

BF UTILITIES

SECT/NSE/BSE/

March 4, 2016

The Secretary,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (E),
Mumbai – 400 051
SYMBOL – BFUTILITIE

The Secretary,
BSE Ltd.
Phiroze Jeejeebhoy Tower
Dalal Street,
Mumbai – 400 001.
Scrip Code – 532430

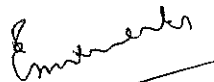
Dear Sir,

Sub:- Proceedings of Fifteenth Annual General Meeting – SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015

Pursuant to SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, please find enclosed herewith proceedings of the Fifteenth Annual General Meeting of the Company held on 2nd March, 2016.

Thanking You,

Yours Faithfully,
For BF Utilities Limited



B. S. Mitkari
Company Secretary

Encls – as above.

CIN:L40108PN2000PLC015323



KALYANI
GROUP COMPANY

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4 MAR 2016

PROCEEDINGS OF THE FIFTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON WEDNESDAY, 2ND MARCH, 2016

The Fifteenth Annual General Meeting of the members of "BF Utilities Limited" was held on Wednesday, 2nd March, 2016 at 11.30 a.m., at Kalyani Steels Limited, Mundhwa, Pune – 411 036.

As Mr. B. N. Kalyani, Chairman of the Company, was travelling, Mr. S. S. Vaidya, Director announced that with the consent of members present, Mr. A. B. Kalyani was appointed as the Chairman of the Meeting and he requested Mr. A. B. Kalyani, to Chair the meeting.

Mr. A. B. Kalyani Chaired the proceedings of the Meeting and welcomed 73 Members present for the Meeting, which included Corporate Representatives and public shareholders, present in person. As the requisite quorum was present pursuant to the provisions of Section 103 of the Companies Act 2013, and rules made thereunder, the Chairman called the Meeting in Order.

The other Director present were Mr. B. B. Hattarki, Mr. S. S. Vaidya, and Ms. Aarti A. Sathe.

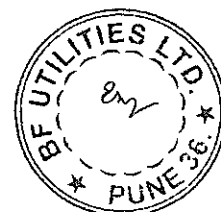
Mr. Prakash Apte, partner of Joshi Apte & Co., Chartered Accountants, Pune. Statutory Auditors of the Company were present. Mr. S. V. Deulkar of SVD & Associates, Company Secretaries, who were appointed by the Board as a Scrutinizer to scrutinize the voting process, which included votes casted through remote e-voting, Ballot papers in lieu of remote e-voting and Poll, were also present.

With the permission of the members present, the Notice of the Fifteenth Annual General Meeting was taken as read. Since there were no qualifications, observations or comments on the standalone financial statements, mentioned in the Independent Auditor's report, having any adverse effect on the functioning of the Company, Independent Auditors' report was also taken as read with the permission of the members present.

The Chairman then addressed the members.

The Chairman informed that pursuant to the provisions of Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulations, 2015, the Company had provided remote e-voting facility to the shareholders to cast their votes electronically in respect of all businesses mentioned in the notice. The Ballot Papers were also made available to all the members along with the notice, in case a member did not have access to remote e-voting facility.

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The remote e-voting facility was kept open for a period of Three days, commencing on Sunday, 28th February, 2016 (9:00 am) and till Tuesday, 1st March, 2016 (5:00 p.m.)

The members were requested to opt only one mode for voting i.e. either through remote e-voting or by Ballot Papers in lieu of remote e-voting. It was also informed that if a member casts vote by both modes, then voting done through remote e-voting would prevail and voting done through Ballot Paper in lieu of remote e-voting would be treated as invalid.

The members were also informed that as per Section 107 read with Section 108 of the Companies Act, 2013, there will be no voting by way of show of hands at this Annual General Meeting. Therefore, in terms of provisions of the Companies Act, 2013 and to enable members present at the meeting to cast their votes, who have neither exercised their votes by remote e-voting nor by Ballot Paper in lieu of remote e-voting, can put their votes at Poll by signing the Ballot Papers.

The Chairman then requested Mr. S. V. Deulkar of M/s SVD & Associates, Companies Secretaries, acting as Scrutinizers to check and lock the empty Ballot Box in the presence of members.

The Chairman made a presentation on operations of the Company to the members present.

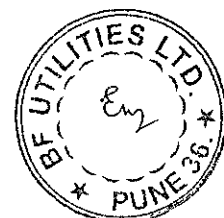
The Chairman then, invited the members to offer comments and seek clarifications, if any, in respect of business being transacted at the meeting. On invitation, some of the members addressed the meeting, gave their suggestions and raised queries on the Audited financial statements, which were replied by the Chairman.

The Chairman requested those members to vote through poll, who had neither voted through remote e-voting, nor through Ballot Paper in lieu of remote e-voting.

After the voting process was completed, Chairman announced that the final result of the votes casted through remote e-voting, Ballot in lieu of remote e-voting and Poll would be declared, on receipt of Scrutinizer's report, within Two (2) days after the conclusion of Annual General Meeting, and the same would be uploaded / posted on the Company's website and on the website of NSDL and would be communicated to the Stock Exchanges.

Thanking the members for their participation, the Chairman announced the conclusion of the Meeting.

(2)



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On receipt of the Report from Mr. S. V. Deulkar, of SVD & Associates, Company Secretaries, Scrutinizer, the voting results were notified to the Stock Exchanges and NSDL in the format prescribed under Listing Regulations, 2015 and the said results were also uploaded on the Company's website.

As per the aforesaid voting results, the following resolutions as set out in the notice of the Fifteenth Annual General Meeting of the Company, were taken as duly approved by the members with the requisite majority :

ORDINARY BUSINESS :

- 1) Adoption of Financial Statements of the Company for the year ended 30th September, 2015 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
- 2) Appointment of Mr. A. B. Kalyani (DIN 00089430), as a Director, who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)
- 3) Ratification of Appointment of M/s. Joshi Apte & Co., Chartered Accountant, Pune as Auditor of the Company. (Ordinary Resolution)

SPECIAL BUSINESS :

- 4) Appointment of Ms. Aarti A Sathe (DIN 06925030), as an Independent Director. (Ordinary Resolution)
- 5) Related party Transactions of the Company with Bharat Forge Limited (Special Resolution)

For BF Utilities Limited


04/03/2016
B. S Mitkari
Company Secretary

