



भारत हेवी इलेक्ट्रिकल्स लिमिटेड

Bharat Heavy Electricals Limited

FROM: I.P. SINGH, COMPANY SECRETARY,
BHEL, SIRI FORT, NEW DELHI – 110049
CIN: L74899DL1964GOI004281

TO:

1. BSE LIMITED, MUMBAI
(Through BSE Listing Centre)
2. NATIONAL STOCK EXCHANGE OF INDIA LTD., MUMBAI
(Through NEAPS)

**Sub: Proceedings of the 52nd Annual General Meeting and
Disclosure of Voting Results thereof**

The 52nd Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Thursday, 22nd September, 2016 at 10.00 AM at Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantt., Delhi. In terms of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the proceeding of the 52nd AGM of BHEL are enclosed as **Annexure-I**. Further, pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the details regarding voting results in the specified format are enclosed at **Annexure-II**.

Regards,

No. AA/SCY/SEs
Date: 23.09.2016


(I.P. Singh)
Company Secretary
shareholderquery@bhel.in
www.bhel.com


**Proceedings of the 52nd Annual General Meeting of
Bharat Heavy Electricals Limited**

The 52nd Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Thursday, 22nd September, 2016 at 10.00 AM at Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantt., Delhi. Pursuant to Article 47 of the Articles of Association, Shri Atul Sobti, 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. The Chairman delivered his speech.

Chairman informed the shareholders that Ms. Ashu Gupta of M/s Ashu Gupta & Co., Practicing Company Secretary had been appointed by the Board to act as a Scrutinizer to scrutinize the remote e-voting as well as voting at the time of the AGM (poll).

Chairman further informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and 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 M/s Karvy Computershare Private Limited, in respect of businesses to be transacted at the AGM. The remote e-voting commenced at 9 A.M. on Monday, 19th September, 2016 and ended at 5 P.M. on Wednesday, 21st September, 2016.

Chairman apprised that for those shareholders who could not exercise their vote through remote e-voting, the facility for voting through ballot paper has been provided at the meeting.

Company Secretary then read out all the 13 resolutions proposed to be passed at the meeting. Chairman explained the objectives & implications of each resolution to the shareholders. Chairman answered all the queries raised by the shareholders. Thereafter, voting through ballot paper was completed and ballot boxes were sealed by the Scrutinizer.

Chairman mentioned that the Consolidated Scrutinizer's Report shall be uploaded on the website of the Company as well as website of M/s Karvy Computershare Private Limited.

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

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, 2016 together with the Directors' Report and Auditors' Report thereon.
2. To declare dividend for the financial year 2015-16.

3. To appoint a Director in place of Shri D. Bandyopadhyay (DIN: 07221633), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Amitabh Mathur (DIN: 07275427), who retires by rotation and being eligible, offers himself for re-appointment.
5. To authorize the Board of Directors to fix the remuneration of the Auditors for the year 2016-17.

Special Business

6. To ratify the remuneration of Cost Auditors for financial year 2016-17
7. To approve the appointment of Shri Subrata Biswas (DIN: 07297184) as Director
8. To approve the appointment of Shri Rajesh Kishore (DIN: 02425323) as an Independent Director
9. To approve the appointment of Shri Keshav N. Desiraju (DIN: 07372233) as an Independent Director
10. To approve the appointment of Shri R. Swaminathan (DIN: 01811819) as an Independent Director
11. To approve the appointment of Shri T. Chockalingam (DIN: 07428614) as Director
12. To approve the appointment of Dr. Subhash Chandra Pandey (DIN: 01613073) as Director
13. To approve the appointment of Shri Akhil Joshi (DIN: 06604954) as Director

The Consolidated Scrutinizer's Report was received and accordingly all the resolutions as set out in the notice were declared as passed (through e-voting and ballot papers at AGM) with requisite majority.

**Voting Results of the 52nd Annual General Meeting of
Bharat Heavy Electricals Limited**

Date of Annual General Meeting :	22 nd September, 2016
Total Number of Shareholders on Record Date:	3,91,704
No. of Shareholders present in the meeting either in person or through proxy:	Promoters and Promoter Group: One {President of India through Ms. Sanyukta Samaddar, Director – DHI} Public: 1007
No. of Shareholders attended the meeting through Video Conferencing :	Nil

AGENDA-WISE DISCLOSURE

Resolution No. 1: Adoption of Financial statements of the Company for the year ended 31st March, 2016 together with Directors' Report and Auditors' Report thereon

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694137713	87.9806	694137713	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		694137713	87.9806	694137713	0	100	0.0000
Public-Non Institutions	E-Voting	115181278	7090827	6.1562	7089841	986	99.9860	0.0139
	Poll		298	0.0003	298	0	100	0.0000
	Total		7091125	6.1565	7090139	986	99.9861	0.0139
Total		2447600000	2244680838	91.7095	2244679852	986	100	0.0000

Resolution No. 2: Declaration of Dividend for the financial year 2015-16

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1543452000	1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694542151	88.0319	694542151	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	788966722	694542151	88.0319	694542151	0	100	0.0000
Public-Non Institutions	E-Voting	115181278	7090827	6.1562	7089725	1102	99.9844	0.0155
	Poll		278	0.0002	278	0	100	0.0000
	Total	115181278	7091105	6.1564	7090003	1102	99.9845	0.0155
Total		2447600000	2245085256	91.7260	2245084154	1102	100	0.0000

Resolution No. 3: Re-appointment of Shri D. Bandyopadhyay (DIN: 07221633) who retires by rotation

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1543452000	1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694542151	88.0319	459923533	234618618	66.2196	33.7803
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	788966722	694542151	88.0319	459923533	234618618	66.2197	33.7803
Public-Non Institutions	E-Voting	115181278	7090727	6.1561	7085684	5043	99.9288	0.0711
	Poll		278	0.0002	180	98	64.7482	35.2517
	Total	115181278	7091005	6.1563	7085864	5141	99.9275	0.0725
Total		2447600000	2245085156	91.7260	2010461397	234623759	89.5494	10.4506

Resolution No. 4: Re-appointment of Shri Amitabh Mathur (DIN: 07275427) who retires by rotation

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1543452000	1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694542151	88.0319	469530396	225011755	67.6028	32.3971
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	788966722	694542151	88.0319	469530396	225011755	67.6029	32.3971
Public-Non Institutions	E-Voting	115181278	7090677	6.1561	7085623	5054	99.9287	0.0712
	Poll		278	0.0002	180	98	64.7482	35.2517
	Total	115181278	7090955	6.1563	7085803	5152	99.9273	0.0727
Total		2447600000	2245085106	91.7260	2020068199	225016907	89.9774	10.0226

Resolution No. 5: Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2016-17

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1543452000	1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694542151	88.0319	694344200	197951	99.9714	0.0285
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	788966722	694542151	88.0319	694344200	197951	99.9715	0.0285
Public-Non Institutions	E-Voting	115181278	7090787	6.1562	7089378	1409	99.9801	0.0198
	Poll		278	0.0002	278	0	100	0.0000
	Total	115181278	7091065	6.1564	7089656	1409	99.9801	0.0199
Total		2447600000	2245085216	91.7260	2244885856	199360	99.9911	0.0089

Resolution No. 6: Ratification of Remuneration of Cost Auditors for financial year 2016-17

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1543452000	1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694542151	88.0319	694464373	77778	99.9888	0.0111
	Poll		0	0.0000	00	0	0.0000	0.0000
	Total	788966722	694542151	88.0319	694464373	77778	99.9888	0.0112
Public-Non Institutions	E-Voting	115181278	7090767	6.1562	7089219	1548	99.9781	0.0218
	Poll		278	0.0002	278	0	100	0.0000
	Total	115181278	7091045	6.1564	7089497	1548	99.9782	0.0218
Total		2447600000	2245085196	91.7260	2245005870	79326	99.9965	0.0035

Resolution No. 7: Appointment of Shri Subrata Biswas (DIN: 07297184) as Director

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1543452000	1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694542151	88.0319	469530396	225011755	67.6028	32.3971
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	788966722	694542151	88.0319	469530396	225011755	67.6029	32.3971
Public-Non Institutions	E-Voting	115181278	7090637	6.1561	7086784	3853	99.9456	0.0543
	Poll		278	0.0002	180	98	64.7482	35.2517
	Total	115181278	7090915	6.1563	7086964	3951	99.9443	0.0557
Total		2447600000	2245085066	91.7260	2020069360	225015706	89.9774	10.0226

Resolution No. 8: Appointment of Shri Rajesh Kishore (DIN: 02425323) as Director

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1543452000	1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694542151	88.0319	694464373	77778	99.9888	0.0111
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	788966722	694542151	88.0319	694464373	77778	99.9888	0.0112
Public-Non Institutions	E-Voting	115181278	7090727	6.1561	7088274	2453	99.9654	0.0345
	Poll		278	0.0002	130	148	46.7625	53.2374
	Total	115181278	7091005	6.1563	7088404	2601	99.9633	0.0367
Total		2447600000	2245085156	91.7260	2245004777	80379	99.9964	0.0036

Resolution No. 9: Appointment of Shri Keshav N. Desiraju (DIN: 07372233) as Director

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1543452000	1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694542151	88.0319	694542151	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	788966722	694542151	88.0319	694542151	0	100	0
Public-Non Institutions	E-Voting	115181278	7090727	6.1561	7088100	2627	99.9629	0.0370
	Poll		278	0.0002	130	148	46.7625	53.2374
	Total	115181278	7091005	6.1563	7088230	2775	99.9609	0.0391
Total		2447600000	2245085156	91.7260	2245082381	2775	99.9999	0.0001

Resolution No.10: Appointment of Shri R. Swaminathan (DIN: 01811819) as Director

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1543452000	1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694542151	88.0319	694542151	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	788966722	694542151	88.0319	694542151	0	100	0
Public-Non Institutions	E-Voting	115181278	7090727	6.1561	7087085	3642	99.9486	0.0513
	Poll		278	0.0002	130	148	46.7625	53.2374
	Total	115181278	7091005	6.1563	7087215	3790	99.9466	0.0534
Total		2447600000	2245085156	91.7260	2245081366	3790	99.9998	0.0002

Resolution No.11: Appointment of Shri T. Chockalingam (DIN: 07428614) as Director

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1543452000	1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694542151	88.0319	469473764	225068387	67.5947	32.4052
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	788966722	694542151	88.0319	469473764	225068387	67.5947	32.4053
Public-Non Institutions	E-Voting	115181278	7090727	6.1561	7087347	3380	99.9523	0.0476
	Poll		278	0.0002	130	148	46.7625	53.2374
	Total	115181278	7091005	6.1563	7087477	3528	99.9502	0.0498
Total		2447600000	2245085156	91.7260	2020013241	225071915	89.9749	10.0251

Resolution No.12: Appointment of Dr. Subhash Chandra Pandey (DIN: 01613073) as Director

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1543452000	1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694542151	88.0319	451008596	243533555	64.9361	35.0638
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	788966722	694542151	88.0319	451008596	243533555	64.9361	35.0639
Public-Non Institutions	E-Voting	115181278	7090726	6.1561	7088249	2477	99.9650	0.0349
	Poll		278	0.0002	130	148	46.7625	53.2374
	Total	115181278	7091004	6.1563	7088379	2625	99.963	0.037
Total		2447600000	2245085155	91.7260	2001548975	243536180	89.1525	10.8475

Resolution No.13: Appointment of Shri Akhil Joshi (DIN: 06604954) as Director

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1543452000	1543452000	100	1543452000	0	100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1543452000	1543452000	100	1543452000	0.0000	100	0.0000
Public-Institutions	E-Voting	788966722	694542151	88.0319	469473764	225068387	67.5947	32.4052
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	788966722	694542151	88.0319	469473764	225068387	67.5947	32.4053
Public-Non Institutions	E-Voting	115181278	7090726	6.1561	7088733	1993	99.9718	0.0281
	Poll		278	0.0002	180	98	64.7482	35.2517
	Total	115181278	7091004	6.1563	7088913	2091	99.9705	0.0295
Total		2447600000	2245085155	91.7260	2020014677	225070478	89.9750	10.0250