



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
2. NATIONAL STOCK EXCHANGE OF INDIA LTD., MUMBAI

Sub: Proceedings of the 58th Annual General Meeting and Disclosure of Voting Results thereof

The 58th Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Thursday, September 29, 2022 at 10 A.M. IST through Video Conferencing/ Other Audio-Visual Means (VC). In terms of Regulation 30 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the proceeding of the 58th AGM of BHEL and the details regarding voting results in the specified format respectively, are submitted herewith.

No. AA/SCY/SEs
Date: 29.09.2022

(Rajeev Kalra)
Company Secretary
shareholderquery@bhel.in

Encl.: As above

Proceedings of the 58th Annual General Meeting of Bharat Heavy Electricals Limited

The 58th Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Thursday, 29.09.2022 at 10 A.M. IST through Video Conferencing/ Other Audio-Visual Means (VC). Pursuant to Article 47 of the Articles of Association, Dr. Nalin Shinghal, being the Chairman of the Board took the chair and conducted the proceedings of the Meeting. The requisite quorum being present, Chairman called the Meeting to order.

Chairman informed the shareholders that Ms. Ashu Gupta of M/s Ashu Gupta & Co., Practicing Company Secretaries had been appointed by the Board to act as a Scrutinizer to scrutinize the remote e-voting as well as the electronic voting at the AGM. He further informed that all efforts feasible under the circumstances have been made by the Company to enable members to participate and vote on the items being considered in the Meeting. Chairman mentioned that subsequent to the issue of the AGM notice, Dr. Raj Kumar Agarwal had resigned as Part-time Non-Official (Independent) Director on the Board of the Company w.e.f. 12.09.2022 due to his pre-occupation in personal affairs. In view of the same, agenda item no. 7 of the AGM Notice pertaining to 'Appointment of Dr. Raj Kumar Agarwal (DIN: 00001415) as an Independent Director' had become inoperative and therefore, will not be considered for e-voting by the Members of the Company, declaration of e-voting results by the Scrutinizer or for any other purpose ancillary or incidental thereto. Thereafter, Chairman delivered his speech.

Chairman informed that pursuant to 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 Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to its shareholders, through National Securities Depository Limited (NSDL), in respect of businesses to be transacted at the AGM. The remote e-voting commenced at 9 A.M. on Monday, 26.09.2022 and ended at 5 P.M. on Wednesday, 28.09.2022. For those shareholders who could not exercise their vote through remote e-voting, the facility for electronic voting was provided at the AGM till the conclusion of the Meeting.

Company Secretary then read out the 9 resolutions proposed to be passed at the Meeting. He reiterated that in view of the resignation of Dr. Raj Kumar Agarwal, agenda item no. 7 had become inoperative. Chairman explained the objectives & implications of the 9 resolutions to the shareholders. Chairman answered the queries raised by the shareholders.

Chairman mentioned that the Consolidated Scrutinizer's Report shall be uploaded on the website of the Company as well as the website of NSDL.

The following items as per the notice of the Meeting were transacted at the AGM:

Ordinary Business

1. Adoption of Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Directors' Report and Auditors' Report thereon

2. Declaration of dividend for the financial year 2021-22
3. Re-appointment of Ms. Renuka Gera (DIN: 08970501), who retires by rotation
4. Re-appointment of Shri Subodh Gupta (DIN: 08113460), who retires by rotation
5. Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2022-23

Special Business

6. Ratification of Remuneration of Cost Auditors for financial year 2022-23
7. *Appointment of Dr. Raj Kumar Agarwal (DIN: 00001415) as an Independent Director – resolution inoperative*
8. Appointment of Dr. Sivaprasad Kodungallur (DIN: 09392812) as an Independent Director
9. Appointment of Dr. Lekhasri Samantsinghar (DIN: 09392192) as an Independent Director
10. Appointment of Shri Jai Prakash Srivastava (DIN: 09703643) as a Director

The summary of consolidated e-voting results are given below:

Date of Annual General Meeting	: 29 th September, 2022
Cut-off Date for Voting eligibility for AGM	: 22 nd September, 2022
Total Number of Shareholders on Record Date	: 12,21,618
No. of Shareholders present in the Meeting either in person or through proxy	: Nil
No. of Shareholders attended the Meeting through Video Conferencing	: Promoters and promoter Group: 1 {President of India through Shri Vijay Mittal, Joint Secretary, Ministry of Heavy Industries) Public: 206

The agenda wise details of the Voting Results and Consolidated Scrutinizer's Report regarding voting results are attached herewith at Annexures - A & B respectively. Based on the above, all the resolutions as set out in the notice (except item no. 7 which had become inoperative) were declared as passed with requisite majority.

ANNEXURE-A

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Directors' Report and Auditors' Report thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	670522600	586653214	87.4919	586411299	241915	99.9588	0.0412
	Poll							
	Postal Ballot (if applicable)							
	Total	670522600	586653214	87.4919	586411299	241915	99.9588	0.0412
Public- Non Institutions	E-Voting	611890153	2291389	0.3745	2225631	65758	97.1302	2.8698
	Poll							
	Postal Ballot (if applicable)							
	Total	611890153	2291389	0.3745	2225631	65758	97.1302	2.8698
	Total	3482063155	2788595005	80.0846	2788287332	307673	99.9890	0.0110

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of dividend for the financial year 2021-22				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	670522600	590241572	88.0271	590241572	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	670522600	590241572	88.0271	590241572	0	100.0000	0.0000
Public-Non Institutions	E-Voting	611890153	2291141	0.3744	2240434	50707	97.7868	2.2132
	Poll							
	Postal Ballot (if applicable)							
	Total	611890153	2291141	0.3744	2240434	50707	97.7868	2.2132
	Total	3482063155	2792183115	80.1876	2792132408	50707	99.9982	0.0018

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ms. Renuka Gera (DIN: 08970501), who retires by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	670522600	590241572	88.0271	490257090	99984482	83.0604	16.9396
	Poll							
	Postal Ballot (if applicable)							
	Total	670522600	590241572	88.0271	490257090	99984482	83.0604	16.9396
Public-Non Institutions	E-Voting	611890153	2277241	0.3722	2145844	131397	94.2300	5.7700
	Poll							
	Postal Ballot (if applicable)							
	Total	611890153	2277241	0.3722	2145844	131397	94.2300	5.7700
	Total	3482063155	2792169215	80.1872	2692053336	100115879	96.4144	3.5856

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri Subodh Gupta (DIN: 08113460), who retires by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	670522600	590241572	88.0271	471543563	118698009	79.8899	20.1101
	Poll							
	Postal Ballot (if applicable)							
	Total	670522600	590241572	88.0271	471543563	118698009	79.8899	20.1101
Public-Non Institutions	E-Voting	611890153	2277112	0.3721	2118881	158231	93.0512	6.9488
	Poll							
	Postal Ballot (if applicable)							
	Total	611890153	2277112	0.3721	2118881	158231	93.0512	6.9488
	Total	3482063155	2792169086	80.1872	2673312846	118856240	95.7432	4.2568

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2022-23				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	670522600	590241572	88.0271	581665102	8576470	98.5470	1.4530
	Poll							
	Postal Ballot (if applicable)							
	Total	670522600	590241572	88.0271	581665102	8576470	98.5470	1.4530
Public-Non Institutions	E-Voting	611890153	2276914	0.3721	2218418	58496	97.4309	2.5691
	Poll							
	Postal Ballot (if applicable)							
	Total	611890153	2276914	0.3721	2218418	58496	97.4309	2.5691
	Total	3482063155	2792168888	80.1872	2783533922	8634966	99.6907	0.3093

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration of Cost Auditors for financial year 2022-23				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	670522600	590241572	88.0271	587994572	2247000	99.6193	0.3807
	Poll							
	Postal Ballot (if applicable)							
	Total	670522600	590241572	88.0271	587994572	2247000	99.6193	0.3807
Public-Non Institutions	E-Voting	611890153	2276607	0.3721	2186324	90283	96.0343	3.9657
	Poll							
	Postal Ballot (if applicable)							
	Total	611890153	2276607	0.3721	2186324	90283	96.0343	3.9657
	Total	3482063155	2792168581	80.1872	2789831298	2337283	99.9163	0.0837

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. Raj Kumar Agarwal (DIN: 00001415) as an Independent Director*				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000

*In view of the resignation of Dr. Raj Kumar Agarwal as Part-time Non-Official (Independent) Director on the Board of the Company w.e.f. 12.09.2022, agenda item no. 7 of the AGM Notice pertaining to 'Appointment of Dr. Raj Kumar Agarwal (DIN: 00001415) as an Independent Director' had become inoperative and therefore, was not considered for e-voting by the Members of the Company, declaration of e-voting results by the Scrutinizer or for any other purpose ancillary or incidental thereto.

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. Sivaprasad Kodungallur (DIN: 09392812) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	670522600	590241572	88.0271	587994572	2247000	99.6193	0.3807
	Poll							
	Postal Ballot (if applicable)							
	Total	670522600	590241572	88.0271	587994572	2247000	99.6193	0.3807
Public-Non Institutions	E-Voting	611890153	2274682	0.3717	2157839	116843	94.8633	5.1367
	Poll							
	Postal Ballot (if applicable)							
	Total	611890153	2274682	0.3717	2157839	116843	94.8633	5.1367
	Total	3482063155	2792166656	80.1871	2789802813	2363843	99.9153	0.0847

Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. Lekhasri Samantsinghar (DIN: 09392192) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	670522600	590241572	88.0271	571098197	19143375	96.7567	3.2433
	Poll							
	Postal Ballot (if applicable)							
	Total	670522600	590241572	88.0271	571098197	19143375	96.7567	3.2433
Public-Non Institutions	E-Voting	611890153	2273873	0.3716	2174065	99808	95.6107	4.3893
	Poll							
	Postal Ballot (if applicable)							
	Total	611890153	2273873	0.3716	2174065	99808	95.6107	4.3893
	Total	3482063155	2792165847	80.1871	2772922664	19243183	99.3108	0.6892

Resolution (10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Jai Prakash Srivastava (DIN: 09703643) as a Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	670522600	590241572	88.0271	487314152	102927420	82.5618	17.4382
	Poll							
	Postal Ballot (if applicable)							
	Total	670522600	590241572	88.0271	487314152	102927420	82.5618	17.4382
Public-Non Institutions	E-Voting	611890153	2276043	0.3720	2151422	124621	94.5247	5.4753
	Poll							
	Postal Ballot (if applicable)							
	Total	611890153	2276043	0.3720	2151422	124621	94.5247	5.4753
	Total	3482063155	2792168017	80.1872	2689115976	103052041	96.3092	3.6908



Ashu Gupta & Co.

COMPANY SECRETARIES

ANNEXURE-B

204A, Second Floor, 23, S.B.I. Building
Opp. DLF Tower, Shivaji Marg
New Delhi-110 015
Tel. : 011- 45700331 Mob. : 9899021740
E-mail : ashugupta.cs@gmail.com

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.



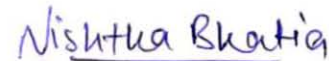
My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast 'in favour' or 'against', if any, to the Chairman or his authorized representative, on the 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