



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:www.bescom.org , E-mail : cs@bescom.co.in

Ref No.BESCOM/BC-04/CS/AGM/AAO/2018-19/F-22/672-685

Date :20.09.2018

Encl:

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of Bangalore Electricity Supply Company Limited **will be held on Wednesday the 26.09.2018 @ 3.00PM** at Registered Office of the Company, K.R.Circle, Bengaluru-560 001 (**at a shorter notice**) to transact the following business :-

(A) ORDINARY BUSINESS:

(1) Item No.1: Consideration of financial statements (including CFS), and the reports of the Board of Directors and auditors.

To receive, consider and adopt the financial statement of the Company for the year ended 31st March 2018 including the audited Balance Sheet as at 31st March 2018, the statement of Profit & Loss for the year ended on that date and report of the Board of Directors and Auditors report together with the comments received from the Comptroller & Auditor General of India under Section 146 (6) of the Companies Act, 2013.

(2) Item No.2 : To consider appointment of Statutory Auditors and to fix their remuneration and in this regard to consider, if thought fit, to pass with or without modification(s), the following resolution: (as approved by the Board at its meeting).

"**RESOLVED THAT**, pursuant to the provisions of section 139 (5) of the Companies Act, 2013 and pursuant to the recommendations of Comptroller and Auditor General of India, the appointment of M/s. Vaithisvaran & Co., LLP, Chartered Accountants, (MD0056), 308 Shree Complex, 3rd Floor, 73, St.Johns Road, Bengaluru – 560 042 be and is hereby approved as the Statutory Auditors of the Company, for the FY 2018-19, to hold the office from the conclusion of 16th Annual General Meeting (AGM) till the conclusion of next AGM at the remuneration, as recommended by the Board, total Rs.12.00 lakhs (Rupees twelve lakhs only) as Statutory Audit fees plus applicable service tax plus re-imbusement of reasonable out of pocket expenses."



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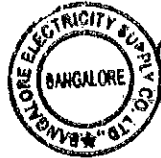
(B) SPECIAL BUSINESS: Enhancement of authorised Share Capital (As per Explanatory Statement).

NOTES:

- (1) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
- (2) The Company being a Government Company, the Comptroller & Auditors General of India has appointed the Auditors of the Company for the year 2018-19 under section 139 (5) of the Companies Act 2013 vide appointment Order No.CAV/COY/KARNATAKA/BESCON (1)/917 dated 31.08.2018.
- (3) The Company being a Govt. Company, the aspect of declaration of dividend will be in accordance with the recommendation of the Board, decisions of shareholders, GOK directions, as deem fit and in accordance with the provisions of Companies Act, 2013.
- (4) Explanatory statement for special business under section 102 annexed.

By order of the Board

For Bangalore Electricity Supply Company Limited



(K.T.HIRIYANNA, FCS)

M.No.F5279

**Company Secretary
COMPANY SECRETARY
BESCOM**

To:

1. All the Shareholders (Members)- by name
2. All the Directors – by name
3. All Auditors – by name.
4. MF/Records

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1)
OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, an Explanatory Statement in respect of ordinary resolution is given below:

The present Authorised Share Capital of the Company is Rs.1000.00 crores (Rupees one thousand crores only) comprising of 100.00 crore equity shares of Rs 10/-each. The present subscribed and paid up capital of the Company is Rs 546.92 crores (Rupees Five hundred forty six crores and ninty two lakhs only) comprising of 5,46,92,00,000 equity shares of Rs 10/- each. It is proposed to enhance the Authorised Share capital of the Company to 2000.00 crores (Rupees two thousand only) comprising of 200.00 crore equity shares of Rs.10/-each to cover future contingencies for issue of further capital.

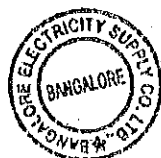
“RESOLVED THAT, pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 rule 15 of Companies (Share Capital and Debentures) Rules 2014 and in accordance with Articles 4 and 37 of the Articles of Association of company, the Authorised Share Capital of the company be and is hereby increased from present Rs. 1000.00 crores (Rupees One thousand crores) divided into 100 crores (One hundred crores) equity shares of Rs. 10/- each to Rs.2000.00 crores (Rupees two thousand) divided into 200 crores (Two hundred crores) equity shares of Rs 10/-each ranking pari passu with the existing equity shares and the necessary steps be taken for making consequent alterations in the Memorandum of Association and Articles of Association of the company”.

“RESOLVED FURTHER THAT, CFO and Company Secretary of the Company be and are hereby authorised to file notice of increase in share capital in Form No. SH-7 with the Registrar within thirty days of Annual General Meeting”.

A copy of existing Memorandum of Association together with proposed alteration is available for inspection by the members at the Registered Office of the Company during business hours on any working day excluding Saturdays upto the date of Annual General Meeting.

The capital clause of Memorandum of Association of the Company is required to be consequently amended. In view of what is stated above, the Board of Directors recommends the passing of the ordinary resolution.

None of the Directors is, in any way, concerned or interested in the passing of these resolutions.




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