

Bharat Heavy Electricals Limited

(CIN: L74899DL1964GOI004281)

Regd. Office: BHEL House, Siri Fort, New Delhi-110049

Phone: 011-66337000, Fax: 011-66337428

Website: www.bhel.com, E-mail: shareholderquery@bhel.in

Notice

Notice is hereby given that the 56th Annual General Meeting of the Members of BHARAT HEAVY ELECTRICALS LIMITED will be held on Monday, September 28, 2020 at 10 A.M. IST through Video Conferencing/ Other Audio Visual Means (VC), to transact the following businesses: -

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, 2020 together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Shri Manoj Kumar Varma (DIN: 08308714), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Kamalash Das (DIN: 08376769), who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize the Board of Directors to fix the remuneration of the Auditors for the year 2020-21.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending on 31st March, 2021 as set out in the statement annexed to the Notice convening this Meeting, be and is hereby ratified by the shareholders of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Shashank Priya (DIN: 08538400), who was appointed as an Additional Director pursuant to Article 67(iv) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 04.10.2019 to hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, from the Director himself pursuant to the provisions of Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Anil Kapoor (DIN: 08587329), who was appointed as an Additional Director pursuant to Article 67(iv) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 15.10.2019 to hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, from the Director himself pursuant to the provisions of Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Raj Kamal Bindal (DIN: 07423392), who was appointed as an Additional Director pursuant to Article 67(iv) of the Articles of Association of the Company read with Sections 149 and 161 (1) of the Companies Act, 2013 w.e.f. 31.01.2020 to hold Office upto the date of this Annual General Meeting and in

respect of whom, the Company has received a notice in writing, from the Director himself pursuant to the provisions of Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company.”

9. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri Manish Kapoor (DIN: 02405818), who was appointed as an Additional Director pursuant to Article 67(iv) of the Articles of Association of the Company read with Sections 149 and 161 (1) of the Companies Act, 2013 w.e.f. 31.01.2020 to

hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, from the Director himself pursuant to the provisions of Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company.”

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Rajeev Kalra', is positioned above the printed name and title.

(Rajeev Kalra)
Company Secretary

Place: New Delhi
Date: August 28, 2020

NOTES: -

1. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated 05.05.2020 read with circulars dated 08.04.2020 and 13.04.2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means, without the physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the registered office of the Company.
2. In compliance with the MCA Circulars and SEBI Circular dated 12.05.2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on websites of the Company (www.bhel.com), BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and on the website of Company's Registrar & Transfer Agent, KFin Technologies Private Limited (KFinTech) at <https://evoting.karvy.com>.
3. For receiving all communication (Notice, Annual Report and the e-voting instructions along with the User ID & Password) from the Company electronically:
 - i. For temporary registration of email address for receipt of Notice, Annual Report and e-voting instructions:
 - a. Visit the link https://ris.kfintech.com/email_registration/.
 - b. Select the company name i.e. Bharat Heavy Electricals Limited.
 - c. Enter DPID-CLIENT ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
 - d. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
 - e. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held.
 - f. Enter the email address and Mobile No. System will check the authenticity of DPID-CLIENT ID/ Physical Folio No. and PAN/ Certificate No., as the case may be, and will send the OTPs at the registered Mobile No. as well as email address for validation.
 - g. Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
 - h. The Company through its Registrar & Transfer Agent, KFinTech will send the Notice, Annual Report and the e-voting instructions along with the User ID and Password to the email address given.
 - ii. For registering/updating your email address with the Company permanently and to keep receiving all communication electronically:
 - a. Members holding shares in physical mode may send an e-mail request addressed to shareholderquery@bhel.in or to KFinTech at madhusudhan.ms@kfintech.com/ einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder (mentioning the email address & Mobile No.), self-attested copy of PAN and a copy of the share certificate to enable KFinTech to register their e-mail address.
 - b. Members holding shares in dematerialized mode are requested to register/ update their email addresses with their respective Depository Participant.
 - iii. In case of queries, Members are requested to write to madhusudhan.ms@kfintech.com/ einward.ris@kfintech.com or call at the toll free number 1800-345-4001.
 4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 5. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
 6. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
 7. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at sachin@companylawworld.com with a copy marked to evoting@karvy.com.
 8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
 9. Relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
 10. S/Shri Manoj Kumar Varma and Kamalesh Das, Directors, retire by rotation and being eligible, offer themselves for re-appointment. However, as per the terms of their appointment, the tenure of S/Shri Manoj Kumar Varma and Kamalesh Das as Directors of the Company will expire on their superannuation i.e. on 31.01.2021 and 31.07.2021 respectively. Brief resume of each of the Directors proposed for re-appointment is given at Annexure to the Notice.
 11. Due to COVID-19 & extraordinary circumstances, the Board of Directors did not recommend final dividend for FY 2019-20.
 12. Pursuant to Section 124 read with Section 125 of the Companies Act, 2013, the dividend amounts which remain unpaid/ unclaimed for a period of 7 years, are required to be transferred to the Investor Education and Protection Fund constituted by the Central Government. Accordingly, the final dividend for the financial year 2012-13 and interim dividend for financial year 2013-14, which remains unclaimed, are proposed to be transferred to the said

account on 21.10.2020 and 11.03.2021 respectively.

Members who have not claimed/ encashed their Dividend so far for the financial year ended on 31.03.2013 or any subsequent financial year(s) may approach the Company for obtaining payments thereof before expiry of the stipulated 7 years period.

13. Pursuant to SEBI Listing Regulations, all listed companies shall use any of the electronic modes of payment facility approved by RBI such as ECS/ NECS/ Direct Credit etc. for payment of dividend. Members are advised to submit their National Electronic Clearing Service/ Electronic Clearing Service (NECS/ ECS) mandate in the form (given elsewhere in the Annual Report) duly filled in and signed, to enable the Company to make remittance by means of NECS/ ECS.
14. Members are requested to notify immediately any change of address and other relevant correspondence including NECS/ ECS details and submission of Permanent Account Number (PAN): -
 - i. to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - ii. to the Company at its registered office or the Registrar & Transfer Agent, M/s KFin Technologies Private Limited (Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032) in respect of their physical shares, if any, quoting their folio number, Banker's name and account number to ensure prompt and safe receipt of dividend warrants.
15. Members may avail facility of nomination in terms of Section 72 of the Companies Act, 2013, by nominating any person to whom their shares in the Company shall vest in the event of their death.
16. Pursuant to Section 139 (5) read with Section 142 (1) of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General of India and their remuneration is fixed by the Company in the Annual General Meeting. The shareholders may authorize the Board to fix up an appropriate remuneration of Auditors for the year 2020-21 as may be deemed fit by the Board.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.
18. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to shareholderquery@bhel.in.
19. In compliance with 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 Regulations, the Company is providing to its Members the facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means (remote e-voting) through M/s KFin Technologies Private Limited. Members whose names appear in the Register of Members/ list of Beneficial Owners as on Monday, September 21, 2020 (cut-off date) will be eligible to vote for the purpose of e-voting/ AGM and a person who is not a Member as on the cut-off date should treat this notice for information purposes only. The e-voting period will commence from Thursday, September 24, 2020 at 9.00 A.M. and will end on Sunday, September 27, 2020 at 5.00 P.M. The e-voting module will be blocked on September 27, 2020 at 5.00 P.M. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 21, 2020.
20. Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting by VC but shall not be entitled to cast their vote again.
21. The facility for voting through electronic voting system will also be made available at the AGM (Insta Poll) and Members attending the AGM who have not cast their vote by remote e-voting will be able to vote at the Meeting through Insta Poll.
22. The Company has appointed Shri Sachin Agarwal of M/s Agarwal S. & Associates, Practising Company Secretary, to act as a Scrutinizer, to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman. The results along with the Scrutinizer's Report will be declared within forty-eight hours of the conclusion of the Meeting and the same shall be available on the Company's website (www.bhel.com) and on the website of the e-voting agency (<https://evoting.karvy.com>) immediately after the declaration of result by the Chairman/ person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
23. The procedures for joining the AGM through VC, remote e-voting and voting at the AGM (Insta Poll) along with the contact details for addressing the grievances in this regard are provided in the instructions annexed to the Notice.

By order of the Board of Directors



(Rajeev Kalra)
Company Secretary

Place: New Delhi
Date: August 28, 2020

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out the material facts relating to the business mentioned in Item Nos. 5 to 9 of the accompanying Notice dated August 28, 2020.

ITEM NO. 5

Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 requires remuneration of the cost auditors as approved by the Board to be ratified by shareholders subsequently.

Based on the recommendation of the Audit Committee, the Board of Directors in its meeting held on August 28, 2020 has approved the names of seven Cost Accountants/ Firms for appointment for a total remuneration of Rs. 15.01 Lakhs as detailed under:

(₹ in Lakhs)

Sl. No.	Name of the Cost Auditors	Unit	Remuneration for FY 2020-21
1	M/s Shome & Banerjee, Delhi (Lead Cost Auditor)	Consolidation Audit Report	0.96
		Jhansi	0.77
		HERP Varanasi	0.38
		Bhopal	1.91
2	M/s R.J. Goel & Co., Delhi	HEEP Haridwar	1.91
		CFFP Haridwar	0.38
3	M/s KRJ & Associates, Hyderabad	Hyderabad	1.91
4	M/s M. Krishnaswamy & Associates, Chennai	Trichy	2.54
		BAP Ranipet	1.27
5	M/s J.H & Associates, Bengaluru	EPD Bengaluru	0.5
		EDN Bengaluru	0.64
6	M/s K.B Saxena & Associates, Lucknow	IVP Goindwal	0.38
		FSIP Jagdishpur	0.58
		CFP Rudrapur	0.38
7	M/s Uppalapati & Associates, Visakhapatnam	HPVP Visakhapatnam	0.5
		Total	15.01

The above fee is exclusive of applicable taxes and out-of-pocket expenses which are payable extra.

Accordingly, Members are requested to ratify the remuneration payable to the Cost Auditors for the Financial Year ending on 31st March, 2021.

None of the Directors or Key Managerial Personnel of the Company

or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5.

The Board of Directors commends the resolution for approval of the Shareholders.

ITEM NO. 6

Shri Shashank Priya (DIN: 08538400), aged 54 years, was inducted as Part-time Official Director on the Board of BHEL w.e.f. October 4, 2019.

Shri Shashank Priya is a civil servant belonging to 1988 batch of the Indian Revenue Service (Customs and GST). He is presently working as Additional Secretary and Financial Advisor in Ministry of Commerce & Industry.

He has more than 30 years of experience of dealing with issues relating to indirect tax and WTO. He has worked on GST issues in various capacities like Joint Secretary, GST Council, Additional Director General (GST) and Commissioner, GST.

He has a decade of experience of working on WTO issues. He worked for five years as a Professor in the Centre for WTO Studies in the Indian Institute of Foreign Trade and dealt extensively with issues relating to WTO and Trade Facilitation. He also worked for 5 years in the Trade Policy Division of the Department of Commerce as Deputy Secretary/ Director. He has represented India in negotiations in WTO Ministerial Conferences in Cancun, Geneva and Hong Kong as well as in numerous WTO Committee meetings.

He has also worked in different field formations of Customs and Central Excise such as Central Excise Division, Anti-Smuggling, Appraising, Vigilance and Export Promotion.

He has acted as a resource person for several reputed institutions and made numerous presentations on GST and WTO issues before national and international audience in India and abroad. He was the Academic Coordinator for long term WTO Regional Trade Policy Course for Asia Pacific Countries organized by the Centre for WTO Studies in collaboration with WTO, Geneva in 2011 and 2012.

He has contributed articles on WTO issues in newspapers/journals and has written two books, namely 'Review of Trade Policies of India's Major Trading Partners' and 'Trade Facilitation Gap Analysis for Border Clearance Procedures in India.' He also wrote a paper for UN ESCAP, Bangkok on 'Cross-Border Paperless Trade.'

He also holds the position of Part-time Official Director on the Boards of the State Trading Corporation of India Limited, MMTC Limited, India International Convention & Exhibition Centre Limited, India Trade Promotion Organization, HMT Limited and Invest India. He is also member of the Audit Committees of the State Trading Corporation of India Limited, India Trade Promotion Organization and MMTC Limited.

Being a Government of India nominee on the Board of BHEL, Shri Shashank Priya does not receive any remuneration from BHEL.

Shri Shashank Priya does not hold any shares in BHEL and he does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

Shri Shashank Priya attended two (of three) Board Meetings which were held during his tenure in FY 2019-20.

By virtue of Section 161 of the Companies Act, 2013 read with Article 67(iv) of the Articles of Association of the Company, Shri Shashank Priya holds office till the date of ensuing Annual General Meeting and is eligible for appointment. As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Shri Shashank Priya for the Office of Director of the Company.

Except Shri Shashank Priya, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6.

The Board of Directors commends the resolution for approval of the Shareholders.

ITEM NO. 7

Shri Anil Kapoor (DIN: 08587329), aged 58 years, was inducted as Director (Human Resources) on the Board of BHEL w.e.f. October 15, 2019.

He is an Electrical Engineering Graduate from IIT Roorkee. He has also done a certificate course on Statistical Quality Control & Operations Research from Indian Statistical Institute, Madras.

Shri Kapoor has 37 years of holistic and hands-on experience in the areas of Quality, Technology and Manufacturing functions in addition to Human Resource Management at HEEP, Haridwar and Corporate Office, New Delhi.

Shri Kapoor started his career with BHEL as Engineer Trainee at Corporate Office, New Delhi and subsequently moved to Heavy Electrical Equipment Plant, Haridwar where he contributed in various areas and different capacities. After having an enriching spell at HEEP Haridwar, he was transferred to Corporate Office, New Delhi in 2015 as General Manager (HR & CC).

Prior to becoming Director (Human Resources), he was heading the HR Function of BHEL as Executive Director (HR & CC) Corporate Office, New Delhi shouldering the whole gamut of HR processes encompassing Transformational and Core areas of HR in Talent Acquisition & Management, Employee Engagement, Industrial Relations, HR Policy, Corporate Social Responsibility, Medical, Rajbhasha, HSE, Learning & Development and Corporate Communication.

Shri Kapoor is people-oriented and has been instrumental in implementing various innovative and flagship projects conceived by Govt. of India like, Skill Development, Udyan Shalini, Swachh Bharat, & Cashless initiatives. Under his leadership, BHEL has been honoured with various awards and accolades in the areas of Safety, CSR (SKOCH, BT, Times) and HR Excellence (Golden Peacock Green Tech, ICC-PSE, IPE, FICCI). He has also been honoured with BHEL Excel Award twice for Innovative Technological Developments.

Appointment of Shri Anil Kapoor is upto 31.01.2022 or until further orders, whichever event occurs earlier, in the pay scale of ₹ 1,80,000 – ₹ 3,40,000 p.m. on terms and conditions approved by the Government of India.

Shri Anil Kapoor does not hold any shares in BHEL and he does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

Shri Anil Kapoor attended two Board Meetings which were held during his tenure in FY 2019-20.

By virtue of Section 161 of the Companies Act, 2013 read with Article 67(iv) of the Articles of Association of the Company, Shri Anil Kapoor holds office till the date of ensuing Annual General Meeting and is eligible for appointment. As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Shri Kapoor for the Office of Director of the Company.

Except Shri Anil Kapoor, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 7.

The Board of Directors commends the resolution for approval of the Shareholders.

ITEM NO. 8

Shri Raj Kamal Bindal (DIN: 07423392), aged 45 years, was inducted as an Independent Director on the Board of BHEL w.e.f. January 31, 2020.

Shri Raj Kamal Bindal is a Commerce graduate from University of Delhi and a Fellow Member of the Institute of Chartered Accountants of India. He has also done M.Com. from Shri Ram College of Commerce, University of Delhi and MBA from Indira Gandhi National Open University.

Shri Bindal possesses diverse and wide ranging experience in the areas of Public Policy, Finance, Risk Management, Investment, Private Equity, Corporate Governance, Transforming Business, Infrastructure, Power sector and Railways.

As Consultant, Shri Bindal has served Ministry of Railways and Ministry of Housing and Urban Affairs in Government of India, Governments of the States of Chhattisgarh and Rajasthan, Government of Bangladesh, World Bank, International Finance Corporation, DfID UK and Asian Development Bank etc. during his employment with Ernst & Young India, Deloitte Touche Tohmatsu India, ICRA Management Consulting and ICAI Accounting Research Foundation.

Shri Bindal has extensive experience of Business Development with Governments, Multilaterals and Public Sector Undertakings in India, South Asia and South-East Asia.

Shri Raj Kamal Bindal is a Director on the Boards of Avika Consulting Private Limited, Namah Shivay Ventures Private Limited and Raj Kamal Bindal Foundation.

Appointment of Shri Raj Kamal Bindal is upto 27.01.2023 or until further orders, whichever event occurs earlier. As an Independent Director, he is entitled to sitting fee for Board Meetings and Board Level Committee Meetings attended by him.

Shri Raj Kamal Bindal does not hold any shares in BHEL and he does not have any relationship with other Directors/ Manager/ Key

Managerial Personnel of the Company.

Shri Raj Kamal Bindal attended one Board Meeting which was held during his tenure in FY 2019-20.

By virtue of Section 161 of the Companies Act, 2013 read with Article 67(iv) of the Articles of Association of the Company, Shri Raj Kamal Bindal holds office till the date of ensuing Annual General Meeting and is eligible for appointment. As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Shri Bindal for the Office of Independent Director of the Company.

The Company has received a declaration from Shri Raj Kamal Bindal that he meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Raj Kamal Bindal is appointed as an Independent Director. In the opinion of the Board, Shri Raj Kamal Bindal fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management.

Except Shri Raj Kamal Bindal, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 8.

The Board of Directors commends the resolution for approval of the Shareholders.

ITEM NO. 9

Shri Manish Kapoor (DIN: 02405818), aged 53 years, was inducted as an Independent Director on the Board of BHEL w.e.f. January 31, 2020.

Shri Manish Kapoor is a member of Institute of Chartered Accountants of India and a commerce graduate from Benaras Hindu University. He has also completed 4th Foundation Course at SVP National Police Academy, Hyderabad.

Shri Kapoor's area of specialization includes Finance, Sales & Marketing and Administration. He has vast experience of more than 24 years and held various positions in different organizations. He is a Member, Board of Governors, Motilal Nehru National Institute of Technology, Allahabad.

Shri Manish Kapoor is a Director on the Board of Genext Lifecare Private Limited.

Appointment of Shri Manish Kapoor is upto 27.01.2023 or until further orders, whichever event occurs earlier. As an Independent Director, he is entitled to sitting fee for Board Meetings and Board Level Committee Meetings attended by him.

Shri Manish Kapoor does not hold any shares in BHEL and he does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

Shri Manish Kapoor attended one Board Meeting which was held during his tenure in FY 2019-20.

By virtue of Section 161 of the Companies Act, 2013 read with Article 67(iv) of the Articles of Association of the Company, Shri Manish Kapoor holds office till the date of ensuing Annual General Meeting and is eligible for appointment. As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Shri Kapoor for the Office of Independent Director of the Company.

The Company has received a declaration from Shri Manish Kapoor that he meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Manish Kapoor is appointed as an Independent Director. In the opinion of the Board, Shri Manish Kapoor fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management.

Except Shri Manish Kapoor, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 9.

The Board of Directors commends the resolution for approval of the Shareholders.

By Order of the Board of Directors



(Rajeev Kalra)
Company Secretary

Place: New Delhi
Date: August 28, 2020

DETAILS OF DIRECTORS PROPOSED FOR RE-APPOINTMENT

SHRI MANOJ KUMAR VARMA

Shri Manoj Kumar Varma (DIN: 08308714), aged 59 years, was inducted as Director (Power) on the Board of BHEL w.e.f. December 19, 2018.

He is a Mechanical Engineering Graduate from SGSITS, Indore and an MBA in Marketing from Bhopal University. Prior to becoming Director (Power), he was heading Power Sector- Southern Region Chennai, as Executive Director. PSSR is executing some of the major power projects & contributing substantially to BHEL's Power Sector segment.

Shri Manoj Kumar Varma has 36 years of holistic and hands on experience in the field of Energy, Industrial System and Infrastructure industries covering major value chain functions viz. Production, Commercial Management, Marketing & Business Development, Contract Management, Planning & Development, Information Technology and Strategic Management.

Shri Manoj Kumar Varma joined the organisation as Engineer Trainee at Transformer Plant, BHEL Jhansi and subsequently moved to Heavy Electrical Plant, Bhopal where he worked in various capacities and later on was transferred to Industry Sector, New Delhi as General Manager. During his career in BHEL, he also headed the erstwhile Ceramic Business Unit of BHEL, Bengaluru with erstwhile Electroporcelains Division (EPD, Bengaluru) and Insulator Plant (IP, Jagdishpur) under its ambit.

Shri Manoj Kumar Varma holds the position of Part-time Nominee Chairman on the Board of Raichur Power Corporation Limited.

Appointment of Shri Manoj Kumar Varma is upto 31.01.2021 or until further orders, whichever event occurs earlier, in the pay scale of ₹ 1,80,000 - ₹ 3,40,000 p.m. on terms and conditions approved by the Government of India.

Shri Manoj Kumar Varma does not hold any shares in BHEL and he does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

Shri Manoj Kumar Varma has attended eight (of nine) Board Meetings held in FY 2019-2020.

SHRI KAMALESH DAS

Shri Kamalesh Das (DIN: 08376769), aged 59 years, was inducted as Director (Engineering, Research & Development) on the Board of BHEL w.e.f. March 1, 2019.

Shri Kamalesh Das is an Engineering Graduate from Calcutta University and also has a Post Graduate Diploma in Management.

Prior to becoming Director (E, R&D), Shri Kamalesh Das as Executive Director, was heading various business verticals at BHEL's Industry Sector, which is responsible for carrying out the company's diversification and growth initiatives. Major verticals in his portfolio included Renewable Energy, Industrial Systems, Electrical and Transmission Products.

He joined BHEL as an Engineer Trainee at the company's Insulator Plant in 1982. Shri Das has over 37 years of holistic and hands-on experience in energy, transmission and industrial systems. During his career in BHEL, he has developed and demonstrated a comprehensive set of competencies in various value chain activities like marketing, engineering, production, commercial, project management, human resource & industrial relations, legal management, project finance and strategic management. Earlier he was also the head of various manufacturing units of BHEL like Component Fabrication Plant, Rudrapur and Ceramic Business Unit (CBU) comprising Insulator Plant, Jagdishpur & Electro-Porcelains Division, Bengaluru.

Shri Kamalesh Das holds the position of Part-time Nominee Chairman on the Boards of BHEL-GE Gas Turbine Services Private Limited and BHEL Electrical Machines Limited.

Appointment of Shri Kamalesh Das is upto 31.07.2021 or until further orders, whichever event occurs earlier, in the pay scale of ₹ 1,80,000 – ₹ 3,40,000 p.m. on terms and conditions approved by the Government of India.

Shri Kamalesh Das does not hold any shares in BHEL and he does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

Shri Kamalesh Das has attended all the Board Meetings (nine) held in FY 2019-2020.

By Order of the Board of Directors



(Rajeev Kalra)
Company Secretary

Place: New Delhi

Date: August 28, 2020

PROCEDURES FOR JOINING THE AGM THROUGH VC, REMOTE E-VOTING AND VOTING AT THE AGM (INSTA POLL)

• PROCEDURE FOR JOINING THE AGM THROUGH VC:

The Company will provide VC facility to its Members for participating at the AGM.

- a) Members will be able to attend the AGM through VC at <https://emeetings.kfintech.com> by using their e-voting login credentials. Members are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>.
 - ii. Enter the login credentials (i.e. User ID and password for e-voting).
 - iii. After logging in, click on "Video Conference" option.
 - iv. Then click on camera icon appearing against AGM event of Bharat Heavy Electricals Limited, to attend the Meeting.
 - b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the instructions for remote e-voting.
 - c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the "Speaker Registration" option available on the screen after log in. The Speaker Registration will be open from Wednesday, September 23, 2020 (9.00 A.M.) to Thursday, September 24, 2020 (5.00 P.M.). The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
 - d) Members will be allowed to attend the AGM through VC on first come, first served basis.
 - e) Facility to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - f) Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free number 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
- **PROCEDURE FOR REMOTE E-VOTING AND VOTING AT THE AGM (Insta Poll):**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its Members facility to exercise their right to vote on resolutions

proposed to be passed at AGM by electronic means (e-voting). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (remote e-voting):

Commencement of remote e-voting	9:00 A.M. on Thursday, September 24, 2020
End of remote e-voting	5:00 P.M. on Sunday, September 27, 2020

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Further, the facility for voting through electronic voting system will also be made available at the Meeting (Insta Poll) and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll. The Company has engaged the services of KFin Technologies Private Limited as the agency to provide e-voting facility. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email addresses is provided in the instructions given below.

Voting rights of a Member/ beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Monday, September 21, 2020. The Board of Directors of the Company has appointed Shri Sachin Agarwal of M/s Agarwal S. & Associates, Practising Company Secretary as Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Information and instructions relating to e-voting are as under:

- i. The Members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- ii. A Member can opt for only single mode of voting per E-Voting Event Number (EVEN), i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- iii. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Monday, September 21, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the cut-off date, should treat the Notice for information purpose only.
- iv. Any person who becomes a Member of the Company after dispatch of the AGM Notice and holding shares as on the cut-off date i.e. September 21, 2020 may obtain the User ID and password from KFinTech in the manner as mentioned below:

- (a) If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399 Example for NSDL: MYEPWD IN12345612345678 Example for CDSL: MYEPWD 1402345612345678 Example for Physical: MYEPWD XXXX1234567890.
- (b) If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (c) Member may call on KFinTech's toll-free numbers 1800-345-4001 (from 9:00 A.M. to 6:00 P.M.).
- (d) Member may send an e-mail request to madhusudhan.ms@kfintech.com.
- (e) If the Member is already registered with KFinTech's e-voting platform, then he can use his existing login credentials for logging in.
- v. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- vi. Instructions for remote e-voting:**
- (A) In case a Member receives an e-mail from the Company/ KFinTech [for Members whose e-mail addresses are registered with the Company / Depository Participant(s)]:**
- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- (b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.karvy.com> or contact toll-free numbers 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Bharat Heavy Electricals Limited.
- (g) On the voting page, enter the number of shares as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- (l) Corporate/Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send scanned certified true copy (in PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at sachin@companylawworld.com with a copy marked to evoting@karvy.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid scanned document shall be "BHEL EVENT NO."
- (B) In case of a Member whose e-mail address is not registered/ updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:**
- (a) Please refer Note no. 3 to the Notice of the AGM to get the login credentials.
- (b) Please follow all steps from Sr. No. (a) to (k) of vi(A) to cast your vote.
- vii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
- viii. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- ix. In case of any query/ grievance pertaining to e-voting, Members may refer to the "Help" and "FAQs" sections / E-voting

user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting: <https://evoting.karvy.com> or contact KFinTech as per the details given under point no. (x.) below.

- x. Members are requested to note the following contact details for addressing e-voting grievances:

Ms. Laxmi Rajyam, Dy. Manager,
KFin Technologies Private Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad 500032

Phone No.: +91 40 67161564 Toll-free No.: 1800-345-4001

E-mail: laxmi.rajyam@kfintech.com

- xi. **Instructions for Insta Poll:** Facility to cast vote through Insta Poll

will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

- xii. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer’s Report, will be placed on the website of the Company (www.bhel.com) and on the website of KFinTech at <https://evoting.karvy.com>. The result will simultaneously be communicated to the stock exchanges.
- xiii. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., on September 28, 2020.