



From: Dr. Yogesh R Chhabra, Company Secretary,  
BHEL, BHEL House, Siri Fort, New Delhi – 110049

To: 1. BSE Limited, Mumbai 2. National Stock Exchange of India Ltd., Mumbai

**Sub: Notice of 60<sup>th</sup> AGM & E-Voting Information**

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed notice of the 60<sup>th</sup> Annual General Meeting (AGM) of BHEL to be held on "Thursday", 22<sup>nd</sup> August, 2024 at 10 A.M. IST through Video Conferencing/ Other Audio Visual Means (VC). The same has already been sent to the members of the Company at their registered e-mail addresses.

The following items as per the notice of the meeting are to be transacted at the AGM:

Ordinary Business

1. Adoption of Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Directors' Report and Auditors' Report thereon
2. Declaration of dividend for the financial year 2023-24
3. Re-appointment of Ms. Arti Bhatnagar (DIN: 10065528), who retires by rotation
4. Re-appointment of Shri Krishna Kumar Thakur (DIN: 10172666), who retires by rotation
5. Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2024-25

Special Business

6. Ratification of Remuneration of Cost Auditors for financial year 2024-25
7. Appointment of Shri Tajinder Gupta (DIN: 10327530) as Director
8. Appointment of Ms. Bani Varma (DIN: 10337787) as Director
9. Appointment of Shri Koppu Sadashiv Murthy (DIN: 09184201) as Director
10. Appointment of Shri Rajesh Kumar Dwivedi (DIN: 10048893) as Director

All the aforesaid items are to be passed as ordinary resolutions. The Company is providing its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

Further, communication regarding deduction of tax at source on Final Dividend for the FY 2023-24 is also attached.

No. AA/SCY/AGM 60

Date: 29.07.2024

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

**Bharat Heavy Electricals Limited**  
 (CIN: L74899DL1964GOI004281)  
 Regd. Office: BHEL House, Siri Fort, New Delhi-110049  
 Phone: 011-66337598  
 Website: [www.bhel.com](http://www.bhel.com), E-mail: [shareholderquery@bhel.in](mailto:shareholderquery@bhel.in)

## NOTICE

Notice is hereby given that the 60<sup>th</sup> Annual General Meeting of the Members of BHARAT HEAVY ELECTRICALS LIMITED will be held on Thursday, August 22, 2024 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 31<sup>st</sup> March, 2024 together with the Directors' Report and Auditors' Report thereon.
2. To approve and declare dividend for the financial year 2023-24.
3. To appoint a Director in place of Ms. Arti Bhatnagar (DIN: 10065528), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Shri Krishna Kumar Thakur (DIN: 10172666), who retires by rotation and being eligible, offers himself for re-appointment.
5. To authorize the Board of Directors to fix the remuneration of the Auditors for the year 2024-25.

### SPECIAL BUSINESS

6. 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 (₹15.76 Lakhs) 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 31<sup>st</sup> March, 2025 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 considered necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT Shri Tajinder Gupta (DIN: 10327530), 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. 20.09.2023 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 in line with applicable statutory provisions, 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 Ms. Bani Varma (DIN: 10337787), 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. 09.10.2023 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 herself 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.”

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

“RESOLVED THAT Shri Koppu Sadashiv Murthy (DIN: 09184201), 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. 01.11.2023 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 in line with applicable statutory provisions.”

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

“RESOLVED THAT Shri Rajesh Kumar Dwivedi (DIN: 10048893), 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. 19.06.2024 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 in line with applicable statutory provisions, liable to retire by rotation.”

By Order of the Board of Directors

(Dr. Yogesh R Chhabra)  
Company Secretary

Place: New Delhi  
Dated: July 27, 2024

**NOTES: -**

1. The Ministry of Corporate Affairs (MCA) has vide its Circular dated September 25, 2023 read together with Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars") allowed convening the Annual General Meeting (AGM) through Video Conferencing or Other Audio-Visual Means (VC), 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 aforementioned MCA Circulars and SEBI Circular dated October 7, 2023 read together with SEBI Master Circular dated July 11, 2023, Notice of the AGM along with the Annual Report 2023-24 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 2023-24 will also be available on the websites of the Company ([www.bhel.com](http://www.bhel.com)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of the e-voting agency, National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Physical copy of the AGM Notice along with the Annual Report shall be sent to those Members who request/ have requested for the same.
3. For receiving all communication (Notice, Annual Report and the e-voting instructions along with the User ID & Password) from the Company electronically, please refer to the instructions annexed to the Notice.
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 [ashugupta.cs@gmail.com](mailto:ashugupta.cs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.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. Ms. Arti Bhatnagar and Shri Krishna Kumar Thakur, Directors, retire by rotation and being eligible, offer themselves for re-appointment. However, as per the terms of their appointment, the tenure of Ms. Arti Bhatnagar being a Part-time Official (Nominee) Director is till the withdrawal of her nomination by the Government of India while the tenure of Shri Krishna Kumar Thakur will expire on July 3, 2028 (five years from the date of his appointment). Brief resume of each of the Directors proposed for re-appointment is given at Annexure to the Notice.
11. 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 2016-17 and interim dividend for the financial year 2017-18 which remains unclaimed, are proposed to be transferred to the said account on October 22, 2024 and March 9, 2025 respectively.  
  
Members who have not claimed/ encashed their dividend so far for the financial year ended on March 31, 2017 or any subsequent financial year(s) may approach the Company for obtaining payments thereof before expiry of the stipulated 7 years period.
12. The Board of Directors of the Company has recommended a final dividend of 12.5% (Rs. 0.25 per share of Rs. 2/- each) on the Paid-up Equity Share Capital of the Company for FY 2023-24. This final dividend, if approved by the shareholders at the AGM, will be payable within 30 days from the date of declaration of dividend i.e. on or before September 20, 2024 to the Members whose names appear in the Register of Members/ list of Beneficial Owners of the Company as on the Record Date i.e. Friday, August 9, 2024.

Dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (IT Act). In order to enable compliance with TDS requirements in respect of dividends declared by the Company in future, members are requested to submit Form 15G/ 15H on annual basis and update details about their residential status, PAN & Category as per the IT Act with their Depository Participants or in case of shares held in physical form, with the Company/ Registrar & Transfer Agent, so that tax at source, if any, as per applicable rates may be deducted in respect of dividend payments made by the Company in future.

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 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 in respect of their demat share accounts; and
  - ii. to the Company at its registered office or the Registrar & Transfer Agent, M/s Alankit Assignments Limited (4E/2, Alankit House, Jhandewalan Extension, New Delhi-110055) in respect of their physical shares, in the prescribed forms available at [www.bhel.com/shareholders-information](http://www.bhel.com/shareholders-information).
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 for Auditors for the year 2024-25 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 Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Companies Act, 2013 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](mailto: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 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 NSDL. Members whose names appear in the Register of Members/ list of Beneficial Owners as on Thursday, August 15, 2024 (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 Monday, August 19, 2024 at 9.00 A.M. and will end on Wednesday, August 21, 2024 at 5.00 P.M. The e-voting module will be blocked on August 21, 2024 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. August 15, 2024.
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 and Members attending the AGM who have not cast their vote by remote e-voting will be able to vote at the Meeting through this electronic voting system.
22. The Company has appointed Ms. Ashu Gupta, Company Secretary (FCS no. 4123, Certificate of Practice no. 6646) of M/s Ashu Gupta & Co., Practising Company Secretaries, to act as a Scrutinizer, to scrutinize the process of remote

e-voting and electronic voting at the AGM, 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 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 two working days of the conclusion of the Meeting and the same shall be available on the Company's website ([www.bhel.com](http://www.bhel.com)) and on the website of the e-voting agency ([www.evoting.nsdl.com](http://www.evoting.nsdl.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 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



(Dr. Yogesh R Chhabra)  
Company Secretary

Place: New Delhi  
Dated: July 27, 2024



## 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. 6 to 10 of the accompanying Notice.

### ITEM NO. 6

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 the shareholders subsequently.

Based on the recommendation of the Board Level Audit Committee, the Board of Directors in its meeting held on July 19, 2024 has approved the names of seven Cost Accountants/ Firms for appointment for a total remuneration of ₹15.76 Lakhs as detailed under:

₹/Lakhs

Sl. No.	Name of the Cost Auditors	Unit	Remuneration for FY 2024-25
1	M/s Vijender Sharma & Co., Delhi	Consolidation	1.01
		HEEP Haridwar	2.00
		CFFP Haridwar	0.40
2	M/s R.M. Bansal & Co., Kanpur	HEP Bhopal	2.00
		TP Jhansi	0.81
		HERP Varanasi	0.40
3	M/s Narasimha Murthy & Co., Hyderabad	HPEP Hyderabad	2.00
4	M/s Subramanian Rajagopal & Associates, Tiruchirapalli	HPBP Trichy	2.67
		BAP Ranipet	1.33
5	M/s Murthy & Co. LLP., Bengaluru	SBD Bengaluru	0.53
		EDN Bengaluru	0.67
6	M/s Paliwal & Associates, Lucknow	CFP Rudrapur	0.40
		FSIP Jagdishpur	0.61
		IVP Goindwal	0.40
7	M/s SSPGR & Associates LLP, Visakhapatnam	HPVP Visakhapatnam	0.53
	<b>Total</b>		<b>15.76</b>

The above fees is exclusive of applicable taxes & 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 March 31, 2025.

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 Tajinder Gupta (DIN: 10327530), aged 57 years, was inducted as Director (Power) on the Board of BHEL w.e.f. September 20, 2023.

Shri Gupta is a 1989 batch Instrumentation and Control Engineering graduate from Birla Institute of Technology and Sciences (BITS), Pilani. Shri Gupta joined NTPC Limited as Graduate Engineer Trainee officer in 1989. Prior to his appointment as Director (Power)/ BHEL, Shri Gupta was Chief General Manager (CGM) in NTPC.

Shri Gupta has 35 years of diverse and versatile experience in Project Management, concept to commissioning of Power projects across various states in India. While with NTPC he was instrumental in development of large size greenfield and brownfield power projects, besides operating and maintaining NTPC's vast fleet of operating power stations. At NTPC corporate centre in Directors secretariat, he spearheaded the team for time bound construction and commissioning of multiple infrastructure assets crucial for the operation of NTPC.

He headed the construction team at Khargone (2x660 MW), which is having Ultra Supercritical parameters. In merely two years of his appointment, Shri Gupta as Business Unit Head, turned around the construction activities at 3x660 MW North Karanpura STPP in Jharkhand. He has been at the centre of ESG evolution that led to the commissioning of first unit of the North Karanpura STPP with the latest Air-Cooled Condensation technology, which reduces water consumption in a power plant by 65%.

A true professional with a sharp acumen for in-depth analysis, he carries with him the people, knowledge and experience of power sector ecosystem for speedy implementation of projects.

Appointment of Shri Tajinder Gupta is upto 28.02.2027 or until further orders, whichever is 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 Gupta 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 Tajinder Gupta has attended all the Board Meetings (six) held during his tenure in FY 2023-24.

In line with applicable statutory provisions read with Article 67(iv) of the Articles of Association of the Company, Shri Tajinder Gupta 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 Tajinder Gupta for the Office of Director of the Company.

Except Shri Tajinder Gupta, 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

Ms. Bani Varma (DIN: 10337787), aged 56 years, was inducted as Director (Industrial Systems and Products) on the Board of BHEL w.e.f. October 9, 2023.

Ms. Varma is an Electrical engineering graduate from the Delhi College of Engineering. She had started her career in BHEL in 1990 as an Engineer Trainee in the Industry Sector. During her extensive tenure in the organisation, she has developed a comprehensive set of competencies viz., strategic management, marketing, business development, planning, project execution and operations, change management and human resource management.

Prior to taking charge as Director (IS&P) she was holding dual charge of BHEL's Transportation Business segment at New Delhi and Electronics Division Manufacturing Unit at Bangalore. As Head of Company's Transportation Business & Systems Group, she was responsible for BHEL's diversification initiatives for the Rail Transportation business and strategized to secure the prestigious Vande Bharat Trains Manufacturing cum Maintenance order. As head of Electronics Division she was responsible for complete operations of the Unit and was able to turnaround the Unit profitably with a topline growth of 25%.

Earlier, in various roles, she managed the organization's strategic initiatives and operational targets by providing support at the apex level and coordinating with various stakeholders of BHEL, spanning across various Company's segments. She also played an instrumental role in driving Company's transformation initiatives and handled various key positions in BHEL at Corporate Strategic Management, Project Management, Industrial Products (Electrical) and Captive Power Plants.

Ms. Bani Varma holds the position of Non-Executive Chairperson on the Board of Raichur Power Corporation Limited.

Appointment of Ms. Bani Varma is upto 31.12.2027 or until further orders, whichever is 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.

Ms. Varma does not hold any shares in BHEL and she does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

Ms. Bani Varma has attended all the Board Meetings (five) held during her tenure in FY 2023-24.

In line with applicable statutory provisions read with Article 67(iv) of the Articles of Association of the Company, Ms. Bani Varma 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 Ms. Bani Varma for the Office of Director of the Company.

Except Ms. Bani Varma, 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 Koppu Sadashiv Murthy (DIN: 09184201), aged 57 years, was inducted as Chairman & Managing Director (CMD) on the Board of BHEL w.e.f. November 1, 2023.

Shri Murthy is an Electrical Engineering graduate from Bhopal University with an MBA in Finance. Prior to this, Shri Murthy was heading Corporate Operations Management group as Executive Director, besides having additional charge of CMD of Bharat Pumps & Compressors Limited, Prayagraj (BPCL).

Shri Murthy joined BHEL in 1989 at its Jhansi Unit—a transformer & locomotive manufacturing hub. During his 35 years of wide-ranging experience in Corporate Office and in various Manufacturing Units of BHEL such as Hyderabad, Bhopal, Jhansi, and Varanasi, Shri Murthy developed a comprehensive set of competencies in strategic, operational, project and commercial management.

Shri Murthy's career is marked by a strong track record of consistently delivering revenue and profitability, coupled with expert resource optimization. As Head of Corporate Operations Management at Delhi, Shri Murthy played a vital role in turning the Company profitable in FY 2022-23 & FY 2021-22 after two years of losses, fostering a project-centric culture. While heading Varanasi Manufacturing Unit, Shri Murthy successfully led all aspects of the Unit's portfolio and despite the challenges posed by the partial closure/ lockdown of the factory during Covid 1.0, achieved remarkable results in FY 2020-21, with a Profit Before Tax of over 25% of revenue, a historic low inventory level, and a cash surplus.

As CMD, BPCL, his exceptional skills in building robust stakeholder relationships drove mutually beneficial outcomes of ₹80 Crore monetization of assets and resolution to long-pending payment & contractual issues with customers, contractors & suppliers.

Shri Murthy envisions a future where BHEL excels in delivering high-quality equipment, ensures on-time EPC execution, and plays a pivotal role in contributing to India's growth. His capacity as a proven team leader and his ability to channelize diverse perspectives towards common goals, should propel the Company to new heights in the industry.

Shri Murthy holds the position of CMD in BPCL and Heavy Engineering Corporation Private Limited, Ranchi.

Appointment of Shri Murthy is up to 28.02.2027 or until further orders, whichever is earlier, in the pay scale of ₹2,00,000 – ₹3,70,000 p.m. on terms and conditions approved by the Government of India.





Shri Murthy 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 Murthy has attended all the Board Meetings (four) held during his tenure in FY 2023-24.

In line with applicable statutory provisions read with Article 67(iv) of the Articles of Association of the Company, Shri Murthy 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 Murthy for the Office of Director of the Company.

Except Shri Koppu Sadashiv Murthy, 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.

#### ITEM NO. 10

Shri Rajesh Kumar Dwivedi (DIN: 10048893), aged 56 years, was inducted as Director (Finance) on the Board of BHEL w.e.f. June 19, 2024.

Prior to this, Shri Rajesh Kumar Dwivedi has been General Manager & Head - Corporate Finance in BHEL. Shri Dwivedi is a distinguished Fellow Member of the Institute of Cost Accountants of India and also holds Master's degree in Business Administration (MBA).

Mr. Dwivedi brings with him rich and diverse experience of more than 32 years across various verticals encompassing Business Strategies, Manufacturing and project construction in Power Sector along with Board level exposure of holding additional charge of Director (Finance) in Heavy Engineering Corporation Limited, Ranchi since October, 2022. He had joined BHEL as Executive Trainee (Finance) in 1992.

He has demonstrated his leadership in the areas of operations while heading finance function at major units of BHEL. Notably, Shri Dwivedi also exhibited his consistent target-oriented approach and steered through tough times of the Company by directing the operations towards augmenting its top line as well as bottom line.

He has been instrumental in ideation of new concepts like Central Procurement Cell, New Business Models, Innovative Ordering Strategies etc., which has already started reaping benefits for the Company. His continuous focus on cost leadership through budgetary & cost controls and strong customer engagement led to strengthening of BHEL finances as well as instilled confidence in the stakeholders of the Company. His clear vision and strong conviction coupled with sound business acumen and financial prudence played an important role in uplifting the level of operations of the Company.

He has been instrumental in promoting the cost management profession in the country through his active association at all levels of his Mother Institution i.e. The Institute of Cost Accountants of India.

Shri Rajesh Kumar Dwivedi holds the position of Director

(Finance) in Heavy Engineering Corporation Private Limited, Ranchi.

Appointment of Shri Rajesh Kumar Dwivedi is up to 31.01.2028 or until further orders, whichever is 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 Dwivedi 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 Rajesh Kumar Dwivedi was appointed as Director on 19.06.2024, he did not attend any Board Meeting during FY 2023-24.

In line with applicable statutory provisions read with Article 67(iv) of the Articles of Association of the Company, Shri Rajesh Kumar Dwivedi 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 Rajesh Kumar Dwivedi for the Office of Director of the Company.

Except Shri Rajesh Kumar Dwivedi, 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. 10.

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

By Order of the Board of Directors

(Dr. Yogesh R Chhabra)  
Company Secretary

Place: New Delhi  
Dated: July 27, 2024

## DETAILS OF DIRECTORS PROPOSED FOR RE-APPOINTMENT

### MS. ARTI BHATNAGAR

Ms. Arti Bhatnagar (DIN: 10065528), aged 58 years, was inducted as Part-time Official Director on the Board of BHEL w.e.f. February 14, 2023.

Ms. Bhatnagar has a post graduate degree in Economics and M. Phil in Defence Strategic Studies from Madras University. Ms. Bhatnagar is an alumnus of the National Defence College.

She is a Civil Servant of the Indian Defence Accounts Service of the 1990 batch. She is presently working as Additional Secretary & Financial Adviser, Ministry of Commerce & Industry, Ministry of Heavy Industries and Ministry of MSME.

With about 26 years of experience in dealing with Finance, Accounts and Audit of the Defence Forces, her expertise is in handling defence acquisition and procurement contracts. Ms. Bhatnagar has worked as Joint Secretary (Security), Cabinet Secretariat handling SPG for five years. She has also worked as a Chief Vigilance Officer for Air India, Pawan Hans Limited and Airport Authority of India.

Ms. Arti Bhatnagar holds the position of Part-time Official Director on the Boards of H.M.T. Limited, India International Convention & Exhibition Centre Limited, Invest India, MMTC Limited, The State Trading Corporation of India Limited and India Trade Promotion Organization. Further, she is Chairperson of the Audit Committees of India International Convention & Exhibition Centre Limited, Invest India and India Trade Promotion Organization and Member of the Audit Committee of MMTC Limited.

Being a Government of India nominee on the Board of BHEL, Ms. Arti Bhatnagar does not receive any remuneration from BHEL.

Ms. Arti Bhatnagar does not hold any shares in BHEL and she does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

Ms. Arti Bhatnagar has attended ten (of fifteen) Board Meetings held during FY 2023-24.

### SHRI KRISHNA KUMAR THAKUR

Shri Krishna Kumar Thakur (DIN: 10172666), aged 50 years, was inducted as Director (Human Resources) on the Board of BHEL w.e.f. July 4, 2023.

Shri Thakur is a 1998 batch officer of Indian Railway Personnel Service (IRPS). He is a Post-Graduate in Literature from Tilka Manjhi University, Bhagalpur and also holds a degree of Post-Graduate Diploma in Management with specialisation in Human Resource (PGDM-HR) from Tata Institute of Social Sciences (TISS).

He has a diverse and versatile experience of 25 years of glorious service in Indian Railways and CPSUs with fine handling of HR matters and administration of three important Railway divisions i.e. Solapur, Bhopal & Mumbai. As Chairman, Railway Recruitment Cell, Western Railway, he has successfully completed recruitment of approximately twelve thousand employees. While working on secondment with RITES, he had served in a foreign project of Train Operation at Saudi Arabia. He had also headed HR department of Konkan Railway Corporation Limited (KRCL) wherein he played an important role in developing and streamlining HR policy and procedures of KRCL.

Since his appointment as Director (HR) in BHEL, Shri Thakur has spearheaded various initiatives to enhance the overall functioning of HR functions, notable initiatives are the restructuring of HR & Law Functions, the introduction of a Uniform Incentive Scheme for all manufacturing units of BHEL, rationalization of shift timing across the organisation and Multi-Skilling Reward Scheme with an objective to inculcate the culture of up-skilling and multi-skilling.

With the mantra of focus on process streamlining and improvement in efficiency, he has advocated HR data analytics as a tool to develop and implement HR strategies to drive organizational growth and employee engagement.

Under his leadership, BHEL has issued policies and guidelines for the optimal use of underutilized properties and facilities, generating revenue from these assets. He has also overseen the development of an Estate Management Portal, a central repository for all records and data related to BHEL's land and buildings, and the revamping of the Legal Case Management System (LCMS).

He has also held the additional charge of Director (Industrial Systems & Products) for the period from 01.09.2023 to 08.10.2023.

As a fine HR professional, he has been instrumental in dealing



with unions/ associations, which has also been his area of strength. In all his assignments, his proactive, progressive, and transparent handling of personnel matters helped the organisations in maintaining cordial industrial relations and fulfilling corporate responsibilities. A visionary, he is credited with long-term systemic improvements for efficient and effective management of key ingredients of corporate and government functioning in overall organisational perspectives.

Appointment of Shri Krishna Kumar Thakur is upto 03.07.2028 or until further orders, whichever is 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 Thakur 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 Krishna Kumar Thakur has attended all the Board Meetings (eleven) held during his tenure in FY 2023-24.

By Order of the Board of Directors

(Dr. Yogesh R Chhabra)  
Company Secretary

Place: New Delhi  
Dated: July 27, 2024

# PROCEDURES FOR JOINING THE AGM THROUGH VC, REMOTE E-VOTING AND VOTING AT THE AGM

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting facility provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

The remote e-voting period will be as under: -

Commencement of remote e-voting:	9:00 A.M. on Monday, August 19, 2024
End of remote e-voting:	5:00 P.M. on Wednesday, August 21, 2024

Members holding shares either in physical form or in dematerialized form, as on Thursday, August 15, 2024 i.e., Cut-off date, may cast their vote electronically during the above period. The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility either during the period commencing from August 19, 2024 and ending on August 21, 2024 or e-voting during the AGM. Members who have cast their vote by remote e-voting prior to the AGM may attend/participate in the AGM through VC but shall not be entitled to cast their vote on such resolution again.

The Board of Directors of the Company have appointed Ms. Ashu Gupta of M/s Ashu Gupta & Co., Practicing Company Secretary as Scrutinizer to scrutinize the process of remote e-voting and electronic voting at the AGM in a fair and transparent manner.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date.

The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting 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 two working days 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](http://www.bhel.com)) and on the website of the e-voting agency ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)). The result will simultaneously be communicated to the stock exchanges.

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 August 22, 2024.

## INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS AND JOINING VIRTUAL MEETING




### A. Process and manner for remote e-voting, and voting during the AGM are explained below:

#### Step-1: Access to the NSDL e-voting system and casting vote electronically on NSDL e-voting system

##### A.1) Login method for Individual shareholders holding securities in demat mode

In terms of the SEBI Circular dated December 9, 2020 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-voting process has been enabled for all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories/websites of depositories /depository participants. Shareholders are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

Type of shareholders	Login Method
Individual Share-holders holding securities in demat mode with NSDL.	<p>1. <b>NSDL IDeAS Facility:</b></p> <ul style="list-style-type: none"> <li><b>If you are already registered for the NSDL IDeAS facility:</b> <ol style="list-style-type: none"> <li>Please visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or mobile phone.</li> <li>Once the homepage of e-services is launched, click on the 'Beneficial Owner' icon under 'Login', available under the 'IDeAS' section.</li> <li>A new screen will open. You will have to enter your User ID and password. After successful authentication, you will be able to see e-voting services.</li> <li>Click on 'Access to e-voting' under e-voting services and you will be able to see the e-voting page.</li> <li>Click on Company name or <b>e-voting service provider – NSDL</b> and you will be re-directed to the NSDL e-voting website for casting your vote during the remote e-voting period or voting during the meeting.</li> </ol> </li> <li><b>If you are not registered for IDeAS e-Services:</b> <ol style="list-style-type: none"> <li>The option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> </ol> </li> </ul>

	<ol style="list-style-type: none"> <li>2. Select '<b>Register Online for IDeAS Portal</b>' or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Upon successful registration, please follow steps given in points 1 - 5 above</li> </ol> <p>II. <b>E-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or mobile phone.</li> <li>2. Once the homepage of e-voting system is launched, click on the '<b>Login</b>' icon, available under the '<b>Shareholder/Member</b>' section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on Company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting.</li> </ol> <p>III. Shareholders/Members can also download NSDL Mobile App 'NSDL Speed-e' facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; <b>New System Myeasi</b> Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all <b>e-Voting Service Providers</b>, so that the user can visit the <b>e-Voting service providers'</b> website directly.</li> </ol>

	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> <li>1. You can also log in using the login credentials of your demat account through your depository participant registered with NSDL/ CDSL for the e-voting facility.</li> <li>2. Once logged in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL/CDSL depository site after successful authentication, wherein you can see e-voting feature.</li> <li>3. Click on Company name or e-voting service provider-NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**A.2) Login Method for shareholders, other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

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.
4. Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-Services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically on NSDL e-voting system.
5. 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 129424 then user ID is 129424001***

6. 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 prompt 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 '**General Guidelines for shareholders**'.
7. 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](http://www.evoting.nsdl.com).
    - b) Click on '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.
  8. After entering your password, tick on '**Agree to Terms and Conditions**' by selecting on the check box.
  9. Now, you will have to click on '**Login**' button.
  10. After you click on the '**Login**' button, Home page of e-voting will open.

### Step 2: Cast your vote electronically and join General Meeting 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 is in active status.
2. Select '**EVEN 129424**' of Company to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on '**VC/OAVM**' link placed under '**Join Meeting**'.
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.

## B. Instructions for Members for attending the AGM through VC & Voting on the day of AGM:

1. Members will be provided with the facility to attend the AGM through VC through the NSDL e-voting system. Members may access the same by following the steps mentioned above for '**Access to NSDL e-voting system**'. After successful login, Members should click '**VC/OAVM link**' placed under '**Join meeting**' menu against Company name. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
2. The members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned elsewhere in the Notice.
3. Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) / 022 - 4886 7000 or contact Ms. Pallavi Mhatre - NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number & prospective questions (if any) at [shareholderquery@bhel.in](mailto:shareholderquery@bhel.in) from August 14, 2024 (9:00 a.m. IST) to August 17, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, subject to availability of sufficient time for smooth conduct of the AGM.
7. Members may also ask questions in writing by sending mail in advance at [shareholderquery@bhel.in](mailto:shareholderquery@bhel.in), mentioning their name, demat account number/folio number, email id, mobile number and the requisite views/ questions. The same will be replied by the Company suitably.
8. 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.
9. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
10. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are

otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

11. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

## C. General Guidelines for shareholders

1. 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 [ashugupta.cs@gmail.com](mailto:ashugupta.cs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://www.evoting.nsdl.com) to reset the password.
3. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the Cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he / she is already registered with NSDL for remote e-voting then he /she can use his / her existing User ID and password for casting the vote. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the Cut-off date may follow steps mentioned above under '**Login method for Individual shareholders holding securities in demat mode**'.
4. 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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre-NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).
5. Members whose email IDs are not registered with the depositories / Company may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting:
  - i) 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).

- ii) 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).
  - iii) If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at (point no. A.1) i.e., Login method for Individual shareholders holding securities in demat mode.
  - iv) 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.
6. To register/ update your email address with the Company permanently and to keep receiving all communication (Notice, Annual Report and the e-voting instructions along with the User ID & Password) electronically in future, please follow the below process:
- a) Members holding shares in physical mode may send an e-mail request addressed to [shareholderquery@bhel.in](mailto:shareholderquery@bhel.in) or to M/s Alankit Assignments Limited, Registrar & Share Transfer Agent of the company at [rta@alankit.com](mailto:rta@alankit.com) alongwith scanned copy of the request letter duly signed by the first shareholder, providing the email address, Mobile No., self-attested copy of PAN and a copy of the share certificate to enable RTA 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.
  - c) In case of queries in the matter, members are requested to write to [rta@alankit.com](mailto:rta@alankit.com) or call at 011-42541234.





# BHARAT HEAVY ELECTRICALS LIMITED

(CIN: L74899DL1964GOI004281)

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

Phone: 011-66337598

Website: www.bhel.com, Email: shareholderquery@bhel.in

Dear Shareholder,

## Subject: Deduction of Tax at source on Final Dividend for the F.Y. 2023-24

As you are aware that the Board of Directors of your Company has recommended a Final Dividend of 12.5% (Rs. 0.25 per share) for the Financial year 2023-24 at its meeting held on May 21, 2024. The Annual General Meeting (AGM) is scheduled on Thursday, August 22, 2024 and the Final Dividend, if declared at the AGM, will be paid within 30 days of declaration. The Company has fixed Friday, August 9, 2024 as the record date for determining entitlement of members to receive final dividend for the year ended March 31, 2024.

1. In terms of the provisions of Income Tax Act, 1961, ('the Act'), dividend declared, paid and distributed by the Company on or after 01<sup>st</sup> April, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source (TDS) at the time of payment of dividend in accordance with the provisions of the Act.
2. As per the latest information available with the Depositories (NSDL / CDSL) or with the Registrar and Transfer Agent (RTA) (M/s. Alankit Assignments Limited), you are classified either as a Resident Shareholder or a Non-Resident Shareholder and sub-classified as Individual / Company / Firm / HUF / AOP / Trust / other entity based on the Permanent Account Number (PAN). If you remain as a shareholder on record date, the dividend receivable by you would be taxable under the Act and would be subject to TDS as per the extant provisions of the Act.
3. If there is any change in the above information, you are requested to update your records such as tax residential status, permanent account number (PAN) and update your email address, mobile numbers and other details with your relevant depositories through your depository participants in case you are holding shares in dematerialized form and if you are holding shares in physical mode, you are requested to furnish the details to the RTA of the Company. The records may please be updated before the record date to ensure correct deduction of tax, if applicable.
4. Further, we wish to inform that Securities and Exchange Board of India (SEBI), vide its latest Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May 2024, read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10<sup>th</sup> June 2024, has issued, inter alia, guidelines on "Common and Simplified Norms for Processing Investor's Service Requests by RTAs and norms for furnishing PAN, KYC details." Para 19.1 of the Master Circular mandates all the holders of physical securities to furnish PAN, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. In continuation of the same, Para 19.2 lays down the procedure for availing services and payment of dividend etc. in the folios without PAN, KYC details which reads as under:

***"19.2. Folios without PAN and KYC details: The security holder(s) whose folio(s) do not have PAN, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:***



# BHARAT HEAVY ELECTRICALS LIMITED

(CIN: L74899DL1964GOI004281)

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

Phone: 011-66337598

Website: www.bhel.com, Email: shareholderquery@bhel.in

- a. to lodge grievance or avail any service request from the RTA only after furnishing PAN and KYC details.
- b. **for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024. An intimation shall be sent by the Listed Company/ Entity to the security holder that such payment is due and shall be made electronically only upon complying with the requirements stated in Para 19.1 of the Master Circular."**

## 5. For Resident Shareholders:

TDS shall be applicable under Section 194 of the Act @ 10% on the amount of dividend payable, where a valid PAN has been furnished by the concerned resident shareholders to their respective Depository Participants (in case shares are held in dematerialised form) or to the RTA of the Company (in case shares are held in physical form). In case shareholders do not have PAN / invalid PAN/PAN not linked with Aadhar / not registered their valid PAN in their accounts, TDS at the rate of 20% shall be deducted under Section 206AA of the Act.

Every Individual who is required to link his PAN with Aadhaar as per the extant provisions of Section 139AA of the Act (refer Notification No. 37/2017 dated 11.05.2017), needs to intimate his Aadhaar number to the Income tax department for PAN-Aadhaar linking. Further, as per Rule 114AAA, where such person fails to do so, his PAN shall become inoperative and where tax is deductible on payment to such person it will be subject to higher TDS rates as per provisions of section 206AA of the Act.

**Further, no TDS will be applicable for dividend payable to:**

### a) Resident Individual Shareholders, if:

- i) the total dividend to be paid to the Individual shareholder during F.Y. 2024-25 i.e. April 01, 2024 to March 31, 2025 does not exceed Rs. 5,000/-;or
- ii) their income is below the taxable limit and a declaration is received from the concerned shareholders in Form 15G (for persons below the age of 60 years) or in Form 15H (for persons of the age of 60 years and more) along with self-attested copy of PAN card, subject to eligibility conditions being met.

### b) Resident Shareholders other than Individuals, if:

Sufficient documentary evidence thereof, to the satisfaction of the Company is submitted as mentioned below:

- i) **Insurance companies:** A declaration that they are beneficial owners of shares held and declaration that TDS provisions on dividend are not applicable to the entity along with self-attested copies of registration certificate and PAN;



# BHARAT HEAVY ELECTRICALS LIMITED

(CIN: L74899DL1964GOI004281)

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

Phone: 011-66337598

Website: www.bhel.com, Email: shareholderquery@bhel.in

- ii) **Mutual Funds:** Self-declaration that they are specified and eligible for exemption under section 10 (23D) of the Act, 1961 along with a self-attested copies of registration certificate and PAN;
- iii) **Alternative Investment Fund (AIF) established in India:** Self-declaration that its income is exempt under Section 10 (23FBA) of the Act and they are governed by SEBI regulations as Category I or Category II AIF along with a self-attested copies of registration certificate and PAN;
- iv) **New Pension System Trust:** Self-declaration that they are governed by the provisions of Section 10 (44) and sub-section 1E to section 197A of the Act along with self-attested copies of registration certificate and PAN;
- v) **Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income:** Self-declaration specifying the specific Central Act under which such corporation is established and that their income is exempt under the provisions of Income Tax Act, 1961 along with self-attested copies of registration certificate and PAN and other relevant documentary evidence;
- vi) **Other Resident Non Individual Shareholders:** Shareholders who are exempted from the provisions of TDS as per Section 194 of the Act or are covered u/s 196 the Act shall also not be subjected to any TDS, provided they submit an attested copy of the PAN along with the documentary evidence in relation to the same.

**Application of Nil rate at the time of tax deduction / withholding tax on dividend amount shall depend upon the completeness of the Documents submitted by such shareholders.**

## **6. For Non-resident Shareholders including Foreign Portfolio Investors and Foreign Institutional Investors**

TDS will be applicable @ 20% (plus applicable surcharge and cess) on the amount of dividend payable.

However, as per the provisions of Section 90 of the Income Tax Act, 1961, a non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') entered into between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder. For this purpose, i.e., to avail the tax treaty benefits, the non-resident shareholder will have to compulsorily provide the following documents:

- Self-attested copy of PAN card, if any, allotted by the Indian Income Tax Authorities.
- Self-attested copy of Tax Residency Certificate ('TRC') obtained from the tax authorities of the country of which the shareholder is resident, evidencing shareholder's tax residency status during Financial Year 2024-25. In case, the TRC is furnished in a language other than English, the official translated copy of TRC in English language would be required.
- E-filed copy of Form 10F generated electronically from Income tax portal.
- Self-declaration by the non-resident shareholder as to:



# BHARAT HEAVY ELECTRICALS LIMITED

(CIN: L74899DL1964GOI004281)

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

Phone: 011-66337598

Website: www.bhel.com, Email: shareholderquery@bhel.in

- Eligibility to claim tax treaty benefits based on the tax residential status of the shareholder along with such particulars / confirmation as would be imperative to be governed by and / or avail benefits, if any, under the applicable DTAA;
- No Permanent Establishment /fixed base in India in accordance with the applicable tax treaty;
- Shareholder being the beneficial owner of the dividend income.

Kindly note that the Company is not obligated to apply beneficial DTAA Rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non- Resident shareholders. The documents referred to in above points can be downloaded from the link given at the end of this communication.

Non-residents having Permanent Establishment (PE) in India would need to comply with provisions of section 206AB of the Act.

## **7. TDS to be deducted at higher rates in case of non-filers of Return of Income - Section 206AB of the Act**

Rate of TDS @10% u/s 194 of the Act is subject to provisions of section 206AB of Act which provides for TDS rates in respect of specified persons i.e. non-filers of income-tax return. In accordance with section 206AB, tax is required to be deducted at the highest of following rates in case of payments to specified persons:

- at twice the rate specified in the relevant provision of the Act; or
- at twice the rate or rates in force; or
- at the rate of 5%;

### **The term 'specified person' is defined in sub section (3) of section 206AB of the Act who satisfies the following conditions:**

- A person who has not filed the income tax return for the year immediately preceding the year in which tax is required to be deducted, for which the time limit of filing of return of income under section 139(1) of the Act has expired; and
- The aggregate of TDS and TCS at source in his case is Rs. 50,000 or more in the said preceding year.

Non-residents who don't have the permanent establishment in India or a person who is not required to furnish the return of income are excluded from the scope of a 'specified person'. Accordingly, for the purpose of Section 206AB, non-resident person is required to provide "No Permanent Establishment" Certificate. In case wrong declaration is provided to the Company regarding permanent establishment, Company reserves its right to recover any demand raised subsequently on the Company under section 206AB and the claim for such recovery shall lie on the recipient of the dividend.



# BHARAT HEAVY ELECTRICALS LIMITED

(CIN: L74899DL1964GOI004281)

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

Phone: 011-66337598

Website: [www.bhel.com](http://www.bhel.com), Email: [shareholderquery@bhel.in](mailto:shareholderquery@bhel.in)

Please note that the information regarding whether a shareholder is a specified person or not will be determined using the Compliance check functionality of the Income Tax Department in accordance with CBDT Circular No. 11/ of 2021 dated June 21, 2021. Further, any demand / penalty raised by the I. T. Department on account of Compliance functionality shall lie on the shareholder.

Where sections 206AA and 206AB are applicable simultaneously i.e., the specified person has not submitted the PAN as well as not filed the return; the tax shall be deducted at higher of two rates prescribed in these two sections.

**8. Resident as well as Non-resident Shareholders covered u/s 197 of the Act**

In the case where the shareholders provide a certificate under Section 197 of the Act for lower / NIL withholding of taxes, the rate specified in the said certificate shall be considered based on submission of self-attested copy of the same.

**9. Kindly note that the aforementioned documents should be uploaded with M/s Alankit Assignments Limited, the Registrar and Transfer Agent ("RTA") at <https://einward.alankit.com/> on or before 13/08/2024 (Cut-off Date).**

**10. Shareholders having multiple accounts under different status / category**

In case of Shareholders holding shares in multiple accounts under different status/ category under a single PAN, higher of the tax rate as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

**11. The consideration of the aforesaid documents, including application of beneficial Tax Treaty Rate, where applicable, will depend on the adequacy and completeness of such documents submitted by the shareholders and review of the same to the satisfaction of the BHEL. Documents received after 13.08.2024 (Cut-off date) and / or incomplete documents will not be considered.**

**12. In the event where the benefit of lower tax on dividend cannot be provided by the Company in the absence of, or due to late receipt of, the aforesaid documents, shareholders will still have an option to claim appropriate refund, if eligible, at the time of filing their income tax returns. No claim shall lie against the Company for taxes once deducted.**

**13. Transferring credit to the beneficial owner**

In cases where the shareholder is merely a custodian of the shares and, accordingly, not the beneficial owner of the dividend payable in respect thereof, i.e the dividend is assessable in the hands of another person, then, in order to transfer the credit of TDS to the beneficial owner of dividend income, i.e in whose hands the dividend is assessable, the shareholder may provide a declaration prescribed under Rule 37BA of the Income-Tax Rules, 1962. The aforesaid declaration shall contain (i) name, address, PAN and residential status of the person



# BHARAT HEAVY ELECTRICALS LIMITED

(CIN: L74899DL1964GOI004281)

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

Phone: 011-66337598

Website: [www.bhel.com](http://www.bhel.com), Email: [shareholderquery@bhel.in](mailto:shareholderquery@bhel.in)

to whom credit is to be given; (ii) payment in relation to which credit is to be given; and (iii) the reason for giving credit to such person.

The above declaration must be provided on or before **13.08.2024 (Cut-off date)** in order to enable the Company to determine and apply appropriate TDS. Please note that no application under Rule 37BA would be considered in absence of the aforesaid details.

**Such Declaration under Rule 37BA of the Income Tax Rules, 1962, if any, received after 13.08.2024 (Cut-off date) and / or with incomplete details will not be considered.**

#### 14. Information on tax deducted:

- The Company will arrange to email a soft copy of the TDS certificate to the registered email IDs of the shareholders in due course. The TDS amount will also be reflected in Form 26AS of the shareholder, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>
- If the requisite documents and details are not provided by the shareholders within the specified time, TDS would be regulated as per the provisions of the Act. In such a case, if TDS is deducted at a rate which is considered higher than the applicable rate of tax in a particular case, refund of such excess TDS may be claimed by the shareholder as provided under law. No claim shall, however, lie against the Company for such deduction of TDS.
- In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in appellate proceedings, if any, preferred by the Company.
- Further, shareholders who have not registered their email address are requested to register the same. In case shares are held in physical mode, please provide Folio No., Name of Shareholder, PAN (self-attested scanned copy of PAN card) and Aadhaar (self-attested scanned copy of Aadhaar Card) to RTA (M/s. Alankit Assignments Limited).

In case shares are held in Demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to your Depository Participant.

- In line with the Securities and Exchange Board of India ("SEBI") directives, the Company is required to update Bank account details of its Shareholders to enable usage of the electronic mode of remittance for distributing dividends and other cash benefits to its Shareholders.

While on the subject, we request you to submit / update your Bank account details with your Depository Participant, in case you are holding shares in electronic form and in case your shareholding is in physical form, you will have to submit a request letter, duly signed by the



# BHARAT HEAVY ELECTRICALS LIMITED

(CIN: L74899DL1964GOI004281)

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

Phone: 011-66337598

Website: [www.bhel.com](http://www.bhel.com), Email: [shareholderquery@bhel.in](mailto:shareholderquery@bhel.in)

---

first shareholder, along with a cancelled cheque leaf bearing your name and bank account details and a copy of your duly self-attested PAN card to the RTA, M/s Alankit Assignments Limited. This will facilitate receipt of dividend directly into your Bank account. In case, the cancelled cheque leaf does not bear the shareholder(s) name, please attach a copy of the Bank pass-book statement, duly attested.

ABOVE COMMUNICATION ON TDS SETS OUT THE PROVISIONS OF LAW IN A SUMMARISED MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES. SHAREHOLDER SHOULD OBTAIN ADVICE RELATED TO THEIR TAX MATTERS FROM A TAX PROFESSIONAL.

**Further, any amendment made to Income Tax provisions vide the Finance Act or otherwise, shall accordingly be applied at the time of deduction of TDS, including other statutory compliances, in respect of dividend payable to shareholders.**

For any query pertaining to above dividend payment, please mail to [rameshk1@alankit.com](mailto:rameshk1@alankit.com)  
Please send your correspondence to our RTA at the following address:

M/s Alankit Assignments Limited  
(Unit: Bharat Heavy Electricals Limited),  
205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055.  
Telephone: 7290071335

Thank you for your kind co-operation and support.

Yours faithfully,

For Bharat Heavy Electricals Limited

**Sd/-**

(Dr. Yogesh R Chhabra)

Company Secretary

Enclosures:

- [Form 15H \(Link\)](#)
- [Form 15G \(Link\)](#)
- [Self-Declaration \(Link\)](#)