



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

POSTAL BALLOT NOTICE

Notice of Postal Ballot is hereby given to the Members of BHARAT HEAVY ELECTRICALS Limited (the Company/ BHEL) pursuant to Sections 108, 110 & other applicable provisions, if any, of the Companies Act, 2013 (Act), Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014, Regulation 44 & other applicable provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), to transact the items as set out in this Postal Ballot Notice and seek approval of Members by way of Ordinary Resolution(s), through voting by electronic means (remote e-voting) only.

Item no. 1: Appointment of Shri Upinder Singh Matharu (DIN: 09541886) as Director

To consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT Shri Upinder Singh Matharu (DIN: 09541886), who was appointed as an Additional Director pursuant to Article 67(iv) of the Articles of Association of the Company w.e.f. March 21, 2022 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 in line with applicable statutory provisions, liable to retire by rotation."



Item no. 2: Appointment of Shri Vijay Mittal (DIN: 09548096) as Director

To consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT Shri Vijay Mittal (DIN: 09548096), who was appointed as an Additional Director pursuant to Article 67(iv) of the Articles of Association of the Company w.e.f. March 25, 2022 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 in line with applicable statutory provisions.”

By Order of the Board of Directors

-sd/-
(Rajeev Kalra)
Company Secretary

Place: New Delhi

Dated: May 16, 2022

NOTES: -

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, SEBI Listing Regulations and SS-2, setting out all material facts and reasons in respect of the resolutions set out in Item nos. 1 and 2 of this Postal Ballot Notice, is annexed hereto.
2. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, effective from January 1, 2022, the Company is required to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders of the Company for the appointment of Shri Upinder Singh Matharu and Shri Vijay Mittal as Directors on the Board is required within a period of three months from the date of their appointment i.e. 21.03.2022 and 25.03.2022 respectively.

3. Due to the Covid-19 pandemic, the MCA Circulars, have, *interalia*, prescribed the process for passing of resolutions through postal ballot till June 30, 2022. The MCA Circulars also provide that the communication of assent/ dissent of the members in the Postal Ballot will take place only through remote e-voting.
4. The Company is providing the facility of remote e-voting to its Members and has engaged the services of National Securities Depository Limited (NSDL) for this purpose. Members are requested to go through the detailed “INSTRUCTIONS FOR E-VOTING” and other Notes appended to this Postal Ballot Notice.
5. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on Tuesday, May 10, 2022 (i.e., the “Cut-off Date”). In case your email address is not registered with the Company/ Depositories, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed resolution(s).
6. Members may note that this Postal Ballot Notice will also be available on the Company’s website (www.bhel.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and on the website of the e-voting agency, NSDL (www.evoting.nsdl.com).
7. All documents referred to in this Postal Ballot Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until last date of e-voting. Members seeking to inspect such documents can send an email to shareholderquery@bhel.in stating their name and Folio no./DP ID-Client ID/Beneficiary ID.
8. The e-voting period shall commence from 9.00 a.m. (IST) on Tuesday, May 17, 2022 and end at 5.00 p.m. (IST) on Wednesday, June 15, 2022, both days inclusive. Members are requested to record their ASSENT or DISSENT on the resolution(s) set out in this Postal Ballot Notice through remote e-voting only, not later than 5.00 p.m. (IST) on Wednesday, June 15, 2022, after which the remote e-voting facility shall not be allowed by NSDL.
9. The voting rights of eligible members shall be in proportion to their share(s) in the paid-up equity share capital of the Company as on the Cut-off Date. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.



10. The manner of voting, including voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, is appearing under “INSTRUCTIONS FOR E-VOTING” in this Notice. Members are requested to read the same carefully.
11. The Board of Directors of the Company have appointed Ms. Ashu Gupta, Company Secretary (FCS no. 4123, Certificate of Practice no. 6646), of M/s Ashu Gupta & Co., Company Secretaries, as the Scrutinizer for conducting this Postal Ballot process through electronic means/ remote e-voting, in a fair and transparent manner.
12. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two working days of conclusion of the remote e-voting process, i.e., on or before Friday, June 17, 2022 and will be communicated to the Stock Exchanges and uploaded on the Company’s website (www.bhel.com) and on the website of the e-voting agency (www.evoting.nsdl.com).

INSTRUCTIONS FOR E-VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting cycle period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>



Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the **'initial password'** which was communicated to you. Once you retrieve your **'initial password'**, you need to enter the **'initial password'** and the system will force you to change your password.
 - c) How to retrieve your **'initial password'**?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your **'User ID'** and your **'initial password'**.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the **'initial password'** or have forgotten your password:
 - a) Click on **'Forgot User Details/Password?'**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **'Physical User Reset Password?'** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on **'Agree to Terms and Conditions'** by selecting on the check box.
8. Now, you will have to click on **'Login'** button.



9. After you click on the '**Login**' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies '**EVEN**' in which you are holding shares and whose voting cycle.
2. Select '**EVEN**' of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on '**Submit**' and also '**Confirm**' when prompted.
5. Upon confirmation, the message '**Vote cast successfully**' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to ashugupta.cs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on '**Upload Board Resolution / Authority Letter**' displayed under '**e-Voting**' tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the '**Forgot User Details/Password?**' or '**Physical User Reset Password?**' option available on www.evoting.nsdl.com to reset the password.



3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shareholderquery@bhel.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shareholderquery@bhel.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THIS POSTAL BALLOT NOTICE

ITEM NO. 1: Appointment of Shri Upinder Singh Matharu (DIN: 09541886) as Director

Shri Upinder Singh Matharu (DIN: 09541886), aged 58 years, was inducted as Director (Power) on the Board of BHEL w.e.f. March 21, 2022.

Shri Matharu is a 1984 batch Mechanical Engineering graduate from Thapar Institute of Engineering & Technology, Patiala. He holds post graduate degree in Business Administration (Marketing) besides being a Govt. certified Energy Manager and Auditor from Bureau of Energy Efficiency (BEE).

Shri Matharu joined BHEL in 1985 at Industrial Valves Plant (IVP), Goindwal when the plant was being set up. He has had a diverse and versatile experience spanning almost 37 years, working initially in manufacturing units at IVP and HPBP Tiruchirappalli and then in BHEL's Power Sector divisions including in Project Management function. Subsequently he headed Power Sector Eastern Region (PSER).

As Head of Project Management Group, Shri Matharu was responsible for execution of more than 25,000 MW of thermal power projects in the Country and as Head of PSER, he oversaw execution of more than 8000 MW of thermal, hydro power projects in India and overseas besides FGD projects. During his tenure in Project Management, he was instrumental in developing and evolving various project management practices and systems of the Company, besides making significant contributions to the power sector capacity addition. During his stint in manufacturing units, he gained hands on experience in variegated functions including Sub-Contracting, Materials Management, Operation Planning & Control, Management Services, and was also actively involved from the inception of the manufacturing unit of IVP, Goindwal.

A soft-spoken person, he is widely known as a trustworthy professional having in-depth knowledge and experience of power sector ecosystem for speedy implementation of projects. His extensive experience in manufacturing units and corporate functions have enabled him to assess the prospective changes in the business environment and contribute effectively in formulation of strategies for the growth of the Company.



Appointment of Shri Upinder Singh Matharu is upto 31.08.2023 or until further orders, whichever event occurs earlier, in the pay scale of Rs. 1,80,000 – Rs. 3,40,000 p.m. on terms and conditions approved by the Government of India.

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

Since Shri Upinder Singh Matharu was appointed as Director on 21.03.2022, he did not attend any Board Meeting during FY 2021-22.

As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Shri Upinder Singh Matharu for the Office of Director of the Company.

Except Shri Upinder Singh Matharu, 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. 1.

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

ITEM NO. 2: Appointment of Shri Vijay Mittal (DIN: 09548096) as Director

Shri Vijay Mittal (DIN: 09548096), aged 54 years, was inducted as Part-time Official Director on the Board of BHEL w.e.f. March 25, 2022.

He has done B. Tech in Electrical Engineering from College of Technology Pant Nagar, Uttarakhand and Post Graduate Diploma in Energy and Sustainable Development (PGDESD). He also holds Masters Diploma in Public Administration (MDPA) from IIPA, New Delhi.

He is presently posted as Joint Secretary in Ministry of Heavy Industries, (Government of India).

He belongs to Indian Ordnance Factory Service (IOFS: 1991) and prior to joining Ministry of Heavy Industries, he was posted as Deputy Director General in Directorate of Ordnance, Department of Defence Production, Ministry of Defence (MoD), New Delhi.

Earlier he worked as Director in Ministry of Rural Development and Ministry of Drinking Water and Sanitation implementing centrally sponsored schemes of rural sanitation of Government of India. As Deputy Director General his responsibilities included management functions and control of seven new Defence Public Sector Undertakings (DPSUs) in respect of policy making, enabling and facilitating necessary approvals of MoD.



His responsibilities in earlier part of career included production and indigenization of critical defence stores in various units and acquisition of new weapon systems with Transfer of Technology. He has been recipient of prestigious awards of "AYUDH BHUSHAN" in the year 2015 & 2019 and 'AYUDH SHRI' in the year 2005 for outstanding contribution towards new products and technologies in defence production for the organization.

Shri Vijay Mittal holds the position of Part-time Official Director on the Boards of H.M.T. Limited, H.M.T. (International) Limited, HMT Machine Tools Limited and Heavy Engineering Corporation Private Limited and is a Member of the Audit Committee of HMT Limited.

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

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

Since Shri Vijay Mittal was appointed as Director on 25.03.2022, he did not attend any Board Meeting during FY 2021-22.

As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Shri Vijay Mittal for the Office of Director of the Company.

Except Shri Vijay Mittal, 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. 2.

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

By Order of the Board of Directors

-sd/-
(Rajeev Kalra)
Company Secretary

Place: New Delhi
Dated: May 16, 2022