



भारत हेवी इलेक्ट्रिकल्स लिमिटेड
Bharat Heavy Electricals Limited
(भारत सरकार का उपक्रम / A Government of India Undertaking)
CIN: L74899DL1964GOI004281

From: Dr. Yogesh R Chhabra, 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 61st Annual General Meeting and Disclosure of Voting Results thereof

The 61st Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Tuesday, 19.08.2025 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 61st AGM of BHEL and the details regarding voting results in the specified format respectively, are submitted herewith.

No. AA/SCY/AGM 61
Date: 19.08.2025

(Dr. Yogesh R Chhabra)
Company Secretary
shareholderquery@bhel.in

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Proceedings of the 61st Annual General Meeting of Bharat Heavy Electricals Limited

The 61st Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Tuesday, 19.08.2025 at 10 A.M. IST through Video Conferencing/ Other Audio-Visual Means (VC). Pursuant to Article 47 of the Articles of Association, Shri K. Sadashiv Murthy, 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 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 informed that with regard to the Audited accounts for the year ended 31st March 2025, there is no qualification from the Statutory auditors and also that there are NIL comments from C&AG. Company secretary apprised about the observation and management reply in the Secretarial Audit report. Thereafter, Chairman delivered his speech.

It was 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 Saturday, 16.08.2025 and ended at 5 P.M. on Monday, 18.08.2025. 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.

It was informed that Shri Sachin Agarwal, Practicing Company Secretary of M/s Agarwal S. & Associates 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. It was further mentioned that the Consolidated Scrutinizer's Report shall be uploaded on the website of the Company within the statutory timelines.

Company Secretary then read out the 10 resolutions proposed to be passed at the Meeting. Chairman then explained the objectives & implications of each resolution and thereafter, answered the queries raised by the shareholders.

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, 2025 together with the Board's Report and Auditors' Report thereon
2. Approval and declaration of dividend for the financial year 2024-25
3. Re-appointment of Shri Tajinder Gupta (DIN: 10327530), who retires by rotation

4. Re-appointment of Ms. Bani Varma (DIN:10337787), who retires by rotation
5. Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2025-26

Special Business

6. Ratification of Remuneration of Cost Auditors for FY 2025-26
7. Appointment of M/s Akhil Rohatgi & Co., Practicing Company Secretaries, as Secretarial Auditors from FY 2025-26 to FY 2029-30
8. Appointment of Shri Ashok Kumar Aseri (DIN: 09405164) as Independent Director
9. Appointment of Shri Aashish Chaturvedi (DIN: 00534621) as Independent Director
10. Appointment of Shri Serugulathur Mahadevan Ramanathan (DIN: 11084884) as Director

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

Date of Annual General Meeting	: 19 th August, 2025
Cut-off Date for Voting eligibility for AGM	: 12 th August, 2025
Meeting Start time	: 10.00 A.M.
Meeting Conclusion time	: 10.58 A.M.
Total Number of Shareholders on Record Date	: 20,34,094
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: 197

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 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, 2025 together with the Board's 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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public- Institutions	E-Voting	861687902	774137731	89.8397	773285024	852707	99.8899	0.1101
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	861687902	774137731	89.8397	773285024	852707	99.8899	0.1101
Public- Non Institutions	E-Voting	420725051	1068543	0.2540	1056797	11746	98.9007	1.0993
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	420725051	1068543	0.2540	1056797	11746	98.9007	1.0993
Total	Total	3482063355	2974856676	85.4337	2973992223	864453	99.9709	0.0291

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval and declaration of dividend for the financial year 2024-25				
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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public- Institutions	E-Voting	861687902	774786387	89.9150	774786387	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	861687902	774786387	89.9150	774786387	0	100.0000	0.0000
Public- Non Institutions	E-Voting	420725051	1071840	0.2548	1058320	13520	98.7386	1.2614
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	420725051	1071840	0.2548	1058320	13520	98.7386	1.2614
Total	Total	3482063355	2975508629	85.4525	2975495109	13520	99.9995	0.0005

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 Shri Tajinder Gupta (DIN: 10327530), 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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	861687902	774729288	89.9083	568191656	206537632	73.3407	26.6593
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	861687902	774729288	89.9083	568191656	206537632	73.3407	26.6593
Public- Non Institutions	E-Voting	420725051	1071296	0.2546	1038503	32793	96.9389	3.0611
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	420725051	1071296	0.2546	1038503	32793	96.9389	3.0611
Total	Total	3482063355	2975450986	85.4508	2768880561	206570425	93.0575	6.9425

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 Ms. Bani Varma (DIN:10337787), 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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	861687902	774729288	89.9083	568191656	206537632	73.3407	26.6593
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	861687902	774729288	89.9083	568191656	206537632	73.3407	26.6593
Public- Non Institutions	E-Voting	420725051	1071296	0.2546	1037823	33473	96.8755	3.1245
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	420725051	1071296	0.2546	1037823	33473	96.8755	3.1245
Total	Total	3482063355	2975450986	85.4508	2768879881	206571105	93.0575	6.9425

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 2025-26				
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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public- Institutions	E-Voting	861687902	774786387	89.9150	766253435	8532952	98.8987	1.1013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	861687902	774786387	89.9150	766253435	8532952	98.8987	1.1013
Public- Non Institutions	E-Voting	420725051	1068669	0.2540	1051357	17312	98.3800	1.6200
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	420725051	1068669	0.2540	1051357	17312	98.3800	1.6200
Total		3482063355	2975505458	85.4524	2966955194	8550264	99.7126	0.2874

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 FY 2025-26				
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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public- Institutions	E-Voting	861687902	774786387	89.9150	774786387	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	861687902	774786387	89.9150	774786387	0	100.0000	0.0000
Public- Non Institutions	E-Voting	420725051	1068578	0.2540	1053054	15524	98.5472	1.4528
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	420725051	1068578	0.2540	1053054	15524	98.5472	1.4528
Total	Total	3482063355	2975505367	85.4524	2975489843	15524	99.9995	0.0005

Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s Akhil Rohatgi & Co. as Secretarial Auditors from FY 2025-26 to FY 2029-30				
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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	861687902	774778235	89.9140	673219845	101558390	86.8919	13.1081
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	861687902	774778235	89.9140	673219845	101558390	86.8919	13.1081
Public- Non Institutions	E-Voting	420725051	1068641	0.2540	1053816	14825	98.6127	1.3873
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	420725051	1068641	0.2540	1053816	14825	98.6127	1.3873
Total	Total	3482063355	2975497278	85.4521	2873924063	101573215	96.5863	3.4137

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Ashok Kumar Aseri (DIN: 09405164) as 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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	861687902	774771288	89.9132	492219420	282551868	63.5309	36.4691
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	861687902	774771288	89.9132	492219420	282551868	63.5309	36.4691
Public- Non Institutions	E-Voting	420725051	1068340	0.2539	1048120	20220	98.1073	1.8927
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	420725051	1068340	0.2539	1048120	20220	98.1073	1.8927
Total	Total	3482063355	2975490030	85.4519	2692917942	282572088	90.5033	9.4967

Resolution (9)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Aashish Chaturvedi (DIN: 00534621) as 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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	861687902	774771288	89.9132	493435459	281335829	63.6879	36.3121
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	861687902	774771288	89.9132	493435459	281335829	63.6879	36.3121
Public- Non Institutions	E-Voting	420725051	1068519	0.2540	1047958	20561	98.0757	1.9243
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	420725051	1068519	0.2540	1047958	20561	98.0757	1.9243
Total	Total	3482063355	2975490209	85.4519	2694133819	281356390	90.5442	9.4558

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 Serugulathur Mahadevan Ramanathan (DIN: 11084884) as 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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2199650402	2199650402	100.0000	2199650402	0	100.0000	0.0000
Public-Institutions	E-Voting	861687902	774729288	89.9083	562944112	211785176	72.6633	27.3367
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	861687902	774729288	89.9083	562944112	211785176	72.6633	27.3367
Public- Non Institutions	E-Voting	420725051	1069274	0.2542	1051508	17766	98.3385	1.6615
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	420725051	1069274	0.2542	1051508	17766	98.3385	1.6615
Total	Total	3482063355	2975448964	85.4507	2763646022	211802942	92.8816	7.1184



CONSOLIDATED SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman,
Bharat Heavy Electricals Limited,
BHEL House, Siri Fort,
New Delhi-110049

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting during the 61st Annual General Meeting (AGM) of Bharat Heavy Electricals Limited held on Tuesday, 19th August, 2025 at 10.00 A.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Bharat Heavy Electricals Limited (herein after referred to as "the Company") pursuant to the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and 09/2024 dated September 19, 2024 (MCA Circulars) to scrutinize the conduct of remote e-voting and electronic voting at the 61st AGM held on Tuesday, the 19th day of August, 2025 at 10:00 A.M through VC/OAVM process by the Shareholders in respect of the below mentioned resolutions.

The notice dated 25th July, 2025 for convening 61st AGM of the Company was sent to all the Shareholders in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015 read with Rules made thereunder together with the MCA circulars.

The Company has appointed "**National Securities Depository Limited**" (NSDL) for providing the facility for Shareholder's participation in the e-voting process of 61st AGM by way of both remote e-voting and electronic voting conducted during the 61st AGM held on 19th August, 2025.

The shareholders of the Company holding shares as on the "**Cut – Off**" date i.e. Tuesday, 12th August, 2025 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 10 in the notice convening 61st Annual General Meeting of the Company.

Pursuant to the applicable provision of MCA circulars read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had published the newspaper advertisement in "The Statesman" newspaper, Delhi (English) and "Hari Bhoomi" newspaper, Delhi (Hindi) on 27th July, 2025.

Management's Responsibility:

The management of the Company is responsible to ensure compliance with the requirements of (i) relevant provisions of Companies Act, 2013 and rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.


Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "**in favor**" or "**against**" by the Shareholders in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by NSDL, the e-voting agency appointed by the Company and authorized under the Rules to provide e-voting facility and papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process.

The voting period for remote e-voting commenced on Saturday, 16th August, 2025 at 09:00 a.m. (IST) till Monday, 18th August, 2025 at 5:00 p.m. (IST).

Subsequently, at the AGM of the Company held through VC/OAVM on Tuesday, 19th August, 2025, the facility to vote electronically was also provided to those shareholders who attended the meeting through VC/OAVM but could not participate in the remote e-voting process to cast their vote.

After the closure of electronic voting during Annual General Meeting held on Tuesday, 19th August 2025, and the remote e-voting conducted prior to the AGM, the votes cast were unblocked and were downloaded in the presence of two independent witnesses Mr. Ravi Agrawal and Mr. Shailendra Singh, who are not in employment of the Company as under:

Ravi
Agrawal

(Mr. Ravi Agrawal)

Digitally signed
by Ravi Agrawal
Date: 2025.08.19
16:36:46 +05'30'

Shailendra
Singh

(Mr. Shailendra Singh)

Digitally signed by Shailendra Singh
DN: cn=Sh, o=Delhi, Phone
+9198771328232, email=shailendra.singh@delhi
1603012266, PostalCode=110020, STREET=House NO-8,
New Mangalpur, Mehrauli, South Delhi, OID.2.5.4.95=
+9198771328232, cn=Shailendra Singh, email=shailendra.singh@delhi
1603012266, cn=Shailendra Singh
Reason: I am the author of this document
Date: 2025.08.19 16:40:29 +05'30'
Frost PDF Reader Version: 2020-1.0

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from the NSDL, remote evoting platform. Further, the votes cast by the shareholders were reconciled with the record maintained by the Registrar and Transfer Agent of the Company.


I hereby annex the Consolidated Voting results as **Annexure-1** pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 on all the resolutions contained in the notice of aforesaid Annual General Meeting.

All relevant records related 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.

Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,
For Agarwal S. & Associates,
Company Secretaries,
Peer Review Certificate No. 2725/2022

SACHIN
AGARWAL

CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910
UDIN: F005774G001033031
Date: 19.08.2025
Place: New Delhi

Digitally signed by SACHIN
AGARWAL
Date: 2025.08.19 16:44:16
+05'30'

ORDINARY BUSINESS**Resolution No.1: Ordinary Resolution**

Adoption of Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the Board's Report and Auditors' Report thereon

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	2170	2974856676	2100	2973992223	99.97	70	864453	0.03

Resolution No.2: Ordinary Resolution

Approval and declaration of dividend for the financial year 2024-25

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	2178	2975508629	2118	2975495109	100	60	13520	0

Resolution No.3: Ordinary Resolution

Re-appointment of Shri Tajinder Gupta (DIN: 10327530), who retires by rotation

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	2168	2975450986	1685	2768880561	93.06	483	206570425	6.94

Resolution No.4: Ordinary Resolution

Re-appointment of Ms. Bani Varma (DIN:10337787), who retires by rotation

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	2168	2975450986	1684	2768879881	93.06	484	206571105	6.94

Resolution No.5: Ordinary Resolution**Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2025-26**

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	2177	2975505458	2064	2966955194	99.71	113	8550264	0.29

SPECIAL BUSINESS**Resolution No.6: Ordinary Resolution****Ratification of Remuneration of Cost Auditors for FY 2025-26**

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	2168	2975505367	2072	2975489843	100	96	15524	0

Resolution No.7: Ordinary Resolution**Appointment of M/s Akhil Rohatgi & Co. as Secretarial Auditors from FY 2025-26 to FY 2029-30**

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	2168	2975497278	2010	2873924063	96.59	158	101573215	3.41

Resolution No.8: Special Resolution**Appointment of Shri Ashok Kumar Aseri (DIN: 09405164) as Independent Director**

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	2172	2975490030	1726	2692917942	90.5	446	282572088	9.5

Resolution No.9: Special Resolution**Appointment of Shri Aashish Chaturvedi (DIN: 00534621) as Independent Director**

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	2173	2975490209	1732	2694133819	90.54	441	281356390	9.46

Resolution No.10: Ordinary Resolution**Appointment of Shri Serugulathur Mahadevan Ramanathan (DIN: 11084884) as Director**

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	2168	2975448964	1733	2763646022	92.88	435	211802942	7.12

Based on the above e-voting facility, I confirm that all the resolutions have been carried on with requisite majority.

**For Agarwal S. & Associates,
Company Secretaries,**

**SACHIN
AGARWAL**  Digitally signed by
SACHIN AGARWAL
Date: 2025.08.19
16:44:41 +05'30'

**CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910
UDIN: F005774G001033031
Date: 19.08.2025
Place: New Delhi**