



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)
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Sub: Notice of 57th AGM & E-Voting Information

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed notice of the 57th Annual General Meeting of BHEL to be held on "Thursday", 23rd September, 2021 at 10.00 A.M. IST through Video Conferencing/ Other Audio Visual Means (VC). The same has already been sent to the members of the Company at their registered e-mail addresses.

The following items as per the notice of the meeting are to be 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

All the aforesaid items are to be passed as ordinary resolutions. The Company is providing its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

No. AA/SCY/AGM 57

Date: 28.08.2021

(Rajeev Kalra)

Company Secretary
shareholderquery@bhel.in



Bharat Heavy Electricals Limited

(CIN: L74899DL1964GOI004281)

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

Phone: 011-66337000, Fax: 011-66337428

Website: www.bhel.com, E-mail: shareholderquery@bhel.in

Notice

Notice is hereby given that the 57th Annual General Meeting of the Members of BHARAT HEAVY ELECTRICALS LIMITED will be held on Thursday, September 23, 2021 at 10 A.M. IST through Video Conferencing/ Other Audio-Visual Means (VC), to transact the following businesses: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Shri Subodh Gupta (DIN: 08113460), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Shashank Priya (DIN: 08538400), who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize the Board of Directors to fix the remuneration of the Auditors for the year 2021-22.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending on 31st March, 2022 as set out in the statement annexed to the Notice convening this Meeting, be and is hereby ratified by the shareholders of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds

and things as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Ms. Renuka Gera (DIN: 08970501), who was appointed as an Additional Director pursuant to Article 67(iv) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 01.12.2020 to hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, from the Director herself pursuant to the provisions of Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Shri Jeetendra Singh (DIN: 09207792), who was appointed as an Additional Director pursuant to Article 67(iv) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 18.06.2021 to hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, from the Director himself pursuant to the provisions of Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as a Director of the Company."

By Order of the Board of Directors

(Rajeev Kalra)
Company Secretary

Place: New Delhi
Date: July 30, 2021



NOTES: -

1. The Ministry of Corporate Affairs (MCA) has, vide its circular dated 13.01.2021 read together with circulars dated 08.04.2020, 13.04.2020 and 05.05.2020 (collectively referred to as "MCA Circulars") allowed convening the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means, without the physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the registered office of the Company.
2. In compliance with the aforementioned MCA Circulars and SEBI circular dated 15.01.2021 read with circular 12.05.2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on websites of the Company (www.bhel.com), BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and on the website of the evoting agency, National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.
3. For receiving all communication (Notice, Annual Report and the e-voting instructions along with the User ID & Password) from the Company electronically please refer to the instructions annexed to the Notice.
4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
6. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
7. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at sachin@companylawworld.com with a copy marked to evoting@nsdl.co.in.
8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
9. Relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
10. S/shri Subodh Gupta and Shashank Priya, Directors, retire by rotation and being eligible, offer themselves for re-appointment. However, as per the terms of their appointment, the tenure of Shri Subodh Gupta will expire on 17.04.2023 (five years from the date of his appointment) while the tenure of Shri Shashank Priya being a Part-time Official (Nominee) Director is till the withdrawal of his nomination by the Government of India. Brief resume of each of the Directors proposed for re-appointment is given at Annexure to the Notice.
11. Pursuant to Section 124 read with Section 125 of the Companies Act, 2013, the dividend amounts which remain unpaid/ unclaimed for a period of 7 years, are required to be transferred to the Investor Education and Protection Fund constituted by the Central Government. Accordingly, the final dividend for the financial year 2013-14 and interim dividend for financial year 2014-15, which remains unclaimed, are proposed to be transferred to the said account on 19.10.2021 and 15.03.2022 respectively.

Members who have not claimed/ encashed their Dividend so far for the financial year ended on 31.03.2014 or any subsequent financial year(s) may approach the Company for obtaining payments thereof before expiry of the stipulated 7 years period.
12. Pursuant to SEBI Listing Regulations, all listed companies shall use any of the electronic modes of payment facility approved by RBI such as ECS/ NECS/ Direct Credit etc. for payment of dividend. Members are advised to submit their National Electronic Clearing Service/ Electronic Clearing Service (NECS/ ECS) mandate in the form (given elsewhere in the Annual Report) duly filled in and signed, to enable the Company to make remittance by means of NECS/ ECS.
13. Members are requested to notify immediately any change of address and other relevant correspondence including NECS/ ECS details and submission of Permanent Account Number (PAN): -



- i. to their Depository Participants (DPs) in respect of their demat share accounts; and
 - ii. to the Company at its registered office or the Registrar & Transfer Agent, M/s Alankit Assignments Limited (4E/2, Alankit House, Jhandewalan Extension, New Delhi-110055) in respect of their physical shares, if any, quoting their folio number, Banker's name and account number to ensure prompt and safe receipt of dividend warrants.
14. Members may avail facility of nomination in terms of Section 72 of the Companies Act, 2013, by nominating any person to whom their shares in the Company shall vest in the event of their death.
 15. Pursuant to Section 139 (5) read with Section 142 (1) of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General of India and their remuneration is fixed by the Company in the Annual General Meeting. The shareholders may authorize the Board to fix up an appropriate remuneration of Auditors for the year 2021-22 as may be deemed fit by the Board.
 16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.
 17. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to shareholderquery@bhel.in.
 18. In compliance with 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 Regulations, the Company is providing to its Members the facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means (remote e-voting) through NSDL. Members whose names appear in the Register of Members/ list of Beneficial Owners as on Thursday, September 16, 2021 (cut-off date) will be eligible to vote for the purpose of e-voting/ AGM and a person who is not a Member as on the cut-off date should treat this notice for information purposes only. The e-voting period will commence from Monday, September 20, 2021 at 9.00 A.M. and will end on Wednesday, September 22, 2021 at 5.00 P.M. The e-voting module will be blocked on September 22, 2021 at 5.00 P.M. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 16, 2021.
 19. Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting by VC but shall not be entitled to cast their vote again.
 20. The facility for voting through electronic voting system will also be made available at the AGM and Members attending the AGM who have not cast their vote by remote e-voting will be able to vote at the Meeting through this electronic voting system.
 21. The Company has appointed Shri Sachin Agarwal of M/s Agarwal S. & Associates, Practising Company Secretary, to act as a Scrutinizer, to scrutinize the process of remote e-voting and electronic voting at the AGM, in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman. The results along with the Scrutinizer's Report will be declared within two working days of the conclusion of the Meeting and the same shall be available on the Company's website (www.bhel.com) and on the website of the e-voting agency (<https://www.evoting.nsdl.com>) immediately after the declaration of result by the Chairman/ person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
 22. The procedures for joining the AGM through VC, remote e-voting and voting at the AGM alongwith the contact details for addressing the grievances in this regard are provided in the instructions annexed to the Notice.

By order of the Board of Directors

(Rajeev Kalra)
Company Secretary

Place: New Delhi
Date: July 30, 2021



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out the material facts relating to the business mentioned in Item Nos. 5 to 7 of the accompanying Notice dated July 30, 2021.

ITEM NO. 5

Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 requires remuneration of the cost auditors as approved by the Board to be ratified by shareholders subsequently.

Based on the recommendation of the Audit Committee, the Board of Directors in its meeting held on July 30, 2021 has approved the names of seven Cost Accountants/ Firms for appointment for a total remuneration of ₹15.01 Lakhs as detailed under:

(₹ in Lakhs)

Sl. No.	Name of the Cost Auditors	Unit	Remuneration for FY 2021-22
1	M/s Shome & Banerjee, Delhi (Lead Cost Auditor)	Consolidation Audit Report	0.96
		Jhansi	0.77
		HERP Varanasi	0.38
		Bhopal	1.91
2	M/s R.J. Goel & Co., Delhi	HEEP Haridwar	1.91
		CFFP Haridwar	0.38
3	M/s KRJ & Associates, Hyderabad	Hyderabad	1.91
4	M/s M. Krishnaswamy & Associates, Chennai	Trichy	2.54
		BAP Ranipet	1.27
5	M/s J. H & Associates, Bengaluru	SBD Bangalore	0.50
		EDN Bangalore	0.64
6	M/s K.B. Saxena & Associates, Lucknow	IVP Goindwal	0.38
		FSIP Jagdishpur	0.58
		CFP Rudrapur	0.38
7	M/s Uppalapati & Associates, Visakhapatnam	HPVP Visakhapatnam	0.50
Total			15.01

The above fee is exclusive of applicable taxes and out-of-pocket expenses which are payable extra.

Accordingly, Members are requested to ratify the remuneration

payable to the Cost Auditors for the Financial Year ending on 31st March, 2022.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5.

The Board of Directors commends the resolution for approval of the Shareholders.

ITEM NO. 6

Ms. Renuka Gera (DIN: 08970501), aged 57 years, was inducted as Director (Industrial Systems & Products) on the Board of BHEL w.e.f. December 1, 2020.

She is an Electronics & Communication engineering graduate from Delhi College of Engineering.

Prior to this, she was heading Industry Sector as Executive Director.

Starting her career with BHEL in 1984 as Engineer Trainee in Transmission Business Group, she has over 36 years of holistic and hands on experience in various verticals of Industry Sector driving business development and diversification initiatives in Energy Storage Systems, Electric Mobility, Railway Electrification, Transportation, Defence, Transmission Systems including High Voltage Direct Current Transmission (HVDC), Renewable Energy & Water Management Systems.

She has headed various functions in BHEL viz. Marketing, Business Development, Engineering, Contract & Project Management, HR, Administration, Planning, Finance and Legal besides serving in Bhopal manufacturing unit for 5 years. During her career span, she had extensive involvement with HVDC projects in the country and was Project Manager for one of the largest HVDC Multi-Terminal projects in India.

Significantly, she is the first women employee of BHEL to reach the level of Director. She had earlier been sponsored by BHEL for International Certification Programme in Business Management conducted under the aegis of Department of Public Enterprises.

Ms. Renuka Gera is Chairperson of Steering Committee for "Study of Wireless Opportunities Charging of Electric Buses using Solar Energy" - constituted by TIFAC - an autonomous body of Deptt. of S&T, GOI. She is also Member of Research Council CSIR-NEERI (National Environmental Engineering Research Institute) and Vice President of the Governing Council of 'The Committee for International Council on Large Electric Systems (CIGRE), India'.



Appointment of Ms. Renuka Gera is upto 31.08.2023 or until further orders, whichever event occurs earlier, in the pay scale of ₹1,80,000 – ₹3,40,000 p.m. on terms and conditions approved by the Government of India.

Ms. Renuka Gera does not hold any shares in BHEL and she does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

Ms. Renuka Gera attended two Board Meetings which were held during her tenure in FY 2020-21.

By virtue of Section 161 of the Companies Act, 2013 read with Article 67(iv) of the Articles of Association of the Company, Ms. Renuka Gera holds office till the date of ensuing Annual General Meeting and is eligible for appointment. As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Ms. Renuka Gera for the Office of Director of the Company.

Except Ms. Renuka Gera, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6.

The Board of Directors commends the resolution for approval of the Shareholders.

ITEM NO. 7

Shri Jeetendra Singh (DIN: 09207792), aged 50 years, was inducted as Part-time Official Director on the Board of BHEL w.e.f. June 18, 2021.

Shri Jeetendra Singh belongs to the Indian Railway Service of Electrical Engineers. He has done B.E in Electrical Engineering from VNIT, Nagpur and PGDM for Executives from IIM Calcutta.

He is presently posted as Joint Secretary in Ministry of Heavy Industries (MHI), Government of India. Prior to joining MHI, he was posted as Executive Director Corporate Coordination in Railway Board.

Earlier he worked as Director in NITI Aayog on Urban Development and in erstwhile Planning Commission in areas of PPP & Infrastructure creation. As Director (Planning) in Ministry of Railways his responsibilities included long term planning and modernization of Railways, development of Dedicated Freight Corridors and Heavy Haul operations. In his initial career he worked in areas of electric traction, locomotive maintenance & operations in various Railway units.

Shri Jeetendra Singh holds the position of Part-time Official Director on the Boards of Andrew Yule & Co. Limited, HMT Limited, HMT Machine Tools Limited, HMT (I) Limited and Heavy Engineering Corporation Limited.

Being a Government of India nominee on the Board of BHEL, Shri Jeetendra Singh does not receive any remuneration from BHEL.

Shri Jeetendra Singh does not hold any shares in BHEL and he does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

Since Shri Jeetendra Singh was appointed as Director on 18.06.2021, he did not attend any Board Meeting during FY 2020-21.

By virtue of Section 161 of the Companies Act, 2013 read with Article 67(iv) of the Articles of Association of the Company, Shri Jeetendra Singh holds office till the date of ensuing Annual General Meeting and is eligible for appointment. As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Shri Jeetendra Singh for the Office of Director of the Company.

Except Shri Jeetendra Singh, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 7.

The Board of Directors commends the resolution for approval of the Shareholders.

By Order of the Board of Directors

(Rajeev Kalra)
Company Secretary

Place: New Delhi

Date: July 30, 2021



DETAILS OF DIRECTORS PROPOSED FOR RE-APPOINTMENT

SHRI SUBODH GUPTA

Shri Subodh Gupta (DIN: 08113460), aged 57 years, was appointed as Director (Finance) on the Board of BHEL w.e.f. April 18, 2018.

Shri Gupta is a Fellow member of the Institute of Cost Accountants of India (ICAI) and a Commerce (Honours) Graduate from University of Delhi. Prior to his appointment to the board of Directors, he was General Manager (Corporate Finance) handling Financial Planning and Strategy, Treasury Management and Taxation. In addition, he was also heading the Finance function of Strategic Business Units under the company's "Industry Sector" Business Segment.

An accomplished finance professional, Shri Gupta brings with him more than 35 years of diverse experience in the financial operations of BHEL. He started his career with BHEL as Trainee (Finance) in 1985 and during his career progression, equipped himself with all facets of Financial Management to take challenging responsibilities.

Under the dynamic leadership of Shri Gupta, BHEL has been bestowed with the Maiden ICWAI National Award for Excellence in Cost Management 2005 and Maiden prestigious CII-Exim Bank Award for Business Excellence 2006. As a certified TQM assessor from European Foundation for Quality Management, he has significantly contributed in improvement of business processes and conducted several internal and external TQM assessments. He was conferred with CMA Achiever's Award - Certificate of Merit 2016, for his significant contribution to Corporate Management practices, under the category "PSU Manufacturing – Large" by the Institute of Cost Accountants of India. He was also conferred with the 'Top Rankers Excellence Award 2020' for best finance professional of the year.

Shri Subodh Gupta has played a catalytic role in embedding new perspectives in financial strategy in terms of driving excellence in financial reporting, enhancement in quality of assets in Balance Sheet, efficient treasury management and mitigation of financial risks. He has been fostering strategic planning, reinforcing budgetary discipline and aligning the systems and processes to function as an instrument of addressing the crucial challenges and improving operating efficiency. He has maintained close oversight on cost trajectories of various components and pioneered effective cost reduction measures in various spheres in the organization, resulting in significant improvement in financial performance, profitability and liquidity. He has led various initiatives for building effective internal financial controls and imbibed the culture of adopting best financial practices to create a robust framework of internal controls and risk management.

Despite the prolonged liquidity crunch triggered by the spread of global pandemic he played a pivotal role in enabling generation of operating cash surplus and registering the lowest level of trade receivables in the last decade by resolute focus on holistic receivables management. His initiatives of adoption of prudent financial policies, adherence to cash conservation for augmenting liquidity and steering sound financial management helped in mitigating the operational losses in the face of prevailing challenges of subdued operations amidst disruptions caused by the spread of pandemic.

He is strong proponent of systemic improvements through digitalization of the financial processes and driven development and integration of various digitalized systems enabling attainment of higher levels of efficiency and enhanced levels of financial controls and transparency.

Under his financial leadership, BHEL, after nearly four decades, has been conferred 'ICAI Award for Excellence in Financial Reporting' for FY 2019-20 in the 'Infrastructure and Construction Sector' category in recognition of compliances, comprehensiveness and quality of financial information presented in the financial statements.

Shri Subodh Gupta holds the position of Part-time Nominee Director on the Board of Raichur Power Corporation Limited. He has also been elected as member of the 'SCOPE' Executive Board 2021-23 w.e.f. 01.04.2021. Apart from it, he is also functioning as Chairman of the 'SCOPE Committee on Financial management' and member of 'SCOPE Policy Advisory Group' and 'SCOPE Committee on Digital Transformation' w.e.f. 22.06.2021.

Shri Subodh Gupta's appointment is upto 17.04.2023 or until further orders, whichever event occurs earlier, in the pay scale of ₹1,80,000 - ₹3,40,000 p.m. on terms and conditions approved by the Government of India.

Shri Subodh Gupta does not hold any shares of BHEL and he does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

Shri Subodh Gupta has attended all the Board Meetings (eight) held in FY 2020-21.

SHRI SHASHANK PRIYA

Shri Shashank Priya (DIN: 08538400), aged 55 years, was inducted as Part-time Official Director on the Board of BHEL w.e.f. October 4, 2019.



Shri Shashank Priya is a civil servant belonging to 1988 batch of the Indian Revenue Service (Customs and GST). He is presently working as Additional Secretary and Financial Advisor in Ministry of Commerce & Industry.

He has more than 32 years of experience of dealing with issues relating to indirect tax and WTO. He has worked on GST issues in various capacities like Joint Secretary, GST Council, Additional Director General (GST) and Commissioner, GST.

He has a decade of experience of working on WTO issues. He worked for five years as a Professor in the Centre for WTO Studies in the Indian Institute of Foreign Trade and dealt extensively with issues relating to WTO and Trade Facilitation. He also worked for 5 years in the Trade Policy Division of the Department of Commerce as Deputy Secretary/ Director. He has represented India in negotiations in WTO Ministerial Conferences in Cancun, Geneva and Hong Kong as well as in numerous WTO Committee meetings.

He has also worked in different field formations of Customs and Central Excise such as Central Excise Division, Anti-Smuggling, Appraising, Vigilance and Export Promotion.

He has acted as a resource person for several reputed institutions and made numerous presentations on GST and WTO issues before national and international audience in India and abroad. He was the Academic Coordinator for long term WTO Regional Trade Policy Course for Asia Pacific Countries organized by the Centre for WTO Studies in collaboration with WTO, Geneva in 2011 and 2012.

He has contributed articles on WTO issues in newspapers/journals and has written two books, namely 'Review of Trade Policies of India's Major Trading Partners' and 'Trade Facilitation Gap Analysis for Border Clearance Procedures in India'. He also wrote a paper for

UN ESCAP, Bangkok on 'Cross-Border Paperless Trade'.

Shri Shashank Priya holds the position of Part-time Official Director on the Boards of MMTC Limited, India Trade Promotion Organisation, Invest India, State Trading Corporation of India Limited, India International Convention & Exhibition Centre Limited and HMT Limited. He is a member of the Audit Committees of MMTC Limited & India Trade Promotion Organisation and Chairperson of the Audit Committee & Stakeholders Relationship Committee of State Trading Corporation of India.

Being a Government of India nominee on the Board of BHEL, Shri Shashank Priya does not receive any remuneration from BHEL.

Shri Shashank Priya does not hold any shares in BHEL and he does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

Shri Shashank Priya has attended all the Board Meetings (eight) held in FY 2020-21.

By Order of the Board of Directors

(Rajeev Kalra)
Company Secretary

Place: New Delhi

Date: July 30, 2021



PROCEDURES FOR JOINING THE AGM THROUGH VC, REMOTE E-VOTING AND VOTING AT THE AGM

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting facility provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

The remote e-voting period will be as under: -

Commencement of remote e-voting:	9:00 A.M. on Monday, September 20, 2021
End of remote e-voting:	5:00 P.M. on Wednesday, September 22, 2021

Members holding shares either in physical form or in dematerialized form, as on Thursday, September 16, 2021 i.e. cut-off date, may cast their vote electronically during the above period. The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility either during the period commencing from September 20, 2021 and ending on September 22, 2021 or e-voting during the AGM. Members who have cast their vote by remote e-voting prior to the AGM may attend/participate in the AGM through VC but shall not be entitled to cast their vote on such resolution again.

The Board of Directors of the Company have appointed Shri Sachin Agarwal of M/s Agarwal S. & Associates, Practicing Company Secretary as Scrutinizer to scrutinize the process of remote e-voting and electronic voting at the AGM in a fair and transparent manner.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company (www.bhel.com) and on the website of the e-voting agency (www.evoting.nsdl.com). The result will simultaneously be communicated to the stock exchanges.

Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., on September 23, 2021.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS AND JOINING VIRTUAL MEETING

A. Process and manner for remote e-voting, and voting during the AGM are explained below:

Step-1: Access to the NSDL e-voting system and casting vote electronically on NSDL e-voting system

A.1) Login method for Individual shareholders holding securities in demat mode

In terms of the SEBI Circular dated December 9, 2020 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-voting process has been enabled for all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>I. NSDL IDeAS Facility:</p> <ul style="list-style-type: none"> ▪ If you are already registered for the NSDL IDeAS facility: <ol style="list-style-type: none"> 1. Please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-services is launched, click on the 'Beneficial Owner' icon under 'Login', available under the 'IDeAS' section. 3. A new screen will open. You will have to enter your User ID and password. After successful authentication, you will be able to see e-voting services. 4. Click on 'Access to e-voting' under e-voting services and you will be able to see the e-voting page. 5. Click on options available against Company name or e-voting service provider – NSDL and you will be re-directed to the NSDL e-voting website for casting your vote during the remote e-voting period or voting during the meeting.

	<p>▪ If you are not registered for IDEAS e-Services:</p> <ol style="list-style-type: none"> The option to register is available at https://eservices.nsd.com Select 'Register Online for IDEAS' or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Upon successful registration, please follow steps given in points 1 - 5 above. <p>II. E-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or mobile phone. Once the homepage of e-voting system is launched, click on the 'Login' icon, available under the 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on options available against Company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting. <p>III. Shareholders/Members can also download NSDL Mobile App 'NSDL Speed-e' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their User ID and password. The option to reach e-voting page will be made available without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on 'New System Myeasi'. After successful login of Easi/Easiest, you will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider (ESP) i.e. NSDL portal. Click on NSDL to cast your vote. If you are not registered for Easi/Easiest, the option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, you can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> You can also log in using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for the e-voting facility. Once logged in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL / CDSL depository site after successful authentication, wherein you can see e-voting feature. Click on the options available against Company name or e-voting service provider-NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800-1020-990 and 1800-22-4430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542/43

A.2) Login Method for shareholders, other than Individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon '**Login**' which is available under '**Shareholder/Member**' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-Services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically on NSDL e-voting system.
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8-Character DP ID followed by 8- Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16- Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 116681 then user ID is 116681001***
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6. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the '**initial password**' which was communicated to you. Once you retrieve your '**initial password**', you need to enter the '**initial password**' and the system will prompt you to change your password.
 - c) How to retrieve your '**initial password**'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your '**User ID**' and your '**initial password**'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in '**General Guidelines for shareholders**'.
7. If you are unable to retrieve or have not received the '**initial password**' or have forgotten your password:
 - a) Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .
 - b) Click on '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, tick on '**Agree to Terms and Conditions**' by selecting on the check box.
9. Now, you will have to click on '**Login**' button.
10. After you click on the '**Login**' button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies '**EVEN**' in which you are holding shares and whose voting cycle is in active status.
2. Select '**EVEN 116681**' of Company to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on '**VC/OAVM**' link placed under '**Join General Meeting**'.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on '**Submit**' and also '**Confirm**' when prompted.
5. Upon confirmation, the message '**Vote cast successfully**' will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from the depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. Instructions For Members for attending the AGM through VC & Voting on the day of AGM:

1. Members will be provided with the facility to attend the AGM through VC through the NSDL e-voting system. Members may access the same by following the steps mentioned above for 'Access to NSDL e-voting system'. After successful login, Members should click '**VC/OAVM link**' placed under '**Join General meeting**' menu against Company name. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
2. The members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned elsewhere in the Notice.
3. Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-102-0990 and 1800-22-4430 or contact Ms. Soni Singh- NSDL at sonis@nsdl.co.in.

6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number & prospective questions (if any) at shareholderquery@bhel.in from September 17, 2021 (9:00 a.m. IST) to September 18, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, subject to availability of sufficient time for smooth conduct of the AGM.
7. Members may also ask questions in writing by sending mail in advance at shareholderquery@bhel.in, mentioning their name, demat account number/folio number, email id, mobile number and the requisite views/ questions. The same will be replied by the Company suitably.
8. Facility to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
9. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
10. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
11. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

C. General Guidelines for shareholders

1. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at sachin@companylawworld.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the '**Forgot User Details/Password?**' or '**Physical User Reset Password?**' option available on www.evoting.nsdl.com to reset the password.
3. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he /she can use his / her existing User ID and



password for casting the vote. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the Cut-off date may follow steps mentioned above under '**Login method for Individual shareholders holding securities in demat mode**'.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990 and 1800-22-4430 or send a request to Ms. Soni Singh at evoting@nsdl.co.in.
5. Members whose email IDs are not registered with the depositories / Company may send a request to evoting@nsdl.co.in for procuring user ID and password for e-voting:
 - i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (Self-attested Scanned copy of PAN card), AADHAR (Self-attested Scanned copy of Aadhar Card).
 - ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, Client Master or Copy of Consolidated Account statement, PAN (Self-attested Scanned copy of PAN card), AADHAR (Self-attested Scanned copy of Aadhar Card).
 - iii) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at (point no. A.1) i.e., Login method for Individual shareholders holding securities in demat mode.
- iv) In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. To register/ update your email address with the Company permanently and to keep receiving all communication (Notice, Annual Report and the e-voting instructions along with the User ID & Password) electronically in future, please follow the below process:
 - a) Members holding shares in physical mode may send an e-mail request addressed to shareholderquery@bhel.in or to M/s Alankit Assignments Limited, Registrar & Share Transfer Agent of the company at rt@alankit.com alongwith scanned copy of the request letter duly signed by the first shareholder, providing the email address, Mobile No., self-attested copy of PAN and a copy of the share certificate to enable RTA to register their e-mail address.
 - b) Members holding shares in dematerialized mode are requested to register/ update their email addresses with their respective Depository Participant.
 - c) In case of queries in the matter, members are requested to write to rt@alankit.com or call at 011-42541234.