



भारत हेवी इलेक्ट्रिकल्स लिमिटेड
Bharat Heavy Electricals Limited

FROM: RAJEEV KALRA, COMPANY SECRETARY,
BHEL, BHEL HOUSE, SIRI FORT, NEW DELHI – 110049

TO:

1. BSE LIMITED, MUMBAI
(Through BSE Listing Centre)
2. NATIONAL STOCK EXCHANGE OF INDIA LTD., MUMBAI
(Through NEAPS)

Sub: Proceedings of the 57th Annual General Meeting and Disclosure of Voting Results thereof

The 57th Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Thursday, September 23, 2021 at 10 A.M. IST through Video Conferencing/ Other Audio-Visual Means (VC). In terms of Regulation 30 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the proceeding of the 57th AGM of BHEL and the details regarding voting results in the specified format respectively, are submitted herewith.

No. AA/SCY/SEs
Date: 23.09.2021

(Rajeev Kalra)

Company Secretary

shareholderquery@bhel.in

Encl.: As above

Proceedings of the 57th Annual General Meeting of Bharat Heavy Electricals Limited

The 57th Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Thursday, September 23, 2021 at 10 A.M. IST through Video Conferencing/ Other Audio-Visual Means (VC). Pursuant to Article 47 of the Articles of Association, Dr. Nalin Shinghal, being the Chairman of the Board took the chair and conducted the proceedings of the meeting. The requisite quorum being present, Chairman called the meeting to order.

Chairman informed the shareholders that Shri Sachin Agarwal of M/s Agarwal S. & Associates, Practicing Company Secretaries had been appointed by the Board to act as a Scrutinizer to scrutinize the remote e-voting as well as the electronic voting at the AGM. He further stated that all efforts feasible under the circumstances have been made by the company to enable members to participate and vote on the items being considered in the meeting. The Chairman delivered his speech.

Chairman informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to its shareholders, through National Securities Depository Limited (NSDL), in respect of businesses to be transacted at the AGM. The remote e-voting commenced at 9 A.M. on Monday, 20th September 2021 and ended at 5 P.M. on Wednesday, 22nd September, 2021. For those shareholders who could not exercise their vote through remote e-voting, the facility for electronic voting was provided at the AGM till the conclusion of the meeting.

Company Secretary then read out all the 7 resolutions proposed to be passed at the meeting. Chairman explained the objectives & implications of all the resolutions to the shareholders. Chairman answered the queries raised by the shareholders.

Chairman mentioned that the Consolidated Scrutinizer's Report shall be uploaded on the website of the Company as well as the website of NSDL.

The following items as per the notice of the meeting were transacted at the AGM:

Ordinary Business

1. Adoption of Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Directors' Report and Auditors' Report thereon
2. Re-appointment of Shri Subodh Gupta (DIN: 08113460), who retires by rotation
3. Re-appointment of Shri Shashank Priya (DIN: 08538400), who retires by rotation
4. Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2021-22

Special Business

5. Ratification of remuneration of Cost Auditors for financial year 2021-22

6. Appointment of Ms. Renuka Gera (DIN: 08970501) as Director
7. Appointment of Shri Jeetendra Singh (DIN: 09207792) as Director

The summary of consolidated e-voting results are given below:

Date of Annual General Meeting	: 23 rd September, 2021
Cut-off Date for Voting eligibility for AGM	: 16 th September, 2021
Total Number of Shareholders on Record Date	: 11,85,080
No. of Shareholders present in the meeting either in person or through proxy	: Nil
No. of Shareholders attended the meeting through Video Conferencing	: Promoters and promoter Group: 1 {President of India through Shri Shashank Priya, Additional Secretary & Financial Adviser, Ministry of Commerce & Industry) Public: 233

The agenda wise details of the Voting Results and Consolidated Scrutinizer's Report regarding voting results are attached herewith at Annexures - A & B respectively. Based on the above, all the resolutions as set out in the notice were declared as passed with requisite majority.

ANNEXURE-A

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/ resolution?				No				
Description of resolution considered				Adoption of Financial Statements of the Company for the financial year ended 31 st March, 2021, together with the Directors' Report and Auditors' Report thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	630256024	576087248	91.4053	576087248	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	630256024	576087248	91.4053	576087248	0	100.0000	0.0000
Public-Non Institutions	E-Voting	652156929	2859786	0.4385	2802797	56989	98.0072	1.9928
	Poll							
	Postal Ballot (if applicable)							
	Total	652156929	2859786	0.4385	2802797	56989	98.0072	1.9928
Total	Total	3482063355	2778597436	79.7974	2778540447	56989	99.9979	0.0021

Resolution (2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Description of resolution considered			Re-appointment of Shri Subodh Gupta (DIN: 08113460), who retires by rotation					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	630256024	576925727	91.5383	493612819	83312908	85.5592	14.4408
	Poll							
	Postal Ballot (if applicable)							
	Total	630256024	576925727	91.5383	493612819	83312908	85.5592	14.4408
Public-Non Institutions	E-Voting	652156929	2842794	0.4359	2589540	253254	91.0914	8.9086
	Poll							
	Postal Ballot (if applicable)							
	Total	652156929	2842794	0.4359	2589540	253254	91.0914	8.9086
Total	Total	3482063355	2779418923	79.8210	2695852761	83566162	96.9934	3.0066

Resolution (3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Description of resolution considered			Re-appointment of Shri Shashank Priya (DIN: 08538400), who retires by rotation					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	630256024	564651227	89.5908	476863868	87787359	84.4528	15.5472
	Poll							
	Postal Ballot (if applicable)							
	Total	630256024	564651227	89.5908	476863868	87787359	84.4528	15.5472
Public-Non Institutions	E-Voting	652156929	2839931	0.4355	2584384	255547	91.0016	8.9984
	Poll							
	Postal Ballot (if applicable)							
	Total	652156929	2839931	0.4355	2584384	255547	91.0016	8.9984
Total	Total	3482063355	2767141560	79.4684	2679098654	88042906	96.8183	3.1817

Resolution (4)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Description of resolution considered			Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2021-22					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	630256024	576925727	91.5383	567790623	9135104	98.4166	1.5834
	Poll							
	Postal Ballot (if applicable)							
	Total	630256024	576925727	91.5383	567790623	9135104	98.4166	1.5834
Public-Non Institutions	E-Voting	652156929	2844529	0.4362	2712279	132250	95.3507	4.6493
	Poll							
	Postal Ballot (if applicable)							
	Total	652156929	2844529	0.4362	2712279	132250	95.3507	4.6493
Total	Total	3482063355	2779420658	79.8211	2770153304	9267354	99.6666	0.3334

Resolution (5)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Description of resolution considered			Ratification of remuneration of Cost Auditors for financial year 2021-22					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	630256024	576925727	91.5383	576925727	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	630256024	576925727	91.5383	576925727	0	100.0000	0.0000
Public-Non Institutions	E-Voting	652156929	2841149	0.4357	2705698	135451	95.2325	4.7675
	Poll							
	Postal Ballot (if applicable)							
	Total	652156929	2841149	0.4357	2705698	135451	95.2325	4.7675
Total	Total	3482063355	2779417278	79.8210	2779281827	135451	99.9951	0.0049

Resolution (6)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Description of resolution considered			Appointment of Ms. Renuka Gera (DIN: 08970501) as Director					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	630256024	576925727	91.5383	493612819	83312908	85.5592	14.4408
	Poll							
	Postal Ballot (if applicable)							
	Total	630256024	576925727	91.5383	493612819	83312908	85.5592	14.4408
Public- Non Institutions	E-Voting	652156929	2835681	0.4348	2635787	199894	92.9508	7.0492
	Poll							
	Postal Ballot (if applicable)							
	Total	652156929	2835681	0.4348	2635787	199894	92.9508	7.0492
Total	Total	3482063355	2779411810	79.8208	2695899008	83512802	96.9953	3.0047

Resolution (7)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Description of resolution considered			Appointment of Shri Jeetendra Singh (DIN: 09207792) as Director					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	630256024	564651227	89.5908	476863868	87787359	84.4528	15.5472
	Poll							
	Postal Ballot (if applicable)							
	Total	630256024	564651227	89.5908	476863868	87787359	84.4528	15.5472
Public- Non Institutions	E-Voting	652156929	2832832	0.4344	2642684	190148	93.2877	6.7123
	Poll							
	Postal Ballot (if applicable)							
	Total	652156929	2832832	0.4344	2642684	190148	93.2877	6.7123
Total	Total	3482063355	2767134461	79.4682	2679156954	87977507	96.8206	3.1794



AGARWAL S. & ASSOCIATES

COMPANY SECRETARIES

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(Backside of Goyalsons) Palam Extn
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Email Id: sachinag1981@gmail.com

Phone:011-45052182; Mobile:9811549887

CONSOLIDATED SCRUTINIZER'S REPORT

{Pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014}

To,
The Chairman
Bharat Heavy Electricals Limited
BHEL House, Siri Fort,
New Delhi – 110049

Reg.: 57th Annual General Meeting (AGM) of the members of Bharat Heavy Electricals Limited held on Thursday, 23rd day of September, 2021, through Video Conferencing/ Other Audio-Visual Means

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting at the 57th AGM of BHEL conducted pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, New Delhi had been appointed as the Scrutinizer by the Board of Directors of **Bharat Heavy Electricals Limited** ("the Company") in its meeting held on 30.07.2021, pursuant to the provisions of Section 108 and any other applicable provision of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 read with Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020 and Circular No. 02/2021 dated 13.01.2021 (collectively referred to as "MCA Circulars") along with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 Dated 15.01.2021, for the purpose of scrutinizing the remote e-voting process and electronic voting at the AGM by the members, on the resolutions mentioned in the notice of the 57th AGM of the Company held on Thursday, the 23rd day of September, 2021.

The notice dated 30.07.2021 convening AGM of the Company was sent to all the members on 28.08.2021. The members of the Company holding shares as on the "Cut-Off" date i.e. Thursday, 16.09.2021 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 7 in the notice convening the 57th AGM of the Company.

The Company had appointed National Securities Depository Limited (NSDL) for providing the facility of remote e-voting to the members of the Company. The voting period for remote e-voting commenced on Monday, 20.09.2021 at 9:00 AM and ended on Wednesday, 22.09.2021 at 5:00 PM and the remote e-voting platform was blocked thereafter. For members who did not cast their vote by remote e-voting,



the facility for electronic voting was made available during the AGM and members attending the AGM who had not cast their vote by remote e-voting voted at the Meeting through this facility.

After the closure of electronic voting during AGM held on 23.09.2021, the remote e-voting conducted prior to the AGM was unlocked on 23.09.2021 and was downloaded in the presence of two independent witnesses, Mrs. Anuradha Jain and Mr. Shailender Kumar, who are not in employment of the Company.

(Mrs. Anuradha Jain)

(Mr. Shailender Kumar)

Together with the votes cast during the AGM, the votes cast by the members were reconciled with the records maintained by the Registrar & Transfer Agent of the Company.

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from NSDL's remote e-voting and AGM platform(s).

Based on the result made available to us, I hereby annex the consolidated voting results pursuant to Rule 20 of the Companies (Management & Administration) Rules, 2014 on all the resolutions contained in the notice of the aforesaid AGM.

All relevant records related to remote e-voting and electronic voting at the AGM shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes, after which the same shall be handed over to the Chairman/Authorised Representative .

Thanking You,

Yours Faithfully,

For **Agarwal S. & Associates,**
Company Secretaries,

CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910



Date: 23.09.2021

Place: New Delhi

UDIN: F005774C000994553

Resolution No.1: Ordinary Resolution

Adoption of Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Directors' Report and Auditors' Report thereon

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	3491	2778597436	3386	2778540447	100	105	56989	0.00

Resolution No.2: Ordinary Resolution

Re-appointment of Shri Subodh Gupta (DIN: 08113460), who retires by rotation

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	3456	2779418923	3026	2695852761	96.99	430	83566162	3.01

Resolution No.3: Ordinary Resolution

Re-appointment of Shri Shashank Priya (DIN: 08538400), who retires by rotation

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	3438	2767141560	2998	2679098654	96.82	440	88042906	3.18

Resolution No.4: Ordinary Resolution

Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2021-22

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	3448	2779420658	3225	2770153304	99.67	223	9267354	0.33



Special Business

Resolution No.5: Ordinary Resolution

Ratification of remuneration of Cost Auditors for financial year 2021-22

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	3443	2779417278	3212	2779281827	100	231	135451	0.00

Resolution No.6: Ordinary Resolution

Appointment of Ms. Renuka Gera (DIN: 08970501) as Director

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	3436	2779411810	3126	2695899008	97.00	310	83512802	3.00

Resolution No.7: Ordinary Resolution

Appointment of Shri Jeetendra Singh (DIN: 09207792) as Director

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	3423	2767134461	3107	2679156954	96.82	316	87977507	3.18

Based on the above results, I confirm that all the resolutions have been carried out with requisite majority.

For Agarwal S. & Associates,
Company Secretaries,


CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910



Date: 23.09.2021
Place: New Delhi
UDIN: F005774C000994553