



BHARAT BIJLEE LIMITED

Regd. Office: Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025.

CIN: L31300MH1946PLC005017, Phone: 022 – 24306237, Fax: 022 - 2437 0624

Website: www.bharatbijlee.com, E-mail: bblcorporate@bharatbijlee.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of Companies (Management and Administration) Rules, 2014 (“Postal Ballot Rules”), and Regulations 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, for seeking the approval of the Members of **Bharat Bijlee Limited** (“the Company”) through Postal Ballot (“Postal Ballot”) / Remote Electronic Voting (“e-Voting”). The Explanatory Statement under Section 102(1) and 110 of the Act, setting out the material facts and reasons thereof, for the proposed Resolutions, is also annexed to this Postal Ballot Notice and is being sent along with Postal Ballot Form, for your consideration

The Board of Directors of your Company, at its meeting held on Thursday, January 24, 2019, has appointed 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), Partner, Messrs N. L. Bhatia & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-Voting process, in accordance with the law and in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-Voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions in the Notice and printed overleaf of the Postal Ballot Form and record your assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage-prepaid self-addressed Business Reply Envelope, so as **to reach the Scrutinizer on or before the close of working hours i.e., 5.00 p.m. on Tuesday, March 5, 2019**, at the office of the Company's Share Transfer Agents at Link Intime India Private Limited, (Unit: Bharat Bijlee Limited), C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self – addressed business reply envelope. Please note, Postal Ballot Forms received after the close of working hours i.e., 5.00 p.m. on Tuesday, March 5, 2019, will be treated as if no reply has been received from the Member. Members desiring to opt for e-voting are requested to read the instructions in the Notes forming part of the Notice.

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Postal Ballot Rules and Regulation 44 of the Listing Regulations, the Company has engaged the services of Link Intime India Private Limited (“LI IPL”) to provide e-Voting facilities to the Members of the Company. **The e-Voting facility is available** at the link <https://instavote.linkintime.co.in> **from 9.00 A.M. on Monday, February 4, 2019 upto 5.00 p.m. on Tuesday, March 5, 2019**. E-Voting will be blocked by LI IPL at 5.00 p.m. on Tuesday, March 5, 2019 and shall not be allowed beyond the said date and time. Members are requested to carefully read and follow the instructions / procedure as printed in the Notice. In case the Member has exercised the vote in physical as well as electronic mode, the vote by electronic mode will only be considered valid.

The Scrutinizer will submit his Report to Mr. Prakash V. Mehta, Chairman of the Company, or in his absence a person authorized by him / the Board, in writing, upon completion of scrutiny of Postal Ballot Forms and e-Voting data provided by LIPL, in a fair and transparent manner. **The results of the Postal Ballot will be declared on Wednesday, March 6, 2019 by 5.00 p.m.** at the Registered Office of the Company located at Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025 and communicated to the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (BSE and NSE collectively as the “Stock Exchanges”) and posted on the Company's website www.bharatbijlee.com, on the Notice Board of the Company at its Registered Office and on the website of Link Intime India Private Limited, Registrar and Share Transfer Agent, after the declaration of the results.

The last date specified by the Company for receipt of the duly completed Postal Ballot Forms or e-voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. RE-APPOINTMENT AND REMUNERATION OF MR. NIKHIL J. DANANI (DIN 00056514) AS MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 YEARS AND CONTINUATION OF OFFICE BEYOND THE AGE LIMIT OF 70 YEARS:

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, 200 and 203 read with Schedule V of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act and the Rules made thereunder, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such consents, permissions, approvals, if any required, from any appropriate authority, and pursuant to 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, 2019, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Nikhil J. Danani (DIN: 00056514), as Managing Director of the Company, not liable to retire by rotation during his tenure as Managing Director, for a period of five (5) years with effect from June 20, 2019 to June 19, 2024, at a remuneration including perquisites, on the terms and conditions set out herein under, with the authority to Nomination and Remuneration Committee / Board to alter / vary / amend / modify the terms and conditions of the said re-appointment including the remuneration, and periodicity of the remuneration payable to Mr. Nikhil J. Danani, as they may deem fit, and as may be agreed upon by the Nomination and Remuneration Committee / Board and Mr. Danani, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

Salary: upto ₹ 15,00,000/- (Rupees Fifteen Lakhs only) per month as may be determined by the Nomination and Remuneration Committee / Board of Directors with such increments from time to time after taking into account the performance of the Company.

Perquisites and Allowances:

- i. In addition to the salary and commission, the Managing Director 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 reimbursement, 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 Nomination and Remuneration Committee / Board 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, Gratuity Act 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 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:

The Managing Director may be given any other allowances, benefits and perquisites from time to time, as may be determined by the Nomination and Remuneration Committee / Board in its absolute discretion deem fit, for each Financial Year, provided that the total remuneration including salary, perquisites and commission shall be subject to the overall ceiling stipulated under Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment(s) / modification(s) in the Rules, Act and / or applicable laws in this regard). 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 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 Nomination and Remuneration Committee / Board in its absolute discretion deem fit, for each Financial Year, provided that the total remuneration including salary, perquisites and commission shall be subject to the overall ceiling stipulated under Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent statutory amendment(s) / modification(s) in the Rules, Act and / or applicable laws in this regard) shall also be payable.

Minimum Remuneration:

Notwithstanding anything to the contrary contained herein above, wherein in any financial year, during the currency of the tenure of Mr. Nikhil J. Danani, the Company has no profits or its profits are inadequate or incurs loss, the Company shall pay the remuneration, i.e., Salary, Perquisites Allowances, Reimbursements, Stock Options, Retirement Benefits, variable pay etc., as set out hereinabove, including any increments and variable pay as may be approved by the Nomination and Remuneration

Committee / Board of Directors, from time to time, to Mr. Danani as minimum remuneration to him, subject to the provisions contained in Schedule V read with Section 197 of the Companies Act, 2013, if required.

Overall Remuneration:

The aggregate of salary, perquisites, allowances and commission in any one financial year, as may be decided by the Nomination and Remuneration Committee / Board of Directors, i.e. total remuneration, may exceed 5% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013, however the remuneration payable by the Company shall be within the prescribed limits of total managerial remuneration payable to all Managing Directors / Whole-Time Directors in aggregate under Section 197 read with Schedule V of the Companies Act, 2013 or such higher percentage of Net Profits of the Company as may be prescribed from time to time (including any subsequent statutory amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard).

The total managerial remuneration payable by the Company, to the Directors, including Managing Directors and Whole-Time Directors in respect of any financial year may exceed 11% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013, as prescribed under Section 197 of the Companies Act, 2013 and Rules made thereunder and any subsequent statutory amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard and such increase in overall remuneration not exceeding 15% of the Net Profits of the Company, be paid as may be decided by the Nomination and Remuneration Committee / Board.

Mr. Danani, so long as he functions as Managing Director of the Company, shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Mr. Danani shall not be subject to retirement by rotation during his tenure.

FURTHER RESOLVED THAT the consent of Members be and is hereby accorded that where in the event of no profits or inadequate profits or the Company incurs loss, in any financial year during the currency of Mr. Nikhil J. Danani's tenure, the Company shall pay Mr. Danani, the remuneration, i.e., Salary, Perquisites Allowances, Reimbursements, Stock Options, Retirement Benefits, variable pay etc., as set out hereinabove, including any increments and variable pay as may be approved by the Nomination and Remuneration Committee / Board, from time to time, to Mr. Danani as minimum remuneration to him, subject to the provisions contained in Schedule V read with Sections 197 of the Companies Act, 2013, if required (including any subsequent statutory amendment(s) / modification(s) in the Rules, Act and / or applicable laws in this regard).

FURTHER RESOLVED THAT pursuant to Section 196(3) read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members be and is hereby accorded for continuation of holding of office of Managing Director by Mr. Nikhil J. Danani (DIN: 00056514) upon attaining the age of 70 (Seventy) years on August 31, 2019, upto the expiry of his term of office, i.e. from June 20, 2019 to June 19, 2024, on the terms and conditions as mentioned here above.

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

2. RE-APPOINTMENT AND REMUNERATION OF MR. NAKUL P. MEHTA (DIN 00056561) AS MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 YEARS:

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, 200 and 203 read with Schedule V of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act and the Rules made thereunder, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such consents, permissions, approvals, if any required, from any appropriate authority, and pursuant to 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, 2019, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Nakul P. Mehta (DIN: 00056561), as Managing Director of the Company, not liable to retire by rotation during his tenure as Managing Director, for a period of five (5) years with effect from June 20, 2019 to June 19, 2024, at a remuneration including perquisites, on the terms and conditions set out herein under, with the authority to Nomination and Remuneration Committee / Board to alter / vary / amend / modify the terms and conditions of the said re-appointment including the remuneration, and periodicity of the remuneration payable to the Mr. Nakul P. Mehta, as deem fit, as may be agreed upon by the Nomination and Remuneration Committee / Board and Mr. Mehta, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

Salary: upto ₹ 15,00,000/- (Rupees Fifteen Lakhs only) per month as may be determined by the Nomination and Remuneration Committee / Board of Directors with such increments from time to time after taking into account the performance of the Company.

Perquisites and Allowances:

- i. In addition to the salary and commission, the Managing Director 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 reimbursement, 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 Nomination and Remuneration Committee / Board 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, Gratuity Act 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 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:

The Managing Director may be given any other allowances, benefits and perquisites from time to time, as may be determined by the Nomination and Remuneration Committee / Board, in its absolute discretion deem fit, for each Financial Year, provided that the total remuneration including salary, perquisites and commission shall be subject to the overall ceiling stipulated under Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment(s) / modification(s) in the Rules, Act and / or applicable laws in this regard). 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 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 Nomination and Remuneration Committee / Board, in its absolute discretion deem fit, for each Financial Year, provided that the total remuneration including salary, perquisites and commission shall be subject to the overall ceiling stipulated under Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent statutory amendment(s) / modification(s) in the Rules, Act and / or applicable laws in this regard) shall also be payable.

Minimum Remuneration:

Notwithstanding anything to the contrary contained herein above, wherein in any financial year, during the currency of the tenure of Mr. Nakul P. Mehta, the Company has no profits or its profits are inadequate or incurs loss, the Company shall pay the remuneration, i.e., Salary, Perquisites Allowances, Reimbursements, Stock Options, Retirement Benefits, variable pay etc., as set out hereinabove, including any increments and variable pay as may be approved by the Nomination and Remuneration Committee / Board, from time to time, to Mr. Mehta as minimum remuneration to him, subject to the provisions contained in Schedule V read with Section 197 of the Companies Act, 2013, if required.

Overall Remuneration:

The aggregate of salary, perquisites, allowances and commission in any one financial year, as may be decided by the Board of Directors, i.e. total remuneration, may exceed 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, however the remuneration payable by the Company shall be within the prescribed limits of total managerial remuneration payable to all Managing Directors / Whole-Time Directors in aggregate under Section 197 read with Schedule V of the Companies Act, 2013 or such higher percentage of Net Profits of the Company as may be prescribed from time to time (including any subsequent statutory amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard).

The total managerial remuneration payable by the Company, to the Directors, including Managing Directors and Whole-Time Directors in respect of any financial year may exceed 11% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013, as prescribed under Section 197 of the Companies Act, 2013 and Rules made thereunder and any subsequent statutory amendment(s) and/or modification(s) in the Rules, Act and / or applicable laws in this regard and such increase in overall remuneration not exceeding 15% of the Net Profits of the Company, be paid as may be decided by the Nomination and Remuneration Committee / Board.

Mr. Mehta, so long as he functions as Managing Director of the Company, shall not be paid any sitting fees for attending the meetings of the Board of directors or Committees thereof.

Mr. Mehta shall not be subject to retirement by rotation during his tenure.

FURTHER RESOLVED THAT the consent of Members be and is hereby accorded that where in the event of no profits or inadequate profits or the Company incurs loss, in any financial year during the currency of Mr. Nakul P. Mehta's tenure, the Company shall pay Mr. Mehta, the remuneration, i.e., Salary, Perquisites Allowances, Reimbursements, Stock Options, Retirement Benefits, variable pay etc., as set out hereinabove, including any increments and variable pay as may be approved by the Nomination and Remuneration Committee / Board, from time to time, to Mr. Mehta as minimum remuneration to him, subject to the provisions contained in Schedule V read with Sections 196 and 197 of the Companies Act, 2013, if required (including any subsequent statutory amendment(s) / modification(s) in the Rules, Act and / or applicable laws in this regard).

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

3. CONTINUATION OF OFFICE OF MR. PRAKASH V. MEHTA (DIN 00001366), CHAIRMAN, AS A NON EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY DESPITE EXCEEDING THE AGE LIMIT OF 75 YEARS:

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

“**RESOLVED THAT** pursuant to prospective requirements under sub-regulation 1A of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inserted vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from April 1, 2019, and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof), consent of the Members of the Company be and is hereby accorded for continuation of office of Mr. Prakash V. Mehta (DIN: 00001366), aged about 76 years, as a Non-Executive and Independent Director designated as a Chairman of the Company, for his remaining term of office, valid upto September 10, 2019, notwithstanding that Mr. Mehta has already crossed 75 years of age.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to file the relevant Forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Companies Act, 2013 and to do all acts, deeds and things as may be deemed necessary to give effect to the above resolution.”

4. CONTINUATION OF OFFICE OF MR. RAJESHWAR D. BAJAJ (DIN 00087845), AS A NON EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY DESPITE EXCEEDING THE AGE LIMIT OF 75 YEARS:

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

“RESOLVED THAT pursuant to prospective requirements under sub-regulation 1A of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inserted vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from April 1, 2019, and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof), consent of the Members of the Company be and is hereby accorded for continuation of office of Mr. Rajeshwar D. Bajaaj (DIN: 00087845), aged about 76 years, as a Non-Executive and Independent Director of the Company, for his remaining term of office, valid upto September 10, 2019, notwithstanding that Mr. Bajaaj has already crossed 75 years of age.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to file the relevant Forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Companies Act, 2013 and to do all acts, deeds and things as may be deemed necessary to give effect to the above resolution.”

By Order of the Board of Directors
For **Bharat Bijlee Limited**

Durgesh N. Nagarkar
Company Secretary &
Sr. General Manager, Legal
(ICSI Membership No. A5777)

Registered Office:

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

Date: January 24, 2019

Place: Mumbai

NOTES :

1. Explanatory Statement pursuant to Section 102(1) of the Act read with Section 110 of the Companies Act, 2013 (“the Act”), setting out material facts and reasons for the proposed Resolution Nos. 1 to 4, is annexed hereto along with the Postal Ballot Form for your consideration.
2. The additional details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and Secretarial Standard-2 on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, on Directors recommended by Board for re-appointment / continuation of office as a Director, are provided in the “Annexure - I” to this Postal Ballot Notice.
3. The Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, January 18, 2019 (Cut-off Date)**. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) by the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members, whose e-mail Ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage pre-paid self-addressed Business Reply Envelope.

4. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., **Friday, January 18, 2019**.
5. The Notice is being sent under secured mode of posting to those Members, whose names appear in the Register of Members / List of Beneficial Owners received from NSDL and CDSL as on **Friday, January 18, 2019 (Cut-off Date)**. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
6. The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can be downloaded from the Company's website www.bharatbijlee.com and on the website of LI IPL <https://instavote.linkintime.co.in>.
7. A Member cannot exercise his / her / its vote by proxy on Postal Ballot.
8. Corporate / Institutional Member(s) (i.e., other than individuals, Hindu Undivided Families / Non-resident Indians etc.) opting for Postal Ballot are required to send Certified True copy of Board Resolution / Power of Attorney / Authority letter etc., to the Scrutinizer along with the Form.
9. There will be only 1 (one) Postal Ballot Form for every Client ID / Folio No., irrespective of the number of Joint Shareholder(s).
10. Postal Ballot Form should be completed and signed by the Member(s) as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
11. In case a Member is desirous of obtaining a printed Postal Ballot Form or duplicate, he or she may send an e-mail on enotices@linkintime.co.in. The Registrar and Share Transfer Agent ('RTA') shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
12. The Member can opt for only one mode of voting, i.e., either by physical ballot form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
13. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Company provides the Members the facility to exercise their right to vote by electronic means through e-Voting services provided by Link Intime India Private Limited and the business may be transacted through such voting. The instructions for e-Voting form part of this Notice. **The e-Voting period shall commence on Monday, February 4, 2019, from 9.00 a.m. (IST) and shall end on Tuesday, March 5, 2019 at 5.00 p.m. (IST)**. E-Voting shall not be allowed beyond the said date and time.
14. The Board of Directors of the Company has appointed 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), Partner, Messrs N. L. Bhatia & Associates, Practicing Company Secretaries, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-Voting process, in accordance with the law and in a fair and transparent manner.

15. Member(s) desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the enclosed postage-prepaid self-addressed Business Reply Envelope to the Scrutinizer on or before 5.00 p.m. (IST) on **Tuesday, March 5, 2019** at the office of the Company's Share Transfer Agents at, Link Intime India Private Limited, (Unit: Bharat Bijlee Limited), C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083. Postage of such envelope will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by registered post / speed post at the expense of the Member(s) will also be accepted. If any Postal Ballot is received after 5.00 p.m. (IST) on **Tuesday, March 5, 2019**, it will be strictly considered that no reply has been received from the Member
16. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Board after the completion of scrutiny of the Postal Ballots and e-Voting. Results of voting by Postal Ballot (including voting through electronic means) along with the **Scrutinizer's Report shall be announced on Wednesday, March 6, 2019 by 5.00 p.m.** (IST) at the Registered Office of the Company located at Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025 and shall be communicated to the Stock Exchanges where securities of the Company are listed and will be hosted on the Company's website www.bharatbijlee.com, on the Notice Board of the Company at its Registered Office and on the website of Link Intime India Private Limited, Registrar and Share Transfer Agent, after the declaration of the results
17. The Resolutions, if passed by the requisite majority of the Members through Postal Ballot including voting by electronic means shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-Voting.
18. Relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement will be available for inspection at the Registered Office of the Company during 11 A.M. to 5 P.M. on all working days (Monday to Friday) from the date of dispatch of this Notice till the last date for receipt of votes by Postal Ballot / e-Voting i.e., Wednesday, March 5, 2019.
19. In case any Member has queries, grievances or issues relating to Postal Ballot, members are requested to write an email to enotices@linkintime.co.in or may write to Mr. Shailesh Mhatre, Associate – Technology Group, Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083; Phone Number: 022-49186000, Extn. - 2579 and for any queries, grievances or issues related to e-Voting, , please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in.

Instructions for shareholders to vote electronically:

Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL:
<https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or 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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
- On the voting page, you will see “Resolution Description” and against the same the option “For/ Against” for voting. Cast your vote by selecting appropriate option i.e. For/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'For /Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. For/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE AFORESAID SPECIAL RESOLUTIONS:

ITEM NO. 1 & 2:

Mr. Nikhil J. Danani and Mr. Nakul P. Mehta were appointed as Managing Directors at the 69th Annual General Meeting of Members of the Company, for a period of three (3) years, w.e.f. June 20, 2016, which period expires on June 19, 2019. The Board of Directors based on the recommendation of Nomination and Remuneration Committee at their respective meetings held on January 24, 2019 have re-appointed both Mr. Danani and Mr. Mehta as Managing Directors, for a further period of five (5) years w.e.f. June 20, 2019, on the terms and conditions and Remuneration as detailed in the respective resolutions (Item No. 1 & 2 of the Postal Ballot Notice dated January 24, 2019), subject to obtaining the requisite approval of Members by way of Special Resolution. The terms of re-appointment and remuneration are in conformity with the provisions of Sections 196, 197, 198, 200 and 203 of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Further pursuant to the provisions of prospective Regulation 17(6), to be effective from April 1, 2019, the company is required to obtain the approval of the Members by way of a Special Resolution, in case of the aggregate annual remuneration, fees or compensation payable to Executive Directors who are Promoters or members of the Promoter Group and where there is more than one such Director, to all such Directors exceeds 5% of the Net Profits of the Company. Mr. Nikhil Danani and Mr. Nakul Mehta, together with Mr. Shome Danani, being Executive Directors falling under the category of Promoters of the Company have their collective remuneration exceeding the limit specified under Regulation 17(6), and therefore the approval of Members is sought by way of a Special Resolution.

The overall managerial remuneration including remuneration proposed to be paid to Mr. Nikhil J. Danani and Mr. Nakul P. Mehta and Mr. Shome Danani, being Executive Director, may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013. Also, in the event of loss or inadequacy of profits in any financial year, during the currency of the tenure of Mr. Danani and Mr. Mehta, the remuneration, i.e., Salary, Perquisites Allowances, Reimbursements, Stock Options, Retirement Benefits, variable pay etc., as set out in the respective resolutions, including any increments and variable pay (with such increase as may be approved by the Nomination and Remuneration Committee / Board) will be payable as minimum remuneration subject to the provisions contained in Schedule V read with Sections 196 and 197 of the Companies Act, 2013, if required.

Members to further note that, pursuant to Section 196 (3) read with Part-I of Schedule V of the Companies Act, 2013, no Company shall appoint or continue the employment of any person as Managing Director who has attained the age of seventy (70) years unless it is approved by the Shareholders as a Special Resolution. Mr. Nikhil J. Danani will attain the age of seventy (70) years in the month of August 2019. Keeping in view that Mr. Danani has rich and varied experience in the industry and has been involved in the operations of Transformers and Motors with vast knowledge in the field of Electrical Engineering, for over 40 years, it would be in the interest of the Company to continue the employment of Mr. Danani, as a Managing Director of the Company until the expiry of his term of office, i.e. from June 20, 2019 to June 19, 2024.

The brief profile of Mr. Danani and Mr. Mehta under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is set out in the Annexure -I to the Explanatory Statement and forms integral part of this Postal Ballot Notice.

Also, Statement containing the information required to be furnished pursuant to Schedule V, Part II, Section II of the Companies Act, 2013 for Item Nos. 1 & 2, is set out in the Annexure - II to the Explanatory Statement and forms integral part of this Postal Ballot Notice dated January 24, 2019.

Your Directors are of the opinion that the in-depth knowledge of Mr. Nikhil J. Danani and Mr. Nakul P. Mehta, as Managing Directors, about Transformer and Motor Industry and their timely strategic guidance on crucial business matters has helped the Company to grow as well as survive over 3 decades. The Board concurs that their continued association would be of immense benefit to the Company and it is desirable to re-appoint Mr. Danani and Mr. Mehta as Managing Directors and fix their respective remuneration and accordingly recommend passing the respective Special Resolutions as set out as Item No. 1 and 2 in the accompanying Postal Ballot Notice for the approval of Members.

Mr. Danani and Mr. Mehta, are not disqualified from being appointed as Directors in terms of Section 164 of the Act and any other applicable laws prescribed by SEBI or any other authority.

Mr. Danani is related to Mr. Shome N. Danani, Director on the Board of the Company. Mr. Mehta is not related to any Director on the Board of the Company.

Mr. Nikhil J. Danani and Mr. Shome N. Danani are concerned or interested in the Resolution at Item No. 1 and Mr. Nakul P. Mehta is concerned or interested in Resolution at Item No. 2.

None of the other Directors are concerned or interested in the said Resolutions.

No other Promoters, 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. 1 and 2 of the Postal Ballot Notice.

ITEM NO. 3:

The Securities and Exchange Board of India ("SEBI") has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations 2018). Pursuant to prospective sub-regulation 1A of Regulation 17 of Amended Listing Regulations 2018, to be effective from April 1, 2019, no listed Company shall appoint or continue

the Directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment / continuation of office.

At the 67th Annual General Meeting held on September 11, 2014, an Ordinary Resolution was passed by Members of the Company according approval for Mr. Prakash V. Mehta (DIN: 00001366), Chairman of the Company as Non-Executive Independent Directors for a period of five (5) years effective September 11, 2014. In view of the above, for continuance of office of Mr. Prakash V. Mehta, aged about 76 years, Non-Executive Independent Director of the Company for his remaining term valid upto September 10, 2019, it is necessary to obtain Shareholders' approval by way of a Special Resolution.

Mr. Prakash V. Mehta obtained a Bachelors Degree in Law from the University of Bombay in 1963, thereafter qualified as a Solicitor in 1966 and since then has been practicing as a Solicitor. He is a partner of M/s. Malvi Ranchoddas & Co., a renowned firm of Solicitors. He has considerable experience in the field of Law and is also an expert in Corporate Law, Acquisitions, Joint Ventures and Foreign Collaborations. He is a Director on the Boards of several prominent companies in India. He has been a Director on the Board of the Company since August 7, 1990.

Considering the rich experience, expertise, qualification and active contribution of Mr. Mehta as a Chairman Non-Executive Independent Director, towards the Company, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on January 24, 2019 recommended the continuation of Mr. Mehta's present tenure of appointment as Non-Executive Independent Director i.e. up to September 10, 2019, on the existing terms and conditions notwithstanding that he has attained the age of 75 years.

The brief profile of Mr. Prakash V. Mehta under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is set out in the Annexure - I to the Explanatory Statement and forms integral part of this Postal Ballot Notice.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 3 in the accompanying Postal Ballot Notice for the approval of Members.

Mr. Prakash V. Mehta is not related to any Director on the Board of the Company.

Mr. Prakash V. Mehta, Chairman, Non-Executive Independent Director is concerned or interested in the Resolution at Item No. 3 of this Postal Ballot Notice.

None of the other Directors are concerned or interested in the said Special Resolution.

No other Promoters, 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. 3 of this Postal Ballot Notice.

ITEM NO. 4:

The Securities and Exchange Board of India ("SEBI") has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations 2018). Pursuant to prospective sub-regulation 1A of Regulation 17 of Amended Listing Regulations 2018, to be effective from April 1, 2019, no listed Company shall appoint or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment / continuation of office.

At the 67th Annual General Meeting held on September 11, 2014, an Ordinary Resolution was passed by Members of the Company according approval for Mr. Rajeshwar D. Bajaan (DIN: 00087845) as Non-Executive Independent Directors for a period of five (5) years effective September 11, 2014. In view of the above, for continuance of office

of Mr. Rajeshwar D. Bajaaj, aged about 76 years, Non-Executive Director designated as Independent Director of the Company for his remaining term valid upto September 10, 2019, it is necessary to obtain Shareholders' approval by way of a Special Resolution.

Mr. Bajaaj was the Chairman of the Board of Directors and Managing Director of Otis Elevators India. He also held the position of Vice President, South and Southeast Asia based in Singapore wherein the Otis country heads from India, Singapore, Thailand, Malaysia, Indonesia, Philippines and Vietnam reported to him. He has nearly four decades of experience in the elevator industry. Thereafter, for a period of three years, he joined Special Olympics Inc. as Managing Director, Asia Pacific, a nonprofit organization created by the Joseph P. Kennedy Jr. Foundation, Washington for the benefit of people with Intellectual Disabilities. He was also a Director on Board of APW President Systems for a period of two years and also served as the President of Bombay Gymkhana Limited for a period of two years.

Taking into account the contribution of Mr. Bajaaj as a Non-Executive Independent Director, towards the Company and to the Board and his sound knowledge of business, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on January 24, 2019 recommended the continuation of Mr. Bajaaj's present tenure of appointment as Non-Executive Independent Director i.e. up to September 10, 2019, on the existing terms and conditions notwithstanding that he has attained the age of 75 years.

The brief profile of Mr. Bajaaj under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is set out in the Annexure - I to the Explanatory Statement and forms integral part of this Postal Ballot Notice.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 4 in the accompanying Postal Ballot Notice for the approval of Members.

Mr. Rajeshwar D. Bajaaj is not related to any Director on the Board of the Company.

Mr. Bajaaj, Non-Executive Independent Director is concerned or interested in the Resolution at Item No. 4 of this Postal Ballot Notice.

None of the other Directors are concerned or interested in the said Resolution.

No other Promoters, 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. 4 of this Postal Ballot Notice.

**By Order of the Board of Directors
For Bharat Bijlee Limited**

**Durgesh N. Nagarkar
Company Secretary &
Sr. General Manager: Legal
(ICSI Membership No.: A5777)**

Place : Mumbai
Dated : January 24, 2019

PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, BRIEF PROFILE OF DIRECTORS BEING APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

1. MR. NIKHIL J. DANANI:

Name of the Director	Nikhil J. Danani
Director Identification Number (DIN)	00056514
Age	69 Years
Date of Birth	August 31, 1949
Date of Appointment on the Board	June 20, 1988
Qualification	Mr. Nikhil J. Danani holds a Bachelor's Degree in Mechanical Engineering and a Master's Degree in Business Administration from Rutgers University, USA.
Brief profile, Experience & nature of his Expertise in specific functional areas	Mr. Nikhil J. Danani has been employed with the Company since May, 1975 and is one of the Managing Directors, since 1 st April, 1990. Mr. Danani has over 40 years' experience in the business of Transformers and Motors with vast knowledge in the field of Electrical Engineering.
Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 1 read with respective Explanatory Statement of the Postal Ballot Notice
Remuneration last drawn	For the F.Y. 2017-2018: Rs. 1,20,00,000/- p.a.
Details of remuneration sought to be paid	As set out in the Special Resolution at Item No. 1 read with respective Explanatory Statement of the Postal Ballot Notice
Number of Meetings of the Board attended during the financial year 2017-2018 (out of total 5 Board Meetings held)	5
Number of Shares held in Company as on December 31, 2018	3,39,519 Equity Shares of Rs. 10/- each
Directorship held in other companies	Mr. Danani is a Director on the Board of Danmet Chemicals Pvt. Ltd
Membership / Chairmanships of committees across all other companies [includes Audit and Shareholders Relationship Committee]	Mr. Danani is not a Member / Chairman of any Committee across all other companies.
Shareholding of Non-Executive Directors in the Company	N.A.
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Nikhil J. Danani is related to Mr. Shome N. Danani.

2. MR. NAKUL P. MEHTA:

Name of the Director	Nakul P. Mehta
Director Identification Number (DIN)	00056561
Age	59 Years
Date of Birth	May 30, 1958
Date of Appointment on the Board	June 20, 1988
Qualification	Mr. Nakul P. Mehta holds a Bachelor's Degree in Science and also a Bachelor and Master of Science Degree in Mechanical Engineering.

Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Nakul P. Mehta has been employed with the Company since 1984 and is one of the Managing Directors since April 1, 1990. Mr. Mehta has vast experience in the field of elevator business and over 25 years' experience in the Electrical Engineering Industry.
Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 2 read with respective Explanatory Statement of the Postal Ballot Notice
Remuneration last drawn	For the F.Y. 2017-2018: Rs. 1,20,00,000/-
Details of Remuneration sought to be paid	As set out in the Special Resolution at Item No. 2 read with respective Explanatory Statement of the Postal Ballot Notice
Number of Meetings of the Board attended during the financial year 2017-2018 (out of total 5 Board Meetings held)	5
Number of Shares held in Company as on December 31, 2018	1,86,830 Equity Shares of Rs. 10/- each
Directorship held in other companies	Mr. Mehta is a Director on the Board of Nasivan Investments Pvt. Ltd. and Gayatri Education, Medical & Research Foundation Pvt. Ltd.
Membership / Chairmanships of committees across all other companies [includes Audit and Shareholders Relationship Committee]	Mr. Mehta is not a Member / Chairman of any Committee across all other companies.
Shareholding of Non-Executive Directors in the Company	N.A.
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Mehta is not related to any Director and / or Key Managerial Personnel of the Company.

3. MR. PRAKASH V. MEHTA:

Name of the Director	Prakash V. Mehta
Director Identification Number (DIN)	00001366
Age	76 Years
Date of Birth	February 12, 1942
Date of Appointment on the Board	August 7, 1990
Qualification	Mr. Prakash V. Mehta obtained a Bachelors Degree in Law from the University of Bombay in 1963, thereafter qualified as a Solicitor in 1966.
Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Prakash V. Mehta has been a Director on the Board of the Company since August 7, 1990. Mr. Mehta has been practicing as a Solicitor since 1966. He is a partner of M/s. Malvi Ranchoddas & Co., a renowned firm of Solicitors. He has considerable experience in the field of Law and is also an expert in Corporate Law, Acquisitions, Joint Ventures and Foreign Collaborations.

Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 3 read with respective Explanatory Statement of the Postal Ballot Notice
Remuneration last drawn	Sitting fees for attending the Board and its Committee Meetings.
Details of Remuneration sought to be paid	Not Applicable
Number of Meetings of the Board attended during the financial year 2017-2018 (out of total 5 Board Meetings held)	5
Number of Shares held in Company as on December 31, 2018	325 Equity Shares of Rs. 10/- each
Directorship held in other companies	<ul style="list-style-type: none"> - Oriental Aromatics Limited; - Hikal Limited; - Mukand Engineers Limited; - Mukand Limited; - Advani Hotels And Resorts (India) Limited; - Tulsidas Khimji Private Limited; - Mukand Sumi Special Steel Limited; - India Safety Vaults Private Limited; - Lotus Shopping Centres Private Limited; - Pegasus Assets Reconstruction Private Limited; - Rajsvi Properties And Holdings Pvt Ltd; - G-Corp Lotus Mall Private Limited; - Iris Investment Advisors Private Limited;
Membership / Chairmanships of committees across all other companies [includes Audit and Shareholders Relationship Committee]	<p>Audit Committee:</p> <ul style="list-style-type: none"> - Advani Hotels And Resorts (India) Limited (Chairman); - Oriental Aromatics Limited (Member); - Hikal Limited (Member); - Mukand Limited (Member); - Mukand Engineers Limited (Chairman) <p>Stakeholder Relationship Committee:</p> <ul style="list-style-type: none"> - Hikal Limited (Member);
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Mehta is not related to any Director and / or Key Managerial Personnel of the Company.

4. **MR. RAJESHWAR D. BAJAAJ:**

Name of the Director	Rajeshwar D. Bajaj
Director Identification Number (DIN)	00087845
Age	76 Years
Date of Birth	December 4, 1942
Date of Appointment on the Board	August 7, 1990
Qualification	Bachelor in Science and LLB
Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Bajaj was the Chairman of the Board of Directors and Managing Director of Otis Elevators India. He also held the position of Vice President, South and Southeast Asia based in Singapore wherein the Otis country heads from India, Singapore, Thailand, Malaysia, Indonesia, Philippines and Vietnam reported to him. He has nearly four decades of experience in the elevator industry. Thereafter, for a period of three years, he joined Special Olympics Inc. as Managing Director, Asia Pacific, a nonprofit organization created by the Joseph P. Kennedy Jr. Foundation, Washington for the benefit of people with Intellectual Disabilities. He was also a Director on Board of APW President Systems for a period of two years and also served as the President of Bombay Gymkhana Limited for a period of two years
Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 4 read with respective Explanatory Statement of the Postal Ballot Notice
Remuneration last drawn	Sitting fees for attending the Board and its Committee Meetings
Details of Remuneration sought to be paid	Not Applicable
Number of Meetings of the Board attended during the financial year 2017-2018 (out of total 5 Board Meetings held)	4
Number of Shares held in Company as on December 31, 2018	Nil
Directorship held in other companies	- Lerch Bates Private Limited;
Membership / Chairmanships of committees across all other companies [includes Audit and Shareholders Relationship Committee]	N.A.
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Bajaj is not related to any Director and / or Key Managerial Personnel of the Company.

By Order of the Board of Directors
For **Bharat Bijlee Limited**

Durgesh N. Nagarkar
Company Secretary &
Sr. General Manager: Legal
(ICSI Membership No.: A5777)

Place : Mumbai
Dated : January 24, 2019

STATEMENT CONTAINING THE INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO SCHEDULE V, PART II, SECTION II OF THE COMPANIES ACT, 2013 FOR ITEM NOS. 1 & 2 OF THE NOTICE DATED JANUARY 24, 2019 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 31.03.2016	Year ending 31.03.2017	Year ending 31.03.2018
	Sales Turnover (gross)	70883	74557	78456
	Capital employed	44127	48136	58008
	Net worth	27254	30378	36544
	Profit / (Loss) before Tax	735	1806	7268
	Profit / (Loss) after Tax	719	1442	6097
	Dividends	Nil	Nil	25%
(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 M/s Karl E Brinkmann, GmbH, 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. NIKHIL J. DANANI, VICE CHAIRMAN & MANAGING DIRECTOR

(1) Background details	Mr. Nikhil J. Danani, B.E.(Mech) and M.B.A. (U.S.A) has over 40 years of experience in the electrical engineering industry and is Managing Director since April 1, 1990, overseeing the Transformer, Finance / Secretarial / Legal / Management Accounting and Human Resources divisions.
(2) Past remuneration	Remuneration comprises of monthly salary, perquisites, retirement benefits and commission, the details of which are: ₹ in lakhs Y.E. 31.03.2016 121.07 Y.E. 31.03.2017 120.23 Y.E. 31.03.2018 120.00

(3) Recognition or Awards	Mr. Nikhil J. Danani has been associated with the Transformer industry for nearly four decades and is well known in the electrical engineering field. He was also a member of the Governing Council of Aerosol Promotion Council of India.
(4) Job Profile and his suitability	Mr. Nikhil J. Danani, is the Managing Director since 1990 and has vast experience over 40 years in the Electrical Engineering Industry and has successfully managed the Divisions of Transformer, Finance / Secretarial / Legal / Management Accounting and Human Resources.
(5) Remuneration proposed	Salary, Perquisites, Commission etc., as per the terms and conditions laid down in the proposed Resolution No. 1 and its Explanatory Statement, of this Postal Ballot Notice, dated January 24, 2019.
(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. Shome N. Danani

B. MR. NAKUL P. MEHTA, VICE CHAIRMAN & MANAGING DIRECTOR

(1) Background details	Mr. Nakul P. Mehta, B.Sc., B.S. Mech., M.S. Engg. Mech., has over 30 years of experience in the electrical engineering industry and is Managing Director since 1990, overseeing the Electrical Motors, Magnet Technology Machine, Drives and Information Technology divisions.						
(2) Past remuneration	Remuneration comprises of monthly salary, perquisites, retirement benefits and commission, the details of which are: <p style="text-align: center;">₹ in lakhs</p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td>Y.E. 31.03.2016</td> <td>121.07</td> </tr> <tr> <td>Y.E. 31.03.2017</td> <td>120.23</td> </tr> <tr> <td>Y.E. 31.03.2018</td> <td>120.00</td> </tr> </table>	Y.E. 31.03.2016	121.07	Y.E. 31.03.2017	120.23	Y.E. 31.03.2018	120.00
Y.E. 31.03.2016	121.07						
Y.E. 31.03.2017	120.23						
Y.E. 31.03.2018	120.00						
(3) Recognition or Awards	Mr. Nakul P. Mehta has been associated with the electrical engineering industry for over 3 decades and is well known in the Electric Motor and the Elevator industry. He was a past member of the Managing Committee of Electrical Research and Development Association, Past Chairman of IEEMA (Lift Division), Member of Tau Beta Pi Engineering Honour Society and has been a Chief Guest at ELROMA 2012.						
(4) Job Profile and his suitability	Mr. Nakul P. Mehta, is the Managing Director since 1990 and has vast experience of over 30 years in the Electrical Engineering Industry and has successfully managed the Divisions of Electrical Motors, Magnet Technology Machine, Drives and Information Technology.						
(5) Remuneration proposed	Salary, Perquisites, Commission etc., as per the terms and conditions laid down in the proposed Resolution No. 2 and its Explanatory Statement, of this Postal Ballot Notice, dated January 24, 2019.						

(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.	Mr. Mehta is not related to any Director and / or Key Managerial Personnel of the Company.

III. OTHER INFORMATION :

(1) Reasons of loss or inadequate profits	Adequate profits are expected, barring unforeseen circumstances, for the financial year 2018-2019.
(2) Steps taken or proposed to be taken for improvement	Management is taking necessary and adequate steps by maintaining margins in a hyper competitive environment while balancing the capacity utilization and costs.
(3) Expected increase in productivity and profits in measureable terms	Management continues to focus on costs and margins along with internal capability building as we await a more robust business environment.

IV. DISCLOSURES :

(1) All elements of Remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors	Salary, Perquisites, Commission etc., of Mr. Nikhil J. Danani and Mr. Nakul P. Mehta, as per the terms and conditions laid down in the proposed Resolution No. 1 and 2 and its Explanatory Statement, of this Postal Ballot Notice, dated January 24, 2019.
(2) Details of fixed component. and performance linked incentives along with the performance criteria	Salary, Perquisites, Commission etc., of Mr. Nikhil J. Danani and Mr. Nakul P. Mehta, as per the terms and conditions laid down in the proposed Resolution No. 1 and 2 and its Explanatory Statement, of this Postal Ballot Notice, dated January 24, 2019.
(3) Service contracts, notice period, severance fees	Not Applicable
(4) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Not Applicable

By Order of the Board of Directors
For **Bharat Bijlee Limited**

Durgesh N. Nagarkar
Company Secretary &
Sr. General Manager: Legal
(ICSI Membership No.: A5777)

Place : Mumbai
Dated : January 24, 2019

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