



AGARWAL S. & ASSOCIATES

COMPANY SECRETARIES

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CONSOLIDATED SCRUTINIZER'S REPORT

{Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and MCA Circular dated 05.05.2020}

To,

The Chairman

56th Annual General Meeting of the Equity Shareholders of

BHARAT HEAVY ELECTRICALS LIMITED

BHEL House, Siri Fort,

New Delhi-110049

Reg.: 56th Annual General Meeting ("AGM") of the members of **BHARAT HEAVY ELECTRICALS LIMITED** held on Monday, 28th day of September, 2020 at 10 a.m. IST through Video Conferencing/ Other Audio Visual Means ("VC")

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting at the AGM held through VC conducted pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and MCA Circular dated 05.05.2020.

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **BHARAT HEAVY ELECTRICALS LIMITED** ("the Company") vide resolution dated 28.08.2020, for the purpose of scrutinizing the remote e-voting process and electronic voting at the AGM by the shareholders on item nos. 1-9 mentioned in the notice dated 28.08.2020 and item no. 10 mentioned in the addendum dated 16.09.2020 (published on 19.09.2020) to the notice for the 56th Annual General Meeting of the Company held on Monday, 28th day of September, 2020.

The notice dated 28.08.2020 convening the AGM of the Company was sent to the Shareholders on 05.09.2020. The shareholders of the Company holding shares as on the "Cut-Off" date i.e. Monday 21.09.2020 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 10 in the notice convening 56th Annual General Meeting of the Company and the addendum dated 16.09.2020.

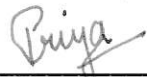
The Company had appointed M/s **KFin Technologies Private Limited (KFinTech)** for providing the facility of remote e-voting to the shareholders of the Company. The voting period for remote e-voting commenced on Thursday, 24th September, 2020 at 9.00 A.M. and ended on Sunday, 27th September, 2020 at 5.00 P.M. and the remote e-Voting platform was blocked thereafter.

For shareholders who did not cast their vote by remote e-voting, the facility for voting through an e-voting system (Insta Poll) was made available during the AGM and Members attending the AGM who



had not cast their vote by remote e-voting voted at the Meeting through Insta Poll. After the closure of the electronic voting at the AGM held on 28.09.2020, the report of voting done at the meeting was generated in my presence.

The voting pattern was unblocked by me on Monday, 28th Day of September, 2020 in the presence of Ms. Priya Sharma and Mr. Shailender Kumar, who are not in employment of the Company.


(Ms. Priya Sharma)


(Mr. Shailender Kumar)

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from KFinTech's remote e-voting and AGM platform(s).

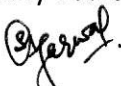
Based on the result made available to us, 880 members have cast their vote on the remote e-voting platform and 44 members have cast their vote through the e-voting system/ Insta Poll at the AGM. I hereby annex the Consolidated Voting results pursuant to Rule 20 of Companies (Management & Administration) 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 with the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall handed over records to the Company.

Thanking You,

Yours Faithfully,

For Agarwal S. & Associates,
Company Secretaries,


CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910



Date: 28.09.2020
Place: New Delhi

UDIN: F005774B000793319

Consolidated Results

Item No.	1
Subject Matter of resolution	Adoption of Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Directors' Report and Auditors' Report thereon
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	824	2863417109	43	181501	867	2863598610	100.00
Dissent	42	9505	1	150	43	9655	0.00
Abstain	17	3634861	1	8	18	3634869	
Total	883	2867061475	45	181659	928	2867243134	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 1** of the Notice dated August 28, 2020 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



(Signature)

CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 28.09.2020
Place: New Delhi

Consolidated Results

Item No.	2
Subject Matter of resolution	Re-appointment of Shri Manoj Kumar Varma (DIN: 08308714), who retires by rotation
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	688	2785683681	42	181451	730	2785865132	97.25
Dissent	175	78825281	2	200	177	78825481	2.75
Abstain	23	2552468	1	8	24	2552476	
Total	886	2867061430	45	181659	931	2867243089	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 2** of the Notice dated August 28, 2020 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 28.09.2020
Place: New Delhi

Consolidated Results

Item No.	3
Subject Matter of resolution	Re-appointment of Shri Kamallesh Das (DIN: 08376769), who retires by rotation
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	685	2785722746	42	181451	727	2785904197	97.25
Dissent	177	78786639	2	200	179	78786839	2.75
Abstain	23	2552043	1	8	24	2552051	
Total	885	2867061428	45	181659	930	2867243087	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 3** of the Notice dated August 28, 2020 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



(Signature)

CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 28.09.2020
Place: New Delhi
Place: New Delhi

Consolidated Results

Item No.	4
Subject Matter of resolution	Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2020-21
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	801	2857471210	42	181481	843	2857652691	99.75
Dissent	61	7043545	2	170	63	7043715	0.25
Abstain	19	2546695	1	8	20	2546703	
Total	881	2867061450	45	181659	926	2867243109	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 4** of the Notice dated August 28, 2020 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



Agarwal
CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 28.09.2020
Place: New Delhi

Consolidated Results

Item No.	5
Subject	Ratification of remuneration of Cost Auditors for financial year 2020-21
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	801	2864461494	42	181481	843	2864642975	100.00
Dissent	62	13546	2	170	64	13716	0.00
Abstain	20	2586423	1	8	21	2586431	
Total	883	2867061463	45	181659	928	2867243122	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 5** of the Notice dated August 28, 2020 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 28.09.2020
Place: New Delhi

Consolidated Results

Item No.	6
Subject Matter of resolution	Appointment of Shri Shashank Priya (DIN: 08538400) as Director
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	705	2773518850	42	181451	747	2773700301	96.82
Dissent	153	90990929	2	200	155	90991129	3.18
Abstain	26	2551701	1	8	27	2551709	
Total	884	2867061480	45	181659	929	2867243139	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 6** of the Notice dated August 28, 2020 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



(Signature)

CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 28.09.2020
Place: New Delhi

Consolidated Results

Item No.	7
Subject Matter of resolution	Appointment of Shri Anil Kapoor (DIN: 08587329) as Director
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	711	2777099862	42	181451	753	2777281313	96.95
Dissent	150	87410442	2	200	152	87410642	3.05
Abstain	24	2551174	1	8	25	2551182	
Total	885	2867061478	45	181659	930	2867243137	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 7** of the Notice dated August 28, 2020 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 28.09.2020
Place: New Delhi

Consolidated Results

Item No.	8
Subject Matter of resolution	Appointment of Shri Raj Kamal Bindal (DIN: 074233392) as Director
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	786	2864372036	41	157540	827	2864529576	99.99
Dissent	74	137273	3	24111	77	161384	0.01
Abstain	25	2552174	1	8	26	2552182	
Total	885	2867061483	45	181659	930	2867243142	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 8** of the Notice dated August 28, 2020 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



(Signature)

CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 28.09.2020
Place: New Delhi

Consolidated Results

Item No.	9
Subject Matter of resolution	Appointment of Shri Manish Kapoor (DIN: 02405818) as Director
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	775	2736943001	41	157540	816	2737100541	95.56
Dissent	84	127146305	3	24111	87	127170416	4.44
Abstain	27	2971276	1	8	28	2971284	
Total	886	2867060582	45	181659	931	2867242241	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 9** of the Notice dated August 28, 2020 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 28.09.2020
Place: New Delhi

Consolidated Results

Item No.	10
Subject Matter of resolution	Appointment of Shri Amit Mehta (DIN: 08859397) as Director
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	698	2772788956	41	181431	739	2772970387	96.80
Dissent	162	91602944	3	220	165	91603164	3.20
Abstain	27	2669585	1	8	28	2669593	
Total	887	2867061485	45	181659	932	2867243144	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 10** of the Addendum dated September 16, 2020 to the Notice dated August 28, 2020 has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 28.09.2020
Place: New Delhi