



भारत हेवी इलेक्ट्रिकल्स लिमिटेड
Bharat Heavy Electricals Limited
(भारत सरकार का उपक्रम / A Government of India Undertaking)
CIN: L74899DL1964GOI004281

From: Dr. Yogesh R Chhabra, Company Secretary,
BHEL, BHEL House, Siri Fort, New Delhi – 110049

To: 1. BSE Limited, Mumbai
2. National Stock Exchange of India Ltd., Mumbai

Sub: Proceedings of the 60th Annual General Meeting and Disclosure of Voting Results thereof

The 60th Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Thursday, 22.08.2024 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 60th AGM of BHEL and the details regarding voting results in the specified format respectively, are submitted herewith.

No. AA/SCY/AGM 60
Date: 22.08.2024

(Dr. Yogesh R Chhabra)
Company Secretary
shareholderquery@bhel.in

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Proceedings of the 60th Annual General Meeting of Bharat Heavy Electricals Limited

The 60th Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Thursday, 22.08.2024 at 10 A.M. IST through Video Conferencing / Other Audio-Visual Means (VC). Pursuant to Article 47 of the Articles of Association, Shri K. Sadashiv Murthy, 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 further informed 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.

Chairman informed that with regard to the Audited accounts for the year ended 31st March 2024, there is no qualification from the Statutory auditors and also that there are NIL comments from C&AG. Company secretary apprised about the observation and management reply in the Secretarial Audit report. Thereafter, Chairman delivered his speech.

It was informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & 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, 19.08.2024 and ended at 5 P.M. on Wednesday, 21.08.2024. 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.

It was informed that Ms. Ashu Gupta of M/s Ashu Gupta & Co., 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. It was further mentioned that the Consolidated Scrutinizer's Report shall be uploaded on the website of the Company within the statutory timelines.

Company Secretary then read out the 10 resolutions proposed to be passed at the Meeting. Shri K. Sadashiv Murthy as Chairman explained the objectives & implications of each resolution for item nos. 1-8 & 10 to the shareholders while Shri Vijay Mittal took the Chair for explaining the objectives & implications of the resolution for item no. 9.

Chairman answered the queries raised by the shareholders.

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, 2024 together with the Directors' Report and Auditors' Report thereon

2. Declaration of dividend for the financial year 2023-24
3. Re-appointment of Ms. Arti Bhatnagar (DIN: 10065528), who retires by rotation
4. Re-appointment of Shri Krishna Kumar Thakur (DIN: 10172666), who retires by rotation
5. Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2024-25

Special Business

6. Ratification of Remuneration of Cost Auditors for financial year 2024-25
7. Appointment of Shri Tajinder Gupta (DIN: 10327530) as Director
8. Appointment of Ms. Bani Varma (DIN: 10337787) as Director
9. Appointment of Shri Koppu Sadashiv Murthy (DIN: 09184201) as Director
10. Appointment of Shri Rajesh Kumar Dwivedi (DIN: 10048893) as Director

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

Date of Annual General Meeting	: 22 nd August, 2024
Cut-off Date for Voting eligibility for AGM	: 15 th August, 2024
Meeting Start time	: 10 A.M.
Meeting Conclusion time	: 11.12 A.M.
Total Number of Shareholders on Record Date	: 20,38,946
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 Vijay Mittal, Joint Secretary, Ministry of Heavy Industries) Public: 205

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 31st March, 2024 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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2199650402	2199650402	100.0000	2199650402	0	100.0000
Public-Institutions	E-Voting	840825938	668141334	79.4625	665872182	2269152	99.6604	0.3396
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		840825938	668141334	79.4625	665872182	2269152	99.6604
Public-Non Institutions	E-Voting	441587015	1681931	0.3809	1675354	6577	99.6090	0.3910
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		441587015	1681931	0.3809	1675354	6577	99.6090
Total		3482063355	2869473667	82.4073	2867197938	2275729	99.9207	0.0793

Resolution (2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Description of resolution considered			Declaration of dividend for the financial year 2023-24					
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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2199650402	2199650402	100.0000	2199650402	0	100.0000
Public-Institutions	E-Voting	840825938	669140963	79.5814	669140963	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		840825938	669140963	79.5814	669140963	0	100.0000
Public- Non Institutions	E-Voting	441587015	1680096	0.3805	1673759	6337	99.6228	0.3772
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		441587015	1680096	0.3805	1673759	6337	99.6228
Total		3482063355	2870471461	82.4359	2870465124	6337	99.9998	0.0002

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 Ms. Arti Bhatnagar (DIN: 10065528), 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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	840825938	669022872	79.5673	326085887	342936985	48.7406	51.2594
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	840825938	669022872	79.5673	326085887	342936985	48.7406	51.2594
Public- Non Institutions	E-Voting	441587015	1653452	0.3744	1617968	35484	97.8539	2.1461
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	441587015	1653452	0.3744	1617968	35484	97.8539	2.1461
Total		3482063355	2870326726	82.4318	2527354257	342972469	88.0511	11.9489

Resolution (4)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Re-appointment of Shri Krishna Kumar Thakur (DIN: 10172666), 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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	840825938	669022872	79.5673	470179281	198843591	70.2785	29.7215
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	840825938	669022872	79.5673	470179281	198843591	70.2785	29.7215
Public- Non Institutions	E-Voting	441587015	1651572	0.3740	1618140	33432	97.9757	2.0243
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	441587015	1651572	0.3740	1618140	33432	97.9757	2.0243
Total		3482063355	2870324846	82.4317	2671447823	198877023	93.0713	6.9287

Resolution (5)								
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 2024-25					
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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	840825938	669022872	79.5673	655385329	13637543	97.9616	2.0384
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	840825938	669022872	79.5673	655385329	13637543	97.9616	2.0384
Public- Non Institutions	E-Voting	441587015	1651386	0.3740	1635167	16219	99.0179	0.9821
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	441587015	1651386	0.3740	1635167	16219	99.0179	0.9821
Total		3482063355	2870324660	82.4317	2856670898	13653762	99.5243	0.4757

Resolution (6)								
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 2024-25					
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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	840825938	669022872	79.5673	669022872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	840825938	669022872	79.5673	669022872	0	100.0000	0.0000
Public- Non Institutions	E-Voting	441587015	1653224	0.3744	1637027	16197	99.0203	0.9797
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	441587015	1653224	0.3744	1637027	16197	99.0203	0.9797
Total		3482063355	2870326498	82.4318	2870310301	16197	99.9994	0.0006

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 Tajinder Gupta (DIN: 10327530) 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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2199650402	2199650402	100.0000	2199650402	0	100.0000
Public-Institutions	E-Voting	840825938	669022872	79.5673	516603557	152419315	77.2176	22.7824
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		840825938	669022872	79.5673	516603557	152419315	77.2176
Public- Non Institutions	E-Voting	441587015	1650241	0.3737	1629952	20289	98.7705	1.2295
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		441587015	1650241	0.3737	1629952	20289	98.7705
Total		3482063355	2870323515	82.4317	2717883911	152439604	94.6891	5.3109

Resolution (8)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of Ms. Bani Varma (DIN: 10337787) 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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	840825938	669022872	79.5673	519684415	149338457	77.6781	22.3219
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	840825938	669022872	79.5673	519684415	149338457	77.6781	22.3219
Public- Non Institutions	E-Voting	441587015	1650220	0.3737	1624563	25657	98.4452	1.5548
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	441587015	1650220	0.3737	1624563	25657	98.4452	1.5548
Total		3482063355	2870323494	82.4317	2720959380	149364114	94.7963	5.2037

Resolution (9)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of Shri Koppu Sadashiv Murthy (DIN: 09184201) 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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	840825938	669022872	79.5673	635851785	33171087	95.0419	4.9581
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	840825938	669022872	79.5673	635851785	33171087	95.0419	4.9581
Public- Non Institutions	E-Voting	441587015	1650460	0.3738	1628971	21489	98.6980	1.3020
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	441587015	1650460	0.3738	1628971	21489	98.6980	1.3020
Total		3482063355	2870323734	82.4317	2837131158	33192576	98.8436	1.1564

Resolution (10)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of Shri Rajesh Kumar Dwivedi (DIN: 10048893) 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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	840825938	669022872	79.5673	516603557	152419315	77.2176	22.7824
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	840825938	669022872	79.5673	516603557	152419315	77.2176	22.7824
Public- Non Institutions	E-Voting	441587015	1650348	0.3737	1633221	17127	98.9622	1.0378
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	441587015	1650348	0.3737	1633221	17127	98.9622	1.0378
Total		3482063355	2870323622	82.4317	2717887180	152436442	94.6892	5.3108



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
Regd. Office: BHEL House, Siri Fort,
New Delhi-110049

SUB: Consolidated Scrutinizer's Report on remote e-voting and electronic voting at the 60th Annual General Meeting of Bharat Heavy Electricals Limited held on Thursday, 22nd August, 2024 at 10.00 A.M. through video conferencing / other audio-visual means

Dear Sir,

I, Ashu Gupta, of Ashu Gupta & Co., Practicing Company Secretary had been appointed as the scrutinizer by the Board of Directors of **Bharat Heavy Electricals Limited** ("the Company") pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management & Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and electronic voting at the 60th Annual General Meeting (AGM) of the Company in a fair & transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice dated 27th July, 2024 for the 60th AGM of the Company held on 22nd August, 2024.

The notice dated 27th July, 2024, as confirmed by the Company, was sent by email to those shareholders whose email addresses were registered with the Company/ Depositories, in compliance with MCA Circular dated 25th September, 2023 read together with MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated 7th October, 2023 read together with SEBI Master Circular dated 11th July, 2023 allowed convening the Annual General Meeting (AGM) through Video Conferencing or Other Audio-Visual Means. The AGM was convened through Video Conferencing/ Other Audio Visual Means (VC) without the physical presence of the shareholders at a common venue in terms of above stated MCA Circulars and SEBI Circulars.

The Company had appointed National Securities Depository Limited ("NSDL") for providing the facility to its shareholders to exercise their votes on the resolutions as set out in the notice of the 60th AGM by way of remote e-voting and electronic voting conducted during the 60th AGM held on 22nd August, 2024.



The management of the Company is responsible for ensuring compliance with the provisions of the Companies Act, 2013 and rules made thereunder relating to voting through electronic means on the resolutions proposed in the notice of the 60th AGM.

My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast '*in favour*' or '*against*', if any, to the Chairman or his authorized representative, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by NSDL, the authorized agency engaged by the Company to provide facility of remote e-voting and electronic voting during the AGM.

In this regard, I submit as under:

1. The shareholders of the Company holding shares on the "cut-off date" i.e. Thursday, 15th August, 2024, were entitled to vote on the resolution(s) proposed as set out in the notice of the AGM.
2. The remote e-voting period remained open from 9.00 A.M. on Monday, 19th August, 2024 and ended on Wednesday, 21st August, 2024 at 5.00 P.M. The shareholders who did not exercise their voting rights through remote e-voting and who were present at the AGM through VC, were entitled to vote at the AGM by electronics means.
3. After closure of voting during the AGM, the electronic system recording the voting, provided by NSDL, was unblocked by me on 22nd August, 2024 around 11:36 AM in the presence of two witnesses, Mr. Roshan Kumar Ojha S/o Shri Vijay Shankar Ojha and Mr. Manoj Kumar S/o Shri Bhagat Ram, who are not in the employment of the Company. They have signed below in confirmation of the same:


Roshan Kumar Ojha


Manoj Kumar

Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolution that was put to vote, were generated from the electronic voting website of NSDL.

Based on the scrutiny of the aforesaid data, it is observed that -
206 members attended the AGM through VC;
3256 members had casted vote through remote e-voting;
29 members casted vote through electronic voting at the AGM.

I also submit herewith the consolidated voting results in respect of the resolutions contained in the notice of the 60th AGM as under:

ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution

Adoption of Financial Statements of the Company for the financial year ended 31st March, 2024 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	3272	2869473667	3211	2867197938	99.92	61	2275729	0.08

Resolution No. 2: Ordinary Resolution

Declaration of dividend for the financial year 2023-24:

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	3276	2870471461	3218	2870465124	100	58	6337	0

Resolution No. 3: Ordinary Resolution

Re-appointment of Ms. Arti Bhatnagar (DIN: 10065528), 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	3263	2870326726	2708	2527354257	88.05	555	342972469	11.95

Resolution No. 4: Ordinary Resolution

Re-appointment of Shri Krishna Kumar Thakur (DIN: 10172666), 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	3266	2870324846	2837	2671447823	93.07	429	198877023	6.93

Resolution No. 5: Ordinary Resolution

Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2024-25:



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	3262	2870324660	3117	2856670898	99.52	145	13653762	0.48

SPECIAL BUSINESS

Resolution No. 6: Ordinary Resolution

Ratification of Remuneration of Cost Auditors for financial year 2024-25:

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	3261	2870326498	3147	2870310301	100	114	16197	0

Resolution No. 7: Ordinary Resolution

Appointment of Shri Tajinder Gupta (DIN: 10327530) 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	3259	2870323515	2892	2717883911	94.69	367	152439604	5.31

Resolution No. 8: Ordinary Resolution

Appointment of Ms. Bani Varma (DIN: 10337787) 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	3257	2870323494	2899	2720959380	94.80	358	149364114	5.20



Resolution No. 9: Ordinary Resolution

Appointment of Shri Koppu Sadashiv Murthy (DIN: 09184201) 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	3259	2870323734	3044	2837131158	98.84	215	33192576	1.16

Resolution No. 10: Ordinary Resolution

Appointment of Shri Rajesh Kumar Dwivedi (DIN:10048893) 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	3259	2870323622	2896	2717887180	94.69	363	152436442	5.31

Based on the aforesaid results, I report that all the resolutions set out in the notice of the 60th AGM held on 22nd August, 2024 stand passed with requisite majority.

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



Ashu Gupta
Ashu Gupta & Co.
Practicing Company Secretary
FCS No.: 4123 | CP No.: 6646
UDIN: F004123F001022822
PR No.: 730/2020

Place: New Delhi
Date: 22/08/2024

Countersigned by:
For Bharat Heavy Electricals Limited

Chairman/Company Secretary