



## 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 53<sup>rd</sup> Annual General Meeting in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice dated 11<sup>th</sup> August, 2017 convening the Annual General Meeting of the Company held on 22<sup>nd</sup> 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 53<sup>rd</sup> 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.

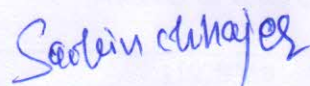




In this regard, we hereby submit our consolidated report as under:

1. The shareholders of the Company holding shares on the "cut-off date" i.e. 15<sup>th</sup> September, 2017 were entitled to vote on the resolutions as set out in the notice of the 53<sup>rd</sup> 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 19<sup>th</sup> September, 2017 (9:00 A.M) to 21<sup>st</sup> 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 53<sup>rd</sup> Annual General Meeting through ballot paper, the votes cast through remote e-voting were unblocked on 22<sup>nd</sup> 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 53<sup>rd</sup> 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 31<sup>st</sup> 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





**Resolution No. 2: Ordinary Resolution**

To declare dividend for the financial year 2016-17

**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	632	2200890908	99.996
Voting at the AGM	5	75820	0.003
Total	637	2200966728	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	1155	0
Voting at the AGM	0	0	0
Total	5	1155	0

**c) Votes cast "Abstained" the resolution:**

Mode of voting	Number of members who cast their votes	Number of votes cast
Remote e-voting	21	11027838
Voting at the AGM	0	0
Total	21	11027838

**Resolution No. 3: Ordinary Resolution**

To appoint a Director in place of Shri Subrata Biswas (DIN: 07297184), who retires by rotation and being eligible, offers himself for re-appointment.

**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	399	1981579553	90.929
Voting at the AGM	5	75820	0.003
Total	404	1981655373	90.932





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	231	197593311	9.067
Voting at the AGM	0	0	0
Total	231	197593311	9.067

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast
Remote e-voting	34	32746587
Voting at the AGM	0	0
Total	34	32746587

Resolution No. 4: Ordinary Resolution

To appoint a Director in place of Shri T. Chockalingam (DIN: 07428614), who retires by rotation and being eligible, offers himself for re-appointment

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	399	1981578926	90.929
Voting at the AGM	5	75820	0.003
Total	404	1981654746	90.932

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	233	197595138	9.067
Voting at the AGM	0	0	0
Total	233	197595138	9.067





c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast
Remote e-voting	32	32745387
Voting at the AGM	0	0
Total	32	32745387

Resolution No. 5: Ordinary Resolution

To authorize the Board of Directors to fix the remuneration of the Auditors for the year 2017-18.

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	612	2200162697	99.963
Voting at the AGM	5	75820	0.003
Total	617	2200238517	99.966

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	21	728758	0.033
Voting at the AGM	0	0	0
Total	21	728758	0.033

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast
Remote e-voting	25	11027996
Voting at the AGM	0	0
Total	25	11027996





Resolution No.6: Ordinary Resolution

Ratification of remuneration of Cost Auditors for financial year 2017-18

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	619	2200889601	99.996
Voting at the AGM	5	75820	0.003
Total	624	2200965421	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	15	1837	0
Voting at the AGM	0	0	0
Total	15	1837	0

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast
Remote e-voting	25	11028013
Voting at the AGM	0	0
Total	25	11028013

Resolution No. 7: Ordinary Resolution

Approval for appointment of Shri Bhaskar Jyoti Mahanta (DIN:07487571) as Director

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	392	1975133864	90.633
Voting at the AGM	5	75820	0.003
Total	397	1975209684	90.636





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	237	204039960	9.362
Voting at the AGM	0	0	0
Total	237	204039960	9.362

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast
Remote e-voting	34	32745627
Voting at the AGM	0	0
Total	34	32745627

Resolution No. 8: Ordinary Resolution

Approval for appointment of Smt. Surama Padhy (DIN: 07681896) as Director

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	609	2199296074	99.924
Voting at the AGM	5	75820	0.003
Total	614	2199371894	99.927

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	25	1595283	0.072
Voting at the AGM	0	0	0
Total	25	1595283	0.072





c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast
Remote e-voting	26	11028094
Voting at the AGM	0	0
Total	26	11028094

Resolution No. 9: Ordinary Resolution

Issue of bonus shares

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	630	2200891263	99.996
Voting at the AGM	5	75820	0.003
Total	635	2200967083	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	7	880	0
Voting at the AGM	0	0	0
Total	7	880	0

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast
Remote e-voting	20	11027758
Voting at the AGM	0	0
Total	20	11027758





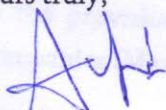
Based on the aforesaid results, we report that all Resolutions set out in the notice of the 53<sup>rd</sup> Annual General Meeting dated 22<sup>nd</sup> September, 2017 stand passed with requisite majority.

We hereby confirm that we have maintained a register to record the assent or dissent in respect of valid votes cast by the members of the company at the AGM and through remote e-voting and other details as required under prescribed Rules, based on the information received from the RTA and the e-voting data received from Karvy Computershare Private Limited.

The aforesaid Register and all other papers relating to remote e-voting and voting at the AGM will remain in our custody until Chairman approves and signs the Minutes of the AGM and the same shall be handed over to the Chairman/ Company Secretary for safe keeping.

The Company may accordingly declare the results of voting, as required.

Thanking you,  
Yours truly,



Ashu Gupta

Practising company Secretary

Membership No- 4123

C.P. No. 6646

Date: 22/09/2017

Place: New Delhi

