



Bharat Bijlee Limited

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

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

- (1) Name & Registered Address of :
the sole/first named Shareholder
- (2) Name(s) of the joint holder(s) :
if any (in block letters)
- (3) Registered Folio No.# / :
Client ID/DP ID No. *
#*(Applicable to Shareholders
holding shares in Physical form)
*(Applicable to Shareholders
holding shares in Dematerialized
form)
- (4) Number of Shares held :
- (5) I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 20th July, 2011 of the Company by sending my/our assent or dissent to the said resolution by placing tick (√) mark at the appropriate box below:

Item No.	Item	No. of Shares Voted	I/We assent to the resolution (Vote in favour)	I/We dissent to the resolution (Vote Against)
1.	Special Resolution deleting Article 150 of the Articles of Association of the Company relating to Qualifications of Directors.			

Place :

Date :

(Signature of the Shareholder/Beneficial holder)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS :

1. A member desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Registered Shareholder or if deposited in person with the Company, will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder.
4. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on 16th September, 2011. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
7. There shall be one Postal Ballot for every folio/Client ID irrespective of the number of Joint Holders. A Proxy shall not exercise the Postal Ballot.
8. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. Non resident members having foreign address as their registered address may send duly completed and signed Postal Ballot Form by paying applicable postage so as to reach the Scrutinizer not later than the close of working hours on 16th September, 2011.



Bharat Bijlee Limited

Electric Mansion, 6th Floor, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025. Tel. 91 22 2430 6237 website : www. bharatbijlee.com

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

NOTICE IS HEREBY GIVEN pursuant to Section 192(A) of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001, that the following Special Resolution relating to deletion of Article 150 of the Articles of Association of the Company prescribing Qualifications of Directors is proposed to be passed by way of Postal Ballot.

Accordingly the Company is desirous of seeking your consent to the proposal contained in the under mentioned resolution. The explanatory statement pertaining to the said resolution setting out all material facts and reasons thereof is annexed herewith.

It is proposed to obtain consent of the members to the resolution appended below by means of a postal ballot to facilitate wider participation in the approval process by the Shareholders residing at different locations rather than convening an Extra Ordinary General Meeting for which Postal Ballot Form is being sent to you along with the explanatory statement for your consideration. The Company has appointed Mr. N.L. Bhatia of M/s. N.L. Bhatia & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 16th September, 2011. The Scrutinizer will submit his report to the Vice Chairman and Managing Director, Mr. Nikhil J. Danani, as authorized by the Board after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced at the Registered Office of the Company at Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 on 19th September, 2011 at 4.00 p.m.

Proposed Resolution :

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

"RESOLVED that in terms of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered by deleting the existing Article 150 of the Articles of Association of the Company as given hereunder along with its marginal notes :

150. The qualification of a Director (other than the Debenture Director if any) shall be the holding of shares in the Company of the nominal value of Rupees Five Thousand at least registered in his name whether solely or jointly with another or others and whether beneficially or as a trustee for any person or persons or otherwise however, and it shall be his duty if he is not already qualified to obtain such qualification within two months after his appointment.

By Order of the Board of Directors
For Bharat Bijlee Limited

D N Nagarkar
Company Secretary &
Sr. General Manager:Legal

Place : Mumbai
Dated : 20th July, 2011

Notes :

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is appended hereto.
2. A Postal Ballot Form along with prepaid self addressed envelope is attached hereto.

EXPLANATORY STATEMENT :

Article 150 of the Articles of Association of the Company reproduced in the Notice dated 20th July, 2011 is an old and archaic requirement which has become redundant in the present day corporate scenario and also acts as a deterrent while appointing Independent Directors on the Board of the Company.

It is therefore proposed to delete the existing Article 150 of the Articles of Association of the Company.

Taking into account passing of resolution by Postal Ballot is deemed to be passing of resolution at a General Meeting, the Board of Directors' recommend adoption of the Resolution as set out in the Notice dated 20th July, 2011.

None of the Directors are interested or concerned in the said resolution.

By Order of the Board of Directors
For Bharat Bijlee Limited

D N Nagarkar
Company Secretary &
Sr. General Manager:Legal

Place : Mumbai
Dated : 20th July, 2011