



Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreements]

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

Dear Sir,

- 1 I, N. L. Bhatia, Practicing Company Secretary, have been appointed as scrutinizer, by the Board of Directors of Bharat Bijlee Limited for the purpose of scrutinizing the remote e-voting, voting by post through Ballot Form and physical ballot process at the Annual General Meeting and ascertaining the requisite majority on remote e-voting, by post through Ballot Paper and physical ballot process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Clause 35B of the Listing Agreement with the Stock Exchanges on the resolutions contained in the notice of the 68th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the September 22, 2015 at Walchand Hirachand Hall, Indian Merchants' Chamber Building Veer Nariman Road, Churchgate, Mumbai 400 020.
- 2 The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 68th AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting, voting by post through Ballot Form and physical ballot process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company, Ballot Forms received through post and provided by Link Intime India Pvt. Ltd, R&T Agent. and voting through Ballot Paper carried out at the Meeting.

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



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









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

Item No. 1- As an Ordinary Resolution: -

To receive, consider, approve and adopt:

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

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

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

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

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

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

To Appoint Statutory auditors and fix their remuneration.

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

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

To Appoint Cost auditors and fix their remuneration.

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



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

Thanking you,

Yours faithfully,



N. L. Bhatia

N. L. Bhatia

FCS NO. 422

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

Place: Mumbai

Date: September 22, 2015

Countersigned by

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