

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.