

भारत हेवी इलेक्ट्रिकल्स लिमिटेड Bharat Heavy Electricals Limited

(भारत सरकार का उपक्रम / A Government of India Undertaking) CIN: L74899DL1964GOI004281

No. AA/SCY/SE/25 Date: May 17, 2025

BSE Limited

P.J. Towers, Dalal Street Fort, MUMBAI - 400001

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East) MUMBAI - 400051

Dear Sirs,

Sub: Secretarial Compliance Report for FY 2024-25

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular dated 11.11.2024, please find enclosed the Annual Secretarial Compliance Report dated 17.05.2025 in respect of BHEL for the financial year ended 31.03.2025 received from M/s Akhil Rohatgi & Co., Practicing Company Secretaries.

This is for your information and record.

Thanking you, Yours faithfully,

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

Encl: As above

















AKHIL ROHATGI & COMPANY

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SECRETARIAL COMPLIANCE REPORT OF BHARAT HEAVY ELECTRICALS LIMITED FOR THE YEAR ENDED 31st MARCH 2025

We, Akhil Rohatgi & Co., Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Bharat Heavy Electricals Limited** (CIN: L74899DL1964G0I004281) ("the listed entity/Company" or "BHEL"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [Not applicable on the Company during review period]
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not applicable on the Company during review period]
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [Not applicable on the Company during review period]
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, <u>except</u> in respect of matters specified below:



Sr.	Compliance	Domilation /	Deviations		Toma	Dataila of	T-2	01		
No.	Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of	Details of Violation	Fine Amount	Observations/ Remarks of the	Management	Remarks
NO.	(Regulations/	Circulai No.		1 aken by	Action	Violation]	Practicing	Response	
	circulars/ guidelines				Action			Company		[
	including specific		,		-			Secretary		
	clause)	·			ŀ		1	Secretary		
1.	The Listed Company	Regulation 17(1)	The Company	National	Fine	The Company	NSE & BSE	Non-compliance	BHEL being a	The Company
1.	shall have an optimum	of the Securities	did not have	Stock	rine	did not have	each levied	with Regulation	Government	has already
	combination of	and Exchange	requisite	Exchange		requisite	a fine of Rs.	17 (1) of the SEBI	Company, the	ensured
1	executive and non-	Board of India	number of	of India	ł	number of	5,36,900	(Listing	power to appoint	compliance with
	executive directors	(Listing	Independent	Limited		Independent	for the	Obligations and	directors.	non-compliance
1	and not less than 50%	Obligations &	Directors	("NSE") &		Directors	quarter	Disclosure	including	mentioned at Sl.
	comprising of non-	Disclosure	during the	BSE	ł	during the	ended	Requirements)	independent	No. 2 & 3 w.e.f.
1	executive directors.	Requirements)	period under	Limited		period under	30.06.2024.	Regulations, 2015	directors. lies	29.03.2025.
1	Where the listed entity	Regulations, 2015	review	("BSE")		review	Rs.	as the Company	with the	
1	does not have regular		including at	(202)	ļ	including at	5.42.800	did not have	Government of	As regards the
	non- executive		least one			least one	for quarter	requisite number of independent	India.	non-compliance
	chairperson, at least		independent			Independent	ended	directors on its	Accordingly,	pertaining to
1	half of the Board shall	,	woman		1	Woman	30.09.2024	Board during the	BHEL has been in	requisite number
	comprise of	",	director from		6	Director from	and Rs.	period under	constant	of independent
	independent directors.		13.04.2024 to			13.04.20204	8,26,000	review including	communication	directors
			31.03.2025.			to	for quarter	at least one	with the	including atleast
ŀ	Top 1000 listed	,	·	1	l	31.03.2025.	ended	Independent	Government	one independent
ļ	entities shall have at				}		31.12.2024.	Woman Director	requesting for	woman director,
	least one independent				1			from	appointment of	the Management,
	woman director.		*		1 .		*No fine	13.04.20204 to	requisite number	has informed
					ŀ		has yet	31.03.2025.	of independent	that BHEL being
2	Composition of Audit		The Company			The Company	been levied		directors so as to	a Government
1	Committee including	18(2) of the SEBI	did not have		}	did not have	for the	Non-compliance	ensure	Company, the
	Quorum of Audit	(Listing	requisite			requisite	quarter	with Regulations	compliance with	appointment/
	Committee was not in	Obligations & Disclosure	number of			number of	ended 31.03.2025.	18 (1) & (2) and 19 (1) of the SEBI	Corporate Governance	nomination of all directors
1	compliance as per SEBI (Listing		Independent Directors		,	Independent	31.03.2025.	(Listing		including
	SEBI (Listing Obligations &	Requirements) Regulations, 2015	during the time			Directors during the		Obligations and	norms.	independent
	Disclosure	Meguiauuiis, 2015	period			time period		Disclosure	Two	directors is done
	Requirements)	•	02.11.2024 to			02.11.2024		Requirements)	Independent	by the
	Regulations, 2015 due		28.03.2025 to	ĺ		to		Regulations, 2015	Directors were	Government of
	to non-availability of		compose the			28.03.2025		due to only one	appointed to the	India. Further,
	requisite number of		Audit			to compose		Independent	Board on	the Company has
	Independent Directors		Committee.			the Audit		Director	29.03.2025 and	communicated to
	during the time period					Committee.		remaining on the Board of the	the Audit	the Government
1	02.11.2024 to							board of the	Committee and	of India for



	28.03.2025.							Company from	Nomination &	appointment of
İ	-				1] .		02.11.2024 to	Remuneration	requisite number
			,		İ			28.03.2025.	Committee were	of independent
3	Composition of	Regulation 19(1)	The Company	-	1	The Company		* 4	also	directors on its
	Nomination and	of the SEBI (Listing	did not have			did not have		The Company	reconstituted in	Board in order to
	Remuneration	Obligations &	requisite			requisite		has filed its	compliance with	comply with the
	Committee was not in	Disclosure	number of			number of		replies to BSE &	the requirements	provisions of the
	the compliance as per	Requirements)	Independent		İ	Independent		NSE dated	of the SEBI	SEBI Listing
	SEBI (Listing	Regulations, 2015	Directors			Directors		28.08.2024,	Listing	Regulations.
	Obligations &		during the time			during the		23.11.2024 and	Regulations w.e.f.	
-	Disclosure		period			time period		25.03.2025	29.03.2025.	In our opinion
	Requirements)		02.11.2024 to			02.11.2024		seeking waiver	•	also, the non-
	Regulations, 2015due		28.03.2025 to			to		of fine under	•	compliance with
	to non-availability of		compose the			28.03.2025		their carve-out	The matter of	regard to the
	requisite numbers of		Nomination			to compose		policies.	filling up of the	composition of
	Independent Directors		and			the		·	remaining	the Board by
1	during the time period		Remuneration			Nomination			vacancies is	BHEL due to
	02.11.2024 to		Committee.			and		İ	under process at	non-
	28.03.2025.				-	Remuneratio		ļ	the end of	appointment of
1			•			n Committee			Government of	sufficient
		·							India. In view of	number of
									the above, the	independent
								· ·	Company has	directors is not
		4 - 4							requested the	due to any
									Exchanges for the	negligence/
	1.						l			default by the
									fines imposed under	Company as the same is not
									their carve-out	under the control
			, "						policies.	of the Company.
	1	l				1			poncies.	or the Company.



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/	imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	Non-compliance with	31.03.2024	Regulation 17 (1) of the	The Company did not	BHEL being a Government	As informed by the
	Regulation 17 (1) of the		Securities and	have requisite	Company, the power to	Management, BHEL being a
	Securities and Exchange		Exchange Board of	number of	appoint directors,	Government Company, the
	Board of India (Listing		India (Listing	independent directors	including independent	appointment/ nomination of all
	Obligations and Disclosure		Obligations and	on its Board during	directors, lies with the	directors including independent
1 1	Requirements) Regulations,		Disclosure	the period under	Government of India by	directors is done by the
	2015 as the Company did		Requirements)	review.	following the laid down	Government of India.
	not have requisite number		Regulations, 2015: The		guidelines interalia	. 1
	of independent directors on	·	Listed Company shall	BSE Limited (BSE)	including obtaining	Nevertheless, BHEL has been
	its Board during the period		have an optimum	and National Stock	approval of the	regularly submitting letters
	under review.		combination of	Exchange of India	Appointments Committee	requesting Government of India
			executive and non-	(NSE) each levied a	of Cabinet. Accordingly,	for appointment of requisite
	The Company has filed its		executive directors and	fine of Rs. 5,36,900	BHEL is in constant	number of independent
'	replies to BSE & NSE dated		not less than 50%	for the quarter ended	communication with the	directors on its Board in order
1	31.08.2023, 30.11.2023		comprising of non-	30.06.2023 and Rs.	Government of India	to comply with the provisions of
	and 27.02.2024 for the		executive directors.	5,42,800 for each	requesting for	the SEBI Listing Regulations. In
	quarters ended 30.06.2023,		Where the listed entity	quarter ended	appointment of requisite	our opinion also, the non-
	30.09.2023 and 31.12.2023		does not have regular	30.09.2023 &	number of independent	compliance with regard to the
1	respectively seeking waiver		non- executive	31.12.2023.	directors. The matter of	composition of the Board by
l i	of fine under their carve-		chairperson, at least	****	filling up of these	BHEL due to non-appointment
	out policies.		half of the Board shall	*Fine amount for	vacancies is under process	of sufficient number of
1			comprise of	quarter ended	at the end of Government	independent directors is not
			independent directors.	31.03.2024 is	of India. Further, the	due to any negligence/ default
				5,36,900 by NSE and	Company has requested	by the Company as the same is
			•	BSE. (BHEL filed its	the Exchanges for the waiver of the fines	not under the control of the
			·	reply to NSE & BSE on	imposed under their carve-	Company.
				30.05.2024)		
				,	out policies.	
1		L				



(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	None
2.	 Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes Yes	None None
3.	 Maintenance and disclosures on Website: The Listed Entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	None None None
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act 2013	Yes *	None
5.	Details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA NA	The Company did not have any subsidiary during FY 2024-25.



6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under the LODR Regulations	Yes	None	
7.	Performance of Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	The Company has stated that the Directors of the Company are appointed/ nominated by the Government of India and the	
			performance evaluation is also done by Government of India, being appointing authority. In this regard, as per Ministry of Corporate Affairs'	
			(MCA) notification dated 05.06.2015, Government Companies are exempted from complying with the provisions	
			with respect to performance evaluation of the Board and its Committees, in case performance evaluation of Directors is done by the	
			Ministry or Department of the Central Government, which is administratively in charge of the	
			Company, as per its own evaluation methodology. Further, MCA notification dated 05.07.2017 also prescribes that the provisions relating	
-			to review of performance of Independent Directors and evaluation mechanism prescribed in Schedule IV of the Companies Act, 2013, is not	
			applicable to Government Companies.	



8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related	Yes	None
	party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	NA	Not applicable in view of 8 (a) above
9.	Disclosure of events or information:		
). 	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	Mentioned in table (a) above.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NA	None
13.	No additional non-compliances observed: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above	Yes	None



Assumptions & Limitation of scope and Review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to report based upon our examination of relevant documents and information.
- 3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Akhil Rohatgi & Co. Company Secretaries

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CS Deepak Kumar FCS: 10189, COP:11372 ICSI Unique Regn Code No: P1995DE072900 Peer Review No. 1152/2021 UDIN No: F010189G000367051

Place: New Delhi Date: 17/05/2025