(2) Date of the AGM:

Thursday, 11th September 2014.

(3) Total number of shareholders as on the record date/cut off date for e-voting purpose August 29, 2014

19,903

(4) No. of shareholders present in the meeting either in person or through proxy

1) Promoters & Promoter Group

15

2) Public

73

(5) No. of Shareholders attended the meeting:

1) Promoters & Promoter Group

NIL

Through Video-Conferencing.

N.A.

2) Public

Ordinary

N.A.

Sr.	TYPE OF		MODE OF
No.	RESOLUTION	Description of the businesses as set out in the Notice dated July 25,	VOTING
- 1		2014	(Ballot/E-
			voting)
1.	Ordinary	Adoption of the audited Balance Sheet as at March 31, 2014, 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, physical ballot and through ballot at AGM
2.	Ordinary	Re-appointment of Mr. Anand J. Danani (holding DIN 00056534) as a	
		Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.	= do =
3.	Ordinary	Appointment of Messrs Dalal & Shah, Chartered Accountants, having	ı
		Registration No. 102021W as the Auditors of the Company for a period	= do =
	- Audinoni	of 3 consecutive years.	
4.	Ordinary	Appointment of Ms. Mahnaz A Curmally (holding DIN 06907271), as a Director liable to retire by rotation.	= do =
5.	Ordinary	Appointment of Mr. Ravishanker Prasad (holding DIN 06641845), as a	
		Director liable to retire by rotation	= do =
6.	Ordinary	Appointment of Mr. Prakash V. Mehta (holding DIN 00001366), as an	
		Independent Director for a consecutive period of 5 years.	= do =
7.	Ordinary	Appointment of Mr. Sanjiv N. Shah (holding DIN 00007211), as an	
		Independent Director for a consecutive period of 5 years.	= do =
8.	Ordinary	Appointment of Mr. Jairaj C. Thacker (holding DIN 00108552), as an	
		Independent Director for a consecutive period of 5 years.	= do =
9.	Ordinary	Appointment of Mr. Rajeshwar R. Bajaaj (holding DIN 00419623), as	
		an Independent Director for a consecutive period of 5 years.	= do =
10.	Special	Payment of remuneration to Mr. Shome N. Danani, Executive Director	
		in terms of the Companies Act, 2013 and Companies (Appointment	= do = _
111	Cracial	and Remuneration of Managerial Personnel) Rules, 2014	
11.	Special	Power to the Board of Directors of the Company to borrrow monies for	

Ratification of Cost Auditors remuneration to be paid to Messrs P M Nanabhoy & Co. For details of the said results pursuant to e-voting, physical ballot and ballot at AGM, please refer annexure attached in the prescribed format.

exceeding Rs. 650 crores.

the purposes of the business of the Company up to an amount not

= do =

= do =



Resolution-1

	No of Charge	No of Votes	% of Votes polled on	No of Votes in	No of Votes and of Votes Assissed	% of Votes in favour	% of Votes Assinct on Votes
Promoter /Public	held (1)	Polled (2)	Outstanding shares (3)=[(2)/(1)]*100	Favour (4)	(5)	on Votes polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
Resolution No. 1 -Adoption of the audited Balance S	ption of the audited	d Balance Sheet as	at March 31, 2014, the Stat	tement of Profit and	Loss for the financial	rear ended on that date	Sheet as at March 31, 2014, 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	ors thereon						
			Mode of	Mode of Voting: (E-voting)			
Promoter and							
Promoter Group	2021734	0	0.00	0 0	0	#DIV/0I	#DIV/0I
Public Institutional							
Holders	1112785	873217	78.47	873217	0	100.00	0.00
Public-Others	2517041	8186	00:00	8176	10	99.88	0.12
Total (A)	5651560	881403	15.60	881393	10	100.00	0.00
			Mode	Mode of Voting: (Poll)			
Promoter and				l			
Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional							
Holders	1112785	0	0.00	0	0	#DIV/0I	#DIV/0I
Public-Others	2517041	1945	80.08	1345	009	69.15	30.85
Total (B)	5651560	1924924	34.06	1924324	009	99.97	0.03
Result (A+B)	5651560	2806327	49.66	2805717	610	86.66	0.02





Resolution-2

					_	\geq		_							_		_	_
% of Votes Against on Votes polled (7)=[(5)/(2)]*100	ers himself for re-				00.0		0.00	10/AIG#	#DIV/0!				#DIV/0i		#DIV/0i	#DIV/01	#DIV/0!	i0/AIQ#
% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	n and, being eligible, off			1	0.00		0.00	#DIV/0I	i0//\lambda				#DIV/0!		#DIV/0!	#DIN/01	10/AIG#	10/AIG#
No of Votes Against (5)	ile to retire by rotatio				0		0	0	0				0		0	0	0	0
No of Votes - in Favour (4)	a Director, who is liab		Mode of Voting: (E-voting)		0		0	0	0		Mode of Voting: (Poll)		0		0	0	0	0
% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	ani (holding DIN 00056534) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-		Mode of		0.00	i	0.00	0.00	0.00		Mode		0.00		0.00	0.00	0.00	0.00
No of Votes Polled (2)	. Anand J. Danani				0		0	0	0]	0		0	0	0	0
No of Shares held (1)	appointment of Mr				2021734		1112785	2517041	5651560				2021734		1112785	2517041	5651560	5651560
Promoter /Public	Resolution No. 2 - Re-appointment of Mr. Anand J. Dana	appointment.		Promoter and	Promoter Group	Public Institutional	Holders	Public-Others	Total (A)	-		Promoter and	Promoter Group	Public Institutional	Holders	Public-Others	Total (8)	Result (A+B)



B Bharat Bijlee

Resolution-3

Promoter /Public	No of Shares	No of Votes	% of Votes polled on Outstanding shares	No of Votes - in	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(y) Diau	Polled (2)	(3)=[(2)/(1)]*100	ravour (4)	(c)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution No. 3 - Appointment of Messrs Dalal &	pointment of Messi		Shah, Chartered Accountants, having Registration No. 102021W as the Auditors of the Company for a period of 3 consecutive	g Registration No. 10	12021W as the Audito	rs of the Company for a	period of 3 consecutive
years.							
			Mode of Vc	Mode of Voting: (E-voting)			
Promoter and							
Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional							
Holders	1112785	873217	78.47	873217	0	0.00	0.00
Public-Others	2517041	7861	18:0	7856	5	99.94	90:00
Total (A)	5651560	881078	15.59	881073	5	100.00	00.0
			Mode of	Mode of Voting: (Poll)			
Promoter and							
Promoter Group	2021734	1922979	95.12	1922979	0 0	100.00	0.00
Public Institutional							
Holders	1112785	0	0.00	0	0	#DIV/0!	#DIN/0i
Public-Others	2517041	1345	0.05	895	450	66.54	33.46
Total (B)	5651560	1924324	34.05	1923874	450	99.98	0.02
Result (A+B)	5651560	2805402	49.64	2804947	455	86.66	0.02



B Bharat Bijlee

	_	,		_	1	Ļ	4	4				_		15		ַל	
% of Votes Against on Votes polled (7)=[(5)/(2)]*100	i [†]			0.00		0.0	11.3	0.10		,	0.00		#DIV/0	33.46	0.02		0.05
% of Votes in favour on Votes polled (6)=[(4)/(2)]*100				0.00		0.00	88.63	99.90			100.00		#DIV/0I	66.54	99.98		99.95
No of Votes Against (5)	retire by rotation			0		0	506	506			0		0 _ 0	450	450		1355
No of Votes - in Favour (4)	s a Director liable to r	Mode of Voting: (E-voting)		0		873217	7056	880273	Mode of Voting: (Poll)		1922979		[0	895	1923874		2804147
% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	lly (holding DIN 06907271), as a Director liable to retire by rotation	Mode of		0.00	!	78.47	0.32	15.59	Mode		95.12	:	0.00	0.05	34.05		49.64
No of Votes Polled (2)				0		873217	7961	881178			1922979		0 - 0	1345	1924324		2805502
No of Shares held (1)	pointment of Ms. A			2021734		1112785	2517041	5651560			2021734		1112785	2517041	5651560		5651560
Promoter /Public	Resolution No. 4 - Appointment of Ms. Mahnaz A Curma		Promoter and	Promoter Group	Public Institutional	Holders	Public-Others	Total (A)		Promoter and	Promoter Group	Public Institutional	Holders	Public-Others	Total (B)		Result (A+B)



.



Promoter /Public	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
Resolution No. 5 - Appointment of Mr. Ravishanker Pr	pointment of Mr. R.	avishanker Prasad	asad (holding DIN 06641845), as a Director liable to retire by rotation	a Director liable to r	etire by rotation		
			Mode of	Mode of Voting: (E-voting)			
Promoter and							
Promoter Group	2021734	0	00:0	0 0	0 0	00:00	00.00
Public Institutional							
Holders	1112785	873217	78.47	873217	0	0.00	00.00
Public-Others	2517041	1967	0.32	7251	710	91.08	8.92
Total (A)	5651560	881178	15.59	880468	710	26.66	0.08
			Mode	Mode of Voting: (Poll)			
Promoter and							,
Promoter Group	2021734	1922979	95.12	1922979	0	100.00	00:00
Public Institutional							
Holders	1112785	0	00.00	0	0	#DIV/0I	#DIV/01
Public-Others	2517041	1345	0.05	1345	0	100.00	00:00
Total (B)	5651560	1924324	34.05	1924324	0	100.00	00.00
Result (A+B)	5651560	2805502	49.64	2804792	710	99.97	0.03





Promoter /Public	No of Shares	No of Votes	% of Votes polled on Outstanding shares	No of Votes - in	No of Vo	% of Votes in favour	% of Votes Against on Votes
	held (1)	Polled (2)	(3)=[(2)/(1)]*100	Favour (4)	(2)	(6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
Resolution No. 6 - Ap	pointment of Mr. P	rakash V. Mehta (Resolution No. 6 - Appointment of Mr. Prakash V. Mehta (holding DIN 00001366), as an Independent Director for a consecutive period of 5 years.	n Independent Direc	tor for a consecutive	period of 5 years.	
			Mode of	Mode of Voting: (E-voting)			
Promoter and							
Promoter Group	2021734	0	0.00	0	0 0	0.00	0.00
Public Institutional							
Holders	1112785	873217	78.47	873217	0	00:00	0.00
Public-Others	2517041	1964	0.32	7051	016	88.57	11.43
Total (A)	5651560	881178	15.59	880268	910	06'66	0.10
			Mode	Mode of Voting: (Poll)			
Promoter and							,
Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional							
Holders	1112785	0	00:00	0	0	10/NIQ#	10/\\n\
Public-Others	2517041	1345	50'0	1345	0	100.00	0.00
Total (B)	5651560	1924324	34.05	1924324	0 [1	100.00	0.00
Result (A+B)	5651560	2805502	49.64	2804592	910	49.97	0.03



۶



Promoter /Public	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 - in No of Votes Against Favour (4)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 7 -App	ointment of Mr. Sa	ınjiv N. Shah (hold	Resolution No. 7 -Appointment of Mr. Sanjiv N. Shah (holding DIN 00007211), as an Independent Director for a consecutive period of 5 years	dependent Director f	or a consecutive peric	od of 5 years	
			Mode of	Mode of Voting: (E-voting)			
Promoter and							
Promoter Group	2021734	0	00.0	0	0	0.00	00:0
Public Institutional			 				
Holders	1112785	873217	78.47	873217	0	0.00	00:0
Public-Others	2517041	7961	0.32	1569	1010	87.31	12.69
Total (A)	2651560	881178	15.59	880168	1010	68'66	0.11
			Mode	Mode of Voting: (Poll)			
Promoter and							1
Promoter Group	2021734	1922979	95.12	1922979	0	100.00	00.0
Public Institutional							
Holders	1112785	0	0.00	00	0	#DIV/0i	#DIV/0!
Public-Others	2517041	1345	0.05	895	450	66.54	33.46
Total (B)	5651560	1924324	34.05	1923874	450	86.66	0.02
							i
Result (A+B)	5651560	2805502	49.64	2804042	1460.00	99.95	0.05





Promoter /Public	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
Resolution No.8 -App	ointment of Mr. Jai	raj C. Thacker (ho	Resolution No.8 -Appointment of Mr. Jairaj C. Thacker (holding DIN 00108552), as an Independent Director for a consecutive period of 5 years.	ndependent Director	for a consecutive per	iod of 5 years.	
			Mode of	Mode of Voting: (E-voting)			
Promoter and							
Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional							
Holders	1112785	873217	78.47	873217	0	00:00	0.00
Public-Others	2517041	8011	0.32	7041	970	87.89	12.11
Total (A)	5651560	881228	15.59	880228	970	68.66	0.11
				i			!
			Mode	Mode of Voting: (Poll)			
Promoter and							i
Promoter Group	2021734	1922979	95.12	1922979	0	100.00	00.00
Public Institutional							1
Holders	1112785	0 _ 0	0.00	0	0	#DIV/0!	#DIV/01
Public-Others	2517041	1345	0.05	895	450	66.54	33.46
Total (B)	5651560	1924324	34.05	1923874	450	86.66	0.02
Result (A+B)	5651560	2805552	49.64	2804132	1420	99.95	0.05





Resolution No. 9 Appointment of Mr. Rajeshwar R. Bajaaj (holding DIN 00419623), as an Independent Director for a consecutive period of 5 years. Promoter and Promoter Group 2021734 0 0.00 0 0.00 Public-Others 2517041 7961 0.32 7791 770 90.33 Public-Others 2517041 7961 0.32 7791 770 90.33 Public-Others 2517041 7961 0.32 7791 770 90.33 Public-Others 2517041 770 881478 770 90.33 99.91 Promoter and Promoter Group 2021734 1922979 95.12 1922979 0.00 100.00 Public-Others 2517041 1345 0.00 0.00 40.00 100.00 Public-Others 2551560 1924324 34.05 1924324 0 100.00 Result (A+B) 5651560 1924324 2804732 770 99.97	Promoter /Public	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
Mode of Voting: (E-voting) r and r Group 2021734 0 0.00 4DI	Resolution No.9 Appo	ointment of Mr. Raj	eshwar R. Bajaaj (holding DIN 00419623), as a	n Independent Direc	tor for a consecutive	period of 5 years.	
r and r Group 2021734 0 0.00 40 40 40 40 0 </td <td></td> <td></td> <td></td> <td>Mode of</td> <td>Voting: (E-voting)</td> <td></td> <td></td> <td></td>				Mode of	Voting: (E-voting)			
r Group 2021734 0 0.00 4DI 4DI <td>Promoter and</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	Promoter and							
thers 2517041 7961 0.32 7191 770 9 thers 2517041 7961 0.32 7191 770 9 secure 2517041 7961 0.32 7191 770 9 rand 760up 2021734 1922979 95.12 1922979 0 10 thers 2517041 1345 0.05 1345 0 10 thers 5651560 2805502 49.64 2804732 770 9	Promoter Group	2021734	0	0.00	0		0.00	0.00
thers 2517041 7961 0.32 7191 770 9 5 5 5 5 15 6 0 881178 15.59 880408 770 9 5 6 5 15 6 0 881178 15.59 880408 770 9 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6	Public Institutional							
thers 2517041 7961 0.32 7191 770 se51560 881178 15.59 880408 770 Mode of Voting: (Poll) r and r Group 95.12 1922979 0 1 stitutional stitutional stitutional 0.00 0 0 #IC thers 25517041 1324324 34.05 1924324 0 1 thers 5651560 2805502 49.64 2804732 770	Holders	1112785	873217	78.47	873217		0.00	0.00
rand 2021734 1922979 95.12 1345 880408 770 rand rGroup 2021734 1922979 95.12 1922979 0 0 0 0 0 ## thers 2517041 1345 0.05 1345 0 ## thers 5651560 1924324 34.05 1924324 0 0 thers 5651560 2805502 49.64 2804732 770	Public-Others	2517041	7961		7191		90.33	9.67
Mode of Voting: (Poll) Id Mode Overlage (Poll) Storm 1922979 95.12 1922979 0 Itional 1112785 0 0.00 0 0 Storm 1924324 34.05 1924324 0 11345 Storm 1924324 34.05 1924324 0 11345 Storm 1924324 34.05 1924324 0 11345 Storm 1924324 1924324 10 11345	Total (A)	5651560	881178		880408		16:66	60.0
Mode of Voting: (Poll) Mode of Voting: (Poll) rulp 2021734 1922979 95.12 1922979 0 112295 0 112295 0 0 0 0 0 0 0 4Hz 4Hz 1345 0 0 0 0 0 0 4Hz 1345 0 1345 1345 0 1345			!					
dd 2021734 1922979 95.12 1922979 0 112785 0 0.00 0.00 0 0 0 4Hz 4Hz 4Hz 2517041 1345 0 2517041 1345 0 4Hz 4Hz 2517041 1924324 0 1924424 1924				Mode	of Voting: (Poll)			
oup 2021734 1922979 95.12 1922979 0 1 Itional titional street 1112785 0 0.00 0 0 0 0 0 0 0 0 0 0 0 4 4 1345 0 1345	Promoter and							
rtional 1112785 0 0 0.00 0 0 0 #I s 2517041 1345 0.05 1345 0 1 5651560 1924324 34.05 1924324 0 1 5651560 2805502 49.64 2804732 770	Promoter Group	2021734			1922979		100.00	0.00
1112785 0 0.00 0 0 0 4H s 2517041 1345 0.05 1345 0 1 5651560 1924324 34.05 1924324 0 1 5651560 2805502 49.64 2804732 770	Public Institutional							
s 2517041 1345 0.05 1345 0 5651560 1924324 34.05 1924324 0 1 5651560 2805502 49.64 2804732 770	Holders	1112785	0	00:00	0		#DIN/0i	10/\nq#
5651560 1924324 34.05 1924324 0 1 5651560 2805502 49.64 2804732 770	Public-Others	2517041	1345		1345	0	100.00	00:0
5651560 2805502 49.64 2804732 770	Total (B)	5651560	1924324	34.05	1924324	0	100.00	0.00
5651560 2805502 49.64 2804732 770								
	Result (A+B)	5651560	2805502	49.64	2804732	770	99.97	0.03





0.00

#DIV/0i 33.46 0.02 0.10

99.90

2731

2802821

49.64

2805552

5651560

Result (A+B)

% of Votes Against on Votes polled (7)=[(5)/(2)]*100 Resolution No.10 - Payment of remuneration to Mr. Shome N. Danani, Executive Director in terms of the Companies Act, 2013 and Companies (Appointment and Remuneration of 0.00 0.00 71.53 99.74 100.00 66.54 86.66 #DIV/0i % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 No of Votes Against 2281 450 2281 450 1922979 873217 5730 878947 895 1923874 No of Votes - in Mode of Voting: (E-voting) Favour (4) Mode of Voting: (Poll) 0.00 78.47 0.32 15.59 0.00 34.05 % of Votes polled on **Outstanding shares** (3)=[(2)/(1)]*100 1922979 873217 8011 881228 1924324 1345 No of Votes Polled (2) 2517041 2517041 5651560 2021734 1112785 5651560 2021734 1112785 No of Shares held (1) Promoter /Public Public Institutional Public Institutional Promoter Group Promoter Group

Promoter and

Public-Others

Holders

Total (A)

Promoter and

Public-Others

Total (B)

Holders

0.00 28.47 **0.26**

0.00



7

BHARAT BIJLEE LTD

3



Resolution No.11 - Power to the Board of Directors of th	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
	er to the Board o	f Directors of the (e Company to borrrow monies for the purposes of the business of the Company up to an amount not exceeding Rs. 650	s for the purposes of	the business of the C	ompany up to an amou	int not exceeding Rs. 650
			Mode of	Mode of Voting: (E-voting)			
Promoter and							
Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional	-			i			
Holders	1112785	680585	61.16	680585	0	0.00	0.00
Public-Others	2517041	7961	0.32	5781	2180	72.62	27.38
Total (A)	5651560	688546	12.18	998989	2180	89.66	0.32
			Mode	Mode of Voting: (Poll)			
Promoter and							
Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional							
Holders	1112785	0	0.00	0 0	0	#DIV/0!	i0/\\iQ#
Public-Others	2517041	1945	0.08	895	1050	46.02	53.98
Total (B)	5651560	1924924	34.06	1923874	1050	99.95	0.05
Result (A+B)	5651560	2613470	46.34	2610240	3230	88 00	100





Promoter /Public	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
Resolution No. 12 -Ratification of Cost Auditors remun	itification of Cost A	uditors remunerat	eration to be paid to Messrs P M Nanabhoy & Co.	A Nanabhoy & Co.			
			Mode of	Mode of Voting: (E-voting)			
Promoter and							
Promoter Group	2021734	0	00:00	0	0	0.00	0.00
Public Institutional							
Holders	1112785	873217	78.47	873217	0	0.00	0.00
Public-Others	2517041	8011	0.32	7400	611	92.37	7.63
Total (A)	5651560	881228	15.59	880617	(119	99.93	0.07
				i			
			Mode	Mode of Voting: (Poll)			
Promoter and							
Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional							
Holders	1112785	0	0.00	0	0	#DIN/0i	#DIV/01
Public-Others	2517041	1345	0.05	895	450	66.54	33.46
Total (B)	5651560	1924324	34.05	1923874	450	86.66	0.02
Result (A+B)	5651560	280222	49.64	2804491	1001	99.96	0.04





Tel Telefax : +91 22 2506 3310 : +91 22 2506 0321

Email

: brupadhyay@hotmail.com

navnitlb@hotmail.com

Website

: www.nlba.in

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]

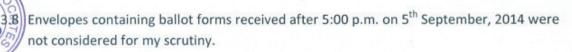
To,
The Chairman
Bharat Bijlee
Regd. Office: Electric Mansion, 6th Floor,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai-400 025

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.



- 3.9 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.



- 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:

<u>Item No. 1- As an Ordinary Resolution: -</u> 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:

Number of ballots	Number of votes cast	% of total number of valid votes cast
119	28,05,717	99.9782

(ii) Voted against the resolution:

Number of ballots	Number of votes	% of total number of valid votes cast
3	610	0.0217

(iii) Invalid votes:

Total Number of ballots whose votes were declared invalid	Total number of votes
7	1296

Total Number of ballots whose votes were declared abstained	Total number of votes
0	0



<u>Item No. 2:- As an Ordinary Resolution: -</u> 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:

(ii) Voted against the resolution:

Number of ballots	Number of votes	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total Number of ballots whose votes were declared invalid	Total number of votes
0	0

Total Number of ballots whose votes were declared abstained	Total number of votes
0	0



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

(i)Voted in favour of the resolution:

Number of votes cast	% of total number of valid votes cast
28,04,947	99.9838

(ii) Voted against the resolution:

Number of ballots	Number of votes	% of total number of valid votes cast
2	455	0.0162

(iii) Invalid votes:

Total Number of ballots whose votes were declared invalid	Total number of votes
10	1,621

Total Number of ballots whose	Total number of votes
votes were declared abstained	
1	600



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

(i)Voted in favour of the resolution:

Number of ballots	Number of votes cast	% of total number of valid votes cast
114	28,04,147	99.9517

(ii) Voted against the resolution:

Number of ballots	Number of votes	% of total number of valid votes cast
5	1355	0.0483

(iii) Invalid votes:

Total Number of ballots whose votes were declared invalid	Total number of votes
9	1521

Total Number of ballots whose votes were declared abstained	Total number of votes
1	600



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

(i)Voted in favour of the resolution:

Number of ballots	Number of votes cast	% of total number of valid votes cast
114	28,04,792	99.9747

(ii) Voted against the resolution:

Number of ballots	Number of votes	% of total number of valid votes cast
5	710	0.0253

(iii) Invalid votes:

Total Number of ballots whose votes were declared invalid	Total number of votes
9	1521

Total Number of ballots whose votes were declared abstained	Total number of votes
1	600



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

(i)Voted in favour of the resolution:

Number of ballots	Number of votes cast	% of total number of valid votes cast
114	28,04,592	99.9676

(ii) Voted against the resolution:

Number of ballots	Number of votes	% of total number of valid votes cast
5	910	0.0324

(iii) Invalid votes:

Total Number of ballots whose votes were declared invalid	Total number of votes
9	1521

Total Number of ballots whose votes were declared abstained	Total number of votes
1	600



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

(i)Voted in favour of the resolution:

Number of ballots	Number of votes cast	% of total number of valid votes cast
112	28,04,042	99.9480

(ii) Voted against the resolution:

Number of ballots	Number of votes	% of total number of valid votes cast
7	1460	0.0520

(iii) Invalid votes:

Total Number of ballots whose votes were declared invalid	Total number of votes
9	1521

Total Number of ballots whose votes were declared abstained	Total number of votes
1	600



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

(i)Voted in favour of the resolution:

Number of votes cast	% of total number of valid votes cast
28,04,132	99.9494

(ii) Voted against the resolution:

Number of ballots	Number of votes	% of total number of valid votes cast
7	1420	0.0506

(iii) Invalid votes:

Total Number of ballots whose votes were declared invalid	Total number of votes
8	1471

Total Number of ballots whose votes were declared abstained	Total number of votes
1	600



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

(i)Voted in favour of the resolution:

Number of votes cast	% of total number of valid votes cast
28,04,732	99.9726

(ii) Voted against the resolution:

Number of ballots	Number of votes	% of total number of valid votes cast
6	770	0.0274

(iii) Invalid votes:

Total Number of ballots whose	Total number of votes
votes were declared invalid	To the second se
9	1521

Total Number of ballots whose votes were declared abstained	Total number of votes
1	600



<u>Item No. 10:- As a Special Resolution:</u> - 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:

Number of ballots	Number of votes cast	% of total number of valid votes cast
107	28,02,821	99.9027

(ii) Voted against the resolution:

Number of ballots	Number of votes	% of total number of valid votes cast	
13	2731	0.0973	

(iii) Invalid votes:

Total Number of ballots whose	Total number of votes
votes were declared invalid	
8	1471

Total Number of ballots whose votes were declared abstained	Total number of votes
1	600



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

(i)Voted in favour of the resolution:

Number of votes cast	% of total number of valid votes cast
26,10,240	99.8764
	26,10,240

(ii) Voted against the resolution:

Number of ballots	Number of votes	% of total number of valid votes cast
11	3230	0.1236

(iii) Invalid votes:

Total Number of ballots whose votes were declared invalid	Total number of votes
9	1,521

Total Number of ballots whose votes were declared abstained	Total number of votes
4	1,92,632



Item No. 12:- As an Ordinary Resolution: - Appointment and Remuneration of Cost Auditor.

(i)Voted in favour of the resolution:

Number of ballots	Number of votes cast	% of total number of valid votes cast
113	28,04,491	99.9622

(ii) Voted against the resolution:

Number of ballots	Number of votes	% of total number of valid votes cast
7	1061	0.0378

(iii) Invalid votes:

Total Number of ballots whose votes were declared invalid	Total number of votes
8	1471

Total Number of ballots whose votes were declared abstained	Total number of votes
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.
- 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,

Place: Mumbai

Date: 11th September, 2014

yours faithfully,

N. L.Bhatia, FCS-1176

Practicing Company Secretary

Scrutinizer for Ballot form and e-voting



