



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

SUB: Consolidated Scrutinizer's Report on remote e-voting and electronic voting at the 58th Annual General Meeting of Bharat Heavy Electricals Limited held on Thursday, 29th September, 2022 at 10.00 A.M. through video conferencing / other audio visual means

Dear Sir,

I, Ashu Gupta, of Ashu Gupta & Co., Practicing Company Secretary had been appointed as the scrutinizer by the Board of Directors of **Bharat Heavy Electricals Limited** ("the Company") pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management & Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and electronic voting at the 58th Annual General Meeting (AGM) of the Company in a fair & transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice dated 26th August, 2022 for the 58th AGM of the Company held on 29th September, 2022.

The notice dated 26th August, 2022, as confirmed by the Company, was sent by email to those shareholders whose email addresses were registered with the Company/ Depositories, in compliance with MCA Circulars dated 05.05.2022 read together with MCA Circulars dated 08.04.2020, 13.04.2020 and 05.05.2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated 13.05.2022. The AGM was convened through Video Conferencing/ Other Audio Visual Means (VC) without the physical presence of the shareholders at common venue in terms of above stated MCA Circulars and SEBI Circular.

The Company had appointed National Securities Depository Limited ("NSDL") for providing the facility to its shareholders to exercise their votes on the resolutions as set out in the notice of the 58th AGM by way of remote e-voting and electronic voting conducted during the 58th AGM held on 29th September, 2022.

The management of the Company is responsible for ensuring compliance with the provisions of the Companies Act, 2013 and rules made thereunder relating to voting through electronic means on the resolutions proposed in the notice of the 58th AGM.



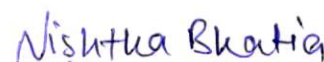
My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast 'in favour' or 'against', if any, to the Chairman or his authorized representative, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by NSDL, the authorized agency engaged by the Company to provide facility of remote e-voting and electronic voting during the AGM.

In this regard, I submit as under:

1. The public advertisement with respect to dispatch of notice of AGM and conducting of remote e-voting and electronic voting during the AGM was published in English newspaper 'The Statesman' and in Hindi newspaper 'Hari Bhoomi' on 7th September, 2022.
2. The shareholders of the Company holding shares on the "cut-off date" i.e. Thursday, 22nd September, 2022, were entitled to vote on the resolution(s) proposed as set out in the notice of the AGM.
3. The remote e-voting period remained open from 9.00 A.M. on Monday, 26th September, 2022 and ended on Wednesday, 28th September, 2022 at 5.00 P.M. The shareholders who did not exercise their voting rights through remote e-voting and who were present at the AGM through VC, were entitled to vote at the AGM by electronics means.
4. After closure of voting during the AGM, the electronic system recording the voting, provided by NSDL, was unblocked by me on 29th September, 2022 around 12:42 PM in the presence of two witnesses, Mr. Roshan Kumar Ojha S/o Shri Vijay Shankar Ojha and Ms. Nishtha Bhatia D/o Mr. Pankaj Bhatia, who are not in the employment of the Company. They have signed below in confirmation of the same:



Roshan Kumar Ojha



Nishtha Bhatia

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, were generated from the electronic voting website of NSDL.

Based on the scrutiny of the aforesaid data, it is observed that -
207 members attended the AGM through VC;
2981 members had casted vote through remote e-voting;
11 members casted vote through electronic voting at the AGM.

I also submit herewith the consolidated voting results in respect of the resolutions contained in the notice of the 58th AGM as under:

ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution

Adoption of Financial Statements of the Company for the Financial Year ended 31st March, 2022 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	2985	2788595005	2882	2788287332	99.989	103	307673	0.011

Resolution No. 2: Ordinary Resolution

Declaration of dividend for the 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	2983	2792183115	2899	2792132408	99.998	84	50707	0.002

Resolution No. 3: Ordinary Resolution

Re-appointment of Ms. Renuka Gera (DIN: 08970501), 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	2971	2792169215	2639	2692053336	96.414	332	100115879	3.586

Resolution No. 4: 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	2963	2792169086	2618	2673312846	95.743	345	118856240	4.257

Resolution No. 5: Ordinary Resolution

Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2022-23:



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	2966	2792168888	2804	2783533922	99.691	162	8634966	0.309

SPECIAL BUSINESS

Resolution No. 6: Ordinary Resolution

Ratification of Remuneration of Cost Auditors for financial year 2022-23:

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	2964	2792168581	2797	2789831298	99.916	167	2337283	0.084

Resolution No. 7: Special Resolution

*Appointment of Dr. Raj Kumar Agarwal (DIN: 00001415) as an Independent Director:

** consequent to the resignation of Dr. Raj Kumar Agarwal from the post of Non-Official (Independent) Director on the Board of the Company w.e.f. 12th September, 2022, Item/ Resolution No. 7, stands withdrawn and hence, was not considered for voting by the members of the Company and declaration of voting results.*

Resolution No. 8: Special Resolution

Appointment of Dr. Sivaprasad Kodungallur (DIN: 09392812) as an Independent 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	2959	2792166656	2763	2789802813	99.915	196	2363843	0.085



Resolution No. 9: Special Resolution

Appointment of Dr. Lekhasri Samantsinghar (DIN: 09392192) as an Independent 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	2958	2792165847	2739	2772922664	99.311	219	19243183	0.689

Resolution No. 10: Ordinary Resolution

Appointment of Shri Jai Prakash Srivastava (DIN: 09703643) as a 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	2965	2792168017	2687	2689115976	96.309	278	103052041	3.691

Based on the aforesaid results, I report that the resolutions set out in the notice of the 58th AGM held on 29th September, 2022 stands passed with requisite majority. All relevant records relating to remote e-voting and electronic voting at the AGM shall remain under my safe custody until the Chairman considers, approves and signs the minutes of the AGM, after which the same shall be handed over to the Chairman/ Authorized Representative.


Ashu Gupta
Ashu Gupta & Co.,
Practising Company Secretaries
FCS No.: 4123
CP no.: 6646
UDIN: F004123D001081122



Place: New Delhi
Date: 29/09/2022