

August 29, 2024

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 / Madam,

Sub.: OUTCOME OF 77TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, AUGUST 29, 2024 & DISCLOSURE OF VOTING RESULTS

We wish to bring your kind notice that the **77th Annual General Meeting** ('AGM' / 'the Meeting') of the Company was held on **Thursday, August 29, 2024, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** facility and all the agenda nos., viz., (1) to (14) mentioned in the Notice dated July 18, 2024, of the said AGM were discussed at the Meeting. The Meeting commenced at 11:00 A.M. IST and concluded at 12.45 P.M. IST. The Meeting was held in compliance with the General Circular Nos. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (collectively referred as 'MCA Circulars') and Circular No. Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by the Securities and Exchange Board of India ('SEBI') (herein after collectively referred as 'Circulars'), and as per the applicable provisions of the Companies Act, 2013 and the Rules made there under.

In this regard, please find enclosed the following:

1. **Summary of Proceedings of the 77th Annual General Meeting held on August 29, 2024**, as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as '**Annexure A**';
2. **Voting Results of the 77th Annual General Meeting**, as required under Regulation 44(3) of the SEBI LODR, 2015, as '**Annexure B**';

Bharat Bijlee Limited

Regd. Office: Electric Mansion 6th Floor Appasaheb Marathe Marg Prabhadevi Mumbai 400025 India

T: +91 22 2430 6237 F: +91 22 2437 0624 E: info@bharatbijlee.com W: www.bharatbijlee.com CIN: L31300MH1946PLC005017

3. **Report of the Scrutinizer on Voting of the 77th Annual General Meeting (Remote E-Voting and E-Voting during 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**’;

You are requested to take the same on your record.

Thanking you,

Yours sincerely,

For Bharat Bijlee Limited

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

Encl.: a/a

**SUMMARY OF PROCEEDINGS OF THE 77TH ANNUAL GENERAL MEETING
OF THE COMPANY**

The 77th Annual General Meeting (“AGM or the Meeting”) of the Shareholders of the Company was held on Thursday, August 29, 2024, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility. The Meeting commenced at 11:00 A.M.

In line with the Circulars issued by the Ministry of Corporate Affairs (“MCA”), and the Securities and Exchange Board of India (“SEBI”), the 77th AGM was held through Video Conferencing. The Company had provided two-way video conferencing facility at the AGM.

Further, as the 77th AGM of the Company was convened through VC / OAVM, without physical attendance of Shareholders and the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Companies Act, 2013 (the Act) had been dispensed with, the facility for appointment of proxies by the Shareholders was not available for this AGM.

Mr. Prakash V. Mehta, Chairman of the Company, chaired the Meeting and welcomed the Shareholders present at the 77th AGM of the Company.

As per the attendance record, total 68 Shareholders were virtually present through VC at the Meeting and after ascertaining that the requisite quorum was present, the Chairman called the Meeting to order.

The Chairman introduced all the Board Members, Chief Financial Officer and Company Secretary of the Company present in the Meeting through Video Conferencing. Leave of absence was granted to Mr. Rajeshwar D. Bajaj, Independent Non-Executive Director of the Company, who had expressed his inability to attend the AGM due to pre-commitments.

Mr. Prakash V. Mehta, being the Chairman of Stakeholders Relationship Committee, then informed that rest of the Board of Directors including Mr. Sanjiv N. Shah, the Chairman of the Audit Committee, Nomination & Remuneration Committee and Risk Management Committee of the Company, Chief Financial Officer, Mr. Yogendra S. Agarwal, Company Secretary and Compliance Officer, Mr. Durgesh N. Nagarkar and representatives of the Statutory Auditors M/s Deloitte Haskins and Sells LLP, Cost Auditors, M/s P. M. Nanabhoy & Co and the Secretarial Auditors, M/s N. L. Bhatia and Associates, attended the Annual General Meeting.

Also, Mr. Prakash Mehta informed the Shareholders that Mr. Joseph Conrad Agnelo D'Souza, Mr. Premal Pradip Madhavji and Mr. Jehangir Hirji Cawasji Jehangir, who were proposed to be appointed as Independent Directors at the AGM, joined the Meeting virtually.

The Chairman of the Meeting informed the Shareholders that the documents required to be kept at the Meeting and as mentioned in the Notice of the AGM, were made available for inspection in electronic mode on the Website of the Company, till the conclusion of the AGM.

The Notice of the 77th Annual General Meeting and the Annual Report of the Company for the Financial Year 2023-2024, containing the Directors' Report, Auditors' Report, Audited Financial Statements, Business Responsibility and Sustainability Report, Secretarial Audit Report and other related documents for the Financial Year ended March 31, 2024, were sent only through electronic mode, within the statutory period, to those Shareholders whose email addresses are registered with the Company or Link Intime India Private Limited or their Depository Participant(s). With the consent of the Shareholders present at the Meeting, the Notice of the 77th AGM along with the Directors' Report with annexures thereto and Annual Audited Financial Statements for the Financial Year ended March 31, 2024, were taken as read.

The Chairman further informed the Shareholders that the Statutory Auditors have not made any qualification, reservation or adverse remark or disclaimer in their Report on the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and hence the Auditor's Report with the permission of the Shareholders was taken as read. The Shareholders noted that the Secretarial Auditor has also not made any qualification, reservation or adverse remark or disclaimer in his Report and hence the Secretarial Audit Report for the Financial Year ended March 31, 2024, with the permission of the Shareholders was taken as read.

The Chairman of the Meeting, after introduction of the Board Members to the Shareholders present, gave a brief overview of the performance of the Company for 4 months, i.e. April, 2024 to July, 2024 and its future outlook.

Mr. Prakash V. Mehta then informed the Shareholders 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 Shareholders of the Company entitle to cast their vote in respect of businesses to be transacted at the AGM, through M/s Link Intime India Pvt. Ltd. The e-voting commenced at 9.00 a.m. on Monday, August 26, 2024 and ended at 5.00 p.m. on Wednesday, August 28, 2024. The Chairman further informed that the Company had also provided facility of E-Voting during the AGM through electronic means, which was integrated with the Video Conferencing Platform provided by M/s Link Intime India Pvt. Ltd.

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He further informed that the facility for e-voting is open and the Shareholders can avail the facility of e-voting process only till 15 minutes from the conclusion of this AGM and thereafter the link would be disabled automatically.

Thereafter, the Chairman offered an opportunity to the Shareholders who had registered themselves as Speakers to express their views or ask questions / queries on resolutions proposed as set out in the Notice of the AGM. The Chairman further informed that Shareholders could also raise questions in the chat box on the webcast page during the AGM. Thereafter, 9 (Nine) Shareholders spoke on various items of the Annual Audited Financial Statements for the Financial Year 2023-2024 and sought clarifications.

Mr. Nikhil J. Danani Mr. Nakul P. Mehta, Managing Directors of the Company and Mr. Shome N. Danani, Executive Director of the Company, together addressed and responded to the clarifications sought by the Speakers.

The Chairman informed the Shareholders that the Board of Directors of the Company had appointed Mr. Bhaskar Upadhyay or failing him Mr. Bharat Upadhyay, Partners, of M/s N. L. Bhatia & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Voting Process through Remote E-Voting and E-Voting during the AGM in a fair and transparent manner.

The following items of business as set out in the Notice convening the 77th AGM dated July 18, 2024, were then transacted and commended to the Shareholders for their approval.

Item No.	Description	Ordinary / Special Resolution
Ordinary Business:		
1.	To receive, consider and adopt the Financial Statements, namely (i) Audited Balance Sheet as at March 31, 2024, (ii) the Audited Statement of Profit and Loss for the Financial Year ended on that date (iii) Cash Flow Statement for the Financial Year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To declare Dividend of ₹ 35/- (Rupees Thirty Five only) per fully paid-up equity share (700%) of Face Value of ₹ 5- (Rupees Five only) each, for the Financial Year 2023-2024.	Ordinary
3.	To appoint a Director in place of Mr. Nikhil J. Danani (DIN 00056514), Managing Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary

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Item No.	Description	Ordinary / Special Resolution
Special Business:		
4.	To consider and approve the appointment of Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576), as an Independent Director of the Company, for a term of 5 (five) consecutive years.	Special
5.	To consider and approve the appointment of Mr. Premal Pradip Madhavji (DIN: 02101791), as an Independent Director of the Company, for a term of 5 (five) consecutive years	Special
6.	To consider and approve the appointment of Mr. Jehangir Hirji Cawasji Jehangir (DIN 00001451), as an Independent Director of the Company, for a term of 5 (five) consecutive years	Special
7	To consider and approve the Re-appointment of Mrs. Mahnaz A. Curmally (DIN 06907271), as an Independent Director of the Company, for a second term of 5 (five) consecutive years	Special
8	To consider and approve the Re-appointment of Mr. Shome N. Danani (DIN 00217787), as a Whole-time Director, designated as "Executive Director" of the Company, for a further period of five (5) consecutive years	Special
9	To consider and approve the Appointment (Re-designation) of Mr. Prakash V. Mehta (DIN 00001366), as a Director of the Company	Special
10	To consider and approve the Appointment (Re-designation) of Mr. Sanjiv N. Shah (DIN 00007211), as a Director of the Company	Ordinary
11	To consider and approve the Appointment (Re-designation) of Mr. Jairaj C. Thacker (DIN 00108552), as a Director of the Company	Special
12	To consider and approve the Appointment (Re-designation) of Mr. Rajeshwar D. Bajaan (DIN 00087845), as a Director of the Company	Special

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Item No.	Description	Ordinary / Special Resolution
Special Business:		
13	To consider and approve Creation of Charge(s) on the movable and immovable properties of the Company, both present and future, in respect of borrowings, under Section 180(1)(a) of the Companies Act, 2013	Special
14.	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, 2025.	Ordinary

All fourteen (14) AGM Notice items as set out above, were transacted through Remote E-Voting and E-Voting during the AGM through electronic means and duly approved by the Shareholders of the Company.

The Chairman then informed the Shareholders that the combined Results of Voting (Remote E-voting and E-Voting during the AGM) along with the Scrutinizers' Report shall be declared within 2 working days of the Meeting and would be communicated to the Stock Exchanges where equity shares of the Company are listed. He further informed that the combined Results shall also be uploaded on the Website of the Company at <https://www.bharatbijlee.com/> and Link Intime India Private Limited at <https://instavote.linkintime.co.in> and displayed on the Notice Board of the Registered Office as of the Company.

Based on the Scrutinizer's Report dated August 29, 2024, issued by Mr. Bhaskar Upadhyay, Practicing Company Secretary & Partner, M/s. N. L. Bhatia & Associates, all the aforesaid fourteen (14) business items, were passed by the Shareholders with the requisite majority. The AGM concluded at 12.45 P.M.

Kindly take the above on record and oblige.

Thanking you,
Yours sincerely,
For **BHARAT BIJLEE LIMITED**

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

Place : Mumbai
Date : August 29, 2024

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