



AGARWAL S. & ASSOCIATES

COMPANY SECRETARIES

D-427, 2nd Floor, Ramphal Chowk,
(Backside of Goyalsons) Palam Extn
Sector 7, Dwarka, New Delhi-110075
Email Id: sachinag1981@gmail.com

Phone: 011-45052182; Mobile: 9811549887

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
BHEL House, Siri Fort,
New Delhi – 110049

Reg.: 57th Annual General Meeting (AGM) of the members of Bharat Heavy Electricals Limited held on Thursday, 23rd day of September, 2021, through Video Conferencing/ Other Audio-Visual Means

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting at the 57th AGM of BHEL conducted pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, New Delhi had been appointed as the Scrutinizer by the Board of Directors of **Bharat Heavy Electricals Limited** ("the Company") in its meeting held on 30.07.2021, pursuant to the provisions of Section 108 and any other applicable provision of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 read with Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020 and Circular No. 02/2021 dated 13.01.2021 (collectively referred to as "MCA Circulars") along with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 Dated 15.01.2021, for the purpose of scrutinizing the remote e-voting process and electronic voting at the AGM by the members, on the resolutions mentioned in the notice of the 57th AGM of the Company held on Thursday, the 23rd day of September, 2021.

The notice dated 30.07.2021 convening AGM of the Company was sent to all the members on 28.08.2021. The members of the Company holding shares as on the "Cut-Off" date i.e. Thursday, 16.09.2021 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 7 in the notice convening the 57th AGM of the Company.

The Company had appointed National Securities Depository Limited (NSDL) for providing the facility of remote e-voting to the members of the Company. The voting period for remote e-voting commenced on Monday, 20.09.2021 at 9:00 AM and ended on Wednesday, 22.09.2021 at 5:00 PM and the remote e-voting platform was blocked thereafter. For members who did not cast their vote by remote e-voting,



the facility for electronic voting was made available during the AGM and members attending the AGM who had not cast their vote by remote e-voting voted at the Meeting through this facility.

After the closure of electronic voting during AGM held on 23.09.2021, the remote e-voting conducted prior to the AGM was unlocked on 23.09.2021 and was downloaded in the presence of two independent witnesses, Mrs. Anuradha Jain and Mr. Shailender Kumar, who are not in employment of the Company.

(Mrs. Anuradha Jain)

(Mr. Shailender Kumar)

Together with the votes cast during the AGM, the votes cast by the members were reconciled with the records maintained by the Registrar & Transfer Agent of the Company.

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from NSDL's remote e-voting and AGM platform(s).

Based on the result made available to us, I hereby annex the consolidated voting results pursuant to Rule 20 of the Companies (Management & Administration) Rules, 2014 on all the resolutions contained in the notice of the aforesaid AGM.

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

Thanking You,

Yours Faithfully,

For Agarwal S. & Associates,
Company Secretaries,

CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910



Date: 23.09.2021

Place: New Delhi

UDIN: F005774C000994553

Resolution No.1: Ordinary Resolution

Adoption of Financial Statements of the Company for the financial year ended 31st March, 2021, 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	3491	2778597436	3386	2778540447	100	105	56989	0.00

Resolution No.2: Ordinary Resolution

Re-appointment of Shri Subodh Gupta (DIN: 08113460), 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	3456	2779418923	3026	2695852761	96.99	430	83566162	3.01

Resolution No.3: Ordinary Resolution

Re-appointment of Shri Shashank Priya (DIN: 08538400), 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	3438	2767141560	2998	2679098654	96.82	440	88042906	3.18

Resolution No.4: Ordinary Resolution

Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2021-22

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	3448	2779420658	3225	2770153304	99.67	223	9267354	0.33



Special Business

Resolution No.5: Ordinary Resolution

Ratification of remuneration of Cost Auditors for financial year 2021-22

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	3443	2779417278	3212	2779281827	100	231	135451	0.00

Resolution No.6: Ordinary Resolution

Appointment of Ms. Renuka Gera (DIN: 08970501) 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	3436	2779411810	3126	2695899008	97.00	310	83512802	3.00


Resolution No.7: Ordinary Resolution

Appointment of Shri Jeetendra Singh (DIN: 09207792) 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	3423	2767134461	3107	2679156954	96.82	316	87977507	3.18

Based on the above results, I confirm that all the resolutions have been carried out with requisite majority.

For Agarwal S. & Associates,
Company Secretaries,


CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910



Date: 23.09.2021
Place: New Delhi
UDIN: F005774C000994553