Bharat Bijlee

70 YEARS

September 9, 2019

BSE Limited
Corporate Relationship Department,
Phiroze Jeejebhoy Towers,
Dalal Street,
Mumbai – 400 001.
SCRIP CODE: 503960

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 72ND ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 9, 2019 & DISCLOSURE OF VOTING RESULTS

We wish to bring your kind notice that the 72nd Annual General Meeting ('AGM') of the Company was held on Monday, September 9, 2019 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 (9) mentioned in the Notice dated July 25, 2019, 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"), 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'**;

Request you to take the same on your record.

Yours sincerely,
For Bharat Bijlee Limited

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Durgesh N. Nagarkar
Company Secretary & Senior General Manager, Legal

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CIN: L31300MH1946PLC005017

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'Annexure A'

SUMMARY OF PROCEEDINGS OF THE 72ND ANNUAL GENERAL MEETING OF THE COMPANY

The 72nd Annual General Meeting ("AGM or the Meeting") of the Members of the Company was held on **Monday, September 9, 2019 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. Mr. Prakash V. Mehta, further announced that Mr. Nakul P. Mehta, Managing Director and Vice Chairman of the Company was not able to attend the AGM due to his medical condition.

Total 94 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 except Mr. Nakul P. Mehta, all the Directors including Mr. Sanjiv N. Shah, the Chairman of the Audit Committee as well as Nomination & Remuneration Committee of the Company, Chief Financial Officer, Company Secretary and representatives of the Statutory Auditors and the Secretarial Auditors, 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 2019 to August 2019 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, 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 Friday, September 6, 2019 and ended at 5.00 p.m. on Sunday, September 8, 2019**.

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During this period, Members of the Company, who held shares either in physical form or in dematerialized form, as on the cut-off date being August 31, 2019, were eligible to vote by electronic means or at the AGM. The Company had provided facility of voting by Ballot at the AGM Venue. Members who had already cast their votes through remote e-voting system were requested to abstain from the e-voting process at the Meeting as the votes cast through remote e-voting prevail and further e-voting at the Meeting is treated invalid.

Mr. Navnitlal L. Bhatia or failing him Mr. Bharat Upadhyay or failing him Mr. Bhaskar Upadhyay, of N. L. Bhatia & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer by the Board for scrutinizing the remote e-voting and poll process at the AGM.

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 Director.

Thereafter, the Chairman ordered for Poll and requested Mr. 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 Chairman authorized the Company Secretary to declare the voting results, intimate the stock exchanges and place the same on the website of the Company.

The following items of business as set out in the Notice of the AGM dated July 25, 2019, 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, 2019, the Audited Statement of Profit and Loss for the financial year ended on that date, Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution);

2. Declaration of Dividend on Equity Shares of the Company for the Financial Year 2018-2019. (Ordinary Resolution);

3. Re-appointment of Mr. Shome N. Danani (DIN 00217787) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution);

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SPECIAL BUSINESS:

4. Ratification of Cost Auditors Remuneration to be paid to Messrs. P M Nanabhoy & Co., Cost Accountants (Firm Registration No. 000012) for the financial year ending March 31, 2020. (Ordinary Resolution);

5. Re-appointment of Mr. Prakash V. Mehta (DIN 00001366), Chairman, as an Independent Director of the Company, for a second term of five (5) consecutive years. (Special Resolution);

6. Re-appointment of Mr. Sanjiv N. Shah (DIN 00007211), as an Independent Director of the Company, for a second term of five (5) consecutive years. (Special Resolution);

7. Re-appointment of Mr. Jairaj C. Thacker (DIN 00108552), as an Independent Director of the Company, for a second term of five (5) consecutive years. (Special Resolution);

8. Re-appointment of Mr. Rajeshwar D. Bajaaj (DIN 00087845), as an Independent Director of the Company, for a second term of five (5) consecutive years. (Special Resolution);

9. Appointment of Mrs. Mahnaz A. Curmally (DIN 06907271), as an Independent Director of the Company, for a term of five (5) consecutive years. (Special Resolution);

Based on the Scrutinizer's Report dated September 9, 2019, issued by Mr. 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.

The AGM concluded at 4.15 P.M.

Kindly take the above on record and oblige.

Thanking you,

Yours sincerely,

For **BHARAT BIJLEE LIMITED**

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Durgesh N. Nagarkar
Company Secretary & Senior General Manager, Legal

Place : Mumbai
Date : September 9, 2019