



Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 18) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreements]

To,
The Chairman
Bharat Bijlee
Regd. Office: 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 a scrutinizer by the Board of Directors of Bharat Bijlee at its meeting held on 25th July, 2014 for the purpose of scrutinizing the e-voting, physical ballot process and for conducting the ballot process at the Annual General Meeting and ascertaining the requisite majority on e-voting 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 and physical ballot process carried out as per Clause 35B of the Listing agreements with the Stock Exchanges and ballot process undertaken at the 67th Annual General meeting on the resolutions contained in the notice of the 67th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 11th September, 2014 at 'Walchand Hirachand Hall', Indian Merchants' Chamber Building, Veer Nariman Road, Churchgate, Mumbai-400020.
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 67th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting 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, the authorized agency to provide e-voting facilities, engaged by the Company and physical ballots provided by Link Intime India Pvt. Ltd., R&T Agent.

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

- 3.1 The Company has provided the e-voting facility through Central Depository Services India Limited (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 it's 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.
- 3.3 As prescribed in the said Rules, The Company has also published an advertisement on 14th August, 2014 and it carried the required information as specified in the said rules.
- 3.4 The Company has completed the dispatch of ballot form on 16th August, 2014 along with prepaid postage business reply envelope to its members, whose name appeared on the Register of Members / List of Beneficiaries as on 12th August, 2014.
- 3.5 The particulars of all ballot forms received from the members have been entered into register separately maintained for the purpose.
- 3.6 The ballot forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Registrar of Members of the Company / list of beneficiaries as on 29th August, 2014.
- 3.7 All ballot forms received on 5th September, 2014 up to 5:00 p.m., the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.



- 3.8 Envelopes containing ballot forms received after 5:00 p.m. on 5th September, 2014 were not considered for my scrutiny.

- 3.9 The company had arranged for ballot papers which were duly distributed to the members and proxies present at the Annual General Meeting (AGM) on 11th September, 2014; 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;
- 3.10 We have kept a record of the ballot papers received in response to the voting done at the AGM, by initialing it.
- 3.11 We have ensured that the ballot box were duly locked and sealed in the presence of the members and proxies.
- 3.12 The ballot box was opened in the presence of two persons viz. Ms. Urvi Shah and Mr. Bhaskar Upadhyay as witnesses after the voting process was over;
- 3.13 The e-voting commenced from 3rd September, 2014 (9:00 a.m.) and ended on 5th September, 2014 (5:00 p.m.).
- 3.14 The votes cast were unblocked on 5th September, 2014 (5:00 p.m.) in the presence of 2 witnesses, Ms. Urvi Shah and Ms. Deepali Bhatia, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

U. P. Shah.

D. Bhatia

- 3.15 The e-voting data was scrutinized by me for verification of votes cast "in favour" and "against" the Resolution.
- 3.16 Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "in favour" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services India Limited i.e. www.evotingindia.com and the result of the e-voting and physical ballot forms received through post and after conducting the ballot process at the Annual General Meeting is as under:



Item No. 1- As an Ordinary Resolution: - To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, 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.

(i)Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
119	28,05,717	99.9782

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
3	610	0.0217

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
7	1296

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
0	0



Item No. 2:- As an Ordinary Resolution: - To appoint a Director in place of Mr. Anand J. Danani (holding DIN 00056534), who retires by rotation and, being eligible, offers himself for re-appointment.

The Resolution was withdrawn at the Annual General Meeting as Mr. Anand Danani resigned after the issue of the notice. Hence, votes exercised during E-voting and Postal ballot prior to Annual General Meeting have not been taken into consideration.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
0	0	0

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
0	0	0

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
0	0

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
0	0



Item No. 3:- As an Ordinary Resolution: - To appoint Auditors (Messrs Dalal & Shah Chartered Accountants) and to fix their remuneration.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
118	28,04,947	99.9838

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
2	455	0.0162

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
10	1,621

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 4:- As an Ordinary Resolution: - Appointment of Ms. Mahnaz A Curmally (DIN: 06907271) as a Director liable to retire by rotation.

(i)Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
114	28,04,147	99.9517

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
5	1355	0.0483

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
9	1521

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 5:- As an Ordinary Resolution: - Appointment of Mr. Ravishanker Prasad (DIN: 06641845) as a Director liable to retire by rotation.

(i)Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
114	28,04,792	99.9747

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
5	710	0.0253

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
9	1521

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 6:- As an Ordinary Resolution: - Appointment of Mr. Prakash V Mehta (DIN: 00001366), as an Independent Director of the Company.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
114	28,04,592	99.9676

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
5	910	0.0324

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
9	1521

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 7:- As an Ordinary Resolution: - Appointment of Mr. Sanjiv N. Shah (DIN: 00007211) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
112	28,04,042	99.9480

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
7	1460	0.0520

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
9	1521

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 8:- As an Ordinary Resolution: - Appointment of Mr. Jairaj C Thacker (DIN: 00108552), as an Independent Director of the Company.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
113	28,04,132	99.9494

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
7	1420	0.0506

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
8	1471

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 9:- As an Ordinary Resolution: - Appointment of Mr. Rajeshwar R Bajaj (DIN: 00419623), as an Independent Director of the Company.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
113	28,04,732	99.9726

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
6	770	0.0274

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
9	1521

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 10:- As a Special Resolution: - Approval of payment of remuneration to Mr. Shome N. Danani, Executive Director in terms of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
107	28,02,821	99.9027

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
13	2731	0.0973

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
8	1471

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 11:- As a Special Resolution: - Approval of limits of borrowing by the company.

(i)Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
105	26,10,240	99.8764

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
11	3230	0.1236

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
9	1,521

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
4	1,92,632



Item No. 12:- As an Ordinary Resolution: - Appointment and Remuneration of Cost Auditor.**(i)Voted in favour of the resolution:**

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
113	28,04,491	99.9622

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
7	1061	0.0378

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
8	1471

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



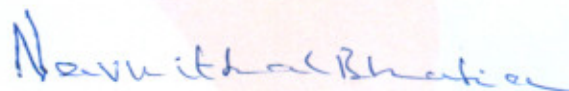
4. A Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under e-voting, physical ballot received through post and voting done at the AGM through Ballot Paper 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. Durgesh N Nagarkar, Company Secretary for safe keeping.
5. You may accordingly declare the result of voting by e-voting, physical ballot received through post and ballot at the Annual General Meeting.
6. The abovementioned resolutions are deemed to be passed as on the date of announcement of results.

Thanking you,

yours faithfully,

Place: Mumbai

Date: 11th September, 2014



N. L. Bhatia, FCS-1176

Practicing Company Secretary
Scrutinizer for Ballot form and e-voting

