

**AKHIL ROHATGI & COMPANY**

Company Secretaries

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GST No: 07ABTFA2714K1Z7

Consolidated Report of Scrutinizer

[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
(CIN: L74899DL1964GOI004281)
BHEL House Siri Fort, New Delhi, 110049

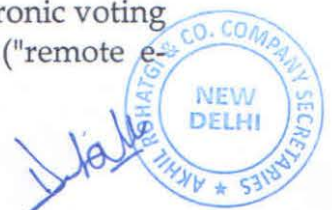
Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting at the 62nd Annual General Meeting (AGM) of BHARAT HEAVY ELECTRICALS LIMITED held on Wednesday, 5th August, 2026 at 10.00 A.M through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir,

I, **Deepak Kumar**, Company Secretary in Practice & Partner of **M/s Akhil Rohatgi & Co.**, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of **Bharat Heavy Electricals Limited** ("the Company") in its Meeting held on 01st July, 2026 for the purpose of scrutinizing the process of remote e-voting and electronic voting on the Resolutions contained in the AGM Notice dated 07th July, 2026 issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020 and 3/2025 dated 8th April 2020, 13th April 2020, 05th May, 2020 and 22nd September, 2025 respectively issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars"), Government of India, for the 62nd AGM of the members of the Company held on Wednesday, 5th August, 2026 at 10:00 A.M through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM). Deemed venue was the Registered Office of the Company i.e. BHEL House Siri Fort, New Delhi-110049.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the 62nd AGM Notice ("remote e-voting"); and



- (ii) process of e-voting at the AGM through electronic voting system ("e-voting").

The AGM was convened for passing the following **Resolutions**:

Resolution No(s).	Particulars	
Ordinary Business:		
1.	Ordinary Resolution	Adoption of Financial Statements of the Company for the financial year ended 31 st March, 2026 together with the Board's Report and Auditors' Report thereon
2.	Ordinary Resolution	Approval and declaration of dividend for FY 2025-26
3.	Ordinary Resolution	Re-appointment of Shri Rajesh Kumar Dwivedi (DIN: 10048893), who retires by rotation
4.	Ordinary Resolution	Re-appointment of Shri Serugulathur Mahadevan Ramanathan (DIN: 11084884), who retires by rotation
5.	Ordinary Resolution	Authorize the Board of Directors to fix the remuneration of the Auditors for FY 2026-27
Special Business:		
6.	Ordinary Resolution	Ratification of remuneration of Cost Auditors for FY 2026-27
7.	Ordinary Resolution	Appointment of Ms. Nigar Fatima Husain (DIN: 11688785) as Director

1. Management Responsibility:

The management of the Company is responsible for ensuring compliance with the requirement of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to e-voting on the resolutions contained in the Notice of AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

2. Scrutinizer Responsibility:

My responsibility as Scrutinizer for e-voting process i.e., remote e-voting and electronic voting at AGM is restricted to ensuring that the e-voting process is conducted in a fair and transparent manner and making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated through scrutinizer's secured link from the e-voting system provided by National Securities Depository Limited ("NSDL"), the authorized Agency under the Rules and engaged by the Company for my verification.



3. **Cut-off Date & Dispatch of Notice:**

The Company on 10th July, 2026 had completed the dispatch of the AGM Notice to its members through email by NSDL to members whose email ID were registered with the Depositories/ Company and/ or its Registrar and Transfer Agent. The cut-off date for determining the eligibility of shareholders to exercise e-voting rights was 29th July, 2026. Total shareholders of the Company as on the cut-off date were 16,67,062.

4. **E-voting Process:**

- a. In term of Regulation 44 of SEBI (LODR) Regulations, 2015 and Section 108 of the Act read with the Rules the Company had engaged the services of NSDL as the Authorized Agency to provide secured system for e-voting to the shareholders to vote on resolution(s) through the remote e-voting facility & electronic voting at the AGM to the equity shareholders of the Company who could not vote earlier through the remote e-voting facility, by casting their votes on the designated website of NSDL.
- b. The remote e-voting period remained open from 9.00 a.m. on Sunday, 2nd August, 2026 and ended at 5.00 p.m. on Tuesday, 4th August, 2026. Votes casted electronically through NSDL portal up to 5.00 p.m., Tuesday, 4th August 2026, being the last date and time fixed by the Company, was considered for my scrutiny. The Remote e-voting facility was blocked forthwith thereafter.
- c. Thereafter, at the AGM of the Company held on 5th August, 2026, 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. Upon the conclusion of the AGM, the electronic system recording for e-voting (e-votes) was locked by NSDL.

5. After the conclusion of electronic voting at the Annual General Meeting, the votes cast through remote e-voting & electronic voting at AGM were unblocked on Wednesday, 5th August, 2026 at 11:10 A.M in the presence of 2 (Two) witnesses who are not in the employment of the Company. They have signed below in the confirmation of the votes being finalized in their presence.

Anisha

Name: Miss. Anisha

Vibha

Name: Miss. Vibha

6. Thereafter, the details containing *inter-alia*, the information about shareholders voting "For" and "Against" the resolutions in case of remote e-voting and electronic voting at the AGM, were generated from the e-voting website of NSDL and based on report(s) so generated, the consolidated report on the result of voting on resolutions are given hereunder:



Item No -1: Ordinary Resolution

Adoption of Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Board's Report and Auditors' Report thereon

Voted '**FOR**' the resolution :

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
e-voting facility	2,081	279,49,53,563	92.24

Voted '**AGAINST**' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
e-voting facility	225	23,51,22,270	7.76

Item No -2: Ordinary Resolution

Approval and declaration of dividend for FY 2025-26

Voted '**FOR**' the resolution :

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
e-voting facility	2,196	295,81,65,030	97.53

Voted '**AGAINST**' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
e-voting facility	114	7,47,84,734	2.47



Item No -3: Ordinary Resolution

Re-appointment of Shri Rajesh Kumar Dwivedi (DIN: 10048893), who retires by rotation

Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
e-voting facility	1,779	272,65,50,956	89.90

Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
e-voting facility	532	30,62,79,887	10.10

Item No -4: Ordinary Resolution

Re-appointment of Shri Serugulathur Mahadevan Ramanathan (DIN: 11084884), who retires by rotation

Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
e-voting facility	1,835	278,97,81,397	91.99

Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
e-voting facility	482	24,30,49,242	8.01



Item No -5: Ordinary Resolution

Authorize the Board of Directors to fix the remuneration of the Auditors for FY 2026-27

Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
e-voting facility	2,224	302,49,07,797	99.74

Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
e-voting facility	89	79,23,414	0.26

Item No -6: Ordinary Resolution

Ratification of remuneration of Cost Auditors for FY 2026-27

Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
e-voting facility	2,163	295,80,40,895	97.53

Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
e-voting facility	140	7,47,90,929	2.47



Item No -7: Ordinary Resolution

Appointment of Ms. Nigar Fatima Husain (DIN: 11688785) as Director

Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
e-voting facility	1,607	255,36,83,955	84.20

Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
e-voting facility	699	47,91,46,436	15.80

7. All papers and relevant records relating to remote e-voting and electronic voting at the 62nd AGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairman/ Authorized Representative.

8. 189 Members were present in the meeting through VC/ OAVM.

9. I would like to inform you that all the Resolutions as contained in the 62nd AGM Notice have been passed with requisite majority i.e., as Ordinary Resolutions. You may accordingly declare the result of the voting made through remote e-voting and e-voting at AGM.

Thanking You
Yours Faithfully

For Akhil Rohatgi & Co
Company Secretaries
Peer Review No. 7777/2031


CS Deepak Kumar
Partner
M. No.: FCS 10189
COP No. : 11372
UDIN No: F010189H001026622
Place: New Delhi
Date: 05/08/2026