No. : 022-25963838
Fax No. : 022-25946969

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTY-NINETH (69th) ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARAT BIJLEE LIMITED WILL BE HELD AT 3.00 P.M. ON TUESDAY, SEPTEMBER 20, 2016 AT 'WALCHAND HIRACHAND HALL, INDIAN MERCHANTS' CHAMBER BUILDING, VEER NARIMAN ROAD, CHURCHGATE, MUMBAI 400 020, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2016, the audited statement of Profit and Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Ravishanker Prasad (holding DIN: 06641845), who retires by rotation and, being eligible, offers himself for re-appointment.

3. To ratify the appointment of the present Statutory Auditors and to fix their remuneration and in this connection 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 Sections 139, 141, 142, 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof for the time being in force, the appointment of Messrs Dalal & Shah, Chartered Accountants, having Registration No. 102021W, as Statutory Auditors of the Company from the conclusion of this 69th Annual General Meeting until the conclusion of the 70th Annual General Meeting of the Company be and is hereby ratified and that the Board of Directors/Audit Committee be and are hereby authorized to fix their remuneration (Audit fees) and reimbursement of out of pocket expenses, if any, for the financial year ending March 31, 2017."

SPECIAL BUSINESS:

4. **To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for the Remuneration of the Cost Auditor:**

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors Rules) 2014, including any amendment, modification, variation or re-enactment thereof for the time being in force, the remuneration payable to M/s. P. M. Nanabhoy & Co., Cost Accountants (Firm Registration No. 00012), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, amounting to ₹ 85,000/- (Rupees Eighty Five Thousand only) plus applicable service 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 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."

5. **To consider, and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

   "**RESOLVED THAT** pursuant to Sections 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents, permissions, approvals, if any required, from any appropriate authority, and as per the recommendation of the Nomination and Remuneration Committee and subsequently as per the approval of the Board of Directors, at their respective meetings held on May 12, 2016, the Company hereby approves, the re-appointment of Mr. Nikhil J. Danani (DIN: 00056514), as Managing Director of the Company, not liable to retire by rotation during his tenure as Managing Director, for a period of three (3) years with effect from June 20, 2016 to June 19, 2019, at a remuneration including perquisites, on the terms and conditions set out herein under, with the authority to Board/ Nomination and Remuneration Committee to alter/vary the terms and conditions of the said re-appointment including as to remuneration, as it may deem fit and fix the quantum, composition and periodicity of the remuneration payable to the Mr. Nikhil J. Danani, subject however that the remuneration after alteration/ variation does not exceed the limit prescribed under Section 197 read with Schedule V of the Act.

   FURTHER RESOLVED THAT the Company approves where in the event of no profits or inadequate profits in any financial year during the currency of Mr. Nikhil J. Danani's tenure, the Company shall pay Mr. Danani, the existing remuneration as minimum remuneration subject however that such minimum remuneration shall not exceed the limit prescribed under Section II Part II, of Schedule V of the Act.

Salary: upto ₹ 10,00,000/- (Rupees Ten Lakhs only) per month as may be determined by the Board of Directors (which includes any Committee thereof) with such increments from time to time after taking into account the performance of the Company.

Perquisites and Allowances:

i. In addition to the salary and commission, the Managing Director is also entitled to perquisites and allowances, including furnished accommodation or house rent in lieu thereof, house maintenance allowances, together with utilities thereof such as gas, electricity, water and furnishings, repairs, servants salaries, society charges and property tax, etc, medical reimbursement, medical and personal accident insurance, leave travel concessions for self and family, club fees, hospitalization expenses for self and family and such other allowances and perquisites as the Board or its Committee may in its absolute discretion determine from time to time.

ii. Company's contribution to Provident Fund and Superannuation Fund or any Annuity Fund to the extent these are either singly or together, not taxable under the Income-Tax Act, Gratuity as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling for remuneration specified above.

iii. Cars for use on Company's business and telephones (Fixed and Mobile) and other communication facilities at residence will not be considered as perquisites.

iv. Leave with full pay or encashment thereof as per the Rules of the Company.

v. Reimbursement of actual entertainment expenses, actual travelling and hotel expenses for the Company's business and/or allowances as per the Company's Rules.

vi. Other perquisites:

Subject to overall ceiling on remuneration mentioned herein below, the Managing Director may be given any other allowances, benefits and perquisites as the Board of Directors (which includes any committee thereof) may from time to time decide.

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

Commission:

Such remuneration by way of commission in addition to the salary and perquisites and allowance, payable calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors (which includes any committee thereof) in its absolute discretion deem fit, for each Corporate Financial Year, provided that the total remuneration including salary, perquisites and commission shall not exceed the overall ceiling prescribed under 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013.

Minimum Remuneration:

Notwithstanding anything to the contrary contained herein above, wherein in any financial year, during the currency of the tenure of Mr. Nikhil J. Danani, the Company has no profits or its profits are inadequate, the Company will pay salary, perquisites and allowances as specified above to Mr. Danani as minimum remuneration to him subject to the provisions contained in 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013.

The Managing Director, so long as he functions as such shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

6. **To consider, and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to Sections 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents, permissions, approvals, if any required, from any appropriate authority, and as per the recommendation of the Nomination and Remuneration Committee and subsequently as per the approval of the Board of Directors, at their respective meetings held on May 12, 2016, the Company hereby approves the re-appointment of Mr. Nakul P. Mehta (DIN: 00056561), as Managing Director of the Company, not liable to retire by rotation, during his tenure as Managing Director, for a period of three (3) years, with effect from June 20, 2016 to June 19, 2019, at a remuneration including perquisites, on the terms and conditions set out herein under, with the authority to Board/Nomination and Remuneration Committee to alter/vary the terms and conditions of the said re-appointment including as to remuneration, as it may deem fit and fix the quantum, composition

and periodicity of the remuneration payable to Mr. Nakul P. Mehta, subject however that the remuneration after alteration/variation does not exceed the limit prescribed under Section 197 read with Schedule V of the Act.

FURTHER RESOLVED THAT the Company approves where in the event of no profits or inadequate profits in any financial year during the currency of Mr. Nakul P. Mehta's tenure, the Company shall pay to Mr. Mehta, the existing remuneration as minimum remuneration subject however that such minimum remuneration shall not exceed the limit prescribed under Section II Part II, of Schedule V of the Act.

Salary: upto ₹ 10,00,000/- (Rupees Ten Lakhs only) per month as may be determined by the Board of Directors (which includes any Committee thereof) with such increments from time to time after taking into account the performance of the Company.

Perquisites and Allowances:

i. In addition to the salary and commission, the Managing Director is also entitled to perquisites and allowances, including furnished accommodation or house rent in lieu thereof, house maintenance allowances, together with utilities thereof such as gas, electricity, water and furnishings, repairs, servants salaries, society charges and property tax, etc, medical reimbursement, medical and personal accident insurance, leave travel concessions for self and family, club fees, hospitalization expenses for self and family and such other allowances and perquisites as the Board or its Committee may in its absolute discretion determine from time to time.

ii. Company's contribution to Provident Fund and Superannuation Fund or any Annuity Fund to the extent these are either singly or together, not taxable under the Income-Tax Act, Gratuity as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling for remuneration specified above.

iii. Cars for use on Company's business and telephones (Fixed and Mobile) and other communication facilities at residence will not be considered as perquisites.

iv. Leave with full pay or encashment thereof as per the Rules of the Company.

v. Reimbursement of actual entertainment expenses, actual travelling and hotel expenses for the Company's business and/or allowances as per the Company's Rules.

vi. Other perquisites:

Subject to overall ceiling on remuneration mentioned herein below, the Managing Director may be given any other allowances, benefits and perquisites as the Board of Directors (which includes any committee thereof) may from time to time decide.

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

Commission:

Such remuneration by way of commission in addition to the salary and perquisites and allowance, payable calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors (which includes any committee thereof) in its absolute discretion deem fit, for each Corporate Financial Year, provided that the total remuneration including salary, perquisites and commission shall not exceed the overall ceiling prescribed under 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013.

Minimum Remuneration:

Notwithstanding anything to the contrary contained herein above, wherein in any financial year, during the currency of the tenure of Mr. Nakul P. Mehta, the Company has no profits or its profits are inadequate, the Company will pay salary, perquisites and allowances as specified above to the Managing Director as minimum remuneration to him subject to the provisions contained in 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013.

The Managing Director, so long as he functions as such shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

By Order of the Board

Durgesh N Nagarkar
Company Secretary &
Senior General Manager – Legal
ACS 5777

Place : Mumbai
Date : July 18, 2016

Registered Office:

Electric Mansion, 6th Floor
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025

CIN: L31300MH1946PLC005017

NOTES:

i. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, TO BE VALID AND EFFECTIVE, SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF NOT MORE THAN 50 MEMBERS AND HOLDING NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**

ii. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board resolution together with their respective specimen signatures authorizing their representative to attend and vote on their behalf at the Meeting.

iii. A Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.

iv. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

v. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to business under Item No. 5 & 6 set above in this Notice and relevant information of the Directors seeking re-appointment, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed herewith and the same should be taken as part of this Notice.

vi. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 13, 2016 to Tuesday, September 20, 2016 (both days inclusive) for the purpose of Annual General Meeting.

Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the Link Intime India Pvt. Ltd., C/o. Bharat Bijlee Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078, Tel: 25963838, Fax: 25946969.

vii. Members holding shares in electronic form are requested to notify immediately any changes in their address/bank account details, if any, directly to their Depository Participant(s) (DP) with whom they are maintaining their demat accounts.

viii. In accordance with the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules thereto, the electronic copy of Notice and the Annual Report of the Company for the financial year 2015-16 along with Attendance Slip and Proxy Form is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members whose email address is not registered, a physical copy of the said Annual Report and Notice is being dispatched in the permitted mode.

ix. To support 'Green Initiative', the Company requests those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form or with the Company, in case shares are held in physical form.

x. The Annual Report 2015-16 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.bharatbijlee.com and also on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com.

xi. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through remote e-Voting the said resolutions will not be decided on a show of hands at the AGM.

xii. As per the provisions of Section 205A of the Companies Act, 1956, a Company is required to transfer its dividends, debentures, bonds, redeemed preference shares, fixed deposits, interest on fixed deposits, interest on debentures, etc. which remain unpaid or unclaimed for a period of 7 years to the Investor Education and Protection Fund set up by the Central Government. The Company has in compliance transferred all such unclaimed amounts upto the financial year March 31, 2008 to the said fund and are in the process of transferring all the unclaimed amounts up to the financial year Match 31, 2009 by the last week of July, 2016. It may be noted that no claims shall lie against the Company in respect of the said unclaimed amount(s) transferred to the said fund. Members who have not claimed the dividends declared for the financial year March 31, 2010 and onwards are requested to lodge their claim immediately with the Company's Registrar and Transfer Agents at the address mentioned in the Annual Report.

xiii. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

SEBI has also mandated, that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company.

xiv. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, as amended from time-to-time 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 is pleased to provide to its members, facility to exercise their right to vote on the resolutions proposed to be considered at the ensuing 69th Annual General Meeting by electronic means. The Members may cast their votes using "remote e-voting" (e-voting from place other than venue of the Annual General Meeting) facility to exercise their right to vote on all matters listed in this Notice, by electronic means.

For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to enable all its Members to cast their vote electronically.

The instructions for e-voting are as under:

(i) Members holding shares in physical form or in demat form as on Monday, September 12, 2016, the cut-off date shall only be eligible for e-voting. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.

(ii) The remote e-voting period will commence at 9.00 a.m. on Saturday, September 17, 2016 and will end at 5.00 p.m. on Monday, September 19, 2016. During this period the eligible Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to log in. • If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v)

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

General Instructions:

(i) The voting rights of Members shall be in proportion of their shares in the total paid-up equity share capital of the Company as on Monday, September 12, 2016, being the cut-off date.

(ii) The facility for voting through ballot shall also be made available at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the AGM.

(iii) The Members who have casted their votes by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.

(iv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(v) Mr. N. L. Bhatia, Partner, Messrs N. L. Bhatia & Associates, Practicing Company Secretaries has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(vi) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in presence of at least two (2) witnesses not in the employment of the Company and shall within a period not exceeding forty eight (48) hours from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against each of the resolutions as set out in this Notice, if any, and submit the same to the Chairman or any other director/person authorized by the Chairman or of the Company for counter signature.

(vii) The Results shall be declared by the Chairman, or any other director/person authorized by the Chairman, at the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be immediately placed on the Company's website viz., www.bharatbijlee.com and on the website of CDSL, and will be communicated to BSE Limited and National Stock Exchange of India Limited, who are required to place them on their website. The result will also be posted on the notice board of the Company at the registered office.

(viii) All documents referred to in this Notice and Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the 69th AGM.

(ix) For security reasons and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members/ Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and hand it over at the entrance of the venue.

(x) Members desiring any information relating to the annual accounts of the Company are requested to write to the Company at least ten (10) days before the AGM, to enable the Company to keep the information ready at the Meeting.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

ANNEXURE TO THE NOTICE

Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013

Item No. 3

Messrs Dalal & Shah, Chartered Accountants, having Registration No. 102021W/W100110 were appointed as Statutory Auditors of the Company by the members at the Annual General Meeting of the Company held on September 11, 2014, to hold office as such from the conclusion of the 67th Annual General Meeting until the conclusion of the 70th Annual General Meeting.

In terms of Section 139(1) of the Companies Act, 2013 the Company has to place the matter relating to such appointment of the Statutory Auditors for ratification by members at every Annual General Meeting of the Company. The matter relating to Item No. 3 is in compliance of the above requirement and members are requested to ratify the appointment.

None of the Promoters, Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

ITEM NO. 4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with the Companies (Cost Records and Audit) Rules, 2014, including any amendment, modification, variation or re-enactment thereof for the time being in force, the Board of Directors of the Company shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor, on the recommendations of the Audit Committee. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the Members.

On recommendation of Audit Committee at its meeting held on Thursday, May 12, 2016, the Board has considered and approved appointment of Messrs P. M. Nanabhoy & Co., Cost Accountants, for the conduct of the Cost Audit of the Company's various products for the financial year 2016-2017, at remuneration as mentioned in the resolution forming part of this Notice.

The resolution at Item No. 4 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Promoters, Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ITEM NOS. 5 & 6

Mr. Nikhil J. Danani and Mr. Nakul P. Mehta were re-appointed as Managing Directors for a period of three (3) years w.e.f. June 20, 2013 and hence their term of office expired on June 19, 2016. The Board of Directors at their meeting held on May 12, 2016 have re-appointed them as Managing Directors for a further period of three (3) years w.e.f. June 20, 2016 subject to obtaining the requisite approval of shareholders at the ensuing 69th Annual General Meeting. Their re-appointment and remuneration is in terms of Section 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

Further, Members are requested to note that no Central Government approval is required if the provisions under Part II of Section II of Schedule V of the Companies Act, 2013 are complied with. Also, in case of inadequate or no profits the term of appointment is restricted to three (3) years as per Clause (iii) of third (3rd) proviso of Section II Part II, of Schedule V of the Companies Act, 2013, subject to the approval of Members in the ensuing 69th Annual General Meeting of the Company by way of Special Resolution.

The proposed remuneration of the Managing Directors, in terms of the provisions contained in Section 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013, as may be applicable in the year of inadequate profits, was approved by the Nomination and Remuneration Committee at its meeting held on May 12, 2016.

Special resolutions proposing the terms and conditions of their appointment as set out in Item Nos. 5 and 6 of the accompanying notice are now being placed before the members at the 69th Annual General Meeting for their approval.

Mr. Nikhil J. Danani holds a Bachelor Degree in Mechanical Engineering and a Masters Degree in Business Administration from Rutgers University, USA. He has been employed with the Company since May, 1975 and is one of the Managing Directors, since April 1, 1990. Mr. Danani has over 40 years experience in the business of Transformers and Motors with vast knowledge in the field of Electrical Engineering.

He is a Director on the Board of Danmet Chemicals Pvt. Ltd.

Mr. Danani holds 3,23,404 equity shares representing 5.72% of the Issued and Subscribed Equity Share Capital of the Company.

Mr. Danani is related to Mr. Shome N. Danani, Director on the Board of the Company.

Mr. Nakul P. Mehta holds a Bachelor Degree in Science and also a Bachelor and Master of Science Degree in Mechanical Engineering. He has been employed with the Company since 1984 and is one of the Managing Directors since April 1, 1990. Mr. Mehta has vast experience in the field of elevator business and over 30 years experience in the Electrical Engineering Industry.

He is a Director on the Board of Nasivan Investments Pvt. Ltd. and Gayatri Education, Medical & Research Foundation Pvt. Ltd.

Mr. Mehta holds 1,85,830 equity shares representing 3.29% of the Issued and Subscribed Equity Share Capital of the Company.

Mr. Mehta is not related to any Director on the Board of the Company.

Mr. Nikhil J. Danani, Mr. Shome N. Danani are concerned or interested in the Resolution at Item No. 5 and Mr. Nakul P. Mehta is concerned or interested in Resolution at Item No. 6. None of the other Directors are concerned or interested in the Resolutions.

No other Promoters, Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item Nos. 5 and 6.

The Directors recommend the passing of the resolutions set out at Item Nos. 5 and 6 of the accompanying Notice.

STATEMENT CONTAINING THE INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO SCHEDULE V, PART II, SECTION II OF THE COMPANIES ACT, 2013 FOR ITEM NOS. 5 & 6 OF THE NOTICE DATED JULY 18, 2016 IS GIVEN HEREUNDER.

I. GENERAL INFORMATION :

(1)	Nature of Industry	Electrical Engineering, manufacturing and sale of Transformers, Motors, Drives, Magnet Technology Machines and Execution of Turnkey Projects.			
(2)	Date or expected date of commencement of commercial production	The Company was incorporated on June 22, 1946 and business commenced on or around the year 1947.			
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.			
(4)	Financial performance based on given indicators				₹ in lakhs
			Year ending 31.03.2014	Year ending 31.03.2015	Year ending 31.03.2016
		Sales Turnover (gross)	53306	66262	70883
		Capital employed	38224	39875	44127
		Net worth	30078	26535	27254
		Profit/(Loss) before Tax	(1342)	(3443)	735
		Profit/(Loss) after Tax	(1130)	(3405)	719
		Dividends	Nil	Nil	Nil
(5)	Foreign investments or collaborators, if any	There is no direct foreign investment in the Company. The Company has entered into Foreign Collaboration agreements with M/s. Permanent Magnets S. A., Spain, for manufacture and sale of Gearless Permanent Magnet Synchronous Motors, with M/s Karl E Brinkmann, GmbH, Germany for KEB Combivert (Drives) and with TECO Electric & Machinery Co. Ltd., to manufacture Products under BBL brand/trademarks/logos and then to be sold by BBL in India.			

II. INFORMATION ABOUT THE APPOINTEES:

A. MR. NIKHIL J. DANANI, VICE CHAIRMAN & MANAGING DIRECTOR

(1)	Background details	Mr. Nikhil J. Danani, B.E.(Mech) and M.B.A. (U.S.A.) has 42 years of experience in the electrical engineering industry and is Managing Director since 1990, overseeing the Transformer, Finance/Secretarial/Legal/ Management Accounting and Human Resources divisions.	
(2)	Past remuneration	Remuneration comprises of monthly salary, perquisites, retirement benefits and commission, the details of which are:	
			₹ in lakhs
		Y.E. 31.03.2014	124.16
		Y.E. 31.03.2015	121.07
		Y.E. 31.03.2016	121.07
(3)	Recognition or Awards	Mr. Nikhil J. Danani has been associated with the Transformer industry for nearly four decades and is well known in the electrical engineering field. He is also a member of the Governing Council of Aerosol Promotion Council of India.	
(4)	Job Profile and his suitability	Mr. Nikhil J. Danani, is the Managing Director since 1990 and has vast experience over 40 years in the Electrical Engineering Industry and has successfully managed the Divisions of Transformer, Finance/Secretarial/Legal/ Management Accounting and Human Resources.	
(5)	Remuneration proposed	**Salary:** upto ₹ 10,00,000/- (Rupees Ten Lakhs only) per month as may be determined by the Board of Directors with such increments from time to time. **Perquisites:** Housing, Personal Accident Insurance, & Allowances Club Fees, Medical, Hospitalisation, Leave Travel and other perquisites and allowances as may be determined by the Board or its Committee from time to time. **Commission:** In addition to the salary and perquisites and allowance, payable calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors (which includes any committee thereof) in its absolute discretion deem fit, for each Corporate Financial Year, provided that the total remuneration including salary, perquisites and commission shall not exceed the overall ceiling prescribed under 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013. **Retiral:** Contributions to Provident Fund, Benefits Superannuation Fund or any other Annuity Fund which shall not be part of perquisites or allowances. Use of cars and telephones (fixed and mobile) for use of Company business shall not be considered part of the above perquisites.	
(6)	Comparative remuneration profile with respect to industry size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is in tune with the current remuneration packages of managerial personnel of Companies belonging to similar industries. Further, it is commensurate with the qualification and experience and in accordance with the highly competitive business scenario requiring recognition and reward for performance and achievement towards meeting objectives of the Company.	
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Only to the extent of his entitlement of his remuneration and is related to Mr. Shome N. Danani	

B. MR. NAKUL P. MEHTA, VICE CHAIRMAN & MANAGING DIRECTOR

(1)	Background details	Mr. Nakul P. Mehta, B.Sc., B.S. Mech., M.S. Engg. Mech., has over 30 years of experience in the electrical engineering industry and is Managing Director since 1990, overseeing the Electrical Motors, Magnet Technology Machines, Drives and Information Technology divisions.
(2)	Past remuneration	Remuneration comprises of monthly salary, perquisites, retirement benefits and commission, the details of which are:
		₹ in lakhs
		Y.E. 31.03.2014 — 124.16
		Y.E. 31.03.2015 — 121.07
		Y.E. 31.03.2016 — 121.07
(3)	Recognition or Awards	Mr. Nakul P. Mehta has been associated with the electrical engineering industry for over 3 decades and is well known in the Electric Motor and the Elevator industry. He was a past member of the Managing Committee of Electrical Research and Development Association, Past Chairman of IEEMA (Lift Division), Member of Tau Beta Pi Engineering Honour Society and has been a Chief Guest at ELROMA 2012.
(4)	Job Profile and his suitability	Mr. Nakul P. Mehta, is the Managing Director since 1990 and has vast experience of over 30 years in the Electrical Engineering Industry and has successfully managed the Divisions of Electrical Motors, Magnet Technology Machines, Drives and Information Technology.
(5)	Remuneration proposed	**Salary:** upto ₹ 10,00,000/- (Rupees Ten Lakhs only) per month as may be determined by the Board of Directors with such increments from time to time. **Perquisites:** Housing, Personal Accident Insurance & Allowances Club Fees, Medical, Hospitalisation, Leave Travel and other perquisites and allowances as may be determined by the Board or its Committee from time to time. **Commission:** In addition to the salary and perquisites and allowance, payable calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors (which includes any committee thereof) in its absolute discretion deem fit, for each Corporate Financial Year, provided that the total remuneration including salary, perquisites and commission shall not exceed the overall ceiling prescribed under 196,197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013. **Retiral:** Contributions to Provident Fund, Benefits Superannuation Fund or any other Annuity Fund which shall not be part of perquisites or allowances. Use of cars and telephones (fixed and mobile) for use of Company business shall not be considered part of the above perquisites.
(6)	Comparative remuneration profile with respect to industry size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is in tune with the current remuneration packages of managerial personnel of Companies belonging to similar industries. Further, it is commensurate with the qualification and experience and in accordance with the highly competitive business scenario requiring recognition and reward for performance and achievement towards meeting objectives of the Company.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Only to the extent of his entitlement of his remuneration.

III. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits	The demand outlook for Company's products remained muted across all business segments. While there have been sporadic signs of revival, these have failed to be sustainable in nature.
2.	Steps taken or proposed to be taken for improvement	Management is taking necessary and adequate steps by maintaining margins in a hypercompetitive environment while balancing the capacity utilization and costs.
3.	Expected increase in productivity and profits in measurable terms	Management continue to focus on costs and margins along with internal capability building as we await a more robust business environment

IV. DISCLOSURES:

The necessary disclosure required under provision (iv) of Part II, Section II (IV) to Schedule V of the Act have already been reported in the Directors Report under the heading 'Corporate Governance' forming part of the Annual Report 2015-2016 of the Company.

BRIEF PROFILE OF DIRECTORS BEING APPOINTED/ RE-APPOINTED AT THE FORTHCOMING 69TH ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

1. MR. RAVISHANKER PRASAD:

Name of the Director	Ravishanker Prasad
Date of Birth	February 4, 1956
Date of Appointment on the Board	January 22, 2014
Qualification	Mr. Prasad has a Bachelor's Degree in Arts and Law.
Brief profile & nature of his expertise in specific functional areas	He has vast experience in marketing, finance, administration and insurance business.
Directorship held in other companies	Mr. Prasad is not a Director on the board of any other Company
Membership/Chairmanships of committees across all other companies	Mr. Prasad is not a Member/Chairman of any Committee across all other companies.
Shareholding of Non-Executive Directors in the Company	Mr. Prasad does not hold any shares in the Company.
Relationships between Directors inter-se	Mr. Prasad is not related to any of the Directors or Key Managerial Personnel or their relatives in the Company.

2. MR. NIKHIL J. DANANI:

Name of the Director	Nikhil J. Danani
Date of Birth	August 31, 1949
Date of Appointment on the Board	June 20, 1988
Qualification	Mr. Nikhil J. Danani holds a Bachelor Degree in Mechanical Engineering and a Masters Degree in Business Administration from Rutgers University, USA.
Brief profile & nature of his expertise in specific functional areas	Mr. Nikhil J. Danani has been employed with the Company since May, 1975 and is one of the Managing Directors, since 1st April, 1990. Mr. Danani has over 40 years experience in the business of Transformers and Motors with vast knowledge in the field of Electrical Engineering.
Directorship held in other companies	He is a Director on the Board of Danmet Chemicals Pvt. Ltd.
Membership/Chairmanships of committees across all other companies	Mr. Danani is not a Member/Chairman of any Committee across all other companies.
Shareholding of Non-Executive Directors in the Company	N.A.
Relationships between Directors inter-se	Mr. Nikhil J. Danani is related to Mr. Shome N. Danani.

3. MR. NAKUL P. MEHTA:

Name of the Director	Nakul P. Mehta
Date of Birth	May 30, 1958
Date of Appointment on the Board	June 20, 1988
Qualification	Mr. Nakul P. Mehta holds a Bachelor Degree in Science and also a Bachelor and Master of Science Degree in Mechanical Engineering.
Brief profile & nature of his expertise in specific functional areas	Mr. Nakul P. Mehta has been employed with the Company since 1984 and is one of the Managing Directors since 1st April 1990. Mr. Mehta has vast experience in the field of elevator business and over 30 years experience in the Electrical Engineering Industry.
Directorship held in other companies	Mr. Mehta is a Director on the Board of Nasivan Investments Pvt. Ltd. and Gayatri Education, Medical & Research Foundation Pvt. Ltd.
Membership/Chairmanships of committees across all other companies	Mr. Mehta is not a Member/Chairman of any Committee across all other companies.
Shareholding of Non-Executive Directors in the Company	N.A.
Relationships between Directors inter-se	Mr. Mehta is not related to any Director on the Board of the Company.

By Order of the Board

Durgesh N. Nagarkar
Company Secretary &
Senior General Manager – Legal
ACS 5777

Place: Mumbai
Date : July 18, 2016

Registered Office:

Electric Mansion, 6th Floor
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025

CIN: L31300MH1946PLC005017

Route Map to the venue of 69th Annual General Meeting to be held on Tuesday September 20, 2016.

REPORT OF THE DIRECTORS TO THE MEMBERS

The Directors are pleased to present their 69th Annual Report on the business and operations of the Company together with the Audited Accounts for the financial year ended March 31, 2016.

GENERAL OUTLOOK OF INDUSTRY AND ECONOMY:

The demand outlook for our products remains muted across all business segments. While there have been sporadic signs of revival, these have failed to be sustainable in nature. Considering the prolonged and slow nature of underlying economic dynamics, we continue to build in a flat growth scenario in our internal planning. Consistent with this, we continue to focus on costs and margins along with internal capability building as we await a more robust business environment.

During the year under review, we have focused on maintaining margins in a hypercompetitive environment while balancing the capacity utilization and costs. Towards that objective, we have tried to prioritize larger orders where possible. This also provides us better visibility on internal production and dispatch cycles. While doing so, we have continuously enhanced our design capabilities and supply chain efficiencies. These will help us when the business environment starts looking up.

FINANCIAL PERFORMANCE:

(₹ in Lakhs)

	Year Ended March 31, 2016	Year Ended March 31, 2015
Sales and Services (Gross)	**71,381.14**	66,788.90
Less: Excise Duty	**7,429.82**	5,700.20
	63,951.32	61,088.70
Other Income	**2,092.70**	1,818.04
	66,044.02	62,906.74
Profit/(Loss) before Interest & Financial Charges, Depreciation, Exceptional items and Tax	**3,818.86**	(253.75)
Less: Interest and Finance Charges	**2,056.05**	1,995.05
Less: Depreciation	**1,027.44**	1,194.34
Profit/(Loss) before Tax	**735.37**	(3,443.14)
Less: Provision for Taxation	**52.41**	—
Profit/(Loss) for the year	**682.96**	(3,443.14)
Short/(Excess) provision of Tax for earlier years	**(36.23)**	(38.19)
Profit/(Loss) after Taxation	**719.19**	(3,404.95)
Add: Profit/(Loss) Brought Forward	**1,498.57**	5,041.90
Less: Depreciation adjustment	**—**	138.38
Net Surplus available for Appropriation	**2,217.76**	1,498.57
APPROPRIATION:		
Proposed Equity Dividend	**—**	—
Tax on Proposed Equity Dividend	**—**	—
General Reserve	**—**	—
Profit/(Loss) Carried Forward	**2,217.76**	1,498.57

Previous year's figures have been regrouped for comparison purposes with current year's presentation wherever necessary.

DIVIDEND:

With a view to augment the long term resources and to plough back the earnings in the business itself and accordingly to focus on sustainable profitable volume growth in coming years, your Directors do not recommend any Dividend on the Shares of the Company for the year ended March 31, 2016.

OPERATIONS:

For the fourth successive year, the economy and market conditions were dominated by demand gap, low price realisation, negative growth in the capital goods industry, low levels of investment by government and industry and delays in project execution. The Company had to maintain its operations against this background.

Income from Sales and Services for the Company increased from ₹ 66,788.90 lakhs in the previous year to ₹ 71,381.14 lakhs, a rise of 7%. The concentrated efforts to reach deeper into the markets, do cherry picking while accepting the orders and the value engineering helped the Company to make a profit before exceptional items and tax of ₹ 735.37 lakhs as against a loss before exceptional items and tax of ₹ 3,443.14 lakhs in the previous year.

FINANCE:

Tight money market conditions and elongated working capital cycle resulted in negative cash flows from operations and caused an increase of ₹ 61 lakhs in finance cost for the year. The Company ensured that there was no default in meeting any obligation and maintained a smooth flow of operations.

The Free Reserves of the Company as on March 31, 2016 increased by ₹ 719.19 lakhs to ₹ 26,689.13 lakhs.

During the year ₹ 9.66 lakhs was transferred to the Investor Education and Protection Fund.

HUMAN RESOURCES AND EMPLOYEE RELATIONS:

There is an ongoing emphasis on building a progressive Human Resources culture within the organisation. Structured initiatives to nurture talent and create a working environment that fosters motivation, team-work and result-orientation continue to be addressed.

A long term wage agreement was signed with the workmen union on October 21, 2015 for a period of three years from January 1, 2015 to December 31, 2017. Productivity level continued to be subject to continuous monitoring.

Employee strength as on March 31, 2016 was 1,342 as compared to 1,378 in the previous year.

DEPOSITS:

The Company has not accepted any fixed deposits from the public or the Members under Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, during the financial year 2015-2016, and, as such, no amount of principal or interest on deposits from public or the Members, was outstanding as of the Balance Sheet date.

MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FINANCIAL YEAR AND TILL THE DATE OF THIS REPORT:

Except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of this Report.

DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate, which are commensurate with the size, scale and complexity of its operation. Further the Company's internal controls are supplemented by internal audits, review by management and documented policies, guidelines and procedures and are also reviewed by the Audit Committee of the Board of Directors.

During the financial year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

There are no significant and/or material orders passed by the Regulator(s) or Court(s) or Tribunal(s) impacting the going concern status of the Company and its business operations in future.

PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES:

All contracts/arrangements/transactions entered by the Company during the financial year 2015-2016, with related parties, as defined under Section 188 of the Companies Act, 2013 and the rules made there under and as per the applicable provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as "the Listing Regulations"), were in the ordinary course of business and on arm's length basis. Therefore there is no requirement to report any transaction in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014. All such contracts/ arrangements/transactions were placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis, which is reviewed and updated on quarterly basis.

Further, during the year under review, the Company has not entered into any contracts/arrangements/transactions with related parties which could be considered material in accordance with the Related Party Transactions Policy of the Company, which can be accessed by using the following link: http://www.bharatbijlee.com/doc/RPT-Policy.pdf

Transactions with related parties, as per the requirements of Accounting Standard 18 are disclosed in the notes to accounts annexed to the financial statements.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

Particulars of loans, guarantees, investments and securities provided during the financial year under review, covered under the provisions of Section 186 of the Companies Act, 2013, have been provided in the Financial Statements which forms part of this Annual Report. (Please refer Note No. 13, 14 and 16 to the Financial Statements).

DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013:

The Company has not issued any sweat equity shares during the financial year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013:

The Company has not issued any equity shares under Employees Stock Option Scheme during the financial year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

During the financial year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debenture) Rules, 2014 and hence no information has been furnished.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

There was no change in Directorship of the Company during the period under review. Your Company has Nine (9) Directors consisting of four (4) Independent Directors, three (3) Executive Directors and two (2) Non-Executive Directors, including one (1) Woman Director, as on March 31, 2016.

Further, in accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Ravishanker Prasad (DIN: 06641845), being longest in the office shall retire at the ensuing 69th Annual General Meeting and being eligible, offers himself for re-appointment.

The term of office of Mr. Nikhil J. Danani and Mr. Nakul P. Mehta, as Managing Directors of the Company, respectively, expired on June 19, 2016. The Board of Directors at their meeting held on May 12, 2016 have re-appointed them as Managing Directors for a further period of three (3) years w.e.f. June 20, 2016. Their re-appointment and remuneration is in terms of Section 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

Necessary resolutions relating to Directors who are seeking appointment/re-appointment, as required under Regulation 36 of the Listing Regulations, is disclosed as part of the Notice dated July 18, 2016 of the ensuing 69th Annual General Meeting.

As for the requirement under the provisions of Section 203 of the Companies Act, 2013, the Board of Directors noted that Mr. Nikhil J. Danani (DIN: 00056514), Managing Director, Mr. Nakul P. Mehta (DIN: 00056561), Managing Director, Mr. Shome N. Danani (DIN: 00217787), Executive Director, Mr. Durgesh N. Nagarkar, Company Secretary and Mr. Sandeep M. Tilak, Chief Financial Officer are the Key Managerial Personnel of the Company as on the date of this Report.

DECLARATIONS BY INDEPENDENT DIRECTORS:

Pursuant to the provisions of Section 149(7) of the Companies Act, 2013 and applicable provisions of Listing Regulations, the Company has received individual declarations from all the Independent Directors, whose names are appended herein below, confirming that they fulfill the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the rules made there under to hold the office of Independent Director of the Company for the financial year ended March 31, 2016.

1. Mr. Prakash V. Mehta;
2. Mr. Sanjiv N. Shah;
3. Mr. Jairaj C. Thacker; &
4. Mr. Rajeshwar R. Bajaaj

NUMBER OF MEETINGS OF THE BOARD:

The Board of Directors met five (5) times during the financial year ended March 31, 2016 viz., on May 15, 2015, July 24, 2015, September 22, 2015, October 27, 2015 and January 18, 2016, in accordance with the provisions of the Companies Act, 2013 and rules made there under and Listing Regulations. Detailed information on the meetings of the Board are included in the Report on Corporate Governance, which forms part of this Board's Report.

Additionally, during the financial year ended March 31, 2016 the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) and 25(4) of the Listing Regulations.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee as constituted by the Board of Directors of the Company, has in accordance with the provisions of Section 178(3) of the Companies Act, 2013, comprises Mr. Sanjiv N. Shah (Chairman) (DIN: 00007211), Mr. Prakash V. Mehta (DIN: 00001366) and Mr. Jairaj C. Thacker (DIN: 00108552) as Members of the Committee and has formulated necessary policy on appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director. The details of "Nominations and Remuneration Policy" are explained in the Report on Corporate Governance, which forms part of this Report and are also available on the website of the Company (http://www.bharatbijlee.com).

AUDIT COMMITTEE:

An Audit Committee as constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013, comprises Independent Directors, namely Mr. Sanjiv N. Shah (Chairman) (DIN: 00007211), Mr. Prakash V. Mehta (DIN: 00001366) and Mr. Jairaj C. Thacker (DIN: 00108552) as Members of the Committee. All the recommendations made by the Audit Committee during the financial year under review were accepted by the Board.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Board of Directors have constituted a Corporate Social Responsibility (CSR) Committee as per the provisions of Section 135 of the Companies Act, 2013. The Terms of Reference of the CSR Committee are to:

i. Formulate and recommend to the Board a Corporate Social Responsibility ('CSR') Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII and the prescribed Rules under Sections 135 of the Companies Act, 2013;

ii. Recommend the amount of expenditure to be incurred on the activities referred to in point (i) above;

iii. Monitor the CSR Policy of the Company from time to time;

iv. Ensure disclosure of CSR Policy in the Boards' Report and on the website of the Company;

v. Ensure activities as included in CSR Policy are undertaken and are monitored regularly;

vi. Ensure the CSR spend is made in terms of Section 135(5), i.e., at least 2% of the average net profits of the Company made during the 3 annually preceding financial years.

The CSR Committee comprises of Mr. Nakul P. Mehta as Chairman and Mr. Shome N. Danani and Mr. Jairaj C. Thacker as Members.

The CSR Committee has met once in the financial year, i.e., on March 28, 2016, wherein Mr. Nakul P. Mehta and Mr. Jairaj C. Thacker were present.

The Board has adopted a CSR policy for the Company, on the recommendation of the CSR Committee. The Report on CSR activities as required under the Companies (Corporate Social Responsibility) Rules, 2014, including a brief outline of the Company's CSR Policy, total amount to be spent under CSR Policy for the financial year, amount unspent and the reason for the unspent amount, is set out at **Annexure I**, forming part of this Report.

EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board of Directors has carried out evaluation of its own performance, its Committees and individual Directors. The evaluation process has been explained in the Report on Corporate Governance, which forms part of this Report.

Also, the Independent Directors, at their meeting reviewed the performance of the Board, its Chairman and Non-Executive Directors of the Company.

RISK MANAGEMENT POLICY:

The Board of Directors of the Company have approved Risk Management Policy and Guidelines, wherein all material risks faced by the Company are identified and assessed. Moreover in the said Risk Management Policy the Board has defined a structured approach to manage uncertainty, cultivating the same in their decision making pertaining to all business divisions and corporate functions. For each of the risks identified, corresponding control are assessed and policies and procedures are put in place for monitoring, mitigating and reporting risks on periodic basis.

VIGIL MECHANISM POLICY:

The Board of Directors of the Company have, pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company, to report their genuine concern of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports etc. No employee has been denied access to the Chairman of the Audit Committee. Also, Whistle blower complaints, if any and their redressal are discussed at the meeting of Audit Committee of the Board. During the year under review, no such complaints were received.

The details of "Vigil Mechanism Policy" are available on the website of the Company (http://www.bharatbijlee.com)

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

As per the requirement of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made there under, the Board of Directors has constituted the Internal Complaints Committee ('ICC') at the Registered Office, Works and at all the Regional Offices of the Company to deal with the complaints received by the Company pertaining to gender discrimination and sexual harassment at workplace.

The ICC has been constituted covering the offices at Mumbai/Navi Mumbai, consisting of the following Members:

Sr. No.	Name of Officer	Designation	Position in Committee
1.	Ms. Aarti Madhankar	General Manager, Human Resources	Presiding Officer
2.	Mr. Durgesh N. Nagarkar	Company Secretary & Senior General Manager	Member
3.	Mr. Nitin R. Rathod	General Manager, Employee Relations	Member
4.	Ms. Anjali Ranade	Senior Manager, Design	Member

Also, each branch of the Company, has its own ICC consisting of officers from Serial No. 1, 3 and 4, as mentioned herein above, along with two more members employed at the branches, one of them consisting of a woman employed in those respective branches.

As per the provisions of Sections 21 & 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Report on the details of the number of cases filed under Sexual Harassment and their disposal is as under:

Sr. No.	No. of cases pending as on the beginning of the financial year	No. of complaints filed during the year	No. of cases pending as on the end on the financial year
1.	Nil	Nil	Nil

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, the Board of Directors hereby confirms that:

a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b. such accounting policies have been selected and applied consistently and the Directors have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the Profit and Loss of the Company for the year ended on that date;

c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the annual accounts of the Company have been prepared on a going concern basis;

e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

REPORTING ON FRAUDS:

There were no frauds reported by the Auditors under sub-section (12) of Section 143 of the Companies (Amendment) Act, 2015, to the Audit Committee, Board of Directors or to the Central Government and hence no information has been furnished in this regard.

PARTICULARS OF EMPLOYEES AND REMUNERATION:

Information as required under the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, are set out in **Annexure II** hereto, which forms part of this Report.

CORPORATE GOVERNANCE:

As stipulated under the provisions of Regulation 34(3) read with Schedule V(C) of the Listing Regulations, a separate report on Corporate Governance along with a Certificate as required under Schedule V(E) of the Listing Regulations, on its compliance, from Messrs Dalal and Shah LLP, Chartered Accountants, forms part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS (MDA) REPORT:

A separate report on MDA forms part of the Annual Report.

AUDITORS AND THEIR REPORTS:

The matters pertaining to Auditors and their Reports are appended below

OBSERVATIONS OF STATUTORY AUDITORS ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016:

The Auditor's report for the year ended March 31, 2016, does not contain any qualification, reservation or adverse remark or any Disclaimer.

STATUTORY AUDITORS:

M/s. Dalal & Shah, Chartered Accountants, bearing Firm Registration No. 102021W/W100110, have been appointed as Statutory Auditors of the Company for a period of three (3) years from the conclusion of the 67th Annual General Meeting upto the conclusion of the 70th Annual General Meeting. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, their appointment as Statutory Auditors upto the conclusion of 70th Annual General Meeting is required to be ratified by the members at every Annual General Meeting. Necessary resolution for ratification of appointment of the said Auditors is included in the Notice of the ensuing 69th Annual General Meeting.

The consent of the Auditors along with certificate under Section 139 of the Companies Act, 2013 and rules made there under, have been obtained from the Auditors to the effect that their appointment, if made, shall be in accordance with the prescribed conditions and that they are eligible to hold the office of Auditors of the Company.

SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed Messrs N. L. Bhatia & Associates, Practicing Company Secretaries, as its Secretarial Auditor to conduct the secretarial audit of the Company for the financial year 2015-2016.

The Report on Secretarial Audit for the financial year 2015-2016, in Form MR-3, as **Annexure V**, forms part of this Board Report. There are no qualifications, reservations or adverse remarks in this Report given by Secretarial Auditors.

COST AUDITORS:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, including any Notifications/ Circulars issued by the Ministry of Corporate Affairs from time to time and as per the recommendation of the Audit Committee, the Board of Directors at their meeting dated May 12, 2016 have appointed M/s. P. M. Nanabhoy, Cost Accountants (Firm Registration No.: 00012), as the Cost Auditors of the Company for the financial year 2016-2017, to audit the cost records of electric motors, power transformers, drives and magnet technology machines products. A resolution for ratification of the payment to be made for such appointment is included in the Notice of the ensuing 69th Annual General Meeting.

The consent of the Auditors along with a Certificate from M/s. P. M. Nanabhoy have been received to the effect that their appointment as Cost Auditors of the Company, if made, would be in accordance with the limits specified under Section 141 of the Companies Act, 2013 and the Rules framed there under.

EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended March 31, 2016 made under the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, is attached as **Annexure III**, which forms part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure IV** which forms part of this Report.

ACKNOWLEDGEMENT:

Your Directors acknowledge with gratitude the assistance and co-operation received from the financial institutions, banks, Government as well as non-government authorities, customers, vendors, stock exchange and members during the year under review. The Board wishes to take on record its sincere appreciation to the active involvement and dedication of the officers, employees and workers of the Company at all levels to show the resilience in the performance of the Company.

For and on behalf of the Board of Directors

Prakash V. Mehta
DIN 00001366
Chairman

Place : Mumbai
Date : July 18, 2016

Registered Office:

Electric Mansion, 6th Floor
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025

CIN: L31300MH1946PLC005017

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Corporate Governance:

Your Company since its inception i.e. for last seven decades has believed in and practiced the broad principles of sound Corporate Governance by placing strong emphasis on transparency, integrity and compliance in its dealing with shareholders, employees, customers, lenders and the Government. Good Corporate Governance is the basis for decision making and control process and comprises responsible, value based management and monitoring focused on long term success, goal orientation and respect for the interests of the stakeholders.

Your Company is in compliance with all the requirements to the Corporate Governance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations).

2. Board of Directors & Board Meetings:

a. Composition:

The Board consists of nine (9) Directors, out of which four (4) are Independent, two (2) are Non-Executive, including one woman Director and three (3) are Executive Directors, which is in conformity with the requirement of Regulation 17 of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Chairman is an Independent Director. He is not a promoter nor related to promoters or to persons occupying management positions at Board level or at one level below the Board. The Non-Executive Directors account for 66.67% of the Board's strength against the minimum requirement of 50%. Independent Directors constitute 44.44% of the total strength of the Board as against one third (33.33%) required when the Chairman is a Non-Executive Director. The Non-Executive Directors and Independent Directors are all eminent professionals with experience in overall management, finance and law and have a wide range of skills and experience. The day to day operations of the Company are overseen by three Executive Directors, Mr. Nikhil J. Danani, Mr. Nakul P. Mehta (both Managing Directors), and Mr. Shome N. Danani (Whole-time Director, designated as Executive Director).

Except two Managing Directors and one Whole time Director, two Non-Executive Non-Independent Directors are liable to retire by rotation. In the ensuing 69th Annual General Meeting to be held on Tuesday, 20th September, 2016 two Managing Directors will be reappointed for a further period of 3 years w.e.f. 20th June, 2016 and one Non-Executive Non-Independent Director, liable to retire by rotation and being eligible will be reappointed.

Mr. Nikhil J. Danani and Mr. Shome N. Danani are related to each other. None of the other Directors are related to any other Director.

b. Board Meetings:

In the Financial Year 2015-2016, five (5) Board of Directors' meetings were held on the following dates:

1. May 15, 2015,
2. July 24, 2015,
3. September 22, 2015,
4. October 27, 2015, and
5. January 18, 2016

c. The composition of the Board, Directorships/Membership of Committee of other Companies as on 31st March, 2016, no. of meetings held and attended during the year are under:

Sr. No.	Name of the Director	Category of Directorship	No. of Board Mtgs. attended	Attendance at last AGM	No. of Directorships of other Companies	Membership of Committees of other Companies		Sitting Fees for Board/ Committee meetings ₹	No. of Equity Shares held as on March 31, 2016
						As Member	As Chairman		
1.	Mr. Prakash V. Mehta – Chairman (DIN 00001366)	Independent Non-Executive	4/5	NO	14*	10* @	3 @	3,70,000	325
2.	Mr. Nikhil J. Danani – Managing Director (DIN 00056514)	Executive Promoter	5/5	YES	1*	–	–	–	3,23,404
3.	Mr. Nakul P. Mehta – Managing Director (DIN 00056561)	Executive Promoter	5/5	YES	2*	–	–	–	1,85,830
4.	Mr. Shome N. Danani (DIN 00217787)	Executive	4/5	YES	2*	–	–	–	2,898
5.	Mr. Sanjiv N. Shah (DIN 00007211)	Independent Non-Executive	4/5	YES	4*	2	1	3,25,000	4,560
6.	Mr. Jairaj C. Thacker (DIN 00108552)	Independent Non-Executive	2/5	NO	4*	–	–	1,85,000	–
7.	Mr. Ravishanker Prasad # (DIN 06641845)	Non-Executive	5/5	YES	–	–	–	2,10,000	–
8.	Ms. Mahnaz A. Curmally (DIN 06907271)	Non-Executive	5/5	YES	–	–	–	2,10,000	–
9.	Mr. Rajeshwar Raj Bajaaj (DIN 00419623)	Independent Non-Executive	5/5	YES	3*	3	–	2,45,000	–
							Total	15,45,000	

@ includes membership in Nomination & Remuneration committee in 3 companies.

* Includes Directorship/Chairmanship in Pvt. Ltd. companies.

Representative of LIC of India, an equity owner.

d. Appointment/Re-appointment of Directors:

Pursuant to the provisions of Section 152 read with Section 149(13) of the Companies Act, 2013 and Regulation 36(3) of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Mr. Ravishanker Prasad, Non-Executive Director, is liable to retire by rotation. Mr. Prasad has offered himself for reappointment and resolution for his reappointment, is incorporated in the Notice of the ensuing 69th Annual General Meeting.

e. Code of Conduct:

The Company has adopted a Code of Conduct for its Board Members and Senior Management and has posted the Code on the website of the Company in terms of Regulation 17(5) of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Managing Director has affirmed the compliance of the Code of Conduct by the Board Members and Senior Management for the year under review. A declaration to this effect signed by the Managing Director, Mr. Nikhil J. Danani forms part of this report.

f. Board Independence

Based on the confirmation/disclosures received from the Directors, Four (4) Non-Executive Directors are independent in terms of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

There are no material pecuniary relationships or transactions between the independent Directors and the Company, except for sitting fees drawn by them for attending the Meetings of the Board and Committees thereof.

During the year, a separate meeting of the Independent Directors was held on 18th January, 2016, without the presence of Managing Directors, Whole-time Director, Non-Executive Directors and Management to discuss inter alia:

1) Review the performance of the Chairperson of the Company, taking into account the views of the Executive Directors and Non-Executive Directors.
2) Review the performance of Non-Independent Directors and the Board as a whole.
3) Assess the quality, quantity and timeless of flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively perform their duties.

The terms and conditions of appointment of the Independent Directors are disclosed on the Company's website www.bharatbijlee.com

g. Directors' Induction & Familarisation:

The Independent Directors are familiarized, with the Company, their duties, roles and responsibilities, the nature of the industry, the business model of the Company, in line with the "Familarisation programme of Independent Directors", the details of which can be viewed at:

http://www.bharatbijlee.com/doc/FAMILIARISATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS.pdf

Also, for the financial year 2015-2016, one familiarization programme was held on February 24, 2016, at the Registered Office of the Company, wherein the CFO, Mr. Sandeep M. Tilak made a detailed presentation to all the Directors.

h. Board Evaluation:

During the year under review, pursuant to the provisions of the Companies Act, 2013 and Regulation 25(3) and (4) of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Separate exercise was carried out to evaluate the performance of individual Directors including the Board, Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole

3. Audit Committee:

The Audit Committee is comprised of

1. Mr. Sanjiv N. Shah — Chairman & Independent Director
2. Mr. Prakash V. Mehta — Independent Director
3. Mr. Jairaj C. Thacker — Independent Director

All members of the Audit Committee are financially literate and Mr. Sanjiv N. Shah, a Chartered Accountant has the relevant accounting and related financial management expertise.

Mr. D. N. Nagarkar, Company Secretary is the Secretary of the Committee.

The Managing Directors, Vice President: Finance & Corporate Strategy, General Manager: Internal Audit, General Manager - Cost and Management Accounting and Senior General Manager: Finance attend the Audit Committee meetings by invitation. Statutory Auditors are also invited to attend the meetings.

a. Meetings & Attendance:

The Audit Committee had four (4) meetings during the financial year 2015-16 and were held on the following dates:

1. May 15, 2015;
2. July 24, 2015;
3. October 27, 2015; and
4. January 18, 2016

Mr. Prakash V. Mehta attended all four (4) meetings, Mr. Sanjiv N. Shah attended three (3) meetings and Mr. Jairaj C. Thacker attended two (2) meetings.

b. The terms of reference of the Audit Committee are in line with Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Terms of reference of audit committee are briefly described as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
   b. Changes, if any, in accounting policies and practices and reasons for the same.
   c. Major accounting entries involving estimates based on the exercise of judgment by management.
   d. Significant adjustments made in the financial statements arising out of audit findings.
   e. Compliance with listing and other legal requirements relating to financial statements.
   f. Disclosure of any related party transactions.
   g. Qualifications in the draft audit report.
5. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors of any significant findings and follow-up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

4. Nomination and Remuneration Committee (NRC):

Remuneration committee is comprised of

1) Mr. Sanjiv N. Shah — Chairman & Independent Director
2) Mr. Prakash V. Mehta — Independent Director
3) Mr. Jairaj C. Thacker — Independent Director

No Nomination and Remuneration Committee meetings were held during the Financial Year 2015-16:

a. The terms of reference and role of the Nomination & Remuneration Committee are under as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations):

i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

ii. Formulation of criteria for evaluation of Independent Directors and the Board;

iii. Devising a policy on Board diversity;

iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

v. Whether to extend or continue the term of appointment of the independent director on the basis of the report of performance evaluation of independent directors.

b. Remuneration of Executive Directors:

The total remuneration paid to the Managing Directors/Executive Director for the financial year 2015-2016 is as under:

Name of the Directors	Salary	Perquisites	Commission Payable for the FY 2015-2016	Total
Mr. Nikhil J. Danani	60,00,000	61,06,620	0	1,21,06,620
Mr. Nakul P. Mehta	60,00,000	61,06,620	0	1,21,06,620
Mr. Shome N. Danani	39,00,000	48,75,000	0	87,75,000

The Managing Directors are paid a fixed amount of remuneration, as approved by the Central Government and Executive Director is paid fixed amount of remuneration approved and recommended by Nomination and Remuneration Committee and Board of Directors and subsequently by Shareholders of the Company at the 67th Annual General Meeting held on 11th September, 2014. Also they were not paid any performance linked incentives for the financial year 2015-2016.

There is no pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company and as per the present criteria, only sitting fees is paid to the Non-Executive Directors for attending the Meetings.

c. Performance Evaluation criteria for Independent Directors:

Pursuant Section 149 of the Companies Act, 2013 read with Schedule IV, annual performance evaluation of Independent Directors was carried out by the entire Board of Directors excluding the Directors being evaluated. Evaluation form(s) duly finalised by Mr. Rajeshwar R. Bajaaj, Non-Executive Independent Director along with Mr. Durgesh N. Nagarkar, Company Secretary & Senior General Manager was circulated to the respective Directors with a request to send the completed forms addressed to the Chairman of the Board of Directors.

The Board thereafter reviewed the evaluation of each Independent Director and expressed that the performance of each Independent Director was good and that the established process of evaluation was also satisfactory.

d. Nomination & Remuneration Policy:

The Company has a Nomination and Remuneration Policy and the same has been displayed on the website of the Company i.e. www.bharatbijlee.com.

Objective

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The objective of this policy is to lay down a framework in relation to the nomination and remuneration of Directors, KMP, Senior Management Personnel and other employees. The Key Objectives of the Committee would be:

1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

1.2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees.

1.3. Formulation of criteria for evaluation of Independent Director and the Board.

1.4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

1.5. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

1.6. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

1.7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

1.8. To develop a succession plan for the Board and to regularly review the plan.

1.9. To assist the Board in fulfilling responsibilities.

1.10 To Implement and monitor policies and processes regarding principles of corporate governance.

Constitution of Committee

The Board of Directors of the Company (the Board) constituted the committee to be known as the Nomination and Remuneration Committee (NRC) consisting of three or more non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or non-executive) may be appointed as a member of the NRC but shall not chair such Committee. The meetings of the Committee shall be held at such regular intervals as may be required. The Company Secretary of the Company shall act as Secretary of the Committee.

Applicability

a) Directors (Executive and Non-Executive)

b) Key Managerial Personnel

c) Senior Management Personnel

Definitions

"Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

"Board" means Board of Directors of the Company.

"Directors" mean Directors of the Company.

"Key Managerial Personnel" means

i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;

ii. Chief Financial Officer/Vice President : Finance;

iii. Company Secretary; and

iv. Such other officer as may be prescribed.

"Senior Management" means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the managing/executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Policy for Appointment and Removal of Director, KMP and Senior Management

1. Appointment Criteria and Qualifications
   a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
   b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
   c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

2. Term/Tenure
   a) Managing Director/Whole-time Director:
      The Board shall appoint or re-appoint any person as its Chairman (Executive/Non-Executive), Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
   b) Independent Director:
      – An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
      – No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
      – At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3. Evaluation

   The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals as may be decided by them.

4. Removal

   Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. Retirement

   The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Policy for Remuneration to Directors/KMP/Senior Management Personnel

1. Remuneration to Managing/Whole-time/Executive/Managing Director, KMP and Senior Management Personnel:

   The Remuneration/Compensation/Commission etc. to be paid to Director/Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

2. Fixed pay:

   The Whole-time Director/KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including employer's contribution to PF, pension scheme, medical expenses, club fees, etc. shall be decided and approved by the Board/the person authorized by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.

3. Minimum Remuneration:

   If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

4. Provisions for excess remuneration:

   If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limit prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

5. Increments to the existing remuneration structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

6. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurances shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

7. Remuneration to Non-Executive/Independent Director:

   The Non-Executive Independent Director may receive remuneration/compensation/commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

Duties In Relation To Nomination Matters

The duties of the Committee in relation to nomination matters include:

1. Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
2. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
3 Identifying and recommending Directors who are to be put forward for retirement by rotation;
4. Determining the appropriate size, diversity and composition of the Board;
5. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
6. Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
7. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
8. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
9. Recommend any necessary changes to the Board; and
10. Considering any other matters, as may be requested by the Board.

Duties in Relation to Remuneration Matters

The duties of the Committee in relation to remuneration matters include:

Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

Approving the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

Delegating any of its powers to one or more of its members or the Secretary of the Committee.

Considering any other matters as may be requested by the Board.

Minutes of Committee Meetings:

Proceedings of all NRC meetings must be minuted and signed by the Chairman of the Committee at the subsequent meetings. Minutes of the NRC meetings will be tabled at the subsequent Board and Committee meetings.

Review and Amendment:

i. The NRC or the Board may review the Policy as and when it deems necessary.

ii. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.

iii. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

5. Stakeholders Relationship Committee:

The Stakeholders' Relationship Committee is comprised of

1. Mr. Prakash V. Mehta — Chairman & Independent Director
2. Mr. Sanjiv N. Shah — Independent Director
3. Mr. Nikhil J. Danani — Executive Director
4. Mr. Nakul P. Mehta — Executive Director

Mr. D. N. Nagarkar, Company Secretary, is the Secretary of the Committee. The Committee has met once, on 18th January, 2016, wherein all members were present. The total number of grievances received and resolved by the Committee to the satisfaction of the shareholders was 10, all related to non-receipt of dividend and Annual Report. There were no requests for share transfer/transmission/deletions of names etc. pending as on 31st March, 2016 and all such requests were processed and delivered within fifteen days (15 days) of lodgment with the company.

Mr. D. N. Nagarkar, Company Secretary has been designated as the Compliance Officer of the Company as per the requirement of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

a. Terms of Reference:

The Committee looks into redressing grievances of Shareholders pertaining to transfer of shares, non-receipt of balance sheet, non-receipt of dividend, dematerialisation of shares, complaints received from SEBI and the Stock Exchanges etc.

The Board of Directors has also delegated the power of approving transfer/transmission/issue of duplicate share certificates to a Share Transfer Committee.

6. Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility (CSR) Committee was constituted with the following three (3) members:

1. Mr. Nakul P. Mehta — Chairman, Managing Director
2. Mr. Shome N. Danani — Executive Director
3. Mr. Jairaj C. Thacker — Independent Director

Mr. D. N. Nagarkar, Company Secretary, is the Secretary of the Committee. The Committee has met once, on March 28, 2016 wherein Mr. Nakul P. Mehta and Mr. Jairaj C. Thacker were present.

The Chairman of the CSR Committee, at its meeting held on March 28, 2016, stated that in view of the losses in the previous three financial years, it was recommended by the CSR Committee to defer any CSR activities for the time being, and accordingly it would be practical not to incur any expenditure on the recognized CSR activity in the financial year 2015-2016.

a. Terms of Reference:

i. Formulate and recommend to the Board a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII and the prescribed Rules under Sections 135 of the Companies Act, 2013.

ii. Recommend the amount of expenditure to be incurred on the activities.

iii. Monitor the CSR Policy of the Company from time to time.

iv. Ensure disclosure of the CSR Policy in the Board Report and on the website of the Company.

v. Ensure activities as included in CSR Policy are undertaken and are monitored regularly.

vi. Ensure the CSR spend is made in terms of Section 135(5), i.e. at least 2% of the average net profits of the Company made during the three annually preceding financial years.

7. Separate Meeting of Independent Directors:

During the year a separate meeting of Independent Directors was held on January 18, 2016 and was attended by Mr. Rajeshwar R. Bajaaj (Chairman), Mr. Prakash V. Mehta and Mr. Sanjiv N. Shah, without the attendance of Non-Independent Directors and members of management, inter alia to:

1. Review the performance of Non-independent Directors and the Board as a whole;

2. Review the performance of the Chairperson of the Company taking into account the views of the Executive Director and the Non-Executive Director;

Assess the quality, quantity and functions of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

8. Annual General Meetings:

The last three Annual General Meetings were held as under:

Financial Year	Date, Time & Venue	No. of Special Resolutions passed	Special Resolutions passed
2014-2015	22-09-2015 at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber Bldg., Churchgate, Mumbai 400 020	–	No Special Resolution was passed.
2013-2014	11-09-2014 at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber Bldg., Churchgate, Mumbai 400 020	2	1. To pay remuneration including minimum remuneration to Mr. Shome N. Danani, Executive Director, pursuant to the provisions of Sections 196, 197 & 198 read together with Schedule V, Part II, Section II(A), along with the rules there under, as per the Companies Act, 2013. 2. Approval for increase in borrowing limits of the Company as per the provisions of Section 180(1)(c) of the Companies Act, 2013.
2012-2013	28-06-2013 at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber Bldg., Churchgate, Mumbai 400 020	2	Re-appointment of Mr. Nikhil J. Danani and Mr. Nakul P. Mehta, as Managing Directors for a period of 3 years w.e.f. June 20, 2013, pursuant to the provisions of Sections 198, 269, 309, 310, 311 & other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act.

9. Postal Ballot:

No Resolution is proposed to be passed through postal ballot under the provisions of the Companies Act, 2013.

During the financial year under review, no special resolution was passed through Postal Ballot.

10. Vigil Mechanism/Whistle Blower Policy:

The Company has framed a Vigil Mechanism/Whistle Blower Policy which was approved by the Board of Directors on November 11, 2014. The Company's personnel have direct access to the Chairman of the Audit Committee to report concerns about unethical behavior (actual or suspected), frauds and other grievances. No personnel of the Company have been denied access to the Audit Committee. Adequate safeguards are provided against victimization of whistle blowers availing of such mechanism. It is posted at the website of the Company, i.e., http://www.bharatbijlee.com/doc/BBL-WHISTLEBLOWER-POLICY.pdf

11. Disclosures:

i. At the Board Meeting, the Directors disclose the names of the Companies/Parties in which they are interested, and accordingly the Register of Contracts under Sections 184, 188 & 189 of the Companies Act, 2013 is tabled and signed. Related party transactions as per Note No. 39.2 appearing in Financial Statements of the financial year are approved by the Audit Committee and recommended to the Board of Directors for their approval. During the year there were no transactions of material nature with the Directors or the Management or relatives that had potential conflict with the interests of the Company. The Policy on Related Party Transactions is posted on the website of the Company, i.e. http://www.bharatbijlee.com/doc/RPT-Policy.pdf.

ii. Quarterly Disclosures – Results and notes thereon.

iii. Risk Management activities are driven by a stated risk management policy and a process that is overseen by a Risk Management co-ordinator. The status of risk management is reviewed with the Board members periodically.

iv. There were no instances of non-compliance on any matter related to the Capital Markets, nor were any penalties or strictures imposed on the company by SEBI or any Stock Exchanges or any statutory authority for non-compliance on any matter related to the Capital Markets during the last 3 years.

v. No member of the Senior Management has a potential conflict with the interest of the Company at large relating to any material financial and commercial transaction.

vi. The Company affirms that no employee has been denied access to the Audit Committee.

vii. The Company has complied with all mandatory requirements as stipulated in Schedule V (C) of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), have been made in this Corporate Governance report. All the details required under clauses (b) to (i) (except clause (h), since not applicable) of sub-regulation (2) of Regulation 46 of the said Regulations are displayed on the website of the Company at www.bharatbijlee.com.

viii Compliance:

The Company has complied with the mandatory requirements as required under clause 49 of the Listing Agreements with Stock Exchanges and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Compliance Report on Non-Mandatory requirements as stipulated in Part E of Schedule II of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

a. The Board - The Chairman of the Company is a Non-Executive Director. The Company has adequate facilities at its registered office to maintain an office for the Chairman but presently no such entitlement is explicitly given.

b. Shareholder Rights - The quarterly and year to date financial statements are disseminated through Stock Exchanges, published in newspaper and also uploaded on Company's website. However, the Company does not send any other half-yearly declaration of financial performance and summary of the significant events in last six-months to its shareholders.

c. Modified opinion(s) in audit report – The Statutory Auditors of the Company have issued an unqualified Audit Report on the financial statements of the Company for the financial year ended March 31, 2016.

d. Separate posts of Chairman and CEO – The Company has maintained separate posts of a Non-Executive Chairman and Managing Director.

e. Reporting of Internal Auditor – The Internal Auditor Reports directly to the CFO and is present in most Audit Committee Meetings. He has direct access to the Audit Committee.

ix The shares held by the promoters have not been pledged with any Banks, Financial Institutions or with any third party.

12. Communication to Shareholders:

i. Quarterly/half yearly/annual results and information relating to convening of Board meetings/Annual General Meetings are published in Free Press Journal and Navshakti and are also notified to the Stock Exchanges. Half yearly report is not sent to each shareholder in view of its publication in newspapers.. All such financial results are also posted on Company's website www.bharatbijlee.com. The Stock Exchanges are also informed of all materially significant events which have taken place during the year under review. No official releases of any disclosures have been made during the year which do not form part of this report.

ii. The Company has made no presentation to any Institutional Investors/Analysts during the year.

iii. Management Discussion and Analysis is covered as part of this Annual Report.

iv. SEBI has replaced the old Insider Trading Regulation, 1992 with the (Prohibition of Insider Trading) Regulations, 2015 which came into force from May 15, 2015. Accordingly your Directors have approved and adopted the 'Code of internal procedures and conduct for regulating, monitoring and reporting of trading by insiders' in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015.

All designated employees have disclosed their holdings and dealings in the shares of the Company and have been obtaining prior approval before dealing in shares in excess of the prescribed limit under the said code.

v. The Company has its own website, www.bharatbijlee.com.

13. General Shareholders Information:

i. Annual General Meeting:

Day	:	Tuesday	**Date**	:	September 20, 2016
Time	:	3.00 p.m.	**Venue**	:	Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, Churchgate, Mumbai 400 020

ii. Financial Year:

The Company follows April-March as its financial year. The results for every quarter are declared in the month following the quarter except for the quarter January-March, for which the Audited results are declared in May as permitted by the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

iii Dates of Book Closure:

Tuesday 13th September, 2016 to Tuesday 20th September, 2016 (both days inclusive).

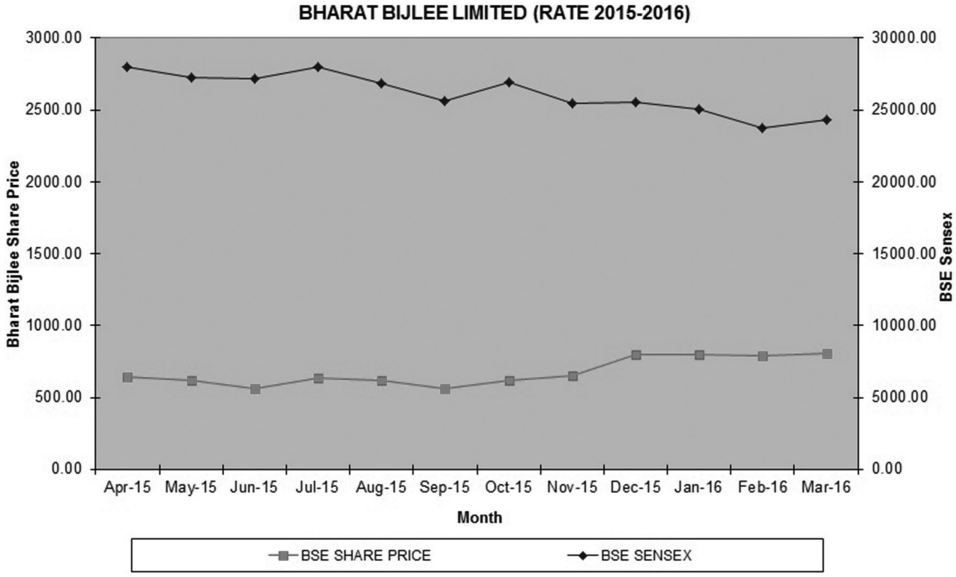
iv. Dividend Payment Date : Not Applicable

v. Listing of Equity Shares on Stock Exchanges:

Name of Stock Exchange	**Stock Code**
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. Tel. Nos. : +91 22-2272 1233/34 • Fax Nos. : +91 22-2272 1919 E-mail : is@bseindia.com • Website : www.bseindia.com	503960
National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C/1, G. Block, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051. Tel. Nos. : +91 22-2659 8100-114 • Fax Nos. : +91 22-2659 8120 E-mail : nseiscmum@nse.co.in • Website : www.nseindia.com	BBL
The listing fees for the financial year 2016-17 have been paid to both BSE & NSE.	
Demat internationals security Identification No. :	INE 464A01028 NSDL & CDSL

vi. Stock Price data at the Stock Exchanges:

Month	BSE	BSE	NSE	NSE
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2015	701.75	580.00	701.30	585.10
May, 2015	670.00	560.50	660.05	556.15
June, 2015	600.00	525.00	594.00	522.00
July, 2015	710.50	555.00	712.00	542.30
August, 2015	701.50	541.00	699.00	545.00
September, 2015	597.00	517.75	595.75	515.05
October, 2015	655.00	575.00	653.00	576.10
November, 2015	726.50	575.00	732.00	571.50
December, 2015	912.25	691.00	909.80	696.75
January, 2016	938.00	657.25	940.00	666.10
February, 2016	920.00	660.00	915.00	660.10
March, 2016	919.75	697.00	922.25	686.00



vii. Registrar and Transfer Agents:

Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078.

Tel : 25963838 • Fax : 25946969

viii. Share Transfer System:

The Board has constituted a Share Transfer Committee and has delegated the requisite power to the Committee to attend to share transfer matters. All share transfer and share related issues are approved by a share transfer committee comprising 4 Directors and Approvals are obtained at intervals not exceeding 15 days.

ix. Distribution of Shareholding as on 31-03-2016

Sr. No	No. of Equity Shares held	No. of shareholders	No. of shares	% of shareholders	% of shareholding
1.	1-500	18,152	10,47,618	96.17	18.54
2.	501-1000	384	2,86,137	2.03	5.06
3.	1001-2000	158	2,29,367	0.84	4.06
4.	2001-3000	70	1,74,058	0.37	3.08
5.	3001-4000	15	55,223	0.08	0.98
6.	4001-5000	20	93,605	0.11	1.65
7.	5001-10000	32	2,31,593	0.17	4.10
8.	10001- above	43	35,33,959	0.23	62.53
	Total	**18,874**	**56,51,560**	**100.00**	**100.00**

Shareholding Pattern as on 31-03-2016

Sr. No.	Category	No. of shares	% to total shareholding
1.	Promoters & Promoter Group	20,21,234	35.76
2.	Financial Institutions/Banks	8,43,775	14.93
3.	Mutual Funds/ UTI	48,621	0.86
4.	Foreign Portfolio/ FII	1,30,800	2.32
5.	NRIs/OCBs	1,47,639	2.61
6.	Corporate Bodies	3,46,783	6.14
7.	Indian Public	21,12,708	37.38
	Total	**56,51,560**	**100.00**

x. Dematerialization of shares and liquidity:

Your Company's shares are traded compulsorily in electronic form and the Company has established connectivity with both the depositories, i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on 31st March, 2016, 98.08% of shares have been held in dematerialized form and the rest are in physical form. All promoters' shareholding are in dematerialized form (100%).

xi. The Company has no outstanding GDR's/ADR's/Warrants or any convertible instruments, since not issued.

xii. Commodity price risk or foreign exchange risk and hedging activities:

To control and minimize foreign exchange risk, the Company has formulated "Foreign Exchange Management Policy", according to which each eligible foreign transaction is individually hedged without resorting to natural hedges across transactions, i.e., netting off of inflows and outflows and hedging the net flows will not be resorted to.

xiii. Plant Location:

No. 2, M.I.D.C., Thane - Belapur Road, Airoli, Navi Mumbai 400 708, Maharashtra.

xiv. Address for correspondence:

The Corporate Secretarial Department is located at the Company's Registered Office situated at Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, Telephone No. 24306237, Fax No. 24370624. Shareholders may correspond on all matters relating to shares at the addresses mentioned below:

1. Link Intime India Pvt. Ltd.
   C-13, Pannalal Silk Mills Compound
   LBS Marg,
   Bhandup (W), Mumbai 400 078
   Tel : 25963838
   Fax : 25946969

2. Bharat Bijlee Limited.
   Electric Mansion, 6th Floor
   Appasaheb Marathe Marg,
   Prabhadevi, Mumbai 400 025.
   Tel : 24306237
   Fax : 24370624

2. As per the requirement of the Company has created a dedicated email ID (investorcare@bharatbijlee.com) exclusively for the purpose of registering complaints of Investors and this is prominently displayed on the Company's website: www.bharatbijlee.com

For and on behalf of the Board of Directors

Prakash V. Mehta
DIN 00001366
Chairman

Place : Mumbai
Date : July 18, 2016

CEO CFO CERTIFICATION 2016

The Board of Directors

Bharat Bijlee Limited

Dear Sirs,

We, the Vice Chairman & Managing Director, Mr. Nikhil J. Danani and the Vice President Finance & Corporate Strategy, Mr. S. M. Tilak, hereby certify in terms of Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief :
   1. these statements do not contain any materially untrue statement or omit any material act or contain statements that might be misleading.
   2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit Committee:
   1. significant changes in internal control over financial reporting during the year.
   2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Nikhil J. Danani
Vice Chairman & Managing Director
DIN 00056514

S. M. Tilak
Vice President
Finance & Corporate Strategy

Date : May 5, 2016
Place : Mumbai

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY

As required under Schedule V (D) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members of the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2016.

For Bharat Bijlee Limited

Nikhil J. Danani
DIN 00056514
Vice Chairman & Managing Director

Place : Mumbai
Date : July 18, 2016

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of Bharat Bijlee Limited

We have examined the compliance of conditions of Corporate Governance by Bharat Bijlee Limited, for the year ended March 31, 2016 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of
Dalal & Shah LLP
Chartered Accountants
Firm Registration Number: 102021W/W100110

Sarah George
Partner
Membership No: 045255

Date : July 18, 2016
Place : Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS

Over the past two years, we have been expecting an economic recovery that continues to elude us. As we look back, the year gone by has seen positive order inflows for the Power Systems business of your Company. However, there are no definitive signs of a sustainable demand recovery. The Industrial Systems business environment continues to be subdued. There are still no signs of demand recovery that will help us plan much ahead into the future. Consequently, our focus continues on operational improvements and holding margins while we try securing orders in a competitive pricing scenario.

As we enter the next year, there is some positive news flow that we hope translates into better business environment. The recent uptick in Commercial Vehicle sales is an encouraging sign of a possible revival of the capital expenditure cycle. The adoption of the UDAY scheme by increasing number of States and rapid addition to wind and especially, solar based generating capacity offers incremental order flow potential. We have seen a positive impact of these developments. Both the Projects and Transformer divisions have successfully executed orders related to solar installations in recent years. While these developments have been sentiment positive, they do not offer scale that instills confidence that the economy has turned the corner.

All these developments need to be seen in the context of key events that are expected to unfold in the coming days. Global economics dynamics post Brexit, oil price rise and interest rate trends in major economies are likely to drive global growth and will have an impact on India as well. The domestic macro-economic numbers seem to get better on the whole but a new RBI Governor, GST, monsoon and the recent rise in inflation numbers will create uncertainty and will have to be watched carefully.

As we await a sustainable recovery in business demand, we continue to focus on margins, larger orders, operational improvements and capability building. A shining example of capability building is reflected in the filing of the first patent in the history of your Company related to high efficiency motors. We will continue to invest in such technology initiatives and hope to create a competitive edge through these.

SEGMENT ANALYSIS

The Company operates in two Business Segments, viz. “Power Systems” and “Industrial Systems”.

Power Systems:

The Power Systems segment comprises primarily of Power Transformers upto 200 MVA, 220 KV voltage class and EPC projects for electrical substations upto 400 KV.

The Power Systems business is substantially dependent on investments in State and Central schemes for Transmission networks in the country. To reduce this seeming over-dependence, we have consciously focused on private industries. This will take time to develop and will be linked to the domestic capital expenditure cycle. In the meanwhile, we continue to focus on margins, profitable order pipeline, sound commercials and timely collection of dues.

Industrial Systems:

This segment comprises the marketing, engineering, design and manufacture of a full range of industrial motors, permanent magnet technology machines and AC variable drives and drive systems.

The Motors business continues to suffer from demand related issues. Since this depends on the overall capital creation in the economy, the recent uptick in Commercial Vehicle sales could be good news for demand revival. We have continued to increase our product offering in this business. As mentioned before, the new range of high efficiency motors is a case in point.

The Drives business that caters to highly engineered application segments also has seen increased push in different application areas. We are evaluating various proposals to enhance our product offerings in this business as well.

The Elevator Systems vertical has been re-christened to Magnet Technology Machines to reflect the broadening of our product and business focus from elevator applications to permanent magnet base technology applications.

INTERNAL CONTROLS, AUDITS, RISK MANAGEMENT & IT

The Company has robust internal controls to ensure that the Company’s assets are safeguarded appropriately, that the operational and financial records are reliable, and all prevailing statutes are complied with at all times. As a part of the IFCR reporting this year, a comprehensive review of controls was undertaken and enhancements were incorporated where appropriate.

The organisation-wide SAP ERP system ensures that all key business processes and controls are mapped and internal checks and balances maintained. These provide reasonable assurance with regard to the monitoring of operations, maintaining of proper accounting controls, safeguarding of assets, adherence to access and authority frameworks, compliance with regulations, and ensuring reliability and accuracy of financial reporting.

Internal controls related to all business operations in the factory and offices are regularly reviewed and tested both by the Company’s Internal Audit function and the Statutory Auditors and all audit observations are taken to their logical conclusion. The top management and Audit Committee is also updated periodically of the significant audit observations.

The Company has defined a framework for Risk Management. This will be reviewed and updated in the coming year and be integrated in the operations. We also intend to focus on increasing automation of controls to complement the risk management initiatives.

RISKS AND CONCERNS

The uncertainty regarding asset creation opportunities and the overall capex cycle in the domestic economy remains a key risk.

FUTURE OUTLOOK

We believe that the worst seems to be behind us in terms of demand outlook for our products. However, we are yet to see clear signs of an uptick from here on and that remains the key indicator to watch for in the coming quarters.

ANNEXURE I

ANNUAL REPORT ON CSR ACTIVITIES

1. **A brief outline of the CSR policy adopted by the Company, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects and programs:**

   The framework of our CSR policy rests on principles of:

   — Empowerment;

   — Environment; &

   — Employee Participation

   The following are the areas of emphasis for CSR activities under the CSR policy:

   a. The activities carried out under this CSR policy will be in the areas of health, education, livelihood/income generation and environment.

   b. These activities will be carried out in partnership with registered NGOs and Trusts who are already working in the respective fields.

   c. Monthly reports will be provided to the CSR committee and also annual consolidated report.

   d. Surplus arising out of the CSR Projects/programmes/activities, if any, shall not form part of business profits.

   Web-link to the CSR Policy: http://www.bharatbijlee.com/doc/CSR-POLICY.pdf

2. **The composition of the CSR Committee:**

   The CSR Committee comprises of the following members:

   a. Mr. Nakul P. Mehta (Chairman, Managing Director);

   b. Mr. Shome N. Danani (Executive Director);

   c. Mr. Jairaj C. Thacker (Independent Director).

3. **Average Net Profit of the Company for last three financial years:**

   Net Loss for the last three (3) financial years, i.e., 2012-2013, 2013-2014 and 2014-2015

4. **Prescribed CSR Expenditure (two percent of the amount as per item 3 above):** N.A.

5. **Details of CSR spent during the financial year:**

   a. Total amount to be spent for the financial year: N.A.

   b. Amount unspent if any: N.A.

   c. Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Project or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs-wise	Amount spent on the projects or programs sub heads:	Cumulative expenditure up to the reporting period	Amount spent Direct or through implementing agency
1.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

6. **In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report:**

   The Chairman of the CSR Committee, at its meeting held on March 28, 2016, brought to the notice of the Members that the Company has incurred losses in the 3 immediately preceding financial years, i.e. 2012-2013, 2013-2014 and 2014-2015. Accordingly in the absence of net profits, the provision pertaining to spending 2% of average net profits

on CSR activities is not applicable to the Company for the financial year 2015-2016 and on the basis of which it was recommended by the CSR Committee not to incur any expenditure on the CSR activity in the financial year 2015-2016.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company:**

The CSR Committee hereby confirms that the implementation and monitoring of CSR policy has been carried out with all reasonable care and diligence and the same is in compliance with the CSR objectives and the policy of the company. However as explained in item no. 6 above, no amount was spent on CSR activities in view of continuous losses for the last three (3) financial years.

Sd/-
NIKHIL J. DANANI
DIN: 00056514
Vice Chairman and Managing Director

Sd/-
NAKUL P. MEHTA
DIN: 00056561
Vice Chairman and Managing Director
(Chairman of CSR Committee)

ANNEXURE II

1. Disclosure in Board's Report as per the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

Sr. No.	Disclosure Requirement	Disclosure Details		
1.	**The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.**	**Name of the Directors**	**Category**	**Ratio**
		Mr. Nikhil J. Danani	Vice Chairman & Managing Director	25.64
		Mr. Nakul P. Mehta	Vice Chairman & Managing Director	25.64
		Mr. Shome N. Danani	Executive Director	18.57
2.	**The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.**	**Name of the Directors**	**Category**	**% increase in remuneration**
		Mr. Nikhil J. Danani	Vice Chairman & Managing Director	—
		Mr. Nakul P. Mehta	Vice Chairman & Managing Director	—
		Mr. Shome N. Danani	Executive Director	—
		Mr. Durgesh N. Nagarkar	Company Secretary	7.65%
		Mr. Sandeep M. Tilak	Chief Financial Officer	—
3.	**The percentage increase in the median remuneration of employees in the financial year.**	The median remuneration of the employees of the Company in the financial year 2015-2016 is ₹ 4,71,084/-. The median remuneration of the employees for the year under review decreased by 8.22% compared to previous financial year.		
4.	**The number of permanent employees on the rolls of Company.**	There were 888 permanent employees of Bharat Bijlee Limited as on March 31, 2016.		
5.	**Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**	For the employees other than managerial personnel who were in employment the whole of FY 2014-2015 and FY 2015-2016, the average increase is 3.31%. Average increase for managerial personnel is 2.74%		
6.	**Affirmation that the remuneration is as per the remuneration policy of the Company.**	Yes		

2. Statement Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014 & the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

Name of employee	Designation of employee/Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	Age of such employee	Last employment held by such employee before joining the Company	% of equity shares held by the employee in the Company	Remuneration (Amount in ₹)
Nikhil J. Danani	Vice Chairman & Managing Director	B.E. (Mech.) M.B.A. (Rutgers University, USA)	02.05.1975	67	I.B.M. New Jersey; Research Assistant 6 months	5.72	1,21,06,620/-
Nakul P. Mehta	Vice Chairman & Managing Director	B.Sc. B.S. Mech. Engg.; M. S. Engg., Mechanical	30.04.1984	58	NIL	3.29	1,21,06,620/-

ANNEXURE III

EXTRACT OF ANNUAL RETURN
As on financial year ended on March 31, 2016
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	L31300MH1946PLC005017
Registration Date	:	June 22, 1946
Name of the Company	:	Bharat Bijlee Limited
Category/Sub-Category of the Company	:	Public Company Limited by Shares
Address of the Registered office and contact details	:	Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025 Telephone No.: +91 22 2430 6237 Fax No.: +91 22 2437 0624 Website: www.bharatbijlee.com Email id: bblcorporate@bharatbijlee.com
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078 Telephone No.: (022) 2596 3838 Fax No.: (022) 2594 6969

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1.	Electric Motors	27900	35.26
2.	Transformers	27900	53.23

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding/subsidiary/ associate	% of shares held	Applicable section
1.	Not Applicable				

IV. SHAREHOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity):

i. Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	829742	—	829742	14.68	829742	—	829742	14.68	0
b) Central Govt	—	—	—	—	—	—	—	—	—
c) State Govt(s)	—	—	—	—	—	—	—	—	—
d) Bodies Corp.	1191492	—	1191492	21.08	1191492	—	1191492	21.08	0
e) Banks/FI	—	—	—	—	—	—	—	—	—
f) Any other	—	—	—	—	—	—	—	—	—
Sub-total (A)(1):	2021234	—	2021234	35.76	2021234	—	2021234	35.76	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs – Individuals	—	—	—	—	—	—	—	—	—
b) Other – Individuals	—	—	—	—	—	—	—	—	—
c) Bodies Corp.	—	—	—	—	—	—	—	—	—
d) Banks/FI	—	—	—	—	—	—	—	—	—
e) Any other	—	—	—	—	—	—	—	—	—
Sub-total (A)(2):	—	—	—	—	—	—	—	—	—
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**2021234**	**—**	**2021234**	**35.76**	**2021234**	**—**	**2021234**	**35.76**	**0**
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	126194	850	127044	2.25	48621	0	48621	0.86	(1.39)
b) Banks/FI	127029	760	127789	2.26	144506	560	145066	2.57	0.31
c) Central Govt	—	—	—	—	—	—	—	—	—
d) State Govt(s)	—	—	—	—	—	—	—	—	—
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
f) Insurance Companies	736699	—	736699	13.04	698709	—	698709	12.36	(0.67)
g) FIIs	14000	950	14950	0.26	130000	800	130800	2.31	2.05
h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
i) Others (specify)	—	—	—	—	—	—	—	—	—
Sub-total (B)(1):	1003922	2560	1006482	17.81	1021836	1360	1023196	18.10	0.30
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	395358	1060	396418	7.01	345723	1060	346783	6.14	(0.88)
ii) Overseas	—	—	—	—	—	—	—	—	—
b) Individuals	—	—	—	—	—	—	—	—	—
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1628530	109634	1738164	30.76	1584744	94284	1679028	29.71	(1.05)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	306435	—	306435	5.42	271457	11730	283187	5.01	(0.41)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (Specify)									
Trusts	3275	—	3275	0.06	—	—	—	—	(0.06)
Hindu Undivided Family	—	—	—	—	112032	—	112032	1.98	1.98
Foreign Companies	—	150	150	—	—	—	—	—	—
Non-Resident Indians (Non Repat)	38266	—	38266	0.68	33380	—	33380	0.59	(0.09)
Non-Resident Indians (Repat)	123801	—	123801	2.19	114259	—	114259	2.02	(0.17)
Clearing Member	17335	—	17335	0.31	38461	—	38461	0.68	0.37
Sub-total (B)(2):	2513000	110844	2623844	46.43	2500056	107074	2607130	46.13	(0.30)
Total Public Shareholding (B)=(B)(1)+(B)(2)	3516922	113404	3630326	64.24	3521892	108434	3630326	64.24	—
C. Shares held by Custodian for GDRs & ADRs	—	—	—	—	—	—	—	—	—
Grand Total (A+B+C)	5538156	113404	5651560	100.00	5543126	108434	5651560	100.00	—

ii. Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	% change in share-holding during the year
1.	Mr. Nikhil J. Danani	323404	5.72	Nil	323404	5.72	Nil	0
2.	Mr. Nakul P. Mehta	185830	3.29	Nil	185830	3.29	Nil	0
	Total	**509234**	**9.01**	**Nil**	**509234**	**9.01**	**Nil**	**0**

iii. Change in Promoters' Shareholding (Please specify, if there is no change):

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	509234	9.01	509234	9.01
	Date-wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change	No Change	—	—
	At the End of the year	509234	9.01	509234	9.01

iv. Shareholding Pattern of Top Ten Shareholders as on March 31, 2016 (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.		Shareholding at the beginning of the year				Cumulative Shareholding during the year	
	For each of the Top 10 Shareholders	**Date**	**No. of shares**	**% of total shares of the Company**	**Reasons for Increase/ Decrease**	**No. of shares**	**% of total shares of the Company**
1.	**Life Insurance Corporation of India**						
	At the beginning of the year	01.04.2015	487901	8.63	—	487901	8.63
	Date-wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	25.12.2015	(1993)	0.03	Transfer	485908	8.60
		31.12.2015	(4491)	0.08	Transfer	481417	8.52
		01.01.2016	(7403)	0.13	Transfer	474014	8.39
		08.01.2016	(9103)	0.16	Transfer	464911	8.23
		15.01.2016	(9000)	0.16	Transfer	455911	8.07
		22.01.2016	(6000)	0.09	Transfer	449911	7.96
	At the end of the year	31.03.2016	449911	7.96	—	449911	7.96
2.	**Danmet Chemicals Pvt. Limited**						
	At the beginning of the year	01.04.2015	459777	8.14	—	459777	8.14
	Date-wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)		No Change	No Change	—	—	—
	At the end of the year	31.03.2016	459777	8.14	—	459777	8.14
3.	**Gayatri Education Medical and Research Foundation Pvt. Ltd.**						
	At the beginning of the year	01.04.2015	450165	7.97	—	450165	7.97
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)		No Change	No Change	—	—	—
	At the end of the year	31.03.2016	450165	7.97	—	450165	7.97

Sr. No.		Shareholding at the beginning of the year				Cumulative Shareholding during the year	
	For each of the Top 10 Shareholders	Date	No. of shares	% of total shares of the Company	Reasons for Increase/ Decrease	No. of shares	% of total shares of the Company
4.	**Nasivan Investments Private Limited**						
	At the beginning of the year	01.04.2015	281550	4.98	—	281550	4.98
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)		No Change	No Change	—	—	—
	At the end of the year	31.03.2016	281550	4.98	—	281550	4.98
5.	**General Insurance Corporation of India**						
	At the beginning of the year	01.04.2015	172770	3.06	—	172770	3.06
	Date-wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)		No Change	No Change	—	—	—
	At the end of the year	31.03.2016	172770	3.06	—	172770	3.06
6.	**Hypnos Fund Limited**						
	At the beginning of the year	01.04.2015	0	0	0	0	0
	Date-wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	05.02.2016	110000	1.95	Transfer	110000	1.95
		12.02.2016	20000	0.35	Transfer	130000	2.30
	At the end of the year	31.03.2016	130000	2.30	—	130000	2.30
7.	**Housing Development Finance Corporation Limited**						
	At the beginning of the year	01.04.2015	122480	2.17	—	122480	2.17
	Date-wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)		No Change	No Change	—	—	—
	At the end of the year	31.03.2016	122480	2.17	—	122480	2.17
8.	**Mukul Mahavir Prasad Agrawal**						
	At the beginning of the year	01.04.2015	76944	1.36	—	76944	1.36
	Date-wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)		No Change	No Change	—	—	—
	At the end of the year	31.03.2016	76944	1.36	—	76944	1.36

Sr. No.		Shareholding at the beginning of the year				Cumulative Shareholding during the year	
	For each of the Top 10 Shareholders	Date	No. of shares	% of total shares of the Company	Reasons for Increase/ Decrease	No. of shares	% of total shares of the Company
9.	**National Insurance Company Ltd.**						
	At the beginning of the year	01.04.2015	76028	1.35	—	76028	1.35
	Date-wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)		No Change	No Change	—	—	—
	At the end of the year	31.03.2016	76028	1.35	—	76028	1.35
10.	**Vibgyor Investors and Developers Pvt. Ltd.**						
	At the beginning of the year	01.04.2015	55000	0.97	—	55000	0.97
	Date-wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)		No Change	No Change	—	—	—
	At the end of the year	31.03.2016	55000	0.97	—	55000	0.97

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For each of the Directors and KMP	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	**Nikhil J. Danani**				
	At the beginning of the year	323404	5.72	323404	5.72
	Date-wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change	No Change	—	—
	At the end of the year	323404	5.72	323404	5.72
2.	**Nakul P. Mehta**				
	At the beginning of the year	185830	3.29	185830	3.29
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change	No Change	—	—
	At the end of the year	185830	3.29	185830	3.29
3.	**Shome N. Danani**				
	At the beginning of the year	2898	0.05	2898	0.05
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change	No Change	—	—
	At the end of the year	2898	0.05	2898	0.05
4.	**Prakash V. Mehta**				
	At the beginning of the year	325	0.01	325	0.01
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change	No Change	—	—
	At the end of the year	325	0.01	325	0.01

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For each of the Directors and KMP	**No. of shares**	**% of total shares of the Company**	**No. of shares**	**% of total shares of the Company**
5.	**Sanjiv N. Shah**				
	At the beginning of the year	4560	0.08	4560	0.08
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change	No Change	—	—
	At the end of the year	4560	0.08	4560	0.08
6.	**Jairaj C. Thacker**				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change	No Change	—	—
	At the end of the year	Nil	Nil	Nil	Nil
7.	**Ravishanker Prasad**				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change	No Change	—	—
	At the end of the year	Nil	Nil	Nil	Nil
8.	**Mahnaz A. Curmally**				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change	No Change	—	—
	At the end of the year	Nil	Nil	Nil	Nil
9.	**Rajeshwar R. Bajaaj**				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change	No Change	—	—
	At the end of the year	Nil	Nil	Nil	Nil
10.	**Durgesh N. Nagarkar**				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change	No Change	—	—
	At the end of the year	Nil	Nil	Nil	Nil
11.	**Sandeep M. Tilak**				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change	No Change	—	—
	At the end of the year	Nil	Nil	Nil	Nil

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment. (₹ in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6339.93	7000.00	—	13339.93
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	28.87	35.96	—	64.83
Total (i+ii+iii)	**6368.80**	**7035.96**	**—**	**13404.76**
Change in Indebtedness during the financial year				
• Addition	11966.36	37231.43	—	49197.79
• Reduction	13907.44	31785.96	—	45693.40
Net Change	**(1941.08)**	**5445.47**	**—**	**3504.39**
Indebtedness at the end of the financial year				
i) Principal Amount	4422.38	12450.00	—	16872.38
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	5.34	31.43	—	36.77
Total (i+ii+iii)	**4427.72**	**12481.43**	**—**	**16909.15**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Nikhil J. Danani (Managing Director)	Mr. Nakul P. Mehta (Managing Director)	Mr. Shome N. Danani (Executive Director)	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60,00,000	60,00,000	39,00,000	1,59,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	61,06,620	61,06,620	48,75,000	1,70,88,240
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—	—
2.	Stock Option	—	—	—	—
3.	Sweat Equity	—	—	—	—
4.	Commission	—	—	—	—
	– as % of profit	—	—	—	—
	– others, specify	—	—	—	—
5.	Others, please specify	—	—	—	—
	Total (A)	**1,21,06,620**	**1,21,06,620**	**87,75,000**	**3,29,88,240**
	Ceiling as per the Act	1,21,06,620	1,21,06,620	1,20,00,000	3,62,13,240

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	**Independent Directors**	**Mr. Prakash V. Mehta**	**Mr. Sanjiv N. Shah**	**Mr. Jairaj C. Thacker**	**Mr. Rajeshwar R. Bajaaj**	
	• Fee for attending board/ committee meetings	3,70,000	3,25,000	1,85,000	2,45,000	11,25,000
	• Commission	—	—	—	—	—
	• Others, please specify	—	—	—	—	—
	Total (1)	**3,70,000**	**3,25,000**	**1,85,000**	**2,45,000**	**11,25,000**
2.	**Other Non-Executive Directors**	**Mr. Ravishanker Prasad**	**Ms. Mahnaz A. Curmally**			
	• Fee for attending board/ committee meetings	2,10,000	2,10,000	—	—	4,20,000
	• Commission	—	—	—	—	—
	• Others, please specify	—	—	—	—	—
	Total (2)	**2,10,000**	**2,10,000**	—	—	**4,20,000**
	Total (B)=(1+2)					**15,45,000**
	Total Managerial Remuneration					**3,45,33,240**
	Overall Ceiling as per the Act	—	—	—	—	—

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	**CFO**	**Total**
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	29,54,260	52,00,782	81,55,042
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,01,015	35,862	2,36,877
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission	—	—	—
	– as % of profit	—	—	—
	– others, specify	—	—	—
5.	Others, please specify	—	—	—
	Total	**31,55,275**	**52,36,644**	**83,91,919**

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties, punishments, compounding of offences for the financial year ended March 31, 2016.

ANNEXURE IV

DISCLOSURE PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014

(A) Conservation of energy:

1) Steps taken or impact on conservation of energy
   - Maintaining power factor 0.99 to unity resulted in savings of ₹ **31.79** lakhs/annum in energy bill.
   - Installed 15 Nos. LED lamps of 100W in place of 250W Metal Halide lamps in T1 Plant, Installed 60 Nos. LED Tubes of 20W in place of 36W Fluorescent Tubes in shop floor T1 & T2 Plant (savings of 0.90 lakhs/annum)
   - Installed timer circuit to switch off the Office AC.
   - Installed the Timer panels to switch off the light & Fans on Shop floor & Canteen during different break times.
   - Replaced metal halide & T5 fittings with 100W Magnetic induction lamp - 25 nos.
   - Motor ON indication lamp provision for machines to indicate idle running of machine.
   - Replaced 40 watt conventional fittings with 25 watt LED fittings.
2) Steps taken by the company for utilizing alternate sources of energy:

   Capital investment on energy conservation equipment
   - LED High Bay Lamps & tubes procured. **(₹ 1.75 lakhs)**
   - 5.5 lac (cost of 25 No. Magnetic induction lamps are included)

(B) Technology absorption:

1) Efforts made towards technology absorption
   - Developed technology to design manufacture and assemble five limb three phase cores for large rating power transformers.
   - Implementation of Electro pneumatic operated Auto doors in assembly Conveyor lines.
   - Anti-Collision device fitted for EOT Cranes in assembly line.
   - Emergency preparedness siren provision done at R&D division and indication system at security office.
   - Installation of infrared lamp heating chamber for motor paint drying.
2) Benefits derived like product improvement, cost reduction, product development or import substitution
   - Product improvement. Large rating transformers can now be transported within permissible transport height.
   - Quality improvement.
   - EHS requirements are met.
   - Equipment availability improved.
   - Safe working environment.
   - Conservation of energy.
3) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):
   - Details of technology imported: N.A.
   - Year of import: N.A.
   - Whether the technology has been fully absorbed: N.A.
   - If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: N.A.
   - Expenditure incurred on Research and Development: N.A.

(C) Foreign exchange earnings and outgo:

	1st April, 2015 to 31st March, 2016 [Current F.Y.] Amount (₹ in Lakhs)	1st April, 2014 to 31st March, 2015 [Previous F.Y.] Amount (₹ in Lakhs)
Actual Foreign Exchange earnings	**646.58**	3990.52
Actual Foreign Exchange outgo	**2718.48**	3505.39

ANNEXURE V

SECRETARIAL AUDIT REPORT
FORM NO. MR-3
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Bharat Bijlee Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bharat Bijlee Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

(1) The Companies Act, 2013 (the Act) and the Rules made there under;

(2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

(3) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;

(4) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment;

(5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 : **not applicable**

   (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 : **not applicable**

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 : **not applicable**

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client : **not applicable**

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 : **not applicable**

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 : **not applicable**

   (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 with effect from 1st December, 2015.

(6) Other Laws applicable to the Company:

   1. Factories Act, 1948 and Rules made there under
   2. Industrial Employment (Standing Orders) Act, 1946 & Rules 1957
   3. Payment of Bonus Act, 1965, & Rules, 1965
   4. Maternity Benefit Act, 1961 & Rules
   5. Employees Compensation Act, 1923 & Rules

6. Minimum Wages Act, 1948, M.W(C) Rules, 1950
7. Child Labour (P&R) Act, 1986 & Rules
8. Air(Prevention and Control of Pollution) Act, 1981
9. Water(Prevention and Control of Pollution) Act, 1974
10. The Noise (Regulation and Control) Rules, 2000
11. The Environment (Protection) Act, 1986
12. Payment of Wages Act, 1936
13. Employees State Insurance Act, 1948
14. Employees PF & Miscellaneous Provisions Act, 1952
15. Contract Labour (Regulation & Abolition) Act, 1970
16. Payment of Gratuity Act, 1972
17. Industrial Disputes Act, 1947
18. Indian Contract Act, 1872
19. The States Shops and Establishment Act
20. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
21. Tax Laws

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered by the Company with the BSE Limited and National Stock Exchange of India Limited till 30th November, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

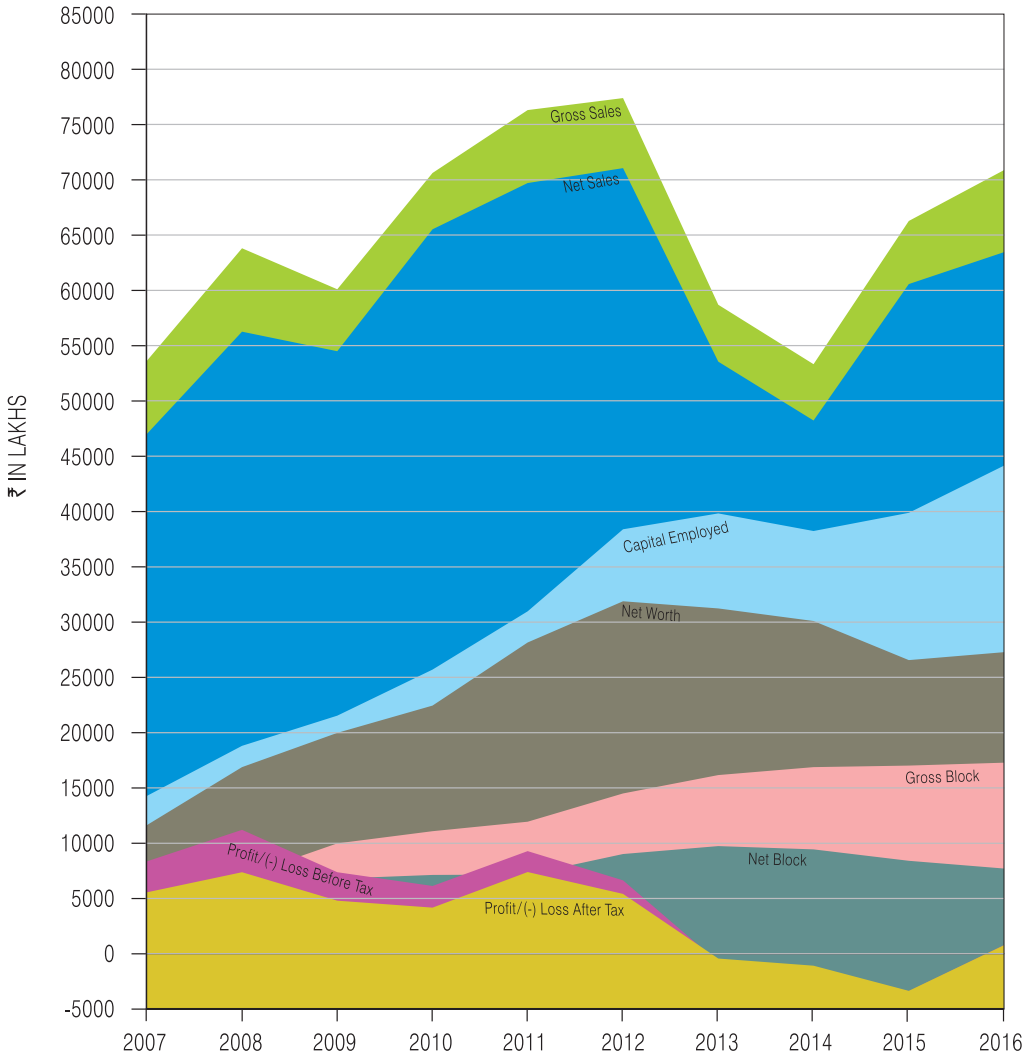
We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Mumbai
Date: May 05, 2016

For **N L Bhatia & Associates**
(S1996MH016600)

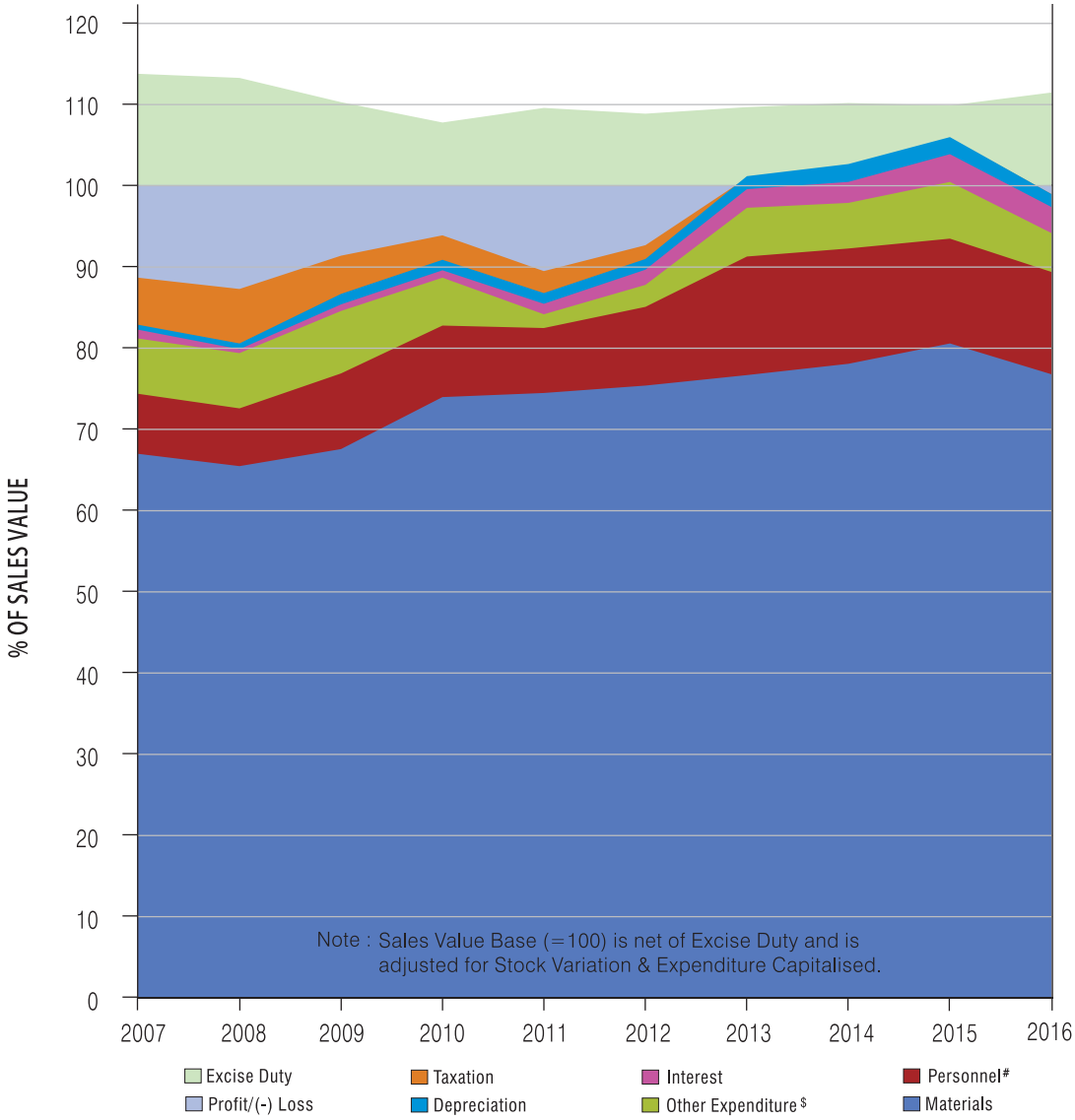
N L Bhatia
Managing Partner
FCS No. 1176
CP No. 422

BUSINESS TRENDS



Particulars	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016
Gross Sales	53601	63790	60077	70609	76299	77385	58683	53306	66262	70883
Net Sales	46986	56240	54470	65514	69704	71051	53534	48205	60562	63453
Cptl. Empld.	14226	18776	21507	25668	30951	38375	39807	38224	39875	44127
Net Worth	11584	16850	19950	22424	28135	31860	31208	30078	26535	27254
Gross Block	5607	6940	9941	11043	11913	14465	16127	16845	16986	17258
Net Block	3383	4403	6752	7094	7124	8989	9688	9400	8370	7672
Profit/(Loss) Before Tax	8320	11169	7342	6096	9233	6603	(819)	(1342)	(3443)	735
Profit/(Loss) After Tax	5508	7249	4753	4122	7353	5367	(478)	(1130)	(3405)	719

COST TRENDS



Particulars	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016
Excise Duty	13.7	13.2	10.2	7.7	9.5	8.8	9.6	10.1	9.8	11.4
Profit/(–) Loss	11.4	12.8	8.7	6.2	10.6	7.4	–0.9	–2.2	–5.9	1.1
Taxation	5.8	6.7	4.7	3.0	2.7	1.7	–0.6	–0.4	–0.1	—
Depreciation	0.6	0.7	1.3	1.3	1.3	1.3	2.0	2.2	2.1	1.6
Interest	1.1	0.5	0.8	0.9	1.3	1.9	2.3	2.6	3.4	3.2
Other Exp. $	6.8	6.8	7.7	6.5	1.7	2.7	6.0	5.6	7.0	4.8
Personnel #	7.4	7.1	9.3	8.2	8.0	9.7	12.6	14.2	12.9	12.6
Materials	66.9	65.4	67.5	73.9	74.4	75.3	78.6	78.0	80.5	76.7

$ Other Expenditure is adjusted for Other Income and Exceptional Income.

Personnel cost is adjusted for Expenditure on VRS writte off and Provision for Gratuity.

TEN YEARS FINANCIAL DATA

(₹ in lakhs)

Period ended	**March 2016**	March 2015	March 2014	March 2013	March 2012	March 2011	March 2010	March 2009	March 2008	March 2007
SALES & EARNINGS										
Sales	**70882.85**	66262.36	53305.60	58682.72	77384.76	76299.48	70608.64	60077.08	63789.81	53600.79
Profit/(Loss) Before Taxes	**735.37**	(3443.14)	(1342.12)	(819.33)	6602.51	9232.85	6095.96	7341.95	11168.72	8320.20
Profit/(Loss) After Taxes Net of Adjustments	**719.19**	(3404.95)	(1197.92)	(489.50)	5367.23	7352.53	4122.35	4752.79	7249.18	5508.05
Dividends	**—**	—	—	141.29	1412.89	1412.89	1412.89	1412.89	1695.47	1412.89
Earnings Per Share (₹)	**12.73**	(60.25)	(19.98)	(8.61)	94.97	130.10	72.94	84.10	128.27	97.46
Equity Dividend Rate (₹ Per Share)	**—**	—	—	2.50	25.00	25.00	25.00	25.00	30.00	25.00
Net Worth Per Share (₹)	**482.24**	469.52	532.21	552.20	563.74	497.82	396.78	352.99	298.14	204.97
Debt Equity Ratios+	**—**	0.01:1	0.04:1	0.05:1	0.04:1	0.07:1	0.08:1	0.06:1	0.11:1	0.16:1

+ Debt = Loan Funds less cash credit & Short-Term Loans from Banks; Equity = Shareholders' Funds

INDEPENDENT AUDITORS' REPORT

To The Members of Bharat Bijlee Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Bharat Bijlee Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.

4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by Section 143 (3) of the Act, we report that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

    (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

    (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

    (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

    (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

        i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016 on its financial position in its financial statements.

        ii. The Company has made provision as at March 31, 2016, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

        iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For Dalal & Shah LLP
Chartered Accountants
Firm Registration Number 102021W/W100110

Sarah George
Partner
Membership Number 045255

Mumbai,
May 12, 2016

Annexure A to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Bharat Bijlee Limited on the financial statements for the year ended March 31, 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Bharat Bijlee Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Dalal & Shah LLP
Chartered Accountants
Firm Registration Number 102021W/W100110

Sarah George
Partner
Membership Number 045255

Mumbai,
May 12, 2016

Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Bharat Bijlee Limited on the financial statements for the year ended March 31, 2016.

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) The title deeds of immovable properties, as disclosed in Note 12 on fixed assets to the financial statements, are held in the name of the Company.

ii. The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.

iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed thereunder to the extent notified.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues in respect of sales tax including value added tax, provident fund, employees' state insurance, income tax, service tax, duty of customs, duty of excise, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income tax which have not been deposited on account of any dispute. The particulars of dues of sales

tax including value added tax, duty of customs and duty of excise and service tax as at March 31, 2016 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in lacs)	Financial year to which the amount relates	Forum where the dispute is pending
Central Excise Act	Duty of Excise	142.79	1986-1995	Supreme Court
Central Excise Act	Duty of Excise & Service Tax	96.11	1998-2004 and 2010-15	Central Excise and Service Tax Appellate Tribunal
Local Sales Tax	Local Sales Tax (including Value Added Tax, Works Contract Tax etc.)	190.68	2007-2012	Commissioner Appeals – Sales Tax
Local Sales Tax	Works Contract Tax	45.49	2002 to 2004	High Court
Customs Act	Duty of Customs	180.83	1996-1999	Supreme Court

viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any bank and the Company does not have any loans or borrowings from any financial institution or Government, nor has it issued any debentures as at the balance sheet date.

ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. The Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Dalal & Shah LLP
Chartered Accountants
Firm Registration Number 102021W/W100110

Sarah George
Partner
Membership Number 045255

Mumbai,
May 12, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

	Note	As at 31st March, 2016	As at 31st March, 2015
EQUITY AND LIABILITIES:			
SHAREHOLDERS' FUNDS:			
Share Capital	3	**565.16**	565.16
Reserves and Surplus	4	**26689.13**	25969.94
		27254.29	26535.10
NON-CURRENT LIABILITIES:			
Deferred Tax Liability (Net)	5	**–**	–
Other Long-term liabilities	6	**121.28**	103.80
Long-term provisions	7	**281.80**	252.68
		403.08	356.48
CURRENT LIABILITIES:			
Short-term borrowings	8	**16872.38**	13339.93
Trade payables	9		
– Total outstanding dues of Micro Enterprises and Small Enterprises		**–**	–
– Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		**15082.26**	15480.59
Other current liabilities	10	**3568.41**	3329.09
Short-term provisions	11	**1013.15**	890.56
		36536.20	33040.17
Total		**64193.57**	59931.75
ASSETS:			
NON-CURRENT ASSETS:			
Fixed Assets	12		
Tangible assets		**7595.29**	8325.61
Intangible assets		**76.61**	44.49
		7671.90	8370.10
Capital Work-in-Progress		**62.80**	51.87
Non-current investments	13	**401.33**	811.67
Long-term loans and advances	14	**12563.46**	12061.36
Other non-current assets	15	**3854.20**	1788.20
		24553.69	23083.20
CURRENT ASSETS:			
Current investments	16	**410.34**	–
Inventories	17	**10607.25**	9111.94
Trade receivables	18	**22392.88**	21230.48
Cash and bank balances	19	**802.78**	707.33
Short-term loans and advances	20	**5353.71**	5583.57
Other current assets	21	**72.92**	215.23
		39639.88	36848.55
Total		**64193.57**	59931.75
General Information	1		
Significant Accounting Policies	2		
The Notes are an integral part of these financial statements			

As per our report of even date.
For DALAL & SHAH LLP
Chartered Accountants
Firm Registration No. 102021W/W100110

Sarah George
Partner
Membership No. 045255

D. N. Nagarkar
Company Secretary & Senior General Manager : Legal

S. M. Tilak
Vice President : Finance and Corporate Strategy

Nikhil J. Danani
Nakul P. Mehta
} Vice Chairman & Managing Directors

Prakash V. Mehta
Sanjiv N. Shah
} Directors

Mumbai, 12th May, 2016

Mumbai, 12th May, 2016

(All amounts are ₹ in Lakhs, unless otherwise stated)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	Note	**Year ended 31st March, 2016**	Year ended 31st March, 2015
REVENUE:			
Gross Revenue from Operations	22	**71381.14**	66788.90
Less: Excise Duty		**7429.82**	5700.20
Net Revenue from Operations		**63951.32**	61088.70
OTHER INCOME	23	**2092.70**	1818.04
TOTAL REVENUE		**66044.02**	62906.74
EXPENSES:			
Cost of materials consumed	24	**47560.95**	44275.37
Purchases of stock in trade	25	**2260.66**	2503.48
Changes in inventories	26	**(1527.42)**	2477.85
Employee benefits	27	**8193.48**	7505.77
Finance costs	28	**2056.05**	1995.05
Depreciation and amortisation expense	12	**1027.44**	1194.34
Other expenses	29	**5737.49**	6398.02
TOTAL EXPENSES		**65308.65**	66349.88
PROFIT/(LOSS) BEFORE TAX		**735.37**	(3443.14)
TAX EXPENSE			
Current Tax		**83.55**	–
MAT (credit)/set-off		**(31.14)**	–
Net Current Tax		**52.41**	–
Deferred Tax Charge/(Credit)		**–**	–
		52.41	–
		682.96	(3443.14)
(Excess) Provision for Tax for earlier years		**(36.23)**	(38.19)
PROFIT/(LOSS) AFTER TAX		**719.19**	(3404.95)
Basic and diluted Earning/(loss) per share (in ₹)	41		
[nominal value ₹ 10 per share]		**12.73**	(60.25)

The Notes are an integral part of these financial statements

As per our report of even date.
For DALAL & SHAH LLP
Chartered Accountants
Firm Registration No. 102021W/W100110

Sarah George
Partner
Membership No. 045255

D. N. Nagarkar
Company Secretary & Senior General Manager : Legal

S. M. Tilak
Vice President : Finance and Corporate Strategy

Mumbai, 12th May, 2016

Nikhil J. Danani
Nakul P. Mehta
} Vice Chairman & Managing Directors

Prakash V. Mehta
Sanjiv N. Shah
} Directors

Mumbai, 12th May, 2016

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

		Year ended 31st March, 2016		Year ended 31st March, 2015	
A. CASH FLOW FROM OPERATING ACTIVITIES					
Profit/(Loss) before Taxation			**735.37**		(3443.14)
Adjustments for:					
Depreciation and amortisation		**1027.44**		1194.34	
Loss/(Profit) on sale of Fixed Assets (net)		**(25.27)**		2.49	
Profit on redemption of current investments		**(1.50)**		(141.87)	
Finance Cost		**2056.05**		1995.05	
Interest Income		**(1634.07)**		(1315.00)	
Dividend Income		**(300.66)**		(214.61)	
Unrealised exchange (gain)/loss (net)		**(5.26)**		8.22	
			1116.73		1528.62
Operating Profit/(Loss) Before Working Capital changes			**1852.10**		(1914.52)
Changes in Working Capital:					
Increase/(Decrease) in trade payable			**(367.20)**		999.64
Increase/(Decrease) in provisions			**151.71**		(8.41)
Increase/(Decrease) in other current liabilities			**274.92**		(246.35)
Increase/(Decrease) in other long-term liabilities			**17.48**		4.87
(Increase)/Decrease in trade receivables			**(1157.55)**		(5419.62)
(Increase)/Decrease in inventories			**(1495.32)**		3058.53
(Increase)/Decrease in loans and advances			**63.84**		(571.47)
(Increase)/Decrease in other current assets			**59.53**		78.48
(Increase)/Decrease in other non-current assets			**6.43**		(2.74)
			(2446.16)		(2107.07)
Cash generated from Operations			**(594.06)**		(4021.59)
Direct Taxes (paid)/Refund			**83.69**		(46.39)
Net Cash inflow/(outflow) from Operating Activities	**(A)**		**(510.37)**		(4067.98)
B. CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets		**(385.80)**		(268.22)	
Proceeds from Sale of Fixed Assets		**30.81**		10.74	
Proceeds from Sale of Long Term Investments		**–**		1.00	
Proceeds from Sale/(Purchase) of Current Investments (net)		**1.50**		556.87	
Inter Corporate Deposits given		**(4478.42)**		(18531.54)	
Inter Corporate Deposits redeemed		**4041.55**		18573.99	
(Increase)/Decrease in other bank balance (net)		**11.43**		9.28	
Fixed Deposit with Banks placed		**(1470.00)**		(1660.00)	
Fixed Deposit with Banks matured		**160.00**		65.00	
Interest received		**644.42**		1998.55	
Dividend received		**310.96**		204.31	
Net Cash inflow/(outflow) from Investing Activities	**(B)**		**(1133.55)**		959.98
C. CASH FLOW FROM FINANCING ACTIVITIES					
Repayment of Fixed Deposits		**–**		(2160.90)	
Proceeds/(Repayment) of Short Term Loans from Banks (net)		**3532.45**		7355.17	
Interest paid		**(2084.10)**		(2053.95)	
Unclaimed/Dividend including Dividend Distribution Tax paid		**(7.82)**		(10.31)	
Net Cash inflow/(outflow) from Financing Activities	**(C)**		**1440.53**		3130.01
	(A+B+C)		**(203.39)**		22.01
Net decrease in Cash and Cash equivalents			**(203.39)**		22.01
Cash and Cash equivalents at the beginning of the year			**470.54**		448.53
Cash and Cash equivalents at the end of the year (Refer Note No. 19)			**267.15**		470.54

The Notes are an integral part of these financial statements

As per our report of even date.
For DALAL & SHAH LLP
Chartered Accountants
Firm Registration No. 102021W/W100110

Sarah George
Partner
Membership No. 045255

D. N. Nagarkar
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} Vice Chairman & Managing Directors

Prakash V. Mehta
Sanjiv N. Shah
} Directors

Mumbai, 12th May, 2016

Mumbai, 12th May, 2016

NOTES TO THE FINANCIAL STATEMENTS

Notes

1. GENERAL INFORMATION

Bharat Bijlee Limited is one of the leaders in the electrical engineering industry in India. A multi-product, multi-divisional organisation, its main products are transformers, projects, electric motors, magnet technology machines and drives. The Company has a well established all-India marketing network that ensures responsive pre and after sales service.

2. SIGNIFICANT ACCOUNTING POLICIES

2.01 Basis of Presentation:

a) These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act,1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current-non current classification of assets and liabilities.

b) The preparation of accounting statements in conformity with GAAP requires the management to make assumption and estimates that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statement and the amounts of income and expenses during the period reported under the financial statements. Any revision to the accounting estimates are recognised prospectively when revised.

2.02 Revenue Recognition

a) Revenue from sale of products are recognised on transfer of all significant risk and rewards of ownership of the product on to the customers, which is generally on despatch of goods.

b) Revenue from Construction Contracts is recognised based on the stage of completion determined with reference to the costs incurred on contracts and the estimated total costs. When it is estimated that the total contract cost will exceed total contract revenue, expected loss is recognised as an expense immediately. Total contract cost is determined based on the technical and other assessment of cost to be incurred.

c) Revenue from sale of products and construction contracts are stated exclusive of Value Added Tax/Sales Tax, Returns and Trade discounts for the year.

d) Service income is recognised, net of service tax, when the related services are provided.

2.03 Other Income

a) Dividend income is recognised on establishment of the right to receive the same.

b) Interest income is recognised on the time proportion basis.

c) Insurance and other claims are accounted as and when unconditionally admitted by the appropriate authorities.

d) Eligible export incentives are recognised in the year of export.

2.04 Tangible Fixed Assets and Depreciation:

Tangible Fixed assets are stated at historical cost net of Cenvat, other setoffs and accumulated depreciation.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

The Company has adopted the useful life of assets as prescribed in Schedule II of the Act. Depreciation is provided on pro-rata basis on the straight-line method over the useful life of assets. In case of assets acquired prior to 1st April, 2014 the carrying value (net of residual value) is depreciated over remaining useful life determined based on above.

Leasehold land is stated at historical cost less amounts amortised proportionate to expired lease period.

Spares in the nature of capital spares/insurance spares are added to the cost of the assets. The total cost of such spares is depreciated over a period not exceeding the useful life of the fixed asset to which they relate.

2.05 Intangible Fixed Assets:

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight-line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

is available for use is considered by the management. The amortisation period and amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

a) Expenditure on technical know-how is amortised on straight-line method over the lower of the contract period and the period as per Accounting Standard (AS) 26 - Intangible Assets.

b) Expenditure on application software is amortised over a period of three years.

2.06 Investments:

Investments that are readily realisable and are intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments, such reduction being determined and made for each investment individually.

2.07 Inventories:

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Cost of raw materials and components, packing materials, stores, spare parts and traded finished goods are determined on the basis of weighted average method.

Cost of Materials in transit and materials in bonded warehouse are determined at cost-to-date.

Cost of Work-in-progress and manufactured finished goods comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Excise duty is included in the value of finished goods inventory and Custom duty is included in the materials lying in bonded warehouse.

2.08 Foreign Currency Transactions:

(i) Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss.

(ii) Forward Exchange Contracts: The premium or discount arising at the inception of Forward Exchange Contracts entered into to hedge an existing asset/liability, is amortised as expense or income over the life of the contract. Exchange differences on such a contract are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract are recognised as income or as expense for the period.

Forward exchange contracts outstanding as at the year end on account of firm commitment/highly probable forecast transactions are marked to market and the losses, if any, are recognised in the Statement of Profit and Loss and gains are ignored in accordance with the Announcement of Institute of Chartered Accountants of India on 'Accounting for Derivatives' issued in March 2008.

2.09 Employee Benefits:

A. Short Term Employee Benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

B. Retirement Benefits:

a) Retirement benefits in the form of Provident Fund/Family Pension Fund and Superannuation Fund, which are Defined Contribution Plans, are accounted on accrual basis and charged to the Statement of Profit and Loss of the year.

b) Retirement benefits in the form of Gratuity which is a defined benefit plan and the long term employee benefit in the form of Leave Encashment, are determined and accrued on the basis of an independent actuarial valuation applying the Projected Unit Credit Method.

c) The actuarial gains/losses arising during the year are recognised in the Statement of Profit and Loss of the year.

2.10 Borrowing Costs:

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost.

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. All other borrowing costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

2.11 Taxation:

Current Tax is determined at the amount of tax payable at the applicable tax rate in respect of the estimated taxable income for the year.

Deferred Tax is determined using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred Tax Assets are recognised and carried forward only if there is reasonable certainty of its realisation. However, in case of carried forward losses and unabsorbed depreciation under the Income Tax Act, 1961, the Deferred Tax Asset is recognised if and only if there is a virtual certainty backed by convincing evidence of its realisation. Such assets are reviewed at each Balance Sheet date to reassess its realisation.

Current Tax Assets and Current Tax Liabilities are offset when there is a legally enforceable right to set-off the recognised amounts and there is an intention to settle the asset and liability on a net basis. Deferred Tax Assets and Deferred Tax Liability are offset when they relate to the same governing taxation laws.

Minimum Alternative Tax (MAT) Credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit/asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal tax during the specified period.

2.12 Leases:

Operating Leases

For premises/vehicles, taken/given on lease, lease rentals payable/receivable are charged/credited in the statement of Profit and Loss.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

2.13 Impairment of Assets:

Assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

2.14 Provisions and Contingent Liabilities:

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.15 Cash and Cash Equivalents:

Cash and Cash equivalents include cash, cheques on hand, cash at bank and short term deposits with banks having maturity of three months or less.

2.16 Earnings per Share:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.17 Government Grants:

Government grants, which are revenue in nature and are towards compensation for the related costs, are recognised as income in the Statement of Profit and Loss in the period in which the matching costs are incurred.

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

		As at 31st March, 2016	As at 31st March, 2015
3. Share Capital			
Authorised:			
2,00,000 (Previous Year – 2,00,000)	12% Non-Convertible Redeemable Cumulative Preference Shares of ₹ 100 each	**200.00**	200.00
80,00,000 (Previous Year – 80,00,000)	Equity Shares of ₹ 10 each	**800.00**	800.00
		1000.00	1000.00
Issued and Subscribed and fully paid-up shares			
56,51,560 (Previous Year – 56,51,560)	Equity Shares of ₹ 10 each	**565.16**	565.16
		565.16	565.16

(a) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	No. of Shares (% of holding)	No. of Shares (% of holding)
1. Life Insurance Corporation of India	**449911**	487901
	(7.96)	(8.63)
2. Danmet Chemicals Pvt. Ltd.	**459777**	459777
	(8.14)	(8.14)
3. Gayatri Education Medical & Research Foundation Pvt. Ltd.	**450165**	450165
	(7.97)	(7.97)
4. Nikhil J. Danani	**323404**	323404
	(5.72)	(5.72)

(b) Rights, preferences and restrictions attached to shares

Equity Shares : The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

4. Reserves and Surplus		
General Reserve		
Balance as at the beginning of the year	**24471.37**	24471.37
Balance as at the end of the year	**24471.37**	24471.37
Surplus in the Statement of Profit and Loss		
Balance as at the beginning of the year	**1498.57**	5041.90
Less: Depreciation adjustment (Refer Footnote under Note 12)	**–**	138.38
	1498.57	4903.52
Add: Profit/(Loss) for the year	**719.19**	(3404.95)
Balance as at the end of the year	**2217.76**	1498.57
	26689.13	25969.94

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

	As at 31st March, 2016	As at 31st March, 2015
5. Deferred Tax Liability (Net)		
Deferred Tax Liability		
Depreciation	**956.39**	945.49
Deferred Tax Asset		
Provision for doubtful debt	**259.18**	251.31
U/s 43B of the Income Tax Act, 1961	**242.65**	209.03
Provision for Contracts	**10.77**	43.15
Unabsorbed Depreciation	**443.79**	442.00
	956.39	945.49
	–	–
6. Other Long-term liabilities		
Deposits from Vendors, Dealers	**121.28**	103.80
	121.28	103.80
7. Long-term provisions		
Employee benefits:		
Provision for Gratuity (Refer Note No. 37)	**167.10**	137.98
Others (Refer Note No. 42)	**114.70**	114.70
	281.80	252.68
8. Short-term borrowings		
Secured:		
Working Capital Facilities from Banks repayable on demand	**4422.38**	6339.93
	4422.38	6339.93

Secured by hypothecation of all tangible moveable assets including stock of Raw Materials and Components, Stores, Spares, Fuel, Work-in-Progress, Finished Goods, Stock-in-Trade and Book Debts. The oral equitable mortgage, ranking second and subservient to mortgages created, on immovable properties excluding vacant land at Company's Kalwe factory is in the process of being satisfied as the same has been waived by the banks.

Unsecured:		
Short Term Loans from Banks	**12450.00**	7000.00
	12450.00	7000.00
	16872.38	13339.93

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

		As at 31st March, 2016	As at 31st March, 2015
9. Trade payables			
Due to Micro Enterprises and Small Enterprises		–	–
Due to creditors other than Micro Enterprises and Small Enterprises			
(i)	Acceptances	**7709.52**	5797.89
(ii)	Others	**7372.74**	9682.70
		15082.26	15480.59

(a) Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006

There are no Micro and Small Enterprises to whom the Company owes dues which are outstanding for more than 45 days as at 31st March, 2016. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

(b) Disclosure in accordance with Section 22 of the MSMED Act read with Notification No. GSR 679(E) dated 4th September 2015 issued by the Ministry of Corporate Affairs:

Principal amount remaining unpaid and interest due thereon	–	–
Interest paid in terms of Section 16	–	–
Interest paid, other than under Section 16	–	–
Interest due and payable for the period of delay in payment	–	–
Interest accrued and remaining unpaid	–	–
Further interest remaining due and payable for earlier years	–	–

10. Other current liabilities:		
Interest accrued but not due on borrowings	**36.78**	64.83
Unclaimed dividends*	**39.98**	47.80
Unclaimed matured deposits and interest accrued thereon*	**21.71**	21.44
Other payables:		
Advances from Customers	**837.57**	963.37
Employee Benefits	**736.19**	596.11
Project Amount due to customers (Refer Note No. 36)	**30.41**	31.78
Statutory dues	**960.59**	590.43
Others	**905.18**	1013.33
	3568.41	3329.09

* As at the year end there is no amount due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956.

Section 125 of Companies Act, 2013 which corresponds to Section 205 C of Companies Act, 1956 has not yet been enforced.

11. Short-term provisions:		
Employee benefits:		
Provision for Leave Entitlement	**484.23**	496.86
Others		
Provision for Warranty Costs (Refer Note No. 42)	**418.26**	254.06
Provision for Contracts	**110.66**	139.64
	1013.15	890.56

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

12. Fixed Assets:

Description of Assets	GROSS BLOCK (AT COST)				DEPRECIATION/AMORTISATION/ADJUSTMENT					NET BLOCK
	As At 01.04.2015	Additions	Deductions	As At 31.03.2016	As At 01.04.2015	Adjustment	For the year	On Deductions	As At 31.03.2016	As At 31.03.2016
TANGIBLE ASSETS										
Leasehold Land	12.95	–	–	**12.95**	7.41	–	**0.12**	–	**7.53**	**5.42**
Buildings Incl. Roads+	3811.39	**1.41**	**4.60**	**3808.20**	956.52	–	**109.84**	**1.88**	**1064.48**	**2743.72**
Plant and Machinery	10867.23	**64.83**	**35.37**	**10896.69**	5657.62	–	**773.94**	**33.62**	**6397.94**	**4498.75**
Furniture and Fixtures	352.61	**6.98**	**2.67**	**356.92**	188.14	–	**32.85**	**2.62**	**218.37**	**138.55**
Office Equipment	365.74	**24.84**	**20.51**	**370.07**	278.30	–	**35.74**	**19.49**	**294.55**	**75.52**
Motor Vehicles	46.46	**139.60**	–	**186.06**	42.78	–	**9.95**	–	**52.73**	**133.33**
SUB-TOTAL - A	15456.38	**237.66**	**63.15**	**15630.89**	7130.77	–	**962.44**	**57.61**	**8035.60**	**7595.29**
INTANGIBLE ASSETS										
Application Software	1458.22	**97.12**	–	**1555.34**	1413.73	–	**65.00**	–	**1478.73**	**76.61**
Technical Know-how	71.89	–	–	**71.89**	71.89	–	–	–	**71.89**	–
SUB-TOTAL - B	1530.11	**97.12**	–	**1627.23**	1485.62	–	**65.00**	–	**1550.62**	**76.61**
TOTAL A+B	**16986.49**	**334.78**	**63.15**	**17258.12**	**8616.39**	–	**1027.44**	**57.61**	**9586.22**	**7671.90**

Description of Assets	GROSS BLOCK (AT COST)				DEPRECIATION/AMORTISATION/ADJUSTMENT					NET BLOCK
	As At 01.04.2014	Additions	Deductions	As At 31.03.2015	As At 01.04.2014	Adjustment (Refer Footnote)	For the year	On Deductions	As At 31.03.2015	As At 31.03.2015
TANGIBLE ASSETS										
Leasehold Land	12.95	–	–	**12.95**	7.29	–	**0.12**	–	**7.41**	**5.54**
Buildings Incl. Roads+	3792.85	**18.54**	–	**3811.39**	821.61	**25.53**	**109.38**	–	**956.52**	**2854.87**
Plant and Machinery	10806.48	**222.22**	**161.47**	**10867.23**	4795.25	**65.09**	**946.43**	**149.15**	**5657.62**	**5209.61**
Furniture and Fixtures	345.13	**11.66**	**4.18**	**352.61**	160.31	**0.20**	**31.52**	**3.89**	**188.14**	**164.47**
Office Equipment	346.19	**27.57**	**8.02**	**365.74**	191.96	**46.12**	**47.62**	**7.40**	**278.30**	**87.44**
Motor Vehicles	46.46	–	–	**46.46**	37.88	**1.44**	**3.46**	–	**42.78**	**3.68**
SUB-TOTAL - A	15350.06	**279.99**	**173.67**	**15456.38**	6014.30	**138.38**	**1138.53**	**160.44**	**7130.77**	**8325.61**
INTANGIBLE ASSETS										
Application Software	1422.62	**35.60**	–	**1458.22**	1357.92	–	**55.81**	–	**1413.73**	**44.49**
Technical Know-how	71.89	–	–	**71.89**	71.89	–	–	–	**71.89**	–
SUB-TOTAL - B	1494.51	**35.60**	–	**1530.11**	1429.81	–	**55.81**	–	**1485.62**	**44.49**
TOTAL A+B	**16844.57**	**315.59**	**173.67**	**16986.49**	**7444.11**	**138.38**	**1194.34**	**160.44**	**8616.39**	**8370.10**

+ Includes ₹ 16,350 (Previous Year – ₹ 11,850) being the value of 326 shares (Previous Year – 231 shares) in Co-operative Societies for owned premises.

Footnote:

Consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing after April 01, 2014, the Company has re-worked depreciation with reference to the estimated economic lives of fixed assets prescribed by Schedule II to the Act. In case of assets which have completed their useful life, the carrying value (net of residual value) as at April 01, 2014 amounting to ₹ 138.38 lakhs has been adjusted against surplus in the statement of profit and loss as of April 01, 2014 and in other cases the carrying value has been depreciated over the revised remaining useful life.

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

		As at 31st March, 2016	As at 31st March, 2015
13. Non-current Investments			
Non Trade – at cost			
Quoted:			
(All fully paid-up)			
Equity			
21,38,160	(Previous Year – 21,38,160) Equity Shares of ₹ 2 each of Siemens India Ltd.	**162.57**	162.57
5,14,900	(Previous Year – 5,14,900) Equity Shares of ₹ 2 each of HDFC Ltd.	**13.52**	13.52
79,105	(Previous Year – 79,105) Equity Shares of ₹ 2 each of ICICI Bank Ltd.	**6.16**	6.16
3,33,333	(Previous Year – 3,33,333) Equity Shares of ₹ 10 each of Hindustan Oil Exploration Co. Ltd.	**216.50**	216.50
2,500	(Previous Year – 2,500) Equity Shares of ₹ 2 each of HDFC Bank Ltd.	**0.05**	0.05
5,400	(Previous Year – 5,400) Equity Shares of ₹ 10 each of Bank of India	**2.43**	2.43
		401.23	401.23
Units in Mutual Funds:			
41,03,418	(Previous Year – 41,03,418) of ICICI Prudential - FMP Series 68 - 369 Days Plan K Regular Plan Cumulative (NAV - ₹ Nil, Previous Year – ₹ 482.52 lakhs)	**–**	410.34
		–	410.34
		401.23	811.57
Unquoted:			
(All fully paid-up)			
1,000	(Previous Year – 1,000) Equity Shares of ₹ 10 each of Saraswat Co-operative Bank Ltd.	**0.10**	0.10
		0.10	0.10
		401.33	811.67
	Aggregate Amount of Investments		
	Quoted:		
	Equity		
	Book value	**401.23**	401.23
	Market value	**29508.75**	36983.24
	Mutual Funds		
	Book value	**–**	410.34
	Market value	**–**	482.52
	Unquoted:		
	Book value	**0.10**	0.10

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

	As at 31st March, 2016	As at 31st March, 2015
14. Long-term Loans and Advances		
Unsecured, considered good		
Capital Advances	**20.57**	11.20
Security Deposits	**280.36**	185.49
(including National Savings Certificates of the face value of ₹ 0.36 lakhs matured but not encashed deposited with Government Departments and Semi Government – Previous Year – ₹ 0.36 lakhs)		
Other Loans and Advances		
Corporate Deposit	**9340.67**	9340.67
Employee Loans and Advances	**14.97**	16.07
Advances to Vendors	**19.00**	18.99
Sales Tax and Excise Refund Receivable including TDS on WCT	**1891.93**	1566.48
Advance payments of tax and tax deducted at source (net of provision ₹ 83.55 lakhs, Previous Year – ₹ 17.87 lakhs)	**724.63**	696.52
Prepaid Expenses	**22.51**	9.45
MAT Entitlement	**186.63**	155.49
Other Deposits	**62.19**	61.00
	12563.46	12061.36

15. Other non-current Assets		
Unsecured, considered good		
Long Term Trade Receivables		
Unsecured, considered doubtful	**783.88**	813.31
Less: Provision for doubtful receivable	**783.88**	813.31
	–	–
Deposits with Banks with maturity period more than 12 months	**2500.00**	1500.00
Interest Receivable on Maturity	**1344.28**	271.85
Other Receivables	**9.92**	16.35
	3854.20	1788.20

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

	As at 31st March, 2016	As at 31st March, 2015
16. Current Investments		
Valued at the lower of cost and fair value		
Quoted:		
Units in Mutual Funds		
Current portion of Non-current Investments		
41,03,418 (Previous Year – 41,03,418) of ICICI Prudential - FMP Series 68 - 369 Days Plan K Regular Plan Cumulative (NAV – ₹ 522.78 lakhs, Previous Year – ₹ 482.52 lakhs)	**410.34**	–
	410.34	–
Aggregate Amount of Investments		
Quoted:		
Book value	**410.34**	–
Market value	**522.78**	–

17. Inventories		
Raw Materials and Components (In transit ₹ 46.48 lakhs – Previous Year – ₹ 24.33 lakhs)	**2413.28**	2809.32
Work-in-Progress	**2540.66**	3079.35
Finished Goods	**5089.64**	2735.32
Stock in Trade	**482.64**	402.70
Stores Spare Parts and Fuel	**26.18**	34.83
Consumable Tools	**14.01**	17.50
Packing Materials	**40.84**	32.92
	10607.25	9111.94

18. Trade Receivables		
Secured, considered good		
Outstanding for a period exceeding 6 months from the date they are due for payment	**20.49**	8.88
Others	**44.13**	32.39
Unsecured, considered good		
Outstanding for a period exceeding 6 months from the date they are due for payment	**1424.88**	2390.23
Others	**20903.38**	18798.98
	22392.88	21230.48

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

	As at 31st March, 2016	As at 31st March, 2015
19. Cash and Bank Balances		
Cash and Cash equivalents		
Cash on hand	**5.41**	7.14
Cheques on hand	**76.48**	260.01
Remittances in transit	**77.12**	80.18
Bank balances		
In Cash Credit Accounts	**49.25**	89.60
In Current Accounts	**58.89**	33.61
	267.15	470.54
Other bank balances		
Earmarked balances with banks		
In Current Accounts (refer footnote)	**62.52**	76.51
In Fixed Deposits	**3.11**	160.28
Other		
Deposits with Banks with maturity period less than 12 months	**470.00**	–
	535.63	236.79
	802.78	707.33

Footnote:

Balances in current accounts are earmarked towards unclaimed dividend, repayment of public deposits including interest.

20. Short-term loans and advances		
Unsecured, considered good		
Corporate Deposit	**4478.43**	4041.55
Employee Loans and Advances	**20.82**	35.09
Advances to Vendors	**66.98**	115.48
CENVAT Credit and Sales Tax Refund Receivable including TDS on WCT	**518.09**	1018.61
Advance payments of tax and tax deducted at source (net of provision ₹ 15.70 lakhs, Previous Year – ₹ 2219.90 lakhs)	**34.50**	193.62
Prepaid Expenses	**157.29**	105.56
Others	**77.60**	73.66
	5353.71	5583.57

21. Other Current Assets		
Export Incentive	**0.13**	35.44
Interest Receivable	**21.28**	104.06
Gross Amounts Due from Customers of Construction Contracts (Refer Note No. 36)	**22.98**	63.09
Other Receivables	**28.53**	12.64
	72.92	215.23

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

REVENUE FROM OPERATIONS	Year ended 31st March, 2016	Year ended 31st March, 2015
22. Gross Revenue From Operations		
Sale of products		
Manufactured goods	**66677.65**	61188.80
Traded goods	**2593.14**	3214.23
	69270.79	64403.03
Sale of Services	**481.20**	487.50
Project Revenue	**1130.86**	1371.83
	70882.85	66262.36
Other Operating revenue		
Scrap Sales	**498.29**	526.54
	71381.14	66788.90
Less: Excise Duty	**7429.82**	5700.20
	63951.32	61088.70
Details of Sales		
Manufactured goods		
Electric Motors	**25166.85**	22871.15
Transformers	**37993.76**	35665.88
Magnet Technology Machines	**2497.29**	2327.16
Drive Systems	**1019.75**	324.61
	66677.65	61188.80
Traded goods		
Drives	**2358.56**	3008.04
Others	**234.58**	206.19
	2593.14	3214.23
	69270.79	64403.03
23. Other Income		
Interest	**1634.07**	1315.00
Dividend Income	**300.66**	214.61
Profit on redemption of Current Investments	**1.50**	141.87
Profit on sale of Fixed Assets	**27.93**	5.26
Net gain on foreign currency transaction and translation	**15.38**	107.60
Provision no longer required/Credit Balances appropriated	**76.14**	1.46
Miscellaneous Income	**37.02**	32.24
	2092.70	1818.04
24. Cost of Materials Consumed		
Raw Materials and Components Consumed (Including Processing charges and Subcontracting charges)	**45988.55**	42873.19
Packing Materials Consumed	**1019.50**	984.10
Project Materials Consumed	**552.90**	418.08
	47560.95	44275.37

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

	Year ended 31st March, 2016	Year ended 31st March, 2015
24. Cost of Materials Consumed (Contd.)		
(a) Details of materials consumed		
Laminations	**7931.48**	6483.11
Electrolytic Copper Wires, Strips	**12852.09**	12661.98
Stampings	**2546.67**	2192.68
Hardware and Components	**14353.74**	12872.14
Others	**8304.57**	8663.28
	45988.55	42873.19
(b) Value of Imported and Indigenous materials consumed		
	Amount (%)	Amount (%)
Imported	**1122.57 (2.44%)**	1454.25 (3.39%)
Indigenous	**44865.98 (97.56%)**	41418.94 (96.61%)
	45988.55	42873.19
25. Purchases of Stock in Trade		
Purchases	**2260.66**	2503.48
	2260.66	2503.48
Details of purchases of stock in trade		
Drives	**2041.00**	2307.41
Others	**219.66**	196.07
	2260.66	2503.48
26. Changes in Inventories		
Changes in Inventories of Finished goods, Work-in-Progress and Stock in trade		
Stock at the beginning of the year		
Work-in-Progress	**3079.35**	4512.89
Finished Goods	**2735.32**	3761.50
Stock in trade	**402.70**	476.76
	6217.37	8751.15
Stock at the end of the year		
Work-in-Progress	**2540.66**	3079.35
Finished Goods	**5089.64**	2735.32
Stock in trade	**482.64**	402.70
	8112.94	6217.37
Variation in Excise duty on Finished goods		
Excise duty on closing stock	**744.10**	375.95
Less: Excise duty on opening stock	**375.95**	431.88
	368.15	(55.93)
	(1527.42)	2477.85
27. Employee Benefits		
Salaries and Wages	**6460.15**	6095.19
Workmen and Staff Welfare Expenses	**1194.95**	1060.98
Contribution to and provision for Provident and Other Funds	**538.38**	349.60
	8193.48	7505.77

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

		Year ended 31st March, 2016	Year ended 31st March, 2015
28. Finance Costs			
Interest expense		**1774.04**	1910.19
Discounting Charges		**114.83**	69.68
Net (gain)/loss on foreign currency transaction and translation adjusted to interest cost		**167.18**	15.18
		2056.05	1995.05
29. Other Expenses:			
Power and Fuel		**562.60**	509.98
Stores, Spare Parts and Tools consumed		**258.63**	273.56
Fuel consumed (excluding for own power generation)		**91.88**	104.10
Repairs to Buildings		**71.13**	121.26
Repairs to Machinery		**112.27**	93.20
Other Repairs		**32.03**	31.30
Insurance		**58.76**	45.99
Rent		**145.83**	140.99
Rates and Taxes		**183.70**	226.39
Royalty		**46.85**	28.24
Post and Telecommunication Charges		**133.01**	125.16
Travelling, Conveyance and Motor Vehicle Expenses		**616.21**	617.67
Freight and Forwarding Charges (net)		**691.85**	961.25
Discount and Allowances on Sales		**132.27**	56.38
Product Advertisement and Publicity		**75.16**	69.65
Printing and Stationery		**95.98**	90.20
Data Processing Charges		**123.28**	109.37
Professional Charges		**420.90**	415.74
Commission		**300.58**	501.50
Bank Charges		**253.42**	261.47
Directors' Fees		**15.45**	8.80
Loss on Fixed Assets sold, discarded, and scrapped		**2.66**	7.75
Provision for Doubtful Debts	**198.88**		235.13
Less: Provision for Doubtful debts no longer required	**228.31**		124.98
		(29.43)	110.15
Bad Debts/Sundry Debit Balances written off		**16.18**	6.08
Others		**1326.29**	1481.84
		5737.49	6398.02

(a) Value of Imported and Indigenous stores, spare parts and tools consumed:

	Amount (%)	Amount (%)
Imported	**3.92 (1.52%)**	23.35 (8.54%)
Indigenous	**254.71 (98.48%)**	250.21 (91.46%)
	258.63	273.56

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

	As at 31st March, 2016	As at 31st March, 2015
30. Contingent Liabilities:		
Disputed Sales Tax Demands	**344.75**	225.33
Disputed Excise Duty Demands	**263.88**	215.54
Disputed Custom Duty Demand	**126.12**	126.12
Disputed Income Tax Demands	**28.01**	28.01
It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.		
31. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	**25.89**	0.83
32. Professional Charges include:		
(a) To Auditors: (net of Service Tax)		
Audit Fees	**17.50**	17.50
Tax Audit Fee	**3.95**	3.45
Company Law	**–**	1.00
Others	**13.25**	8.00
Reimbursement of Out of Pocket Expenses	**0.65**	0.21
	35.35	30.16
(b) To Cost Auditors (net of Service Tax)	**0.85**	0.72
33. Value of Imports on C.I.F. basis:		
Raw Materials	**981.14**	1352.10
Traded Goods	**1620.78**	2010.75
Components and Spare parts	**2.64**	19.05
Capital Goods	**7.65**	1.72
34. Expenditure in Foreign Currency:		
Travelling	**54.02**	51.70
Royalty	**46.85**	28.24
Others	**5.40**	41.83
35. Earnings in Foreign Exchange:		
(i) Direct Exports on F O B basis	**627.17**	3971.72
(ii) Others		
Services Rendered	**19.41**	18.80

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

36. Disclosure pursuant to Accounting Standard - 7: Construction Contracts

	As at 31st March, 2016	As at 31st March, 2015
(a) Contract Revenue recognised for the year (net of excise duty ₹ 19.49 lakhs, Previous Year ₹ Nil) (Refer Note 22)	**1111.37**	1371.83
(b) For contracts in progress as at year end		
(i) Aggregate amount of cost incurred and recognised profits (less recognised losses)	**2422.23**	3120.62
(ii) Amount of advances received from customers	**3.28**	113.25
(iii) Amount of retentions due from customers	**128.60**	298.24
(c) Gross amount due from customers	**22.98**	63.09
(d) Gross amount due to customers	**30.41**	31.78

37. Disclosure pursuant to Accounting Standard - 15 : Employee Benefits

37.1 Defined Contribution Plans

The Company has recognised the following amounts in the Statement of Profit & Loss for the year :

	2015-2016	2014-2015
(1) Contribution to Employees' Provident Fund/Employees' Family Pension Fund	**233.98**	192.00
(2) Contribution to Employees' Superannuation Fund	**55.28**	59.61

37.2 Defined Benefit Plan - Gratuity

(I) Changes in the Present Value of the Defined Benefits Obligation

	2015-2016	2014-2015
(1) Present Value of Defined Benefit Obligation at the beginning of the year	**2182.90**	2104.40
(2) Interest Cost	**174.63**	194.66
(3) Current Service Cost	**119.73**	118.47
(4) Benefits paid	**(313.36)**	(267.66)
(5) Actuarial (Gain)/Loss on Defined Benefit Obligation	**37.04**	33.03
(6) Present Value of Defined Benefit Obligation at the end of the year	**2200.94**	2182.90

(II) Changes in the Fair Value of Plan Assets

	2015-2016	2014-2015
(1) Fair Value of Plan Assets at the beginning of the year	**2044.92**	1938.41
(2) Expected Return on Plan Assets	**219.83**	175.52
(3) Contributions	**220.00**	126.00
(4) Benefits paid	**(313.36)**	(267.66)
(5) Actuarial Gain/(Loss) on Plan Assets	**(137.55)**	72.65
(6) Fair Value of Plan Assets at the end of the year	**2033.84**	2044.92

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

	2015-2016	2014-2015
37. Disclosure pursuant to Accounting Standard - 15 : Employee Benefits (Contd.)		
(III) Amounts recognised in the Balance Sheet		
(1) Present Value of Defined Benefit Obligation at the end of the year	**2200.94**	2182.90
(2) Fair Value of Plan Assets at the end of the year	**2033.84**	2044.92
(3) Liability to be recognised in the Balance Sheet	**167.10**	137.98
(IV) Balance Sheet Reconciliation		
(1) Net liability at the beginning of the year	**137.98**	165.99
(2) Expense recognised in the Statement of Profit and Loss	**249.12**	97.99
(3) Contributions	**(220.00)**	(126.00)
(4) Net liability at the end of the year	**167.10**	137.98
(V) Amounts recognised in the Statement of Profit and Loss		
(1) Current Service Cost	**119.73**	118.47
(2) Interest Cost on obligation	**174.63**	194.66
(3) Expected Return on Plan Assets for the period	**(219.83)**	(175.52)
(4) Net Actuarial (Gain)/Loss	**174.59**	(39.62)
(5) Expense recognised in the Statement of Profit & Loss	**249.12**	97.99
(VI) Actual Return on Plan Assets		
(1) Expected Return on Plan Assets for the period	**219.83**	175.52
(2) Actuarial Gain/(Loss) on Plan Assets	**(137.55)**	72.65
(3) Actual Return on Plan Assets	**82.28**	248.17
(VII) Percentage of each category of Plan Assets to total Fair Value of Plan Assets		
Insurer managed fund	**100%**	100%
(VIII) Actuarial Assumption		
(1) Discount Rate	**8.00%**	8.00%
(2) Expected Rate of Return on Plan Assets	**10.75%**	9.05%
(3) The estimate of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.		
(IX) Expected Contribution to the Funds in the next financial year	**44.98**	67.97

(X) The amount for the current annual period and previous four annual periods of:

	For the annual periods ended				
	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
i. Present Value of Defined Benefit Obligation	**2200.95**	2182.90	2104.40	2104.99	2074.58
ii. Fair Value of Plan Assets	**2033.85**	2044.92	1938.41	1831.97	1727.20
iii (Surplus)/Deficit in the Plan	**167.10**	137.98	165.99	273.02	347.38
iv. Experience adjustment on Plan Liability (Gain)/Loss	**34.25**	(74.72)	25.70	(76.58)	(25.85)
v. Experience adjustment on Plan Assets Gain/(Loss)	**(137.55)**	72.65	(45.70)	18.80	11.30

37.3 <u>Other Employee Benefits</u>

(1) Leave Entitlement - Debit to the Statement of Profit and Loss	**69.58**	100.42

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

38. Segment Information

BUSINESS SEGMENTS

Particulars	Power Systems		Industrial Systems		Total	
	2015-2016	2014-2015	**2015-2016**	2014-2015	**2015-2016**	2014-2015
Segment Revenue						
External Revenue	**35533.58**	34551.92	**27919.45**	26010.24	**63453.03**	60562.16
Inter-segment Revenue	**—**	—	**—**	—	**—**	—
Total Revenue	**35533.58**	34551.92	**27919.45**	26010.24	**63453.03**	60562.16
Segment Result	**2282.72**	(1426.45)	**1562.20**	1122.16	**3844.92**	(304.29)
Unallocated Income/(Expense) (Net)					**(1053.50)**	(1143.80)
Finance Costs					**(2056.05)**	(1995.05)
Exceptional Items					**—**	—
Excess/(Short) provision for tax in respect of earlier years					**36.23**	38.19
Tax Expense (Debit)/Credit					**(52.41)**	—
Profit/(Loss) after Taxation					**719.19**	(3404.95)
Other information:						
Segment Assets	**27202.48**	25841.33	**15047.81**	14715.95	**42250.29**	40557.28
Unallocated Assets					**21943.28**	19374.47
Total assets					**64193.57**	59931.75
Segment Liabilities	**12108.45**	12195.55	**7178.85**	7093.97	**19287.30**	19289.52
Unallocated Liabilities					**17651.98**	14107.13
Total liabilities					**36939.28**	33396.65
Capital Expenditure						
Segment Capital Expenditure	**27.67**	51.21	**95.62**	140.49	**123.29**	191.70
Unallocated Capital Expenditure					**262.51**	76.52
Total Capital Expenditure					**385.80**	268.22
Depreciation and Amortisation						
Segment Depreciation and Amortisation	**589.87**	753.96	**286.51**	289.43	**876.38**	1043.39
Unallocated Depreciation and Amortisation					**151.06**	150.95
Total Depreciation and Amortisation					**1027.44**	1194.34
Significant Non Cash Expenditure						
Segment Significant Non Cash Expenditure	**—**	—	**—**	—	**—**	—
Unallocated Non Cash Expenditure	**—**	—	**—**	—	**—**	—
Total Significant Non Cash Expenditure	**—**	—	**—**	—	**—**	—

1. Segments have been identified in line with Accounting Standard AS 17 on the basis of production and distribution process and regulatory environment.
2. Company has disclosed Business segments as Primary segments.

   Composition of Business Segments:

   a. Power Systems

      This segment comprises the design, commissioning and marketing of power transformers; EPC projects for electrical substations including delivery, rectification, commissioning and servicing of transformers and marketing of maintenance products.

   b. Industrial Systems

      This segment comprises the development, marketing and manufacture of a wide range of standard and customized electric motors; magnet technology machines and the engineering and supply of AC variable-speed drives and drive systems.
3. Segment Revenue, Result, Assets & Liabilities include respective amounts directly attributable to each segment & other relevant amounts allocated on reasonable basis.

   While presenting the segment results, common expenses, common assets and liabilities to the extent not directly identifiable with any one segment have been grouped as unallocable.
4. Company does not have any secondary segments since risk and return are not significantly dependent on geographical locations. Further since the revenue from within India and the assets within India are greater than 90% of the total revenues and total assets, respectively, of the Company, the disclosure requirements for secondary segment as per the aforesaid standard is also not applicable.

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

39. Related Party Disclosures

39.1 RELATED PARTIES

A. Key Management Personnel

A1. Mr. Nikhil J. Danani, Vice Chairman & Managing Director

A2. Mr. Nakul P. Mehta, Vice Chairman & Managing Director

A3. Mr. Shome N. Danani, Executive Director (son of Mr. Nikhil J. Danani)

B. Relatives of the Key Management Personnel

B1. Mr. Anand J. Danani (brother of Mr. Nikhil J. Danani)

B2. Ms. Avanti P. Mehta (sister of Mr. Nakul P. Mehta)

B3. Ms. Sita P. Mehta (sister of Mr. Nakul P. Mehta)

C. Enterprises over which any of (A) or (B) can exercise control or significant influence

C1. Danmet Chemicals Pvt. Ltd.

C2. Nasivan Investments Pvt. Ltd.

39.2 TRANSACTIONS WITH RELATED PARTIES

Nature of Transaction	Related Parties														
	Referred in I(A) above					Referred in I(B) above					Referred in I(C) above				
	With	During the Year		Closing Balance Dr/(Cr)		With	During the Year		Closing Balance Dr/(Cr)		With	During the Year		Closing Balance Dr/(Cr)	
		CY	PY	**CY**	PY		**CY**	PY	**CY**	PY		**CY**	PY	**CY**	PY
Remuneration	A1	**121.06**	121.06	**(8.76)**	(11.74)										
	A2	**121.07**	121.07	**(8.15)**	(11.63)										
	A3	**87.75**	87.77	**(5.54)**	(7.71)										
Sitting Fee						B1	**—**	0.10	**—**	—					
Purchases											C1	**228.51**	194.23	**(21.58)**	(20.90)
Deposit repaid	A2	**—**	25.00	**—**	—	B2	**—**	1.00	**—**	—	C2	**—**	5.50	**—**	—
						B3	**—**	1.00	**—**	—					
Interest Paid	A2	**—**	2.50	**—**	—	B2	**—**	0.10	**—**	—		**—**	—	**—**	—
						B3	**—**	0.10	**—**	—	C2	**—**	0.58	**—**	—
Rent Received											C1	**4.10**	3.76	**—**	—

a. No amount has been written off or written back during the year ended 31.03.2016.

b. **CY = Current Year,** PY = Previous Year

40. Disclosure pursuant to Accounting Standard - 19 : Leases

As a lessee in an Operating Lease:

Non-cancellable

The Company has hired assets under non-cancellable operating lease arrangements at stipulated rentals. These lease arrangements range for a period between 11 months and 9 years. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

With respect to all operating leases :

	Year ended 31st March, 2016	Year ended 31st March, 2015
Lease payments recognised in the Statement of Profit and Loss during the year	**154.40**	180.31

The future Minimum Lease Payments (MLP) under these leases are as under:

	As at 31st March, 2016	As at 31st March, 2015
MLP due not later than one year	**36.00**	34.97
MLP due later than one year but not later than five years	**24.82**	49.43
MLP later than five years	**–**	–

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

41. Disclosure pursuant to Accounting Standard - 20 : Earnings Per Share

		Year ended 31st March, 2016	Year ended 31st March, 2015
Profit/(Loss) after Tax	A	**719.19**	(3404.95)
Weighted Average number of Equity Shares	B	**5,651,560**	5,651,560
Nominal Value Per Share (₹)	C	**10.00**	10.00
Basic and diluted Earning/(loss) per share (in ₹)	A/B	**12.73**	(60.25)

42. Disclosure as required by AS 29

	Carrying amount as on 01.04.2015	Provision made during the year	Amount used during the year	Carrying amount as on 31.03.2016
Others#	**114.70**	**–**	**–**	**114.70**
	(114.70)	–	–	(114.70)
Warranty*	**254.06**	**397.21**	**233.01**	**418.26**
	(187.64)	(243.66)	(177.24)	(254.06)

Figures in the bracket are for the previous year.

\# Others represent liability in respect of statutory dues which is sub-judice and payment thereon will depend upon the outcome of the case.

* Provision for Warranty Costs in connection with repairs and free replacement of parts during warranty period is determined based on past experience and estimates and are accrued in the year of sale.

43. Hedged and Unhedged Foreign currency exposures at the end of the year.

Nature of Transaction	Currency	**As at 31st March, 2016**		As at 31st March, 2015	
		Hedged	**Unhedged**	**Hedged**	**Unhedged**
Trade Payable	EUR*	**3359**	**1115**	–	9216
	INR	**(2.54)**	**(0.84)**	–	(6.27)
Trade Payable	USD*	**110104**	**31156**	60521	135294
	INR	**(73.15)**	**(20.70)**	(37.93)	(84.80)
Trade Payable	GBP*	**2598**	**–**	–	–
	INR	**(2.48)**	**–**	–	–
Trade Receivable	USD*	**–**	**6200**	–	6200
	INR	**–**	**(4.08)**	–	(3.85)
Trade Receivable	EUR*	**–**	**61466**	44365	1154
	INR	**–**	**(45.57)**	(29.65)	(0.77)
FCNR (B) based loan	USD*	**3637422**	**–**	3238866	–
	INR	**(2416.70)**	**–**	(2030.12)	–

* Denotes amounts in full figures.

44. Previous year's figures have been regrouped/recast/reclassified, wherever necessary.

As per our report of even date.
For DALAL & SHAH LLP
Chartered Accountants
Firm Registration No. 102021W/W100110

Sarah George
Partner
Membership No. 045255

D. N. Nagarkar
Company Secretary & Senior General Manager : Legal

S. M. Tilak
Vice President : Finance and Corporate Strategy

Mumbai, 12th May, 2016

Nikhil J. Danani
Nakul P. Mehta
} Vice Chairman & Managing Directors

Prakash V. Mehta
Sanjiv N. Shah
} Directors

Mumbai, 12th May, 2016

Bharat Bijlee

Bharat Bijlee Limited

Regd. Office: Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025.
CIN: L31300MH1946PLC005017, Phone: 022-2430 6237, Fax: 022-2437 0624
Website: www.bharatbijlee.com • E-mail: bblcorporate@bharatbijlee.com

FORM NO. MGT – 11

PROXY FORM

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address:

E-mail ID

Folio No./Client ID:

DP ID:

I/We being the Member(s) of ..... equity shares of ₹ 10 each of Bharat Bijlee Limited, hereby appoint:

1. Name:..... E-mail Id: .....
   Address:.....
   ..... Signature: .....
   or failing him.....
2. Name:..... E-mail Id: .....
   Address:.....
   ..... Signature: .....
   or failing him.....
3. Name:..... E-mail Id: .....
   Address:.....
   ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 69th Annual General Meeting of the Company, to be held on Tuesday, September, 20, 2016 at 3.00 p.m. at 'Walchand Hirachand Hall', Indian Merchants' Chamber Building, Veer Nariman Road, Churchgate, Mumbai - 400 020 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

Resolution No.	Brief details of the Resolution
ORDINARY BUSINESS	
1.	Adoption of audited Balance Sheet as at March 31, 2016, 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.
2.	Re-appointment of Mr. Ravishanker Prasad (holding DIN: 06641845) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.
3.	Ratification of the appointment of Messrs Dalal & Shah (Registration No. 102021W/W100110), Chartered Accountants, Statutory Auditors and authorize the Board of Directors / Audit Committee to fix their remuneration for the financial year ending March 31, 2017.
SPECIAL BUSINESS	
4.	Ratification of Cost Auditors remuneration to be paid to Messrs P M Nanabhoy & Co. for the financial year ending March 31, 2017.
5.	Re-appointment of Mr. Nikhil J. Danani (DIN: 00056514) as the Managing Director of the Company, for a period of three (3) years with effect from June 20, 2016.
6.	Re-appointment of Mr. Nakul P. Mehta (DIN: 00056561) as the Managing Director of the Company, for a period of three (3) years with effect from June 20, 2016.

Signed: this..... day of..... 2016

Signature of Member(s): .....

Signature of the Proxy holder(s):.....

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 69th Annual General Meeting.

Bharat Bijlee Limited
Regd. Office: Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025.
CIN: L31300MH1946PLC005017, Phone: 022-2430 6237, Fax: 022-2437 0624
Website: www.bharatbijlee.com • E-mail: bblcorporate@bharatbijlee.com

ATTENDANCE SLIP

TO BE COMPLETED AND HANDED OVER AT THE ENTRANCE OF THE AUDITORIUM

I hereby record my presence at the 69th ANNUAL GENERAL MEETING of the Company held at 'Walchand Hirachand Hall, Indian Merchants' Chamber Building, Veer Nariman Road, Churchgate, Mumbai 400 020, on Tuesday, September 20, 2016 at 3:00 P.M.

DP ID*	Folio No.
Client ID*	No. of Shares

Sr. No.

Shareholder(s) Name

Address of the Shareholder(s)

If Shareholder(s), please sign here	If proxy, please mention name and sign here	
	Name of Proxy	Signature

* Applicable for shareholders holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User ID	*Default Sequence Number

* Members who have not updated their PAN with the Company/Depository Participant shall use default Sequence Number in the PAN field. Other members should use their PAN.

Bharat Bijlee Limited

Electric Mansion 6th Floor
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Prabhadevi
Mumbai 400 025

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CIN: L31300MH1946PLC005017

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