

September 20, 2016

To,
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 69TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER, 20, 2016 & DISCLOSURE OF VOTING RESULTS THEREAT

We wish to bring your kind notice that the 69th Annual General Meeting ('AGM') of the Company was held on Tuesday, September 20, 2016 at 3.00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, Veer Nariman Road, Churchgate, Mumbai – 400 020 and all the agenda nos., viz., (1) to (6) mentioned in the Notice dated July 18, 2016, 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, 2015"), 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**';
4. Annual Report for the Financial Year 2015-2016, as required under Regulation 34 of the SEBI LODR, 2015, duly approved and adopted by the Members as per the provisions of the Act, as '**Annexure D**'.

Request you to take the same on your record.

Yours sincerely,
For Bharat Bijlee Limited

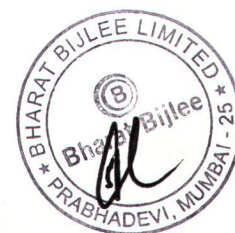

Durgesh M. Nagarkar
Company Secretary & Senior General Manager,
Legal



Annexure B
Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Annual General Meeting	September 20, 2016
Total number of the shareholders as on the record date	19919
No. of shareholders present in the meeting either in person or through proxy	
• Promoters & Promoter Group	16
• Public	72
No. of shareholders attended the meeting through Video-Conferencing	
• Promoters & Promoter Group	NIL
• Public	NIL

Sr. No.	Type of Resolution	Description of the businesses as set out in the Notice dated July 18, 2016	Mode of Voting (Ballot / E-Voting)
1.	Ordinary	Adoption of audited Balance Sheet as at March 31, 2016, 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 and through ballot at AGM
2.	Ordinary	Re-appointment of Mr. Ravishanker Prasad (holding DIN: 06641845) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.	E-voting and through ballot at AGM
3.	Ordinary	Ratification of the appointment of Messrs Dalal & Shah (Registration No. 102021W/W100110), Chartered Accountants, Statutory Auditors and authorize the Board of Directors / Audit Committee to fix their remuneration for the financial year ending March 31, 2017	E-voting and through ballot at AGM
4.	Ordinary	Ratification of Cost Auditors remuneration to be paid to Messrs P M Nanabhoy & Co. for the financial year ending March 31, 2017	E-voting and through ballot at AGM



Sr. No.	Type of Resolution	Description of the businesses as set out in the Notice dated July 18, 2016	Mode of Voting (Ballot / E-Voting)
5.	Special	Re-appointment of Mr. Nikhil J. Danani (DIN: 00056514) as the Managing Director of the Company, for a period of three (3) years with effect from June 20, 2016.	E-voting and through ballot at AGM
6.	Special	Re-appointment of Mr. Nakul P. Mehta (DIN: 00056561) as the Managing Director of the Company, for a period of three (3) years with effect from June 20, 2016	E-voting and through ballot at AGM



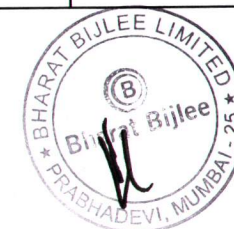
Bharat Bijlee Limited								
Resolution Required : (Ordinary)			1 - Adoption of audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1963188	0	0.0000	0	0	0.0000	0.0000
	Poll		1854824	94.4802	1854824	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1854824	94.4802	1854824	0	100.0000	0.0000
Public Institutions	E-Voting	1001430	497026	49.6316	497026	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		497026	49.6316	497026	0	100.0000	0.0000
Public Non Institutions	E-Voting	2686942	564	0.0210	564	0	100.0000	0.0000
	Poll		815	0.0303	815	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1379	0.0513	1379	0	100.0000	0.0000
Total		5651560	2353229	41.6386	2353229	0	100.0000	0.0000



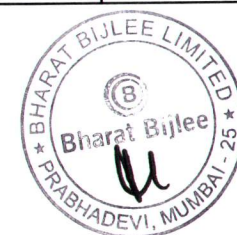
Bharat Bijlee Limited								
Resolution Required : (Ordinary)			2 - Re-appointment of Mr. Ravishanker Prasad (holding DIN: 06641845) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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	Total		1379	0.0513	1379	0	100.0000	0.0000
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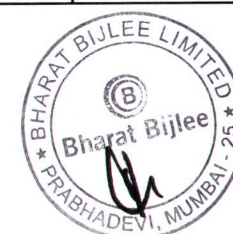
Bharat Bijlee Limited								
Resolution Required : (Ordinary)			3 - Ratification of the appointment of Messrs Dalal & Shah (Registration No. 102021W/W100110), Chartered Accountants, Statutory Auditors and authorize the Board of Directors / Audit Committee to fix their remuneration for the financial year ending March 31, 2017.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1963188	0	0.0000	0	0	0.0000	0.0000
	Poll		1854824	94.4802	1854824	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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Public Institutions	E-Voting	1001430	497026	49.6316	497026	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		497026	49.6316	497026	0	100.0000	0.0000
Public Non Institutions	E-Voting	2686942	564	0.0210	564	0	100.0000	0.0000
	Poll		815	0.0303	815	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1379	0.0513	1379	0	100.0000	0.0000
Total		5651560	2353229	41.6386	2353229	0	100.0000	0.0000



Bharat Bijlee Limited								
Resolution Required : (Ordinary)			4 - Ratification of Cost Auditors remuneration to be paid to Messrs P M Nanabhoy & Co. for the financial year ending March 31, 2017.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1963188	0	0.0000	0	0	0.0000	0.0000
	Poll		1854824	94.4802	1854824	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1854824	94.4802	1854824	0	100.0000	0.0000
Public Institutions	E-Voting	1001430	497026	49.6316	497026	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		497026	49.6316	497026	0	100.0000	0.0000
Public Non Institutions	E-Voting	2686942	564	0.0210	564	0	100.0000	0.0000
	Poll		815	0.0303	815	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1379	0.0513	1379	0	100.0000	0.0000
Total		5651560	2353229	41.6386	2353229	0	100.0000	0.0000



Bharat Bijlee Limited								
Resolution Required : (Special)			5 - Re-appointment of Mr. Nikhil J. Danani (DIN: 00056514) as the Managing Director of the Company, for a period of three (3) years with effect from June 20, 2016					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1963188	0	0.0000	0	0	0.0000	0.0000
	Poll		1854824	94.4802	1854824	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1854824	94.4802	1854824	0	100.0000	0.0000
Public Institutions	E-Voting	1001430	497026	49.6316	497026	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		497026	49.6316	497026	0	100.0000	0.0000
Public Non Institutions	E-Voting	2686942	564	0.0210	564	0	100.0000	0.0000
	Poll		815	0.0303	815	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1379	0.0513	1379	0	100.0000	0.0000
Total		5651560	2353229	41.6386	2353229	0	100.0000	0.0000



Bharat Bijlee Limited								
Resolution Required : (Special)			6 - Re-appointment of Mr. Nakul P. Mehta (DIN: 00056561) as the Managing Director of the Company, for a period of three (3) years with effect from June 20, 2016.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1963188	0	0.0000	0	0	0.0000	0.0000
	Poll		1854824	94.4802	1854824	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1854824	94.4802	1854824	0	100.0000	0.0000
Public Institutions	E-Voting	1001430	497026	49.6316	497026	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		497026	49.6316	497026	0	100.0000	0.0000
Public Non Institutions	E-Voting	2686942	564	0.0210	564	0	100.0000	0.0000
	Poll		815	0.0303	815	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1379	0.0513	1379	0	100.0000	0.0000
Total		5651560	2353229	41.6386	2353229	0	100.0000	0.0000





N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
Tel. : 91-022-2510 ~~0719~~ 0698
E-mail : navnitlb@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto; and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Mr. Prakash V Mehta
Chairman
69th Annual General meeting
Bharat Bijlee Limited
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 scrutinizer, by the Board of Directors of Bharat Bijlee Limited for the purpose of scrutinizing the remote e-voting, and through the ballot process at the Annual General Meeting and ascertaining the requisite majority on remote e-voting, and ballot process 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 read with amendments made thereto and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the notice of the 69th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held at 3.00 P.M. on Tuesday, September 20, 2016 at WalchandHirachand Hall, Indian Merchants' Chamber Building, Veer Nariman Road, Churchgate, Mumbai 400 020.
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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the Notice of the 69th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting, and ballot processes at the AGM is restricted to making 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, (CDSL), the authorized agency to provide e-voting facilities engaged by the



Company, and the ballot papers provided by Link Intime India Pvt. Ltd., R&T Agent at the Annual General Meeting.

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

- 3.1. The Company has provided the e-voting facility through 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 on the website of its 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 read with amendments made thereto.
- 3.3. As prescribed in the said Rules, the Company has also published an advertisement in newspaper on August 28, 2016 in The Free Press Journal (in English) and in Navshakti (in Marathi) and it carried the required information as specified in the said rules.
- 3.4. The members of the Company as on the "cut-off" date i.e. September 12, 2016, were entitled to vote on the resolutions (item nos. 1 to 6) as set out in the notice of the 69th Annual General Meeting
- 3.5. The Chairman at the 69th Annual General meeting, held on September 20, 2016 had announced that members who have not exercised their votes through remote e-voting may, if they wish to, exercise their votes through ballot at the meeting.
- 3.6. The remote e-voting commenced from 9.00 a.m. on Saturday, September 17, 2016 and ended at 5.00 p.m. on Monday, September 19, 2016.
- 3.7. The votes cast were unblocked after the AGM in the presence of 2 witnesses, Ms. Astha Purwar and Mr. Suyash Jain who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.





- 3.8. My combined report on the results of voting through e-voting and ballot at the Annual General Meeting is as under;



• **Item No. 1:-**

To receive, consider and adopt the audited Balance Sheet as at March 31, 2016, the audited statement of Profit and loss for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

No of Shares held	No of Shares cast	No of Votes in Favour	No of Votes Against	% of Valid Votes		No of Invalid Votes
				Favour	Against	
2353289	2353289	2353229	0	100%	0	60

• **Item No. 2:-**

To appoint a Director in place of Mr. Ravishanker Prasad (holding DIN: 06641845), who retires by rotation and, being eligible, offers himself for reappointment.

No of Shares held	No of Shares cast	No of Votes in Favour	No of Votes Against	% of Valid Votes		No of Invalid Votes
				Favour	Against	
2353289	2353289	2353229	0	100%	0	60

• **Item No.3:-**

To ratify the appointment of the present Statutory Auditors and to fix their remuneration.

No of Shares held	No of Shares cast	No of Votes in Favour	No of Votes Against	% of Valid Votes		No of Invalid Votes
				Favour	Against	
2353289	2353289	2353229	0	100%	0	60



• **Item No. 4:-**

To consider the ratification of remuneration of Cost auditor.

No of Shares held	No of Shares cast	No of Votes in Favour	No of Votes Against	% of Valid Votes		No of Invalid Votes
				Favour	Against	
2353289	2353289	2353229	0	100%	0	60

• **Item No. 5:-**

To consider the re-appointment of Mr. Nikhil J. Danani, Managing Director.

No of Shares held	No of Shares cast	No of Votes in Favour	No of Votes Against	% of Valid Votes		No of Invalid Votes
				Favour	Against	
2353289	2353289	2353229	0	100%	0	60

• **Item No. 6:-**

To consider the re-appointment of Mr. Nakul P. Mehta, Managing Director.

No of Shares held	No of Shares cast	No of Votes in Favour	No of Votes Against	% of Valid Votes		No of Invalid Votes
				Favour	Against	
2353289	2353289	2353229	0	100%	0	60



4. All the above resolutions are passed by requisite majority.
5. 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 remote e-voting, 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 69th AGM and the same would thereafter be handed over to Mr. DurgeshNagarkar, Company Secretary and Senior General Manager-Legal for safe keeping.
6. The above mentioned resolutions are deemed to be passed as on the date of the 69th Annual General Meeting of the Company.

Thanking you,

Place: Mumbai

Date: September 20, 2016

Yours faithfully,



N.L. Bhatia

N.L.Bhatia

Practicing Company Secretary

Scrutinizer

FCS:-1176

C.P NO. 422

Countersigned



Prakash V. Mehta

Prakash V. Mehta

Chairman

DIN 00001366