



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
2. NATIONAL STOCK EXCHANGE OF INDIA LTD., MUMBAI

Sub: Voting Results of Postal Ballot along with Scrutinizer's Report

This is with reference to our earlier communication dated 16.05.2022 regarding the Postal Ballot Notice of the Company wherein approval of the Members was sought for appointment of Shri Upinder Singh Matharu and Shri Vijay Mittal as Directors. Pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting results of remote e-voting in the prescribed format along with Scrutinizer's Report for the resolutions proposed for approval through Postal Ballot. Based on the above, both the resolutions as set out in the Postal Ballot Notice were declared as passed with requisite majority.

No. AA/SCY/SEs
Date: 16.06.2022

(Rajeev Kalra)

Company Secretary

shareholderquery@bhel.in

BHEL Corporate Identity Number (CIN) L74899DL1964GOI004281 Web : www.bhel.com
पंजीकृत कार्यालय: भेल हाउस, सीरी फोर्ट, नई दिल्ली 110049, भारत .फोन: 011-66337000, फैक्स:011-66337428
Regd. Office : BHEL HOUSE, Siri Fort, New Delhi-110049, INDIA. Phone: 011-66337000, Fax: 011-66337428

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Upinder Singh Matharu (DIN: 09541886) 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	592320278	551580392	93.1220	543693440	7886952	98.5701	1.4299
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	592320278	551580392	93.1220	543693440	7886952	98.5701	1.4299
Public- Non Institutions	E-Voting	690092675	4515427	0.6543	4235133	280294	93.7925	6.2075
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	690092675	4515427	0.6543	4235133	280294	93.7925	6.2075
Total	Total	3482063355	2755746221	79.1412	2747578975	8167246	99.7036	0.2964

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Vijay Mittal (DIN: 09548096) 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	592320278	551580392	93.1220	523551122	28029270	94.9184	5.0816
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	592320278	551580392	93.1220	523551122	28029270	94.9184	5.0816
Public- Non Institutions	E-Voting	690092675	4510146	0.6536	4230870	279276	93.8078	6.1922
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	690092675	4510146	0.6536	4230870	279276	93.8078	6.1922
Total	Total	3482063355	2755740940	79.1410	2727432394	28308546	98.9727	1.0273



Scrutinizer(s) Report

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Bharat Heavy Electricals Limited,
CIN: L74899DL1964GOI004281
Regd. Office: BHEL House, Siri Fort,
New Delhi-110049

SUB: Scrutinizer's Report on Postal Ballot conducted through remote e-voting pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in respect of the resolutions set-out in the Postal Ballot Notice dated May 16, 2022

Dear Sir,

I, Ashu Gupta, of Ashu Gupta & Co., Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Bharat Heavy Electricals Limited ("the Company") pursuant to Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 as amended till date, for the purpose of scrutinizing the process of Remote e-voting in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the Postal Ballot notice dated May 16, 2022.

Your Company had provided facility to the shareholders to exercise their votes on the resolution(s), as set out in the Postal Ballot Notice dated May 16, 2022 by way of Remote e-voting pursuant to Sections 108, 110 & other applicable provisions, if any, of the Companies Act, 2013 (Act), Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014, Regulation 44 & other applicable provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020,



33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars") and other applicable laws and regulations.

In this regard, I confirm that-

1. The Postal Ballot Notice dated May 16, 2022 along with statement setting out material facts under Section 102 of the Act in respect of the resolutions mentioned therein, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depository and whose e-mail addresses were registered with the Company/ Depository as on Tuesday, May 10, 2022 ("cut-off date").
2. The Company published an advertisement regarding completion of dispatch of Postal Ballot Notice in newspapers viz. "Business Standard" (English & Hindi editions) on May 17, 2022.
3. The Company had engaged National Securities Depository Limited (NSDL) as the Agency for remote e-voting.
4. The shareholders of the Company holding shares on the "cut-off date" i.e. Tuesday, May 10, 2022, were entitled to vote on the two proposed Ordinary Resolutions as set out in the Postal Ballot Notice; and
5. The remote e-voting period remained open from 9.00 a.m. (IST) on Tuesday, May 17, 2022 and ended on 5.00 p.m. (IST) on Wednesday, June 15, 2022 and assent or dissent of the Members on the resolution(s) contained therein were sought only through remote e-voting.

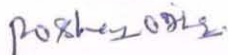
The Management of the Company is responsible for ensuring the compliance with the requirement of (i) the Act and the Rules made thereunder; (ii) MCA Circulars; and (iii) SEBI (LODR) Regulations, 2015 relating to e-voting on the resolutions contained in the Postal Ballot Notice. The management of the Company is responsible for ensuring a secured framework and robustness of electronic voting system.

My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render 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 National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide facility of Remote e-voting.

After the conclusion of remote e-voting cast, we unblocked the result of votes cast through remote e-voting by members at 05:26 P.M. in the presence of Mr. Roshan Kumar Ojha S/o. Mr. Vijay Shankar Ojha and Mr. Manoj Kumar S/o. Mr. Bhagat Ram, who are not in the employment of the Company and who also appended their signature, as witnesses thereto, hereunder:


(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 through Remote e-voting, were generated from the e-voting website of NSDL.

It is observed that 5811 members had cast vote through remote e-voting;

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote electronic voting process in respect of the Resolutions as under:

**Resolution No. 1:
Ordinary Resolution**

Appointment of Shri Upinder Singh Matharu (DIN: 09541886) as Director:

Particulars	Number of members voted	Number of Votes cast	% of total number of valid votes cast
Votes in Favour	5342	2747578975	99.7036
Votes Against	469	8167246	0.2964
Invalid Votes / Abstain from voting	0	0	0
Total	5811	2755746221	100



**Resolution No. 2:
Ordinary Resolution**

Appointment of Shri Vijay Mittal (DIN: 09548096) as Director:

Particulars	Number of members voted	Number of Votes cast	% of total number of valid votes cast
Votes in Favour	5329	2727432394	98.9727
Votes Against	473	28308546	1.0273
Invalid Votes / Abstain from voting	0	0	0
Total	5802	2755740940	100

Based on the aforesaid results, I report that the Ordinary Resolutions set out in the Postal Ballot Notice stands passed with requisite majority.

The electronic data and all other relevant records relating to voting are under my safe custody and will be handed over to Chairman, for preserving safely.



Ashu Gupta
Ashu Gupta & Co.

Practising Company Secretaries
FCS No.: 4123 | CP No.: 6646



Place: New Delhi
Date: 16/06/2022

UDIN: F004123D000498496