

Bharat Heavy Electricals Limited

(CIN: L74899DL1964GOI004281)

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

Phone: 011-66337000, Fax: 011-26493021

Website: www.bhel.com, E-mail: shareholderquery@bhel.in

Notice is hereby given that the 51st Annual General Meeting of the Members of BHARAT HEAVY ELECTRICALS LIMITED will be held on Tuesday, the 22nd September, 2015 at 10 A.M. at FICCI Auditorium, Barakhamba Road (Tansen Marg), New Delhi-110001, 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 31st March, 2015 together with the Directors' Report and Auditors' Report thereon.
2. To declare dividend for the financial year 2014-15.
3. To appoint a Director in place of Shri Atul Sobti (DIN: 06715578), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri S.K. Bahri (DIN: 06855198), 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 2015-16.

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 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Years ended 31st March, 2015 and 31st March, 2016, as set out in the Statement annexed to

the Notice convening this Meeting, be and is hereby ratified.”

“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 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 a **Special Resolution**:

“RESOLVED THAT pursuant to the requirements of SEBI circular dated 17th April, 2014 and other applicable provisions of the Companies Act, 2013, if any, the related party transaction entered into with Raichur Power Corporation Limited pertaining to order for plant equipment supply and services for 2x800 MW Yeramarus Power Project valuing ₹ 6300 Crore be and is hereby approved.”

“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 necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT Shri Rajesh Kumar Singh (DIN: 06459343), 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. 22.12.2014 to hold Office up to 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.”

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

“RESOLVED THAT Shri D. Bandyopadhyay (DIN: 07221633), 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. 01.08.2015 to hold Office up to 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, liable to retire by rotation.”

By Order of the Board of Directors



Place: New Delhi
Dated: August 14, 2015

(I.P. Singh)
Company Secretary

Notes:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF SUCH MEMBER OR NUMBER OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, AS PER RULE 19(2) PROVISIO OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS (48 HOURS) BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.
2. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
3. 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.
4. Shri Atul Sobti and Shri S.K. Bahri, Directors, retire by rotation and being eligible, offer themselves for re-appointment. However, as per the terms of Shri Atul Sobti's appointment, the tenure of Shri Atul Sobti as Director (Power) of the Company will expire on 30th November, 2018. Brief resume of each of the Directors proposed for re-appointment is given at Annexure to the Notice.
5. The Register of Members and Share Transfer books of the Company shall remain closed from Wednesday, 16th September, 2015 to Tuesday, 22nd September, 2015 (both days inclusive), for determining names of the shareholders eligible for final dividend, if declared, at the meeting.
6. Members are advised to submit their National Electronic Clearing Service/Electronic Clearing Service (NECS/ECS) mandate in the form (given elsewhere in the Annual Report) duly filled in and signed, to enable the Company to make remittance by means of NECS/ECS.
7. The Board of Directors has recommended a final dividend of 31% on the Paid-up Equity Share Capital (₹ 0.62 per share) of the Company in addition to an interim dividend of 27% (₹ 0.54 per Share) already paid during the year 2014-15.
8. The final dividend on the Equity Shares as recommended by the Board of Directors for the year ended 31st March, 2015, if approved by the shareholders at the Annual General Meeting, will be payable within 30 days from the date of declaration of dividend i.e. on or before

21st October, 2015, to those shareholders whose name appear:-

- i. As Beneficial Owners of shares as at the closure of business hours on 15th September, 2015 as per the list to be furnished by NSDL/ CDSL in respect of the shares held in the Electronic mode; and
- ii. As Members in the Register of Members of the Company after giving effect to all valid share transfer requests in physical form which are lodged with the Company/ RTA on or before the close of business hours on 15th September, 2015.

9. Pursuant to Section 205A(5) read with Section 205C of the Companies Act, 1956, 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. After that, there remains no claim of the members whatsoever on the said amount. Accordingly, the final dividend for the financial year 2007-08 and interim dividend for financial year 2008-09, which remains unclaimed, are proposed to be transferred to the said account on 23rd October, 2015 and 6th March, 2016 respectively.

Members who have not claimed /encashed their Dividend so far for the financial year ended 31st March, 2008 or any subsequent financial year(s) may approach the Company for obtaining payments thereof before expiry of the stipulated 7 years period.

10. Members may avail facility of nomination in terms of section 72 of the Companies Act, 2013, by nominating (Form enclosed with the Annual Report) any person to whom their shares in the Company shall vest in the event of their death.
11. 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 (C&AG) 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 of Auditors for the year 2015-16 as may be deemed fit by the Board.
12. 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 (DPs) in respect of their electronic share accounts; and
 - ii. to the Company at its registered office or the Registrar & Share Transfer Agent, M/s. Karvy Computershare Private Ltd. (Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032) in respect of their physical shares, if any, quoting their folio number, Banker's name and account number to ensure prompt and safe receipt of dividend warrants.
13. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting. However, entry to the Auditorium will be strictly on the basis of entry slip, available at the counters at the venue and to be exchanged with attendance slip.
14. In compliance with section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means through M/s Karvy Computershare Private Limited. The members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, September 15, 2015 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 Saturday, September 19, 2015 at 9.00 a.m. and will end at 5.00 p.m. on Monday, September 21, 2015. The e-voting module will be blocked on September 21, 2015, at 5.00 p.m. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent alongwith necessary user id & password and attached with this Notice. 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 being, September 15, 2015.

15. The facility for voting through ballot paper shall be made available at the AGM and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
16. The members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
17. The Company has appointed Shri Sachin Agarwal of M/s Agarwal S. & Associates, Practicing Company Secretary, to act as a scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman

of the Company. The results along with the Scrutinizer's Report shall be available on the Company's website (www.bhel.com) and on the website of the agency 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.

18. Members are requested to:-
 - i. bring their Attendance Slip duly completed and signed at the venue of the meeting.
 - ii. quote their Folio/ DP & Client ID Nos. in all correspondence.
 - iii. note that no briefcase or bag will be allowed to be taken inside the auditorium for security reasons.
 - iv. note that no gifts will be distributed at the AGM.

By order of the Board of Director



Place: New Delhi
Dated: August 14, 2015

(I.P. Singh)
Company Secretary

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, 7, 8 and 9 of the accompanying Notice dated August 14, 2015.

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 shareholders subsequently. However, as there was a lack of clarity regarding the coverage of BHEL products for cost audit under the earlier Companies (Cost Records and Audit) Rules, 2014 issued in 30th June 2014, it was resolved that based upon clarification from the Cost Audit Branch, Ministry of Corporate Affairs and consequent Board approval for appointment & remuneration of Cost Auditors for the Financial Year ended 31st March, 2015, remuneration of the Cost Auditors so appointed will be submitted for ratification in this Annual General Meeting.

Further, the Board, on the recommendation of the Audit Committee, has also approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ended 31st March, 2016.

The Cost Auditors appointed for Financial Years ended 31st March, 2015 and 31st March, 2016 alongwith the details of their fees are as under:

(₹ Lakhs)

Sl. No.	Name of the Cost Auditors	Unit	Remuneration for the FY 2014-15	Remuneration for the FY 2015-16
1.	M/s Jugal K. Puri & Associates, Delhi (Lead Cost Auditor)	Consolidation Audit Report	0.75	0.75
		HEEP Haridwar	0.50	1.50
		CFFP Haridwar	0.30	0.30
2.	M/s Sanjay Kasliwal & Associates, Bhopal	Jhansi	0.30	0.60
		HERP Varanasi	-	0.30
		Bhopal	-	1.50
3.	M/s Narasimha Murthy & Co., Hyderabad	Hyderabad	0.30	1.50
4.	M/s RKMS & Associates, Chennai	Trichy	2.00	2.00
		BAP Ranipet	-	1.00
5.	M/s Vishwanath Bhat & Co., Bengaluru	EPD Bengaluru	0.20	0.40
		EDN Bengaluru	-	0.50
6.	M/s Sunil Singh & Co., Lucknow	IVP Goindwal	0.30	0.30
		FP Jagdishpur	0.20	0.20
		CFP Rudrapur	-	0.30
		IP Jagdishpur	-	0.40
		CSU Jagdishpur	-	0.20
7.	M/s Velamarthi & Associates, Visakhapatnam	HPVP Vizag	-	0.40
Total			4.85	12.15

Note: Taxes & out of pocket expenses extra

Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the Financial Years ended 31st March, 2015 and 31st March, 2016.

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

As per SEBI circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014, all existing Material Related Party contracts or arrangements which were likely to continue beyond 31st March, 2015, are to be approved by the Shareholders in the first General Meeting subsequent to 1st October, 2014. The said related party transaction is an order for main plant equipment supply & services for the 2×800 MW Yeramarus Power Project at a value of ₹ 6300 Crore received in April 2010 from Raichur Power Corporation Limited (a JV between BHEL and Karnataka Power Corporation Limited). While the transaction is on arm's length and in the ordinary course of business, however, being a material related party transaction in terms of the Listing Agreement (exceeding the threshold limit of 10% of BHEL's consolidated turnover as per last year's audited financial statements) and since the contract is continuing beyond March 2015, approval of shareholders is required.

Shri Atul Sobti, Director and Shri I.P. Singh, Company Secretary have been nominated as shareholders & are holding 100 shares each on behalf of BHEL in Raichur Power Corporation Limited and Shri Atul Sobti has been nominated as Part-time Chairman on the Board of the Company. Except Shri Sobti and Shri Singh 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

Shri Rajesh Kumar Singh (DIN: 06459343), aged 48 years, was inducted as Part-time Official Director on the Board of BHEL w.e.f. 22nd December, 2014.

Shri Rajesh Kumar Singh is an IAS Officer of 1991 batch of Uttar Pradesh Cadre and is presently Joint Secretary to the Government of India, Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises. He is M.Tech in Thermal Engineering from IIT (Delhi).

Shri Singh has rich and varied experience of more than 23 years in the field of Public Administration, Governance, Management, Labour & Employment and Urban Development. During his career he has held important profiles like Collector & DM Aligarh (U.P.), Collector & DM in Ballia (U.P.), Special Secretary, Irrigation Department, Director, Labour & Employment Department and Director, Youth Affairs & Sports Department.

From 2006 onwards, he held key positions like Special Secretary, Technical Education Department and Director, Rajya Utpadan Mandi Parishad.

Shri Rajesh Kumar Singh is a Director on the Boards of Engineering Projects (India) Limited, Andrew Yule & Company Ltd and Tide Water Oil Company India Limited. Shri Singh is also Managing Director of Scooters India Limited. He is a member in the Audit Committees of Engineering Projects (India) Limited and Tide Water Oil Co. India Ltd.

Shri Singh is not holding any shares in BHEL and he does not have any relationship with other Directors/ Manager/ KMP of Company.

Being a Government of India nominee on the Board of BHEL, Shri Singh does not receive any remuneration from BHEL. During his tenure up to 31st March, 2015, Shri Singh attended one Board Meeting.

By virtue of Section 161 of the Companies Act, 2013 read with Article 67(iv) of the Articles of Association of the Company, Shri Rajesh Kumar Singh 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 Singh for the Office of Director of the Company.

Except Shri Rajesh Kumar Singh, 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 D. Bandyopadhyay (DIN: 07221633), aged 55 years, has been inducted as Director (Human Resources) on the Board of Bharat Heavy Electricals Limited (BHEL) w.e.f 1st August, 2015.

He is an Electrical Engineer from the Jadavpur University, Kolkata, West Bengal. During a career spanning more than 33 years he has had diversified and versatile professional experience of work encompassing Strategic as well as Operational Management areas in various capacities in BHEL, including Power Projects both in India and abroad.

He started his career in BHEL in 1981, at BHEL-Power Sector-Technical Services, New Delhi as an Engineer Trainee. Thereafter, working with Power Sector-Eastern Region, he spent a considerable period at erection sites in India, acquired and enriched professional experience in Project Implementation and Construction. Shri Bandyopadhyay has diversified experience of execution of a number of Power Projects of Power Sector as well as Industrial Sector in addition to Overseas Projects, which is a unique distinction. He was a key member of the team in successful execution of three consecutive EPC projects of PDO, Oman by spearheading the Engineering, Planning and Project Execution. The completion of these projects on time which also demanded implementation of very high standards of safety and quality, enabled BHEL to secure further orders from overseas, for Gas Turbines.

Shri Bandyopadhyay led Power Sector - Southern Region (PSSR), as Executive Director and PSSR achieved its highest ever turnover of ₹1623 Crore, (an increase of 12% on YOY) with all-round growth in Value added and PBT of the Region. During his tenure as CEO of PSSR, he steered the Region to Profits from losses of earlier year. Under his leadership, PSSR has achieved highest ever Capacity Addition of 4518.5 MW (17% increase over 2013-14) which enabled BHEL in exceeding the Ministry of Power Target of Capacity Addition by 19%. To meet the challenges of reduced time cycle of projects, he spearheaded a team of creative engineers to introduce new initiatives like Project Planning module, PEMS etc in Power Sector. Further he was instrumental in implementing Standardised Material Handling Package in Power Sector for the first time. Shri Bandyopadhyay had taken lead role for implementation of one BHEL-ERP drive as Functional Convener for various functions.

As Construction Manager of various domestic as well as International Project sites and also as Executive Director of Power Sector Southern Region (PSSR), Shri Bandyopadhyay has skillfully handled the HR function, involving employees at various levels including Worker Unions, Staff Associations. He has always motivated the workforce especially the Younger Generation keeping in mind the Company's Vision, Mission, Values and Policies. During his tenure as CEO of PSSR, he has emphasized the need for training and given special impetus to the training needs, especially in the area of Quality and Safety. He was instrumental in training of large number of young Engineers in the area of installation of Higher Capacity Turbines.

As Head of PSSR, he has been instrumental in achieving the targets with regard to CSR by actively getting involved and personally monitoring the CSR activities helping under-privileged children and backward communities.

As Executive Director, Human Resources & Corporate Communication, he dealt with various functions of HR, Management services, CSR, IT, Corporate Communication and HRD.

Shri Bandyopadhyay does not hold any shares in BHEL and he does not have any relationship with other Directors/ Manager/ KMP of Company.

Shri Bandyopadhyay's appointment is up to 31.08.2019 or until further orders whichever event occurs earlier, in the pay scale of ₹ 75,000 1,00,000 p.m. on terms & conditions approved by Government of India.

By virtue of Section 161 of the Companies Act, 2013 read with Article 67(iv) of the Articles of Association of the Company, Shri D. Bandyopadhyay 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 D. Bandyopadhyay for the Office of Director of the Company.

Except D. Bandyopadhyay, 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.

DETAILS OF DIRECTORS PROPOSED FOR RE-APPOINTMENT**SHRI S.K. BAHRI**

Shri S.K. Bahri (DIN: 06855198), aged 59 years was inducted as Part-Time Official Director on the Board of BHEL w.e.f. 31st March, 2014.

A post graduate [M.A. (Economics)] from the Delhi School of Economics, Shri Bahri belongs to the 1981 batch of the Indian Audit & Accounts Service and is presently posted as the Additional Secretary and Financial Adviser in the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry. He holds additional charge of the post of AS & FA to the Ministry of Heavy Industries & Public Enterprises.

Shri Bahri has over 34 years of varied experience in public financial management and auditing at both the Union & State levels. His core competencies include strategic planning, human resource management, performance audits and evaluation of e-Governance applications. He has served as Accountant General Assam and headed the Indirect Taxes, International Relations and the IT Audit functions in the office of the Comptroller & Auditor General of India. He also headed the Secretariat of the National Knowledge Commission. He has earlier served in the Embassy of India, Washington and also as Director General of the International Centre for Information Systems and Audit (iCISA) Noida. He was Principal Accountant General, Rajasthan before assuming his current responsibility.

He is a part time official Director on the Boards of HMT Ltd. and Heavy Engineering Corporation Ltd. and is a Government nominee on the Governing Councils of National Productivity Council, National Institute of Design, Central Manufacturing Technology Institute, National Automotive Testing R&D Infrastructure Project and the National Council for Cement and Building Materials. As a member of the DMIC Trust, he is closely involved with overseeing the projects under the Delhi Mumbai Industrial Corridor. He is a member of the Audit Committee of Heavy Engineering Corporation Ltd.

Shri Bahri does not hold any shares in BHEL and he does not have any relationship with other Directors/ Manager/ KMP of Company.

Being a Government of India nominee on the

Board of BHEL, Shri Bahri does not receive any remuneration from BHEL. Shri Bahri attended 7 Board Meetings during the year.

SHRI ATUL SOBTI

Shri Atul Sobti (DIN: 06715578), aged 56 years, has been inducted as Director (Power) on the Board of Bharat Heavy Electricals Limited (BHEL) w.e.f. 1st December, 2013.

A 'Mechanical Graduate Engineer', Shri Sobti is a 'Post Graduate in International Management' with a 'Diploma in Project Management'. He was awarded the Gold Medal at IMI, while pursuing the Post Graduation programme. He has also undergone Advance Management Training Programmes at IIM, Ahmedabad and the Asian Institute of Management, Manila.

Shri Sobti has a rich repertoire of a diverse and versatile professional experience of 35 years, working in various capacities in all major segments of BHEL including its International Operations Division; one of BHEL's major Manufacturing Plants of BHEL at Hyderabad; Corporate Planning & Development; New Capital Projects, Project Engineering & Systems Divisions at BHEL Hyderabad and Industrial System Group at BHEL Bengaluru. His experience encompasses a wide spectrum of strategic as well as operational disciplines including Marketing & Business Development, Project Management, Operations Management, Strategic Management, Capital Investment, and Project Engineering & Systems Development.

Under his stewardship, BHEL units at Bengaluru and Hyderabad achieved record financial and physical performance. He was also instrumental in steering the future growth plans and new business initiatives in these divisions.

During his tenure at BHEL's International Operations Division, Shri Sobti was a key contributor to a fifteen fold increase in its overseas business by way of securing and executing prestigious power project and product orders from several countries including Oman, UAE, Iraq, Libya, China, Kazakhstan, Suriname, Bhutan, Sri Lanka, Egypt, Kuwait, Ukraine, etc.

As a member of New Capital Projects Group, in the eighties, Shri Sobti was actively associated in setting up of new BHEL plants at Rudrapur, Varanasi, PCRI-Haridwar, Jagdishpur, Goindwal etc.

NOTICE



During his tenure in Corporate Planning & Development, he worked in various areas including Strategic Planning, Capital Investment, MoU, Operations Monitoring, Technology Licensing, etc. He was also involved in drawing Corporate Plans of BHEL as well as creating Vision, Mission and Values statements of the company.

Shri Sobti had been an active member of 'CII National Committee of Young Managers', National level 'CII Trade committee' and 'Bangalore Chamber of Industry and Commerce (BCIC)'. He is currently Chairman of CII Sub-group of R&D in Manufacturing.

As Director (Power), he is responsible for spearheading the Power Sector business of BHEL. Under his stewardship, BHEL has achieved highest ever Capacity Addition / Synchronization of 13,452 MW and 11,941 MW in financial year 2013-14 and 2014-15 respectively. During the financial year 2014-15, BHEL exceeded the Ministry of Power Target of Capacity Addition by 19% besides registering a

growth of 22% in Power Sector order booking.

He is also currently holding additional charge of the post of Director (Finance) in BHEL.

Shri Sobti's appointment is up to 30.11.2018 or until further orders whichever event occurs earlier, in the pay scale of ₹ 75,000-1,00,000 p.m. on terms & conditions approved by Government of India.

Shri Sobti is also Part-time Chairman on the board of Raichur Power Corporation Limited [a Joint Venture Company (JVC) of BHEL and Karnataka Power Corporation Ltd] and Part-time Director on the Board of NTPC - BHEL Power Projects Private Limited, (NBPPL), a BHEL - NTPC JVC.

Shri Sobti presently holds 1500 equity shares of BHEL and he does not have any relationship with other Directors/ Manager/ KMP of Company.

Shri Sobti has attended all the Board Meetings(9) held during the year.

By order of the Board of Director

(I.P. Singh)
Company Secretary

Place: New Delhi
Dated: August 14, 2015



Bharat Heavy Electricals Limited

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ATTENDANCE SLIP

**51st Annual General Meeting to be held on Tuesday, 22nd day of September, 2015 at 10.00 AM
at FICCI Auditorium, Barakhamba Road (Tansen Marg), New Delhi-110001**

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
Folio. / DP ID-CLIENT ID No.	
No. of shares held	
Name of PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF THE MEMBER)	

I hereby record my presence at the 51st Annual General Meeting on 22nd September, 2015.

Signature of Member/Proxy

THIS ATTENDANCE SLIP DULY FILLED IS TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL



Bharat Heavy Electricals Limited

(CIN: L74899DL1964GOI004281)
Regd. Office: BHEL House, Siri Fort, New Delhi-110049
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[Pursuant to Section 105(6)
of the Companies Act,
2013 and Rule 19(3) of the
Companies (Management and
Administration) Rules, 2014]

PROXY FORM

Name of the Member(s):	
Registered Address:	
Folio No/ DP ID-Client Id:	
E-Mail Id:	
No of Shares held:	

I/We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:		Signature:	
	Address:			
	E-mail ID:			
Or failing him/her				
2.	Name:		Signature:	
	Address:			
	E-mail ID:			
Or failing him/her				
3.	Name:		Signature:	
	Address:			
	E-mail ID:			

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 51st Annual General Meeting of the Company, to be held on Tuesday, the 22nd day of September, 2015 at 10:00 A.M. at FICCI Auditorium, Barakhamba Road (Tansen Marg), New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions
Ordinary Business	
1.	Adoption of Financial statements of the Company for the year ended 31 st March, 2015 together with the Directors' Report and Auditors' Report thereon
2.	Declaration of Dividend for the financial year 2014-15
3.	Re-appointment of Shri Atul Sobti (DIN: 06715578) who retires by rotation
4.	Re-appointment of Shri S.K. Bahri (DIN: 06855198) who retires by rotation
5.	Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2015-16
Special Business	
6.	Ratification of Remuneration of Cost Auditors for financial years 2014-15 and 2015-16
7.	Approval of existing Related Party Contract entered into with Raichur Power Corporation Ltd.
8.	Appointment of Shri Rajesh Kumar Singh (DIN: 06459343) as Director
9.	Appointment of Shri D. Bandyopadhyay (DIN: 07221633) as Director

Signed this..... day of..... 2015

Signature of shareholder (s)

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Please
affix
revenue
stamp

Notes: (a) The form should be signed as per specimen signature registered with the RTA/DP
(b) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

TEAR HERE