



Consolidated Scrutinizer(s) Report

[Pursuant to Regulation 44 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 as amended till date read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended]

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

Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting through ballot paper pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended.

I, Ashu Gupta, Practicing Company Secretary of Ashu Gupta & Co. was appointed as the scrutinizer by the Board of Directors of Bharat Heavy Electricals Limited (the Company) for the purpose of scrutinizing the remote e-voting process and voting through ballot paper at its 53rd Annual General Meeting in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice dated 11th August, 2017 convening the Annual General Meeting of the Company held on 22nd September, 2017 at 10 A.M. at Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantt., New Delhi - 110010.

The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and rules made there-under relating to voting through electronic means & voting through ballot paper on the resolutions proposed in the notice of the 53rd Annual General Meeting.

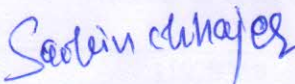
Our responsibility as scrutinizer is to ensure that the voting process through electronic means are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast 'in favour' or 'against' if any, the resolution(s) stated in the notice to the Chairman of the Meeting, based on the reports generated from the electronic voting system, provided by M/s Karvy Computershare Private Limited (M/s Karvy), the authorized agency engaged by the Company to provide facility of voting through electronic means.



In this regard, we hereby submit our consolidated report as under:

1. The shareholders of the Company holding shares on the "cut-off date" i.e. 15th September, 2017 were entitled to vote on the resolutions as set out in the notice of the 53rd Annual General Meeting by remote e-voting or voting through ballot/ polling paper at the AGM.
2. The remote e-voting period remained open from 19th September, 2017 (9:00 A.M) to 21st September, 2017 (5:00 P.M) and thereafter, the members who did not exercise their voting rights through remote e-voting, were entitled to vote at the Annual General Meeting through ballot paper. Accordingly, the Company had issued ballot papers to the members who attended the Meeting.
3. After the declaration of poll by the Chairman, two Ballot boxes kept for the purpose of voting through ballots, were locked in my presence with due identification marks placed by me.
4. Immediately after the conclusion of the meeting, the locked ballot boxes were opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the Company.
5. The ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. After counting the votes cast by the members present at the 53rd Annual General Meeting through ballot paper, the votes cast through remote e-voting were unblocked on 22nd September, 2017 around 11.30 A.M. in the presence of two witnesses Ms. Pooja D/o Shri Rampreet Mehto and Shri Sachin Chhajer S/o Shri Sampat Mal Chhajer, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.


Pooja


Sachin Chhajer

7. We have scrutinized the votes cast through electronic means and voting through ballot papers at the Annual General Meeting only for the purpose of this report.

Based on the reports generated from the M/s Karvy's e-voting website and voting through ballot paper at the 53rd AGM, the consolidated report on the voting on each resolution is as under:



We hereby state that 7 (Seven) members have casted their vote at the Annual General meeting through ballot and 2 (Two) ballots were declared invalid.

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the Directors' Report and Auditors' Report thereon.

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	627	2200485983	99.996
Voting at the AGM	5	75820	0.003
Total	632	2200561803	100

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	5	661	0
Voting at the AGM	0	0	0
Total	5	661	0

c) Votes cast "abstained" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast
Remote e-voting	26	11028369
Voting at the AGM	0	0
Total	26	11028369



