



Bangalore Electricity Supply Company Limited

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(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 20th ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting (AGM) of the members of the “Bangalore Electricity Supply Company Limited” will be held on Thursday, the 22nd September 2022 at 3.00 P.M. at Board Room, “Belaku Bhavana”, 1st Floor, 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 2021-22 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 2022 viz. audited Balance Sheet as at 31st March 2022, 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.

Item No.2 : To consider appointment of Statutory Auditors for FY 2022-23 and to fix their remuneration (as approved by the Board at its 120th meeting held on 21.09.2022).

To pass with or without modification the following as Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of section 139 (5) of the Companies Act, 2013, appointment of M/s. A.Raghavendra Rao & Associates, (BA0469), 52,19th main, 2nd block, Rajajinagar, Bengaluru-560010 as the Statutory Auditors of the Company, for the FY 2022-23 by Comptroller and Auditor General of India by fixing the total remuneration Rs.12,00,000/- (Rupees twelve lakhs only) as Statutory Audit fees plus applicable service tax plus re-imbusement of reasonable out of pocket expenses be and is hereby approved”



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SPECIAL BUSINESS:

Item No.3: Ratification of appointment of Cost Auditors and their remuneration for the FY 2022-23 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 2022-23 made by Board of Directors at its 119th Meeting held on 29th August 2022 at the same rate of professional fees fixed for the FY 2021-22 viz. Rs.75,000/- (Rupees seventy five thousand only) plus applicable GST without any escalation be and is hereby **RATIFIED**.

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



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EXPLANATORY STATEMENT

(under Section 101 of Companies Act, 2013)

SPECIAL BUSINESS :

ORDINARY RESOLUTION

Item No.3: Ratification of appointment of Cost Auditors and their remuneration for the FY 2022-23 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 119th Meeting held on 29-08-2022 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 2022-23 at the same rate of professional fees fixed for the previous FY 2021-22 viz. Rs.75,000/- + GST without any escalation.

Members are requested to kindly RATIFY the same

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

(SUMA.G.P)
Company Secretary



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Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular No.2/2022 dtd 05.05.2022 read together with circulars No.20/2020 dated May 5, 2020, No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020 and No.02/2021 dated January 13, 2021 permitted convening and holding the Annual General Meeting (“AGM”/ “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). The venue for the AGM shall and also be in accordance with MCA circulars & provisions of Companies Act 2013. The facility to attend the AGM is also available through Video Conference/ Other Audio Video means.
2. 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 is not available for this AGM who is attending through VC.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required. Hence, Members may also attend and participate in the ensuing AGM though VC/OAVM.
4. 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.
5. 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.
6. 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.
7. 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



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6(a)

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.

8. 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/>
9. AGM has been convened through VC/OAVM also in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020.
10. Note: Attendees who require technical assistance to access and participate in the meeting through VC are requested to contact Mr. Navaneeth Krishnan, Technical Assistant to Managing Director, BESCOM on Mobile No. 9449844874

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

(SUMA.G.P)
Company Secretary





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6(b)

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



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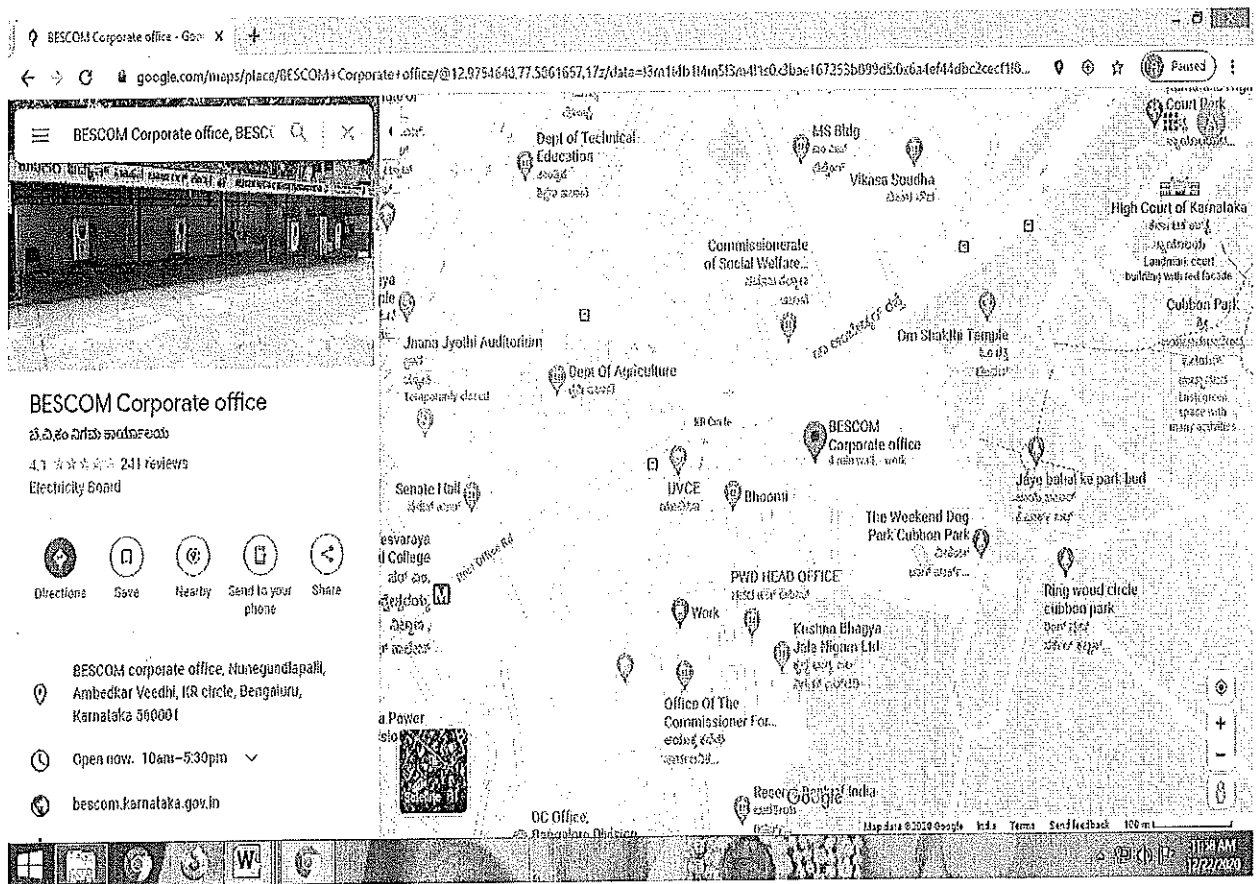
Website: <https://bescom.karnataka.gov.in/>, E-mail : cs@bescom.co.in

6(c)

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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6(d)

ATTENDANCE SLIP

20th ANNUAL GENERAL MEETING – 2022

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

I/ We hereby record my/our presence at the 20th Annual General Meeting of BESCOM on **Thursday, the 22nd September 2022 at 3.00 P.M.** at Board Room, “Belaku Bhavana”, 1st Floor, 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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6(e)

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 **Thursday, the 22nd September 2022 at 3.00 P.M.** at Board Room, "Belaku Bhavana", 1st Floor, 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..... 2022

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.

