



भारत हेवी इलेक्ट्रिकल्स लिमिटेड

Bharat Heavy Electricals Limited

January 15, 2019

To, The General Manager- Market Operations BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai, Maharashtra- 400001 Ref:- Security Code: 500103	To, The General Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai, Maharashtra- 400051 Ref:- Symbol BHEL
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Dear Sir,

Sub: Completion of Extinguishment of total of 18,93,36,645 fully paid up Equity Shares of Rs. 2 each of Bharat Heavy Electricals Limited ("Company")

Pursuant to the Letter of Offer dated November 30, 2018 (the "Letter of Offer"), the Tendering Period for the Buyback opened on Thursday, December 13, 2018 and closed on Thursday, December 27, 2018 and the Post Buyback Public Announcement dated January 08, 2019 (the "Public Announcement") published on January 09, 2019.

In accordance with the provisions of Regulation 11 of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, (the "Buyback Regulations"), this is to inform you that the Company has extinguished 18,93,36,645 fully paid up Equity Shares of Rs. 2 each (in dematerialized mode and physical form). A copy of the certificate dated January 14, 2019 of confirming extinguishment of shares is enclosed herewith as **Annexure 1**, for your kind reference and record.

In accordance with the provisions of Regulation 24 (iv) of the Buyback Regulations, the following are the details of the Equity Shares bought back by the Company during the Tendering Period and extinguished:

Reconciliation of the Share Capital of the Company (Pre and Post Extinguishment):

S. No.	Particulars	No. of Equity Shares of Rs. 2 each	Equity Share Capital (Rs. in lakhs)
1.	Paid up Equity Share Capital (Pre-Extinguishment) before January 10, 2019 (A)	367,14,00,000	734,28,00,000.00
2.	Equity Shares extinguished on January 10, 2019, being the date of approval by the Buyback Committee for extinguishment of the Equity Shares (B)	18,93,36,645	37,86,73,290.00
Paid-up Equity Share Capital (Post Extinguishment) (A-B)		348,20,63,355	696,41,26,710.00



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Notes:

1. The Buyback Committee in their meeting held on January 10, 2019 approved the extinguishment of 18,93,36,645 equity shares of Rs. 2 each (bought back shares in both the dematerialized mode and physical form Buyback Offer).

Further, we would like to inform that the above extinguishment has been done as per the provisions of Buyback Regulations.

Further, in terms of Regulation 31(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, a statement showing holding of securities and shareholding pattern separately for each class of securities, is enclosed herewith as **Annexure 2**.

The terms used but not defined in this letter shall have the same meaning as assigned in the Public Announcement and the Letter of Offer.

Thanking you,

Yours faithfully

For Bharat Heavy Electricals Limited

Rajeev Kalra
(Company Secretary)
companysecretary@bhel.in
Encl: As above



BHARAT HEAVY ELECTRICALS LIMITED

(A Govt. of India Enterprise)

Registered & Corporate Office: BHEL House, Siri Fort, New Delhi-110049, India

Corporate Identification Number (CIN): L74899DL1964GOI004281

Contact Person: Rajeev Kalra - Company Secretary and Compliance Officer

Tel: +91 011-66337000, Fax: +91 011-66337428, E-mail: shareholderquery@bhel.in

Website: www.bhel.com

CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BY

BHARAT HEAVY ELECTRICALS LIMITED ("THE COMPANY")

Pursuant to the Public Announcement dated October 26, 2018, the Letter of Offer dated November 30, 2018 ("the Letter of Offer"), the tendering period for the Buyback offer opened on December 13, 2018 and closed on December 27, 2018. The following are the details of the equity shares bought back by the Company during the tendered period and destroyed/extinguished:

A. EQUITY SHARES IN DEMATERIALISED FORM

Name of the Depository Participant and DP.ID No.	Company's Account No.	Date of Extinguishment	No. of Equity Shares Extinguished
SBICAP Securities Limited	1204720015928117	11-01-2019	18,93,35,566

B. EQUITY SHARES IN PHYSICAL FORM

Registered Folio No.	Share Certificate Nos.	Distinctive Nos. of Equity Shares		Date of Extinguishment/Deconstruction	No. of Equity Shares Extinguished/Destroyed
		From	To		
19618	1628550	3671174919	3671175384	14-01-2019	466
27050	1628552	3670921492	3670921727	14-01-2019	236
950143	1628554	374161	374167	14-01-2019	7
950664	1628556	2441978539	2441978908	14-01-2019	370
Total					1,079


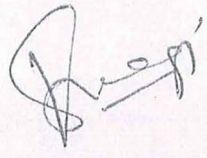
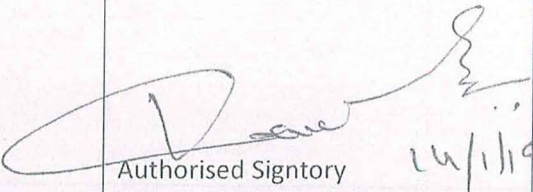

C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED/DESTROYED

Total Number of Equity shares Extinguished/Destroyed (A+B)	18,93,36,645
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It is certified that the above equity shares of the Company were extinguished/destroyed in compliance with the provisions of Regulation 11 of the Securities and Exchange Board of India (Buy Back of Securities), Regulation, 2018 amended from time to time.



Handwritten signatures and initials, including a large signature and the initials 'Rajeev Kalra' dated 14/1/19.

<p>For M/s Tiwari & Associates Firm Regn. No: 002870N</p>  <p><i>Krishan Kumar</i></p> <p>Krishan Kumar Partner Membership no: 085415</p>	<p>For Karvy Fintech Private Limited</p>  <p>Authorised Signatory Name: Vinod Singh Negi Designation: Dy Manager</p>	<p>For SBI Capital Markets Limited</p>  <p>Authorised Signatory Name: Ms Kamlesh Sekhon Designation: Sr Vice President</p>
<p>For Bharat Heavy Electricals Limited</p>  <p>Rajeev Kalra Company Secretary</p>		

Date: January 14, 2019

Place: New Delhi

Encl:

- 1) **Annexure A** - Confirmation from Registrar and transfer Agent, Manager to the Buyback Offer and Statutory Auditor dated January 14, 2019 for extinguishment/destruction of Equity shares in physical form.
- 2) **Annexure B** - Confirmation from Central Depository Securities Limited (CDSL) dated 14th January 2019 for extinguishment of equity shares in demat mode

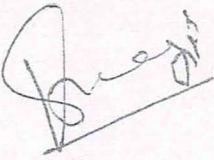
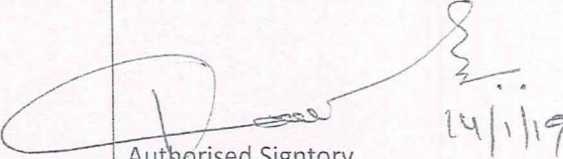
Annexure A

TO WHOMSOEVER IT MAY CONCERN

Extinguishment/Destruction of Physical Share Certificates of Bharat Heavy Electricals Limited (the "Company") Pursuant to Regulation 11(i) of the Securities and Exchange Board of India (Buy back of Securities) Regulation, 2018.

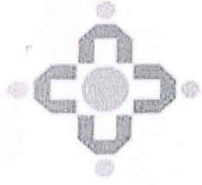
We, Shri. Vinod Singh Negi, representing Karvy Fintech Private Limited (formerly Karvy Computershare Private Limited) (the "Registrar to the Buyback") Smt Kamlesh Sekhon, representing SBI Capital Markets Limited and Shri. Krishan Kumar representing M/s Tiwari & Associates, Chartered Accountants (the "Statutory Auditor of the Company") hereby certify that the following share certificates accepted pursuant to the Buyback offer made by the Bharat Heavy Electricals Limited vide Letter of Offer dated November 30, 2018 have been extinguished and destroyed in our presence in compliance with regulation 11(i) of the Securities and Exchange Board of India (Buy back of Securities) Regulation, 2018.

Registered Folio No.	Share Certificate Nos.	Distinctive Nos. of Equity Shares		Date of Extinguishment/Destruction	No. of Equity Shares Extinguished/Destroyed
		From	To		
19618	1628550	3671174919	3671175384	14-01-2019	466
27050	1628552	3670921492	3670921727	14-01-2019	236
950143	1628554	374161	374167	14-01-2019	7
950664	1628556	2441978539	2441978908	14-01-2019	370
Total					1,079

<p>For M/s Tiwari & Associates Firm Regn. No: 002870N</p>  <p><i>Krishan Kumar</i></p> <p>Krishan Kumar Partner Membership no: 085415</p>	<p>For Karvy Fintech Private Limited</p>  <p>Authorised Signatory Name: Vinod Singh Negi Designation: Dy Manager</p>	<p>For SBI Capital Markets Limited</p>  <p>Authorised Signatory Name: Ms Kamlesh Sekhon Designation: Sr Vice President</p> <p>14/1/19</p>
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Place: New Delhi

Date: January 14, 2019



Central Depository Services (India) Limited



ANNEXURE-B

CDSL/OPS/IPO-CA/2018-19/CA-343492.001

January 14 , 2019

The Company Secretary,
Bharat Heavy Electricals Limited
Bhel House
Siri Fort
New Delhi, Delhi,
India - 110049

Dear Sir,

Sub:- Buyback

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effectuated	No. of Records	No. of Securities
343492.001	Debit ISIN INE257A01026	Bharat Heavy Electricals Limited - New Equity Shares Of Rs.2/- After Sub-Division	11-Jan-2019	1	189335566

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

Vinifer T Kodia
Sr. Manager – Operations

c.c Karvy Computershare Private Limited

Digitally signed by Vinifer Tehmton Kodia
Date: 2019.01.14 12:36:04 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013.

Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443

Website : www.cdslindia.com



भारत हेवी इलेक्ट्रिकल्स लिमिटेड

Bharat Heavy Electricals Limited

Annexure 2

The shareholding pattern of the Company, pre and post Buyback, is as under:

Particulars	Pre Buyback		Post Buyback*	
	No. of Equity Shares	% of the existing equity share capital	No. of Equity Shares	% of the post Buyback equity share capital
Promoters	2,315,178,000	63.06	2,199,650,402	63.17
Foreign Investors (including Non Resident Indians, FIIs, FPIs and Foreign Mutual Funds)	509,703,527	13.88	1,282,412,953	36.83
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions	613,069,933	16.70		
Other (public, public bodies corporate etc.)	233,448,540	6.36		
Total	3,671,400,000	100.00	3,482,063,355	100.00

*Post the extinguishment of 18,93,36,645 shares

Yours faithfully,

(Rajeev Kalra)

Company Secretary

companysecretary@bhel.in