



Bangalore Electricity Supply Company Limited

(Wholly owned Government of Karnataka Undertaking)

(CIN- U04010KA2002SGC030438)

Registered Office : Corporate Office, K.R.Circle, Bengaluru – 560 001

Telephone No. : 080-22266011 / 22266033, Fax No. 080-22354925

Website: <https://bescom.karnataka.gov.in/>, E-mail : cs@bescom.co.in

SHORTER NOTICE OF 21st ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting (AGM) of the members of the “Bangalore Electricity Supply Company Limited” will be held on **Friday, 29th September 2023 at 12.00 Noon** at Board Room, MD Block, Corporate Office, BESCOM, K.R.Circle, Bangalore-560001 on a SHORTER NOTICE and Directors/ members/Auditors may also participate physically or through video conference and other audio visual means (VC) to transact the following business:

ORDINARY BUSINESS:

Item No.1: Consideration/adoption of Annual Financial Statements for the FY 2022-23 and the reports of the Board of Directors and Auditors.

To receive, consider and adopt the Annual Financial Statements of the Company for the year ended 31st March 2023 viz. audited Balance Sheet as at 31st March 2023, the statement of Profit & Loss and Cash Flow for the year ended on that date, Notes to Accounts, Accounting Policies, Report of the Board of Directors, Statutory Auditors report and Comments Certificate received from the Comptroller & Auditor General of India under Section 146 (6)(b) of the Companies Act, 2013.

SPECIAL BUSINESS:

Item No.2: Ratification of appointment of Cost Auditors and their remuneration for the FY 2023-24 by Board of Directors pursuant to Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014:

To pass with or without modification the following as Ordinary Resolution:
RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) rules, 2014, appointment of M/s GNV & Associates, Cost Accountants, No.8, 1st Floor, 4th Main road, Chamarajpet, Bengaluru- 560018 as Cost Auditor for auditing the cost account records of BESCOM for the FY 2023-24 made by Board of Directors at its 124th Meeting held on 22nd August, 2023 with professional fees of Rs.2,00,000/- (Rupees Two lakhs only) plus applicable GST plus out of pocket expenses at actuals be and is hereby **RATIFIED**.





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Item No.3: Noting & Confirming the appointment of Directors on the Board of the Company.

Government of Karnataka has appointed Six Directors on the Board of the Company during the FY 2022-23.

To consider and if thought fit, with or without modification pass the following resolution as Ordinary Resolution.

“RESOLVED THAT appointment of following Directors on the Board of BESCOM by the Government of Karnataka during FY 2022-23 be and is hereby noted & confirmed.

Sl. no	Newly appointed Director	Date of Appointment	Position in Board	Government Notification No. & Date
1	Sri.Kapil Mohan, IAS.,	20.02.2023	Chairman, BESCOM	ENERGY103 EEB 2023 20.02.2023
2	Sri.Mahantesh Bilagi, IAS.,	18.07.2022	Managing Director	E-DPAR 300 SAS 2022 18.07.2022
3	Sri. Ramesh.H.J.,	16.02.2023	Director (Technical)	ENERGY 100 EEB 2023 16.02.2023
4	Sri.R.H.Lakshminipathy	01.07.2022	Director	ENERGY 275 EEB 2022 01.07.2022
5	Sri.K.Shivanna	07.11.2022	Director	ENERGY 510 EEB 2022 07.11.2022
6	Sri.Krishnappa V	24.11.2022	Director	ENERGY 376 EEB 2022 24.11.2022

**By order of the Board of Directors
For Bangalore Electricity Supply Company Limited**


(SUMA.G.P)
Company Secretary



To:

1. All Shareholders- by name
2. All the Directors – by name
3. The Statutory Auditors – by name
4. The Secretarial Auditors – by name
5. The Cost Auditors – by name

Copy to: CS's file/AGM(B)/MF/Records/OC:F-22



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Notes:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members who is attending the AGM in person.
2. The Members who wish to join the AGM in the VC/OAVM mode can join 15 minutes before the scheduled time of the commencement of the Meeting.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at cs@bescom.co.in or csbescom@gmail.com.
5. The register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of Act, the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company and other documents referred to in the Notice, are open for inspection at the Registered Office of the Company on all working days, except Sunday and other holidays, between 10.00A.M. to 5.30P.M. up to the date of the Annual General Meeting. Members seeking to inspect such documents can send an email to cs@bescom.co.in or csbescom@gmail.com with the subject line "BESCOM AGM". However, the same will be available electronically for inspection by the members during the AGM.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://bescom.karnataka.gov.in/>
7. AGM has been convened through VC/OAVM also in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.10/2022 dated: 28.12.2022.
8. In keeping with the Ministry of Corporate Affairs Green Initiatives measures, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses for receiving all communication including Notice, Directors reports etc. from the Company electronically.

By order of the Board of Directors

For Bangalore Electricity Supply Company Limited

(SUMA.G.P)

Company Secretary





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EXPLANATORY STATEMENT

(under Section 102(1) of Companies Act, 2013)

SPECIAL BUSINESS :

ORDINARY RESOLUTION

Item No.2: Ratification of appointment of Cost Auditors and their remuneration for the FY 2023-24 by Board of Directors pursuant to Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014:

In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, Board of every company covered under the said Rules, in respect of each of its financial year commencing on or after the 1st day of April, 2014, shall appoint a Cost Auditor and file notice of such appointment with Central Government.

Accordingly Board of Directors at its 124th Meeting held on 22-08-2023 have appointed M/s. GNV & Associates, Cost Accountants, No.8, 1st Floor, 4th Main road, Chamarajpet, Bengaluru- 560018 as Cost Auditor for auditing the cost account records of BESCOM for the FY 2023-24 with professional fees of Rs.2,00,000/- (Rupees Two lakhs only) plus applicable GST plus out of pocket expenses at actuals.

Members are requested to kindly RATIFY the same.

ORDINARY RESOLUTION

Item No.3: Noting & Confirming the appointment of Directors on the Board of the Company

Article 51 of Articles of Association of BESCOM - Appointment and remuneration of Director(s), Chairman, Chairman & Managing Director, Managing Director, & Whole time Directors states that "Subject to the provisions of the Act, so long as the entire paid up share capital in the Company is held by the Government of Karnataka or by the Central Govt. or by the Govt. of Karnataka and Central Govt. or by a subsidiary of a wholly owned Govt. Company, the Govt. of Karnataka shall have the right to nominate and appoint all the Directors of the Board of the Company and shall

89





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have also the right to remove the Director(s) from office at any time at its absolute discretion and appoint another /others in his/their place(s) and also fill any vacancy which may occur as a result of such Director(s) ceasing to hold office for any reason whatsoever."

Accordingly, Government of Karnataka has appointed Six Directors on the Board of the Company during the FY 2022-23.

None of the Directors, Key Managerial Personnel or their relatives (except above directors) are, in any way, concerned or interested (financial or otherwise) in the passing of above resolution.

**By order of the Board of Directors
For Bangalore Electricity Supply Company Limited**


(SUMA.G.P)
Company Secretary





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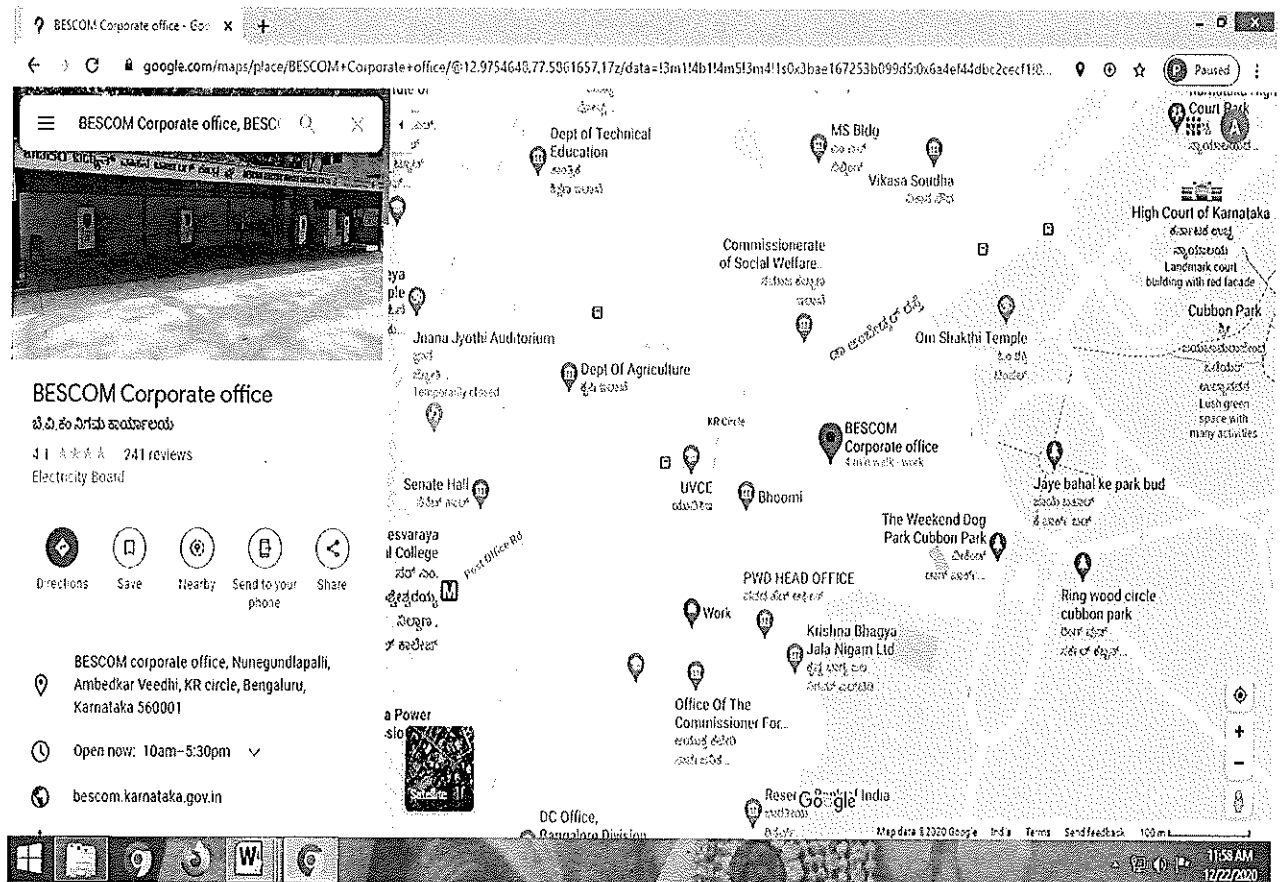
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Route Map to the Venue of Annual General Meeting

“Bangalore Electricity Supply Company Limited”

Address : Board room, BESCOM, Corporate Office, K.R.Circle, Bengaluru-560001





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ATTENDANCE SLIP

21st ANNUAL GENERAL MEETING – 2023

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I/ We hereby record my/our presence at the 21st Annual General Meeting of BESCOM on **Friday, 29th September 2023 at 12.00Noon** at Board Room, MD Block, Corporate Office, BESCOM, K.R.Circle, Bangalore-560001.

Folio No./DP ID-Client ID :

Full Name of the Shareholder in Block Letters :

No. of Shares held :

Name of Proxy (if any) in Block Letters :

Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable



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FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act 2013 and rule 19 (3) of the Companies (Management and Administration Rules 2014)

CIN :
Name of the Company :
Registered Office :

Name of the Member	
Registered address	
E-mail Id	
Folio No./Client Id	
DP ID	NA

I/We, being the member(s) of (.....) shares of the above-named company, hereby appoint

1	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

2	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

3	Name	
	Address	
	Email ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Friday, 29th September 2023 at 12.00Noon** at Board Room, MD Block, Corporate Office, BESCOM, K.R.Circle, Bangalore-560001 and at any adjournment thereof in respect of such resolutions as are indicated below:

(i)

Signed this..... day of..... 2023

Signature of shareholder:

Signature of Proxy holder(s):

Affix
Revenue
stamp

Note: 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.



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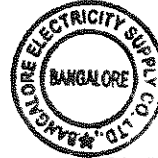
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General guidelines for VC participation:

- (1) Members may note that the AGM of the Company will be convened through VC in compliance with the applicable provisions of the Companies Act, 2013, read with the Circulars. The facility to attend the meeting through VC will be provided by the Company.
- (2) The facility of joining the AGM through VC / OAVM will be opened 15 minutes before the scheduled start-time of the AGM.
- (3) Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
- (4) Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.



BY ORDER

COMPANY SECRETARY

BESCOM

COMPANY SECRETARY

BESCOM

