

**BHARAT ELECTRONICS LIMITED**  
**VOTING RESULTS OF 61ST ANNUAL GENERAL MEETING**

Date of the AGM/EGM	3rd September 2015
Total number of shareholders on record date (i.e. 27 August 2015 - cut-off date for voting purpose)	41,232
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	1 273
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not arranged

Mode of voting : (E-voting & P-voting)							
Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4) / (2)] * 100	% of Votes against on votes polled (7) = [(5) / (2)] * 100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>Resolution 1</b> Adoption of financial statements for the year ended March 31, 2015.							
Promoter and Promoter Group	60,014,210	60,014,110	100.00	60,014,110	-	100.00	-
Public - Institutional holders	15,537,177	12,097,681	77.86	12,097,681	-	100.00	-
Public - Others	4,448,613	748,021	16.81	747,931	90	99.99	0.01
<b>Total</b>	<b>80,000,000</b>	<b>72,859,812</b>	<b>91.07</b>	<b>72,859,722</b>	<b>90</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution 2</b> Declaration of Dividend.							
Promoter and Promoter Group	60,015,859	60,014,110	100.00	60,014,110	-	100.00	-
Public - Institutional holders	15,665,202	12,725,250	81.23	12,725,250	-	100.00	-
Public - Others	4,318,939	748,056	17.32	747,992	64	99.99	0.01
<b>Total</b>	<b>80,000,000</b>	<b>73,487,416</b>	<b>91.86</b>	<b>73,487,352</b>	<b>64</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution 3</b> Re-appointment of retiring Director, Mr. P R Acharya.							
Promoter and Promoter Group	60,015,859	60,014,110	100.00	60,014,110	-	100.00	-
Public - Institutional holders	15,665,202	12,725,250	81.23	10,892,838	1,832,412	85.60	14.40
Public - Others	4,318,939	747,913	17.32	747,564	349	99.95	0.05
<b>Total</b>	<b>80,000,000</b>	<b>73,487,273</b>	<b>91.86</b>	<b>71,654,512</b>	<b>1,832,761</b>	<b>97.51</b>	<b>2.49</b>

<b>Resolution 4</b> Re-appointment of retiring Director, Lt. Gen. C A Krishnan.							
Promoter and Promoter Group	60,015,859	60,014,110	100.00	60,014,110	-	100.00	-
Public - Institutional holders	15,665,202	12,725,250	81.23	11,342,306	1,382,944	89.13	10.87
Public - Others	4,318,939	748,031	17.32	747,682	349	99.95	0.05
<b>Total</b>	<b>80,000,000</b>	<b>73,487,391</b>	<b>91.86</b>	<b>72,104,098</b>	<b>1,383,293</b>	<b>98.12</b>	<b>1.88</b>

<b>Resolution 5</b> Appointment of Mr. J Rama krishna Rao as Director.							
Promoter and Promoter Group	60,015,859	60,014,110	100.00	-	60,014,110	-	100.00
Public - Institutional holders	15,665,202	12,725,250	81.23	11,392,527	1,332,723	89.53	10.47
Public - Others	4,318,939	747,979	17.32	747,680	299	99.96	0.04
<b>Total</b>	<b>80,000,000</b>	<b>73,487,339</b>	<b>91.86</b>	<b>12,140,207</b>	<b>61,347,132</b>	<b>16.52</b>	<b>83.48</b>

<b>Resolution 6</b> Ratification of remuneration of Cost Auditors.							
Promoter and Promoter Group	60,015,859	60,014,110	100.00	60,014,110	-	100.00	-
Public - Institutional holders	15,665,202	12,725,250	81.23	12,725,250	-	100.00	-
Public - Others	4,318,939	748,026	17.32	747,706	320	99.96	0.04
<b>Total</b>	<b>80,000,000</b>	<b>73,487,386</b>	<b>91.86</b>	<b>73,487,066</b>	<b>320</b>	<b>100.00</b>	<b>0.00</b>



<b>Resolution 7</b> Increase in Authorised Share Capital of the Company.							
Promoter and Promoter Group	60,015,859	60,014,110	100.00	60,014,110	-	100.00	-
Public - Institutional holders	15,665,202	12,725,250	81.23	12,725,250	-	100.00	-
Public -Others	4,318,939	747,999	17.32	747,870	129	99.98	0.02
<b>Total</b>	<b>80,000,000</b>	<b>73,487,359</b>	<b>91.86</b>	<b>73,487,230</b>	<b>129</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution 8</b> Alteration of the Capital Clause in the Memorandum of Association.							
Promoter and Promoter Group	60,015,859	60,014,110	100.00	60,014,110	-	100.00	-
Public - Institutional holders	15,665,202	12,725,250	81.23	12,725,250	-	100.00	-
Public -Others	4,318,939	748,014	17.32	747,793	221	99.97	0.03
<b>Total</b>	<b>80,000,000</b>	<b>73,487,374</b>	<b>91.86</b>	<b>73,487,153</b>	<b>221</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution 9</b> Alteration of the Capital Clause of the Articles of Association.							
Promoter and Promoter Group	60,015,859	60,014,110	100.00	60,014,110	-	100.00	-
Public - Institutional holders	15,665,202	12,725,250	81.23	12,725,250	-	100.00	-
Public -Others	4,318,939	747,904	17.32	747,788	116	99.98	0.02
<b>Total</b>	<b>80,000,000</b>	<b>73,487,264</b>	<b>91.86</b>	<b>73,487,148</b>	<b>116</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution 10</b> Approval for the issue of Bonus Shares.							
Promoter and Promoter Group	60,015,859	60,014,110	100.00	60,014,110	-	100.00	-
Public - Institutional holders	15,665,202	12,725,250	81.23	12,725,250	-	100.00	-
Public -Others	4,318,939	748,046	17.32	747,942	104	99.99	0.01
<b>Total</b>	<b>80,000,000</b>	<b>73,487,406</b>	<b>91.86</b>	<b>73,487,302</b>	<b>104</b>	<b>100.00</b>	<b>0.00</b>



**FORM No. MGT-13**

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

**COMBINED SCRUTINIZER'S REPORT**

To,  
The Chairman  
61<sup>st</sup> Annual General Meeting of the Equity Shareholders of  
**BHARAT ELECTRONICS LIMITED** held on September 3, 2015  
Outer Ring Road, Nagavara, Bangalore - 560 045

Dear Sir,

**Sub.: Combined Scrutinizer's report**

I, **CS Thirupal Gorige**, a Practising Company Secretary, having office at No. 87, 2<sup>nd</sup> Floor, 21<sup>st</sup> Cross, 7<sup>th</sup> Main, N. S. Palya, BTM 2<sup>nd</sup> Stage, Bangalore - 560 076, India, submit as follow:

- The Board of Directors of **BHARAT ELECTRONICS LIMITED** (the "Company") for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with relevant rules made thereunder had appointed me to act as a Scrutinizer; and

The Chairman of the 61<sup>st</sup> Annual General Meeting of the Company for the purpose of the poll taken under the provisions of Section 109 of the Companies Act, 2013 read with rules made thereunder on the below mentioned resolution(s), set out in the notice convening the 61<sup>st</sup> Annual General Meeting of the Equity Shareholders, held on September 3, 2015 at "The Kalinga Hall, Hotel Lalit Ashok, Kumara Krupa High Grounds, Bangalore - 560001" had appointed me to act as Scrutinizer.

**Responsibility of the Management of the Company**

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made thereunder in relation to exercising of voting rights through e-voting and poll in relation to resolutions proposed to be passed at the Annual General meeting of the Company.

**Responsibility as Scrutinizer**

- My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes casted "in favour" or "against" the resolution(s) set out in the notice convening the 61<sup>st</sup> Annual General Meeting, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorized agency engaged by the Company for providing e-voting facilities to its shareholders
- Further, my responsibility as scrutitizer for the polling process at the 61<sup>st</sup> AGM is restricted to make a Scrutinizer's report of the votes casted "in favour" or "against" the resolution(s) set out in the notice convening the 61<sup>st</sup> Annual General Meeting, based on the ballot papers and records of the Company.

Further to the above, I state as under:

- I have issued a separate scrutinizer's report dated September 3, 2015 on the e-voting on the resolutions as set out in the notice of the AGM; and
- I have further issued a separate scrutinizer's report dated September 3 2015 on the poll taken at the AGM venue on the resolutions as set out in the notice of the AGM.

Now, as requested by the management, I hereby submit a combined report on the results of e-voting and the poll taken at the AGM as under:



A handwritten signature in black ink, appearing to read 'Thirupal Gorige', written over the circular stamp.

**FORM No. MGT-13**

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

(a) Resolution No. 1 -  
**Adoption of Accounts**

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
376	72859722	99.9999

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	90	0.0001

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37

(b) Resolution No. 2 -  
**Declaration of Dividend**

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
398	73487352	99.9999

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	64	0.0001

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37

(c) Resolution No. 3 -  
**Re-appointment of Mr. P R Acharya, who retires by rotation**

(i) **Voted In favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
325	71654512	97.5060

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	1832761	2.4939

(iii) **Invalid votes:**

Total number of members (in person or by proxy)	Total number of votes cast by them
3	37



**FORM No. MGT-13**

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

(d) Resolution No. 4 -  
**Re-appointment of Lt. Gen. C A Krishnan, who retires by rotation**

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
329	72104098	98.1176

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	1383293	1.8823

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37

(e) Resolution No. 5 -  
**Appointment of Mr J Rama Krishna Rao as Director**

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
332	12140207	16.5201

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
64	61347132	83.4798

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37

(f) Resolution No. 6 -  
**Ratification of remuneration of the Cost Auditor**

(i) **Voted in favour of the resolution:**

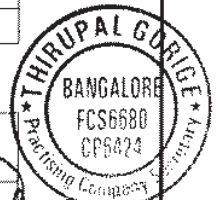
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
388	73487066	99.9995

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	320	0.0005

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37



*[Handwritten signature]*

**FORM No. MGT-13**

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

(g) Resolution No. 7 -  
**Increase in Authorised Share Capital of the Company**

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
392	73487230	99.9998

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	129	0.0002

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37

(h) Resolution No. 8 -  
**Alteration of the Capital Clause in the Memorandum of Association**

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
388	73487153	99.9999

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	221	0.0001

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37

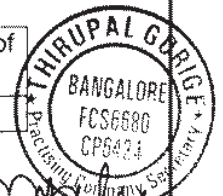
(i) Resolution No. 9 -  
**Alteration of the Capital Clause of the Articles of Association**

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
389	73487148	99.9998

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	116	0.0002



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Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37

(j) Resolution No. 10 –

**Approval for the issue of Bonus Shares****(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
396	73487302	99.9999

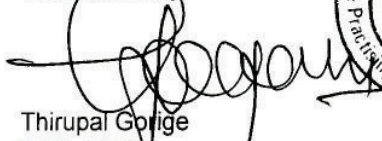
**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	104	0.0001

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37

Copies of all the relevant records were handed over to the authorized representatives of the Company.

Thanking you,  
Yours faithfully,

Thirupal Gorige  
FCS: 6680  
CP No. 6424

Sunil Kumar Sharma  
Chairman of the meetingPlace: Bangalore  
Dated: September 3, 2015