



SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Bharat Heavy Electricals Limited,
BHEL House, Siri Fort,
New Delhi-110049

Subject: Scrutinizer's Report on Postal Ballot conducted through remote e-voting in respect of the resolution set-out in the Postal Ballot Notice dated 18th November, 2025

Dear Sir,

I, Sachin Agarwal, Partner of M/s Agarwal S. & Associates, Practicing Company Secretaries, Delhi having Firm's Registration No. P2003DE049100 had been appointed as Scrutinizer by the Board of Directors of Bharat Heavy Electricals Limited ("the Company") pursuant to the provisions of Section 110 of the Companies Act, 2013, Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 read with Ministry of Corporate Affairs (MCA) General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 03/2025 dated 22nd September, 2025 ("MCA Circulars"), for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process on the resolution contained in the Postal Ballot Notice dated 18th November, 2025, in a fair and transparent manner.

1. Postal Ballot Notice

The Postal Ballot notice dated 18th November, 2025 alongwith the statement setting out material facts under Section 102 of the Companies Act, 2013 in respect of the resolution mentioned therein, was sent to all the Shareholders in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements), 2015 read with Rules made thereunder together with the MCA Circulars.

2. Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 relating to e-voting on the resolution contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

3. Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the Shareholders in respect of the resolution contained in the Postal Ballot Notice. My report is based on verification of data

and reports generated from the voting system provided by National Securities Depository Limited (NSDL), the e-voting agency authorized under the Rules and appointed by the Company to provide e-voting facility and papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process.

4. Cut -off date

The shareholders of the Company as on the "cut-off" date as set out in the Notice i.e. Wednesday, 12th November, 2025 were entitled to vote on the resolution set out in the Postal Ballot Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

5. Remote e-voting process

- i. The remote e-voting period remained open from Wednesday, 19th November, 2025 (9:00 a.m. IST) to Thursday, 18th December, 2025 (5:00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Mr. Ravi Agrawal and Ms. Shweta Jain who are not in the employment of the Company and / or National Securities Depository Limited (NSDL). They have signed below in confirmation of the same

(Witness 1)

(Witness 2)

- iii. Thereafter, the details containing, inter alia, the list of shareholders who voted "in favour" or "against" on the resolution were generated from the e-voting website of NSDL.

6. Based on the report generated by NSDL, scrutinized on test-check basis, and relied upon by me, I submit hereunder the Scrutinizer's Report on the results of the remote e-voting for postal ballot as under:

Special Resolution - Amendment to the Articles of Association:

Total Valid Votes casted		Votes casted in Favour			Votes casted against		
Voters	No. of Votes	Voters	No. of Votes polled	Voting as a % of no. of votes casted	Voters	No. of Votes polled	Voting as a % of no. of votes casted
4288	2993353781	4125	2993307602	99.9985	163	46179	0.0015

7. Based on the aforesaid results, I report that the Special Resolution set out in the Postal Ballot Notice stands passed with requisite majority.
8. The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to Chairman/ Authorized Representative, for preserving safely.

**Thanking you,
For Agarwal S. & Associates
Company Secretaries
(Firm's Registration No. P2003DE049100)
Peer Review No. 2725/2022**

**Sachin Agarwal
Partner
FCS- 5774
COP-5910
Date: 18.12.2025
UDIN: F005774G002523245**