

# BF UTILITIES

SECT/BFUL/Regulation 44(3)/

November 7, 2017

The Secretary,  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra-Kurla Complex  
Bandra (E), Mumbai – 400 051  
SYMBOL – BFUTILITIE

Dept. of Corporate Services,  
BSE Ltd.  
Phiroze Jeejeebhoy Tower  
Dalal Street, Mumbai – 400 001  
Scrip Code – 532430

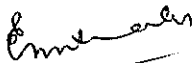
Dear Sir,

**Sub: Disclosure of Voting Results of the 17<sup>th</sup> Annual General Meeting (AGM) held on 6<sup>th</sup> November, 2017.**

With reference to 17<sup>th</sup> Annual General Meeting (AGM) of the Company held on 6<sup>th</sup> November, 2017, please find enclosed herewith, the Disclosure of Voting Results of the AGM (along with Scrutinizer's Report), in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

Yours Faithfully,  
For BF Utilities Limited



B. S. Mitkari  
Company Secretary

Encl : as above.

c.c. – National Securities Depository Limited  
Mumbai – 400 013.



**Correspondence Address:**  
Cyber City, Tower 15, Level 6, Office 602,  
Magarpatta City, Hadapsar, Pune 411013.  
Phone: +91-20-6629 2550/26

**CIN:L40108PN2000PLC015323**

**KALYANI**  
GROUP COMPANY

BF UTILITIES LIMITED, MUNDHWA, PUNE CANTONMENT, PUNE 411 036, MAHARASHTRA, INDIA

Phone : +91-20-26822552, 26702777 Fax : +91-20-26823061

Email : bfutilitiesstd@vsnl.net Website : www.bfutilities.com

# BF UTILITIES

## Format of Voting Results

Date of 17 <sup>th</sup> Annual General Meeting	:	6 November, 2017
Total number of Shareholders on Cut-off Date (Record Date) i.e.30th October, 2017	:	49,041
No. of shareholders present in the meeting either in person or through proxy :		
Promoter and Promoter Group	:	9
Public	:	45
No. of Shareholders attended the meeting through Video Conferencing		
Promoter and Promoter Group	:	N.A.
Public	:	N.A.

## Agenda-wise disclosure

### Resolution No.1

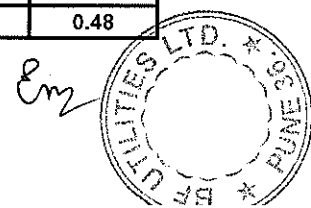
Adoption of the Financial Statements of the Company for the year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon

Resolution Required				:	Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution ?				:	No			
Result				:	Passed with Requisite Majority			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	10207834	48.42	10207834	0	100.00	0.00
	Poll	0	9848935	46.72	9848935	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>21081215</b>	<b>20056769</b>	<b>95.14</b>	<b>20056769</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	0	275548	55.76	0	275548	0.00	100.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>494185</b>	<b>275548</b>	<b>55.76</b>	<b>0</b>	<b>275548</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	0	1599156	9.94	1599156	0	100.00	0.00
	Poll *	0	624	0.00	624	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>16092228</b>	<b>1599780</b>	<b>9.94</b>	<b>1599780</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>37667628</b>	<b>21932097</b>	<b>58.23</b>	<b>21656549</b>	<b>275548</b>	<b>98.74</b>	<b>1.26</b>

### Resolution No.2

Appointment of Mr. A. B. Kalyani, as a Director, (DIN : 0089430), who retires by rotation, and being eligible, offers himself for re-appointment

Resolution Required				:	Ordinary Resolution			
Whether promoter/promoter group are interested in the				:	Yes			
Result				:	Passed with Requisite Majority			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	10207834	48.42	10207834	0	100.00	0.00
	Poll	0	9820665	46.58	9820665	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>21081215</b>	<b>20028499</b>	<b>95.01</b>	<b>20028499</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	0	275548	55.76	171445	104103	62.22	37.78
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>494185</b>	<b>275548</b>	<b>55.76</b>	<b>171445</b>	<b>104103</b>	<b>62.22</b>
Public – Non Institutions	E-Voting	0	1599116	9.94	1599101	15	100.00	0.00
	Poll *	0	624	0.00	624	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>16092228</b>	<b>1599740</b>	<b>9.94</b>	<b>1599725</b>	<b>15</b>	<b>100.00</b>
<b>Total</b>		<b>37667628</b>	<b>21903787</b>	<b>58.15</b>	<b>21799669</b>	<b>104118</b>	<b>99.52</b>	<b>0.48</b>



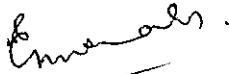
# BF UTILITIES

## Resolution No.3

Appointment of M/s. Joshi Apte & Co, Chartered Accountants, Pune as Statutory Auditors of the Company								
Resolution Required			:			Ordinary Resolution		
Whether promoter/promoter group are interested in the			:			No		
Result			:			Passed unanimously		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	10207834	48.42	10207834	0	100.00	0.00
	Poll	0	9848935	46.72	9848935	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>21081215</b>	<b>20056769</b>	<b>95.14</b>	<b>20056769</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	0	275548	55.76	275548	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>494185</b>	<b>275548</b>	<b>55.76</b>	<b>275548</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	0	1597616	9.93	1597616	0	100.00	0.00
	Poll *	0	624	0.00	624	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>16092228</b>	<b>1598240</b>	<b>9.93</b>	<b>1598240</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37667628</b>	<b>21930557</b>	<b>58.22</b>	<b>21930557</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Thanking You,

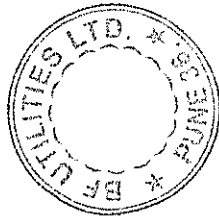
Yours Faithfully,  
For BF Utilities Limited



B. S. Mitkari  
Company Secretary

Place : Pune

Date : November 7, 2017



To  
The Chairman,  
17<sup>th</sup> Annual General Meeting,  
BF Utilities Limited,  
Mundhwa, Pune Cantonment,  
Pune-411 036

**Sub: Results of E-voting and voting by Poll.**

Dear Madam,

I undersigned, Sridhar G. Mudaliar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of BF Utilities Limited (“the Company”) for scrutinizing the e-voting process (during November 3, 2017 to November 5, 2017) and voting by poll (at 17<sup>th</sup> Annual General Meeting (AGM) held on November 6, 2017) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through remote e-voting and by poll at AGM are conducted in a fair and transparent manner and render consolidated scrutinizer’s report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (“NSDL”) and the report of poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 17<sup>th</sup> Annual General Meeting of the Company held on November 6, 2017:

- a) Report on E-voting;
- b) Report on Poll and
- c) Combined report of e-voting and Poll



I hereby declare that Resolution no.3 is passed unanimously and Resolution no.1 & 2 are passed with requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,  
Yours faithfully,

For SVD & Associates



Sridhar G. Mudaliar

Partner

FCS No. 6156

C. P. No. 2664

Place: Pune

Date: November 6, 2017

Sridhar G. Mudaliar  
M.Com, LL.B, F.C.S.

Company Secretary

22-A, Hanuman Nagar,  
Off: Senapati Bapat Road,  
Model Colony, Pune- 411016  
Tel: 25655319

17TH ANNUAL GENERAL MEETING OF BF UTILITIES LIMITED  
(CIN:- L40108PN2000PLC015323) HELD ON NOVEMBER 6, 2017

COMBINED REPORT

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	<b>Ordinary Resolution-</b> To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.	11806990	275548	9849559	0	21656549	275548	Resolution passed with requisite majority
2	<b>Ordinary Resolution-</b> To appoint a Director in place of Mr. A.B. Kalyani (DIN: 00089430), who retires by rotation, and being eligible offers himself for re-appointment.	11987380	104118	9821289	0	21808669	104118	Resolution passed with requisite majority
3	<b>Ordinary Resolution-</b> To consider re- appointment of M/s. Joshi Apte & Co, Chartered Accountants, Pune as the Statutory Auditors of the Company to hold the office for a period for a	12080998	0	9849559	0	21930557	0	Resolution passed unanimously

Date: November 6, 2017

Place: Pune



*Sridhar G. Mudaliar*

M.Com. LL.B., F.C.S

*Company Secretary*

22-A, Hanuman Nagar.

Off: Senapati Bapat Road.

Model Colony, Pune 411 016

Tel: 25655319

Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

17<sup>th</sup> Annual General Meeting of the Equity shareholders of BF Utilities Limited held on Monday, November 6, 2017 at 11:00 AM (I.S.T.) at Kalyani Steels Ltd at Mundhwa, Pune 411 036.

Dear Sir,

I, Sridhar G. Mudaliar, Partner, SVD & Associates, Company Secretaries have been appointed as scrutinizer of BF Utilities Limited ("the Company") for the purpose of the poll taken on below mentioned resolutions, at the 17<sup>th</sup> Annual General Meeting of the Equity shareholders of BF Utilities Limited held on Monday, November 6, 2017 at 11:00 AM (I.S.T.) at Kalyani Steels Ltd at Mundhwa, Pune 411 036. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification marks placed.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid.



4. The result of the Poll is as under:

a) **Ordinary Resolution No. 1** – To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	9849559	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

b) **Ordinary Resolution No. 2** – To appoint a Director in place of Mr. A.B. Kalyani (DIN: 00089430), who retires by rotation, and being eligible offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	9821289	99.71%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL





(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	28270

\* Being interested not voted on the resolution.

- c) **Ordinary Resolution No. 3** – To consider re- appointment of M/s. Joshi Aptc & Co. Chartered Accountants, Pune as the Statutory Auditors of the Company to hold the office for a period for a period of 4 consecutive years.

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	9849559	100%

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL


(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The register, all other papers and relevant records relating to poll shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,





Sridhar G. Mudaliar  
Practicing Company Secretary  
FCS No. 6156  
C. P. No. 2664  
Place: Pune  
Date: November 6, 2017

*Sridhar G. Mudaliar*

M.Com. LL.B., F.C.S

*Company Secretary*

22-A, Hanuman Nagar.

Off: Senapati Bapat Road.

Model Colony, Pune 411 016

Tel: 25655319

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 (Amendments Rules 2015)]

To,

The Chairman,

17<sup>th</sup> Annual General Meeting of the Equity shareholders of BF Utilities Limited held on Monday, November 6, 2017 at 11:00 AM (I.S.T.) at Kalyani Steels Ltd at Mundhwa, Pune 411 036.

Dear Sir,

I, Sridhar G. Mudaliar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer of BF Utilities Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendments Rules, 2015) on below mentioned resolutions, at 17<sup>th</sup> Annual General Meeting of the Equity shareholders of BF Utilities Limited held on Monday, November 6, 2017 at 11:00 AM (I.S.T.) at Kalyani Steels Ltd at Mundhwa, Pune 411 036. I submit my report as under:

1. The e-voting period remained open from November 3, 2017 (9.00 a.m.) to November 5, 2017 (5.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. October 30, 2017 were entitled to vote on the proposed resolutions (item no. 1 to 3 as set out in the Notice of the 17<sup>th</sup> Annual General Meeting (AGM) of BF Utilities Limited.)
3. The votes were unblocked on 6<sup>th</sup> November, 2017 at around 11.35 AM in the presence of two witnesses, Dhananjay Thigale (Saswad Pune- 412301) and Gargi Ghatpande (Sinhadgad Road, Pune-411051) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited ("NSDL").

*A. Thigale*

Name: Dhananjay A. Thigale  
Add: Saswad Pune 412301

*1. X*

Name: Ganesh B. Chhatpance  
Add: Sahyad Road - 411051



5. The result of the e-voting is as under:

a) **Ordinary Resolution No. 1** – To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
44	11806990	98%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	275548	2%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/ Total number of votes cast by them
NIL	NIL

b) **Ordinary Resolution No. 2** –To appoint a Director in place of Mr. A.B. Kalyani (DIN: 00089430), who retires by rotation, and being eligible offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
45	11978380	99.13%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	104118	0.86%



(iii) Not voted/Invalid votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/ Total number of votes cast by them
1*	40

\*One shareholder has not voted for the resolution

- c) **Ordinary Resolution No. 3** – To consider re- appointment of M/s. Joshi Apte & Co. Chartered Accountants, Pune as the Statutory Auditors of the Company to hold the office for a period for a period of 4 consecutive years.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
46	12080998	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/ Total number of votes cast by them
2*	1540

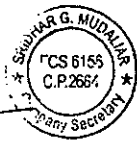
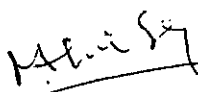
\*Two shareholders have not voted for the resolution



6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Sridhar G. Mudaliar

Practicing Company Secretary

FCS No. 6156

C. P. No. 2664

Place: Pune

Date: November 6, 2017