

June 6, 2017

BSE Limited

Corporate Relationship Department,
Phiroze Jeebhoy 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,

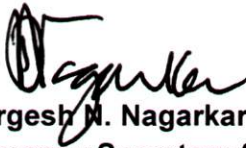
SUB: NOTICE OF THE 70TH ANNUAL GENERAL MEETING OF THE COMPANY

We enclose copy of the Notice of the 70th Annual General Meeting of the Company scheduled to be held on **Friday, June 30, 2017**, at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, Veer Nariman Road, Churchgate, Mumbai 400 020.

Request you to kindly 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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTIETH (70th) ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARAT BIJLEE LIMITED WILL BE HELD AT 3.00 P.M. ON FRIDAY, JUNE 30, 2017 AT WALCHAND HIRACHAND HALL, INDIAN MERCHANTS' CHAMBER BUILDING, VEER NARIMAN ROAD, CHURCHGATE, MUMBAI 400020, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2017, 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.
2. To appoint a Director in place of Mrs. Mahnaz A. Curmally (DIN 06907271), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this connection to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s)/re-enactment(s)/amendment(s) thereof, for the time being in force), Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/W-100018), be and is hereby appointed as the Statutory Auditors of the Company, in place of retiring Auditors Messrs. Dalal & Shah, Chartered Accountants, to hold office for a term of five (5) consecutive years, from conclusion of the 70th Annual General Meeting until the conclusion of the 75th Annual General Meeting of the Company, and subject to the ratification at the Annual General Meeting in each of the subsequent years during the aforementioned term of their appointment, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them during the course of audit, as Board of Directors/Audit Committee may fix in this behalf.”

SPECIAL BUSINESS:

4. **To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for the ratification of Remuneration payable to the Cost Auditor:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors Rules) 2014 (including any statutory modification(s)/

re-enactment(s)/amendment(s) thereof, for the time being in force), the remuneration payable to Messrs. P M Nanabhoy & Co., Cost Accountants (Firm Registration No. 000012), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, amounting to ₹ 93,500/- (Rupees Ninety Three Thousand Five Hundred only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them during the course of audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

5. **To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Section 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents, permissions, approvals, if any required, from any appropriate authority, and as per the recommendation of the Nomination and Remuneration Committee and subsequently as per the approval of the Board of Directors, at their respective meetings held on January 24, 2017, the Company hereby approves the re-appointment of Mr. Shome N. Danani (DIN: 00217787), as a “Whole-time Director”, designated as “Executive Director” of the Company, not liable to retire by rotation during his tenure as Whole-time Director, for a period of three (3) years with effect from January 28, 2017 to January 27, 2020, at a remuneration including perquisites, on the terms and conditions set out herein under, with the authority to Board/Nomination and Remuneration Committee to alter/vary the terms and conditions of the said re-appointment, including as to remuneration without further reference to the shareholders of the Company, as it may deem fit and fix the quantum, composition and periodicity of the remuneration payable to Mr. Shome N. Danani, subject however that the remuneration after alteration/variation does not exceed the limit prescribed under Section 197 read with Schedule V of the Act.

FURTHER RESOLVED THAT the Company approves the remuneration where in the event of no profits or inadequate profits in any financial year during

the currency of Mr. Shome N. Danani's tenure, the Company shall pay Mr. Danani, the existing remuneration as minimum remuneration subject however that such minimum remuneration shall not exceed the limit prescribed under Section II Part II, of Schedule V of the Act.

Salary: ₹ 3,25,000/- (Rupees Three Lakhs Twenty Five Thousand) per month with authority to the Board of Directors (which includes any Committee thereof) to grant increments to Mr. Shome N. Danani from time to time upto ₹ 7,50,000 (Rupees Seven Lakh Fifty Thousand only) per month.

Perquisites and Allowances:

- i. In addition to the salary and commission Mr. Shome N. Danani is also entitled to perquisites and allowances, including furnished accommodation or house rent in lieu thereof, house maintenance allowances, together with utilities thereof such as gas, electricity, water and furnishings, repairs, servants salaries, society charges and property tax, etc. medical and personal accident insurance, leave travel concessions for self and family, club fees, hospitalization expenses for self and family and such other allowances and perquisites as the Board or its Committee may in its absolute discretion determine from time to time.
- ii. Company's contribution to Provident fund and Superannuation Fund or any Annuity Fund to the extent these are either singly or together, not taxable under the Income-Tax Act, hospitalization expenses for self and family, gratuity as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling for remuneration specified above.
- iii. Cars/drivers for use on Company's business and telephones (Fixed and Mobile) and other communication facilities at residence will not be considered as perquisites.
- iv. Leave with full pay or encashment thereof as per the Rules of the Company.
- v. Reimbursement of actual entertainment expenses, actual travelling and hotel expenses for the Company's business and/or allowances as per the Company's rules.
- vi. Other perquisites:

Subject to overall ceiling on remuneration mentioned herein below, the Executive Director, Mr. Shome N. Danani, may be given any other allowances, benefits

and perquisites as the Board of Directors (which includes any committee thereof) may from time to time decide.

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

Commission:

Such remuneration by way of commission in addition to the salary, perquisites and allowances payable calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors (which includes any committee thereof) in its absolute discretion deem fit, for each Corporate Financial Year, provided that the total remuneration including salary, perquisites, allowances and commission shall not exceed the overall ceiling prescribed under Section 196, 197, 198, 200 and 203 read with Section II, Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

Minimum Remuneration:

Notwithstanding anything to the contrary contained herein above, wherein in any financial year, during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay salary, perquisites and allowances as specified above to the Executive Director as minimum remuneration to him subject to the provisions contained in Section 196, 197, 198, 200 and 203 read with Section II, Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Executive Director so long as he functions as such shall not be paid any sitting fees for attending the meetings of the Board of directors or Committees thereof.

By Order of the Board

Durgesh N Nagarkar
Company Secretary &
Senior General Manager : Legal
ACS 5777

Place : Mumbai
Date : May 19, 2017

Registered Office:

Electric Mansion, 6th Floor
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
CIN: L31300MH1946PLC005017

NOTES:

- i. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE PROXY FORM, TO BE VALID AND EFFECTIVE, SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM.

A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF NOT MORE THAN 50 MEMBERS AND HOLDING NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.

The Members are requested to note that Address of M/s. Link Intime India Private Limited, the Registrar and Transfer Agent of the Company, has changed to C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083; Tel No: +91 22 49186270; Fax: +91 22 49186060, Email: rnt.helpdesk@linkintime.co.in. We have already intimated the said information to BSE Limited and National Stock Exchange of India Limited, on March 1, 2017.

- ii. Corporate Members intending to send their authorised representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
- iii. Members/Proxies/Authorised Representatives are requested to bring to the AGM, the enclosed Attendance Slip sent along with the Annual Report duly completed and signed mentioning therein details of their DP ID and Client ID/Folio Number.
- iv. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
- v. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to business under Item No. 5 set above in this Notice to be transacted at the AGM is annexed hereto.

The relevant information of the Directors seeking re-appointment, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meetings, is also annexed hereto and forms part of this Notice.

- vi. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- vii. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are advised to make nomination in respect of their shareholding in the Company. The Nomination Form (SH-13) can be downloaded from the Company's website, www.bharatbijlee.com. Members holding shares in physical form should file their nomination with M/s Link Intime India Private Limited, Company's Registrar and Share Transfer Agents, whilst those Members holding shares in dematerialized mode should file their nomination with their Depository Participant(s).
- viii. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agents.
- ix. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, June 23, 2017 to Friday, June 30, 2017 (both days inclusive).
- x. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details/e-mail address/mandates/nominations/power of attorney/contact numbers etc., to the Link Intime India Pvt. Ltd., Unit: Bharat Bijlee Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, Tel : +91 22 49186270, Fax : +91 22 49186060.
- xi. Members holding shares in electronic form are requested to intimate immediately any changes pertaining to their address/bank account details/e-mail address/mandates, nominations/power of attorney/contact numbers etc., if any, directly to their Depository Participant(s) with whom they maintain their demat accounts.

- xii. In accordance with the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules thereto, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Accordingly, the Notice of the AGM along with the Annual Report of the Company for the financial year 2016-17, attendance slip and Proxy Form, is being sent by electronic mode to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, a physical copy of the said Annual Report and Notice is being sent through permitted mode.
- xiii. To support '**Green Initiative**', the Company requests those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form or with the Company, in case shares are held in physical form.
- xiv. The Annual Report 2016-17 circulated to the Members of the Company, will be made available on the Company's website at www.bharatbijlee.com and also on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com.
- xv. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through remote e-Voting, the said resolutions will not be decided on a show of hands at the AGM.
- xvi. The Ministry of Corporate Affairs has vide Notification No. S.O. 2866(E) dated September 5, 2016 notified the provisions of sections 124 and 125 (except for the sub-sections already notified earlier vide notification dated January 13, 2016) of the Companies Act, 2013. Further MCA vide Notification dated September 5, 2016, brought the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), w.e.f. September 7, 2016. Pursuant to the provisions of Section 124 of the Act and IEPF Rules, the dividend which remains unclaimed/unpaid for a period of seven (7) years from the date of transfer to the unpaid dividend account of the Company, is required to be transferred to

the IEPF of the Central Government. Members are informed that the unclaimed dividend for the financial year March 31, 2010 shall be transferred to the IEPF established by the Central Government by the last week of July, 2017.

It may be noted that no claims shall lie against the Company in respect of any amount of dividend remaining unclaimed/unpaid for a period of seven (7) years from the dates of they become due for payment. Members who have not claimed the dividends declared for the financial year March 31, 2010 and onwards are requested to lodge their claim immediately with the Company's Registrar and Transfer Agents at the address mentioned in the Annual Report. The Company has already send reminders to all such members at their registered address in this regard.

Further, as per Section 124(6) of the Act read with IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years has to be transferred, under sub-section 5 of the Act, to the IEPF Suspense Account (in the name of the Company) with one of the Depository Participants as may be identified by the IEPF Authority, within thirty (30) days of such shares becoming due to be transferred to the IEPF. However, proviso to sub-section 6 provides that the shares transferred to the IEPF can be claimed by the concerned shareholders(s) from IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

The Statement containing details of Name, Address, Folio No., Demat Account No and No. of shares due for transfer to IEPF Suspense Account is made available on www.bharatbijlee.com.

The MCA on April 27, 2017, via General Circular No. 03/2017, came up with clarification on "Transfer of Shares to IEPF Authority", wherein amongst other matters, NSDL will prescribe the file formats and operational procedures for transfer of shares to special demat account of the IEPF Authority by April 30, 2017 and May 31, 2017 respectively and the due date for transfer of such shares by your Company is May 31, 2017.

However, MCA via General Circular No. 05/2017 dated May 16, 2017 notified that the aforementioned Circular No. 03/2017 stands withdrawn with immediate effect and further stated that fresh instructions on the matter to be issued in due course of time.

xvii. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time-to-time and Regulation 44 of Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members, facility to exercise their right to vote on the resolutions proposed to be considered at the ensuing 70th AGM, by electronic means. The Members may cast their votes using “remote e-voting” (e-voting from place other than venue of the Annual General Meeting) facility to exercise their right to vote on all matters listed in this Notice, by electronic means.

For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to enable all its Members to cast their vote electronically.

The instructions for e-voting are as under:

- (i) Members holding shares in physical form or in demat form as on Thursday, June 22, 2017, the cut-off date shall only be eligible for e-voting. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.
- (ii) The remote e-voting period will commence at 9.00 a.m. on Tuesday, June 27, 2017 and will end at 5.00 p.m. on Thursday, June 29, 2017. During this period the eligible Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records to log in. <ul style="list-style-type: none"> • If the details are not recorded with the depository or Company please enter the Member ID/Folio Number in the Dividend Bank details field as mentioned in instruction (v) |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for ‘Bharat Bijlee Limited’ on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

General Instructions:

- (i) The voting rights of Members shall be in proportion of their shares in the total paid-up equity share capital of the Company as on Thursday, June 22, 2017, being the cut-off date.
- (ii) The facility for voting through ballot shall also be made available at the AGM and Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their voting right at the AGM.
- (iii) The Members who have casted their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) Any Person who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the cutoff date i.e. Friday June 23, 2017, may obtain the login id and password by sending a request to Link Intime India Pvt. Ltd., Unit: Bharat Bijlee Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, Tel : +91 22 49186270, Fax : +91 22 49186060.
- (v) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (vi) Mr. Navnitlal L. Bhatia (Membership Number: FCS 1176, CoP Number: 422) or failing him Mr. Bharat Upadhyay (Membership Number: FCS 5436, CoP Number: 4457) or failing him Mr. Bhaskar Upadhyay (Membership Number: FCS 8663, CoP Number: 9625), of Messrs N. L. Bhatia & Associates, Practicing Company Secretaries has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (vii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in presence of at least two (2) witnesses not in the employment of the Company and shall within a period not exceeding forty eight (48) hours from the conclusion of the AGM make a consolidated Scrutinizer’s Report of the total votes cast in favour or against each of the resolutions as set out in this Notice, if any, and submit the same to the Chairman or any other Director/person authorized by the Chairman of the Company for counter signature.

-
- (viii) The Results shall be declared by the Chairman, or any other Director/person authorized by the Chairman. The Results declared along with the Scrutinizer's Report shall be immediately placed on the Company's website viz., www.bharatbijlee.com and on the website of CDSL, and will be communicated to BSE Limited and National Stock Exchange of India Limited, who are required to place them on their website. The result will also be posted on the notice board of the Company at the registered office.
- (ix) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be kept open for inspection at the AGM. All documents referred to in this Notice and Statement setting out material facts will be available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the 70th AGM.
- (x) For security reasons and for proper conduct of the AGM, entry to the place of the AGM will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members/Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and hand it over at the entrance of the venue.
- (xi) Members desiring any information relating to the annual accounts of the Company are requested to write to the Company Secretary at the Registered Office address or by sending an email to investorcare@bharatbijlee.com, at least 10 days before the AGM, to enable the Company to keep the information ready at the AGM.
- (xii) As per the Secretarial Standard-2 (SS-2) on 'General Meetings', a Route Map showing direction to reach the venue of the 70th Annual General Meeting is given at the end of this Notice.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

ANNEXURE TO THE NOTICE

Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013**Item No. 3**

The Explanatory Statement for this Item No. 3 is being provided voluntarily, though strictly not required as per Section 102 of the Companies Act, 2013 ('the Act'). In terms of Section 139(1) of the Companies Act, 2013, no listed company can appoint or re-appoint an audit firm (including its affiliate firm) as auditor for more than two (2) terms of five (5) consecutive years. The Act also provided for additional transition period of three (3) years from the commencement of the Act, i.e. from April 1, 2014.

The Members are informed that Messrs Dalal & Shah LLP, Chartered Accountants, having Registration No. 102021W, are Statutory Auditors of the Company since 1952. At the 67th Annual General Meeting of the Company held on September 11, 2014, Messrs Dalal & Shah LLP were appointed as Statutory Auditors for a period of period of 3 (three) years (transitional period) and to hold office as such from the conclusion of 67th Annual General Meeting until the conclusion of the 70th Annual General Meeting of the Company, subject to ratification of such appointment by the Members of the Company at every Annual General Meeting, in line with the provisions of Section 139 of the Act.

Accordingly, Messrs Dalal & Shah LLP have completed period of ten (10) years and will also be completing the additional transition period of three (3) years at the conclusion of ensuing 70th Annual General Meeting, and the Company therefore needs to appoint a new auditor in their place. The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by Messrs Dalal & Shah LLP during their long association with the Company.

Pursuant to and in light of the above, the Board of Directors on the recommendation of Audit Committee has appointed Messrs Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number : 117366W/W-100018), Mumbai, as Statutory Auditors of the Company, for a period of five (5) consecutive years from the conclusion of 70th Annual General Meeting till the conclusion of the 75th Annual General Meeting of the Company, subject to the ratification at the Annual General Meeting in each of the subsequent years during the aforementioned term of their appointment.

The proposed auditor, Messrs Deloitte Haskins & Sells LLP, Chartered Accountants have confirmed that their appointment, if made, shall be in accordance with the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as statutory

auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 (as amended).

Accordingly, consent of the Members is sought to the Resolution as set out at Item No. 3 of the Notice for approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Item No. 4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with the Companies (Cost Records and Audit) Rules, 2014, (including any amendment(s), modification(s), variation or re-enactment thereof for the time being in force), the Board of Directors of the Company shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as Cost Auditor, on the recommendations of the Audit Committee. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the Members.

On recommendation of Audit Committee at its meeting held on Friday, May 19, 2017, the Board has considered and approved appointment of Messrs P.M. Nanabhoy & Co., Cost Accountants, for the conduct of the Cost Audit of the Company's various products for the financial year 2017-2018, at remuneration as mentioned in the resolution forming part of this Notice.

Accordingly, consent of the Members is sought to the Resolution as set out at Item No. 4 of the Notice as an Ordinary Resolution for approval and ratification.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5

Mr. Shome N. Danani (DIN: 00217787) was appointed as a "Whole-time Director", designated as "Executive Director" for a period of three (3) years, with effect from January 28, 2014 and his remuneration, was approved by the Shareholders, by means of a Postal Ballot pursuant to the provisions of Section 198, 257, 269, 309, 310, 311, Schedule XIII and all other applicable provisions of the Companies Act, 1956 and Section 102 of the Companies Act, 2013.

Meanwhile, the Companies Act, 1956 was replaced by the Companies Act, 2013 and accordingly in order to align with the new provisions of the Companies Act, 2013, pertaining to Appointment and Remuneration of a Managerial Personnel, the consent of Shareholders was sought at their meeting held on September 11, 2014, thereby keeping the terms related to salary, perquisites, allowances, other perquisites and commission unchanged except the minimum remuneration to be paid in accordance with Schedule V, Part II, Section II(A) of the Companies Act, 2013.

Mr. Danani's term expired on January 27, 2017. In terms of Regulation 19 read with part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the "Nomination and Remuneration Policy" of the Company. The Board of Directors on the recommendation of the Nomination and Remuneration Committee at their respective meeting held on January 24, 2017, have re-appointed him as a "Whole-time Director", designated as "Executive Director" of the Company not liable to retire by rotation during his tenure as Whole-time Director for a further period of three (3) years with effect from January 28, 2017 to January 27, 2020, subject to obtaining the requisite approval of shareholders at the ensuing 70th Annual General Meeting. Their re-appointment and remuneration is in terms of Section 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

Further, with regard to the Remuneration of a Managerial Personnel, Members are requested to note that no Central Government approval is required if the provisions under Part II of Section II of Schedule V of the Companies Act, 2013 are complied with. Also, in case of inadequate or no profits the term of appointment is restricted to three (3) years as per Clause (iii) of third (3rd) proviso of Section II Part II, of Schedule V of the Companies Act, 2013, subject to the approval of Members in the ensuing 70th Annual General Meeting of the Company by way of Special Resolution.

The proposed remuneration of the Mr. Danani, in terms of the provisions contained in Section 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013, as may be applicable in the year of inadequate profits, was approved by the Nomination and Remuneration Committee at its meeting held on January 24, 2017.

Special resolutions proposing the terms and conditions of his appointment as set out in Item No. 5 of the accompanying notice is now being placed before the Members at the 70th Annual General Meeting for their approval.

Mr. Shome N. Danani holds a Bachelor's Degree in Industrial and Operations Engineering from the University of Michigan, USA and a Masters Degree in Business Administration from INSEAD, France. He joined Bharat Bijlee Ltd. in 2002 and is the Whole-time Director, since January 28, 2009. Keeping in view that Mr. Danani has rich and varied experience in the industry for more than a decade and his continuous association and active participation in the day-to-day management has been very fruitful to the Company, it would be in the interest of the Company to reappoint him for a further period of 3 years as Whole-time Director of the Company.

He is a Director in two companies, viz., Danmet Chemicals Private Limited and Rakyen Beverages Private Limited.

Mr. Danani holds 2,898 equity shares representing 0.05% of the Issued and Subscribed Equity Share Capital of the Company.

Mr. Shome N. Danani is related to Mr. Nikhil J. Danani, Director on the Board of the Company.

Mr. Nikhil J. Danani, Mr. Shome N. Danani are concerned or interested in the Resolution at Item No. 5. None of the other Directors are concerned or interested in the Resolution.

No other Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Directors recommend the passing of the resolution set out at Item No. 5 of the accompanying Notice.

By Order of the Board
Durgesh N Nagarkar
Company Secretary &
Senior General Manager : Legal
ACS 5777

Place : Mumbai
Date : May 19, 2017

Registered Office:

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025

STATEMENT CONTAINING THE INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO SCHEDULE V, PART II, SECTION II OF THE COMPANIES ACT, 2013 FOR ITEM NO. 5 OF THE NOTICE DATED MAY 19, 2017, IS GIVEN HEREUNDER.

I. GENERAL INFORMATION:

| | | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| (1) Nature of Industry | Electrical Engineering, manufacturing and sale of Transformers, Motors, Drives, Elevator Systems and Execution of Turnkey Projects. | | | |
| (2) Date or expected date of commencement of commercial production | The Company was incorporated on June 22, 1946 and business commenced on or around the year 1947. | | | |
| (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | N.A. | | | |
| (4) Financial performance based on given indicators | ₹ in lakhs | | | |
| | | Year ending 31.03.2015 | Year ending 31.03.2016 | Year ending 31.03.2017 |
| | Sales Turnover (gross) | 66262 | 70883 | 73068 |
| | Capital employed | 39875 | 44127 | 46972 |
| | Net worth | 26535 | 27254 | 29215 |
| | Profit/(Loss) before Tax | (3443) | 735 | 2014 |
| | Profit/(Loss) after Tax | (3405) | 719 | 1961 |
| Dividends | Nil | Nil | Nil | |
| (5) Foreign investments or collaborators, if any | There is no direct foreign investment in the Company. The Company has entered into Foreign Collaboration agreements with M/s Permanent Magnets S. A., Spain, for manufacture and sale of Gearless Permanent Magnet Synchronous Motors, with KEB Automation AG, Germany for KEB Combivert (Drives) and with TECO Electric & Machinery Co. Ltd., to manufacture Products under BBL brand/trademarks/logos and then to be sold by BBL in India. | | | |

II. INFORMATION ABOUT THE APPOINTEES:

A. MR. SHOME N. DANANI, WHOLE-TIME DIRECTOR, DESIGNATED AS EXECUTIVE DIRECTOR

| | | |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|
| (1) Background details | Mr. Shome N. Danani, a Bachelor's Degree in Industrial and Operations Engineering from the University of Michigan, USA and a Masters Degree in Business Administration from INSEAD, France, experience in the industry for more than a decade in the electrical engineering industry and is Whole-time Director since 2009. He has been instrumental in building scalable systems and processes. | |
| (2) Past remuneration | Remuneration comprises of monthly salary, perquisites, retirement benefits and commission, the details of which are: | |
| | ₹ in lakhs | |
| | Y.E. 31.03.2015 | 87.75 |
| | Y.E. 31.03.2016 | 87.75 |
| | Y.E. 31.03.2017 | 87.75 |
| (3) Recognition or Awards | N.A. | |

| | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (4) Job Profile and his suitability | Mr. Shome N. Danani joined Bharat Bijlee Ltd. in 2002 and has been responsible for various initiatives and growth strategies. He is the Whole-time Director since January 28, 2009 and he has been leading the change management drive that is essential to the long term growth and success of the Company. |
| (5) Remuneration proposed | ₹ 3,25,000/- (Rupees Three Lakhs Twenty Five Thousand) per month with authority to the Board of Directors (which includes any Committee thereof) to grant increments to Mr. Shome N. Danani from time to time upto ₹ 7,50,000 (Rupees Seven Lakh Fifty Thousand Only) per month. Perquisites: Housing, Personal Accident Insurance, & Allowances Club Fees, Medical, Hospitalisation, Leave Travel and other perquisites and allowances as may be determined by the Board or its Committee from time to time. Commission: In addition to the salary and perquisites and allowance, payable calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors (which includes any committee thereof) in its absolute discretion deem fit, for each Corporate Financial Year, provided that the total remuneration including salary, perquisites and commission shall not exceed the overall ceiling prescribed under Section 196, 197, 198, 200 and 203 read with Section II Part II, of Schedule V of the Companies Act, 2013. Retiral: Contributions to Provident Fund, Benefits Superannuation Fund or any other Annuity Fund which shall not be part of perquisites or allowances. Use of cars/drivers and telephones (fixed and mobile) for use of Company business shall not be considered part of the above perquisites. |
| (6) Comparative remuneration profile with respect to industry size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | The proposed remuneration is in tune with the current remuneration packages of managerial personnel of Companies belonging to similar industries. Further, it is commensurate with the qualification and experience and in accordance with the highly competitive business scenario requiring recognition and reward for performance and achievement towards meeting objectives of the Company. |
| (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. | Only to the extent of his entitlement of his remuneration and is related to Mr. Nikhil J. Danani. |

III. OTHER INFORMATION:

| | | |
|----|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Reasons of loss or inadequate profits | The demand for the Company products has been the most impacted by sluggish demand and the margins continue to be subdued, though there are visible signs of recovery in the Power System. |
| 2. | Steps taken or proposed to be taken for improvement | Management is taking necessary and adequate steps to protect its margins by aggressively targeting private industry and also improving its productivity by optimum utilization of its resources. |
| 3. | Expected increase in productivity and profits in measurable terms | Management continues to focus on costs and margins along with internal capability building as we await a more robust business environment. |

IV. DISCLOSURES:

The necessary disclosure required under provision (iv) of Part II, Section II (IV) to Schedule V of the Act have already been reported in the Directors Report under the heading 'Corporate Governance' forming part of the Annual Report 2016-2017 of the Company.

BRIEF PROFILE OF DIRECTORS BEING APPOINTED/ RE-APPOINTED AT THE FORTHCOMING 70TH ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)
1. MRS. MAHNAZ AMIR CURMALLY:

| | |
|----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Director | Mrs. Mahnaz Amir Curmally |
| Date of Birth | August 4, 1946 |
| Date of Appointment on the Board | July 25, 2014 |
| Qualification | Mrs. Mahnaz A. Curmally has obtained an English Literature Honors degree from Lady Shri Ram College, Delhi University and thereafter acquired a M.A. Degree in Sociology from Bombay University. |
| Brief profile & nature of her expertise in specific functional areas | Mrs. Mahnaz Curmally, with over 40 years of work experience is considered one of the pioneers of corporate and marketing communications in India. She has through the course of her working life, gathered considerable understanding of industries such as infrastructure (power, realty and health); pharmaceutical (MNC and local); FMCG (food, personal care, cosmetics, apparel, household goods); and Travel and Tourism. Currently, Mrs. Mahnaz Curmally is employed as Senior Advisor in one of the largest independent global communications firm, headquartered in Chicago, USA. |
| Directorship held in other companies | Mrs. Mahnaz Curmally is not a Director on the Board of any other Company. |
| Membership/Chairmanships of committees across all other companies | Mrs. Mahnaz Curmally is not a Member/Chairman of any Committee across all other companies. |
| Shareholding of Non-Executive Directors in the Company | Mrs. Mahnaz Curmally does not hold any shares in the Company. |
| Relationships between Directors inter-se | Mrs. Mahnaz Curmally is not related to any of the Directors or Key Managerial Personnel or their relatives in the Company. |

2. MR. SHOME N. DANANI:

| | |
|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Director | Mr. Shome N. Danani |
| Date of Birth | March 4, 1978 |
| Date of Appointment on the Board | January 28, 2009 |
| Qualification | Mr. Shome N. Danani, a Bachelor's Degree in Industrial and Operations Engineering from the University of Michigan, USA and a Masters Degree in Business Administration from INSEAD, France. |
| Brief profile & nature of his expertise in specific functional areas | Shome N. Danani joined Bharat Bijlee Ltd. in 2002 and has been responsible for various initiatives and growth strategies. He is the Whole-time Director since January 28, 2009 and he has been leading the change management drive that is essential to the long term growth and success of the Company. He has been instrumental in building scalable systems and processes. |
| Directorship held in other companies | He is a Director on the Board of Danmet Chemicals Pvt. Ltd and Rakyan Beverages Private Limited. |
| Membership/Chairmanships of committees across all other companies | Mr. Danani is not a Member/Chairman of any Committee across all other companies. |
| Shareholding of Non-Executive Directors in the Company | N.A. |
| Relationships between Directors inter-se | Mr. Shome N. Danani is related to Mr. Nikhil J. Danani. |

By Order of the Board
Durgesh N. Nagarkar
 Company Secretary &
 Senior General Manager : Legal
 ACS 5777

Place: Mumbai
 Date : May 19, 2017

Registered Office:

Electric Mansion, 6th Floor,
 Appasaheb Marathe Marg,
 Prabhadevi, Mumbai 400 025
 CIN: L31300MH1946PLC005017

Route Map to the venue of 70th Annual General Meeting to be held on Friday, June 30, 2017.





Bharat Bijlee Limited

Regd. Office: Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025.
CIN: L31300MH1946PLC005017, Phone: 022-2430 6237, Fax: 022-2437 0624
Website: www.bharatbijlee.com • E-mail: bblicorporate@bharatbijlee.com

FORM NO. MGT – 11

PROXY FORM

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address:

E-mail ID

Folio No./Client ID:

DP ID:

I/We being the Member(s) of equity shares of ₹ 10 each of Bharat Bijlee Limited, hereby appoint:

- Name:..... E-mail Id:
Address:.....
..... Signature:
or failing him / her
- Name:..... E-mail Id:
Address:.....
..... Signature:
or failing him / her
- Name:..... E-mail Id:
Address:.....
..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 70th Annual General Meeting of the Company, to be held on Friday, June 30, 2017 at 3.00 p.m. at 'Walchand Hirachand Hall', Indian Merchants' Chamber Building, Veer Nariman Road, Churchgate, Mumbai – 400 020 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

| Resolution No. | Brief details of the Resolution |
|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ORDINARY BUSINESS | |
| 1. | Adoption of Audited Balance Sheet as at March 31, 2017, 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. |
| 2. | Re-appointment of Mrs. Mahnaz A. Curmally (DIN 06907271) as a Director, who is liable to retire by rotation and, being eligible, offers herself for re-appointment. |
| 3. | Appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company and fix their remuneration. |
| SPECIAL BUSINESS | |
| 4. | 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, 2018. |
| 5. | Re-appointment of Mr. Shome N. Danani (DIN: 00217787) as the Whole-time Director, designated as an Executive Director of the Company, for a period of three (3) years, with effect from January 28, 2017. |

Signed: this day of 2017

Signature of Member(s):

Signature of the Proxy holder(s):

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 70th Annual General Meeting.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

Affix
Revenue
Stamp
of ₹ 1