

To BSE Limited, Floor 25, PJ Towers, Dalal Street, Fort Mumbai - 400 001

No. 17565/4/SE/MUMC/SEC 20th September 2017

Dear Sir/Madam,

(भारत सरकार का उद्यम, रक्षा मंत्रालय)

पंजीकृत कार्यालय :

आउटर रिंग रोड, नागवारा, बेंगलूर - 560 045, भारत

Bharat Electronics Limited

(Govt. of India Enterprise, Ministry of Defence)

Registered Office : Outer Ring Road, Nagavara, Bangalore - 560 045, INDIA.

CIN: L32309KA1954GOI000787 टेलीफैक्स/Telefax: +91 (80) 25039266 ई-मेल/E-mail: secretary@bel.co.in वेब/Web: www.bel-india.com

Sub: 63rd Annual General Meeting and voting Results.

In continuation to our letter dated 22 August, 2017, we wish to inform you that the 63rd AGM of the Company was held today and the business mentioned in the Notice dated 11 August, 2017 was transacted.

In this regard, please find enclosed the following:

- 1. Summary of the proceedings as required under the Regulation 30, Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure-1.
- 2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure-2.
- 3. Report of Scrutinizer dated 20 September 2017.

This is for your information and record.

Thanking you,

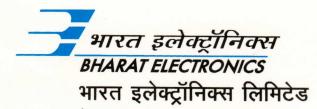
Yours faithfully,

For Bharat Electronics Ltd.

S. Sreenivas

Company Secretary

Encls: As above



(भारत सरकार का उद्यम, रक्षा मंत्रालय)

पंजीकृत कार्यालय :

आउटर रिंग रोड, नागवारा, बेंगलूर - 560 045, भारत

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इ-मल/⊏-IIIai वेब/Web : secretary@bel.co.in : www.bel-india.com

Annexure-1

Summary of the Proceedings of the 63rd Annual General Meeting.

The 63rd Annual General Meeting of Members of Bharat Electronics Limited was held on Wednesday, the 20th September, 2017 from 3:30 p.m. to 5.30 p.m. at The Kalinga Hall, Hotel Lalit Ashok, Kumara Krupa High Grounds, Bengaluru – 560001.

Mr. M V Gowtama, Chairman and Managing Director, chaired the meeting and asked the Company Secretary to confirm the quorum of the meeting. The requisite quorum being present chairman called the meeting to order and introduced the individuals present on the dais.

Present

1. Mr. M V Gowtama Chairman and Managing Director 2. Dr. Ajit T Kalghatgi Director (Research & Development) 3. Mr. Girish Kumar Director (Bangalore Complex) 4. Mr. Nataraj Krishnappa Director (Other Units) 5. Mrs. Anandi Ramalingam Director (Marketing) 6. Mr. R N Bagdalkar Director (Human Resources) 7. Mrs. Usha Mathur Independent Director 8. Mr. Alexander Koshy GM (Finance)/CO & CFO 9. Mr. Sreenivas S Company Secretary

All the Directors of the Company attended the meeting except Dr. Bhaskar Ramamurthi, Dr. R K Shevgaonkar and Mr. Sharad Sanghi who sought leave of absence owing to a personal emergency.

Invitees

1. Mr. N Srinivasan

Statutory Auditor

2. Shri Thirupal Gorige

Scrutinizer



Members Present

In person: 336 By Proxy: 3

Thereafter, Chairman commenced the proceedings.

The Chairman informed the members that the Statutory Registers and company's Memorandum and Articles of Association were available for inspection during the meeting. Annual report was taken as read by members.

The Statutory auditor read out the report and confirmed that there were no qualifications. The Chairman addressed the shareholders on the performance of the Company and its future plans & activities. He mentioned that there was no observation from Statutory Auditors & also informed about the Nil report received from C&AG on the Accounts of the company. He further informed that the appointment of Independent Directors was under consideration by the Government of India in relation to the observation of Secretarial Auditor in his report.

Chairman informed that as per the AGM notice, 3 proposals under ordinary business and 5 proposals under special business are proposed for approval of members as per details hereunder and advised the Company Secretary to read out the resolutions being proposed at the meeting and the same was acted upon.

Ordinary Business

- 1. (a) To consider and adopt the audited financial statements of the Company for the financial year ended on 31 March 2017 and the Reports of the Board of Directors and Auditors thereon.
 - (b) To consider and adopt the Audited consolidated financial statements of the Company for the financial year ended on 31 March 2017 and the reports of Auditors thereon.
- 2. Confirmation of Interim dividend of Rs. 3/- (Rs.10/- face value per share) and Rs. 0.90/- per equity share (`face value per share) already paid in February, 2017 & March, 2017 respectively and to declare Final Dividend of Rs. 1.05/- per Equity Share.
- 3. To appoint a Director in place of Mr Nataraj Krishnappa (DIN: 07506012), who retires by rotation and being eligible, offers himself for re-appointment.

Special business

- 1. Appointment of Mrs. Anandi Ramalingam as Director.
- 2. Appointment of Mr M V Gowtama as Director.

| अनुवर्ति कागज/ Continuation | on Sheet | |
|-----------------------------|---------------|--|
| ਸੂਬਟ / Page No · | दिनांक / Date | |



- 3. Appointment of Mr. R N Bagdalkar as Director.
- 4. Ratification of remuneration of the Cost Auditor.
- 5. Approval for the issue of Bonus Shares.

The Chairman informed that Mr. Thirupal Gorige, Practicing Company Secretary was appointed as the Scrutinizer by the Board for remote e-voting process as well as the poll at the AGM. Further, the Chairman requested those Members, who have not exercised the remote e-voting facility, may use the facility of ballot paper for casting their vote on the resolutions as stated in the AGM notice.

The Chairman then invited Members for discussion. The Chairman replied to the queries raised by the shareholders and noted the constructive suggestions of the shareholders.

Since there was no further clarification sought, the Chairman concluded the meeting with vote of thanks at 5.30 p.m.

This is for your information and record. Thanking you,

Yours faithfully,

For Bharat Electronics Ltd.

S. Sreenivas

Company Secretary

| SCRIP CODE | 500049 |
|--|----------------------------|
| COMPANY NAME | BHARAT ELECTRONICS LIMITED |
| Date of AGM | 20-09-2017 |
| START TIME OF THE MEETING | 3:30 PM |
| END TIME OF THE MEETING | 5:30 PM |
| No of Share Holders As on Record Date (cut off date) | 117810 |
| No of share holders present in the meeting either in person or | |
| through Proxy: Promoters and Promoters Group - 1 | |
| Public - 338 | 339 |
| No of shareholders attended through video conferencing: | |
| Promoters and Promoters Group - 0 | |
| Public - 0 | NIL |

| | Res | olution (1) | | | | | | | | |
|-----------------------------|--|-----------------------|---------------------|--|--------------------------|------------------------------|---|------------------------------------|------------------|--|
| | Resolution re | quired: (Ordina | ry / Special) | Ordinary | | | | | | |
| Whether | er promoter/promoter group are intereste | d in the agenda | /resolution? | | | | No | | | |
| | Descript | ion of resolution | n considered | ADOPTION | I OF FINANCIAI | STATEMEN | ITS FOR THE | YEAR ENDED 31ST MAK | RCH, 2017. | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstandi ng shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes | |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | | |
| | E-Voting | | 1517455842 | 99.9998 | 1517455842 | 0 | 100.0000 | 0.0000 | | |
| Promoter and Promoter Group | Poll | 1517458842 | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| Promoter and Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| | Total | 1517458842 | 1517455842 | 99.9998 | 1517455842 | 0 | 100.0000 | 0.0000 | | |
| | E-Voting | | 410005002 | 75.3483 | 408423593 | 1581409 | 99.6143 | 0.3857 | | |
| Public- Institutions | Poll | 544146226 | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| i while institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| | Total | 544146226 | 410005002 | 75.3483 | 408423593 | 1581409 | 99.6143 | 0.3857 | | |
| | E-Voting | | 25027432 | 14.5489 | 25027022 | 410 | 99.9984 | 0.0016 | | |
| Public- Non Institutions | Poll | 172022862 | 41499 | 0.0241 | 41499 | 0 | 100.0000 | 0.0000 | 3 | |
| i which item institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | | |
| | Total | 172022862 | 25068931 | 14.5730 | 25068521 | 410 | 99.9984 | 0.0016 | | |
| | Total | 2233627930 | 1952529775 | 87.4152 | 1950947956 | 1581819 | 99.9190 | 0.0810 | 3 | |

| | Reso | lution (2) | | | | | | | |
|------------------------------|--------------------------------------|--------------------|-------------------------------|-----------------------|--|------------|---|------------------------------------|------------------|
| | Ordinary | | | | | | | | |
| Whether pr | omoter/promoter group are interested | in the agenda, | /resolution? | | | | No | | |
| | Descriptio | n of resolutior | n considered | CONFIE | RMATION OF I | NTERIM DIV | IDEND(S) AN | ND DECLARATION OF DIV | /IDEND |
| Category | Mode of voting | No. of shares held | No. of No. of votes polled or | | % of Votes polled on outstandi ng shares | | % of votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | |
| | E-Voting | | 1517455842 | 99.9998 | 1517455842 | 0 | 100.0000 | 0.0000 | |
| D | Poll | 1517458842 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| Promoter and Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 1517458842 | 1517455842 | 99.9998 | 1517455842 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | | 440931770 | 81.0319 | 440931770 | 0 | 100.0000 | 0.0000 | |
| Public- Institutions | Poll | 544146226 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| Public- Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 544146226 | 440931770 | 81.0319 | 440931770 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | | 27738697 | 16.1250 | 27738287 | 410 | 99.9985 | 0.0015 | |
| Public- Non Institutions | Poll | 172022862 | 41499 | 0.0241 | 41499 | 0 | 100.0000 | 0.0000 | 3 |
| r ubite- 14011 Ilistitutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 172022862 | 27780196 | 16.1491 | 27779786 | 410 | 99.9985 | 0.0015 | |
| | Total | 2233627930 | 1986167808 | 88.9212 | 1986167398 | 410 | 100.0000 | 0.0000 | 3 |



| | Reso | ution (3) | | | | | | | |
|-----------------------------|-------------------------------------|---------------------|--|-----------------------------|------------------------------|---|------------------------------------|------------------------|---------|
| | Resolution req | uired: (Ordina | ry / Special) | | | | Ordinary | | |
| Whether promo | ter/promoter group are interested | in the agenda, | /resolution? | | | | No | | |
| | Description | n of resolution | considered | RE-A | PPOINTMENT | OF RETIRIN | G DIRECTOR | R, MR. NATARAJ KRISHNA | APPA |
| Category | No. of shares held | No. of votes polled | % of Votes polled on outstandi ng shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes | |
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | | |
| | E-Voting | 4545450040 | 1517455842 | | 1517455842 | | 100.0000 | 0.0000 | |
| Promoter and Promoter Group | Poll | 1517458842 | 0 | | 0 | 0 | | 0 | |
| | Postal Ballot (if applicable) Total | 1517458842 | 0 1517455842 | | 1517455842 | 0 | | 0.0000 | |
| | E-Voting | 1517458642 | 440931770 | 81.0319 | 364193368 | 76738402 | 82.5963 | 17.4037 | |
| | Poll | 544146226 | 0 | | | 0 | | | |
| Public- Institutions | Postal Ballot (if applicable) | 344140220 | 0 | | 0 | 0 | 0 | | |
| | Total | 544146226 | 440931770 | 81.0319 | 364193368 | 76738402 | 82.5963 | 17.4037 | |
| | E-Voting | | 27734152 | 16.1224 | 27728310 | 5842 | 99.9789 | 0.0211 | |
| Dublic Non Institutions | Poll | 172022862 | 41499 | 0.0241 | 41499 | 0 | | | 3 |
| Public- Non Institutions | Postal Ballot (if applicable) | <u> </u> | 0 | 0.0000 | 0 | 0 | | 0 | |
| | Total | 172022862 | 27775651 | 16.1465 | 27769809 | 5842 | 99.9790 | 0.0210 | |
| | Total | 2233627930 | 1986163263 | 88.9210 | 1909419019 | 76744244 | 96.1361 | 3.8639 | 3 |
| | Reso | ution (4) | | | | | | | |
| | Resolution req | | ry / Special) | | | | Ordinary | | |
| Whether promo | ter/promoter group are interested | | | | | | No | | |
| | | n of resolution | | | APPOINTMENT | OF MRS. A | | IALINGAM AS DIRECTOR. | |
| | · | | | % of | | | | | |
| | | | | Votes | | No. of | % of votes | | |
| Category | Mode of voting | No. of | No. of votes | polled on | No. of votes | votes – | in favour | % of Votes against on | Invalid |
| 331080.1 | mode or voring | shares held | polled | outstandi | – in favour | against | on votes | votes polled | Votes |
| | | | | ng shares | | | polled | | |
| | (1) | (2) | (3)=[(2)/(| (4) | (5) | (6)=[(4)/(| (7)=[(5)/(2)]*100 | | |
| | E-Voting | | 1517455842 | 1)]*100 | 1517455842 | 0 | 2)]*100 100.0000 | 0.0000 | |
| | Poll | 1517458842 | 0 | | | 0 | | | |
| Promoter and Promoter Group | Postal Ballot (if applicable) | 1517 1500 12 | 0 | | 0 | 0 | | | |
| | Total | 1517458842 | | | 1517455842 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | | 440931770 | 81.0319 | | | 82.5047 | 17.4953 | |
| Bullis to allow | Poll | 544146226 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| Public- Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 544146226 | 440931770 | 81.0319 | 363789468 | 77142302 | 82.5047 | 17.4953 | |
| | E-Voting | | 27731818 | 16.1210 | 27725855 | 5963 | 99.9785 | 0.0215 | |
| Public- Non Institutions | Poll | 172022862 | 39789 | 0.0231 | 39779 | 10 | | 0.0251 | 3 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | | 0 | |
| | Total | 172022862 | 27771607 | 16.1441 | | 5973 | 99.9785 | 0.0215 | |
| | Total | 2233627930 | 1986159219 | 88.9208 | 1909010944 | 77148275 | 96.1157 | 3.8843 | 3 |
| | Reso | ution (5) | | | | | | | |
| | Resolution req | uired: (Ordina | ry / Special) | | | | Ordinary | <u> </u> | |
| Whether promo | ter/promoter group are interested | | | | | | No | | |
| | Description | n of resolution | considered | | APPOINTN | IENT OF ME | R. M V GOW | TAMA AS DIRECTOR. | |
| | | | | % of | | | 9/ of | | |
| | | No. of | No. of votes | Votes | No. of votes | No. of | % of votes in favour | % of Votes against on | Invalid |
| Category | Mode of voting | shares held | polled | polled on | – in favour | votes – | on votes | votes against on | Votes |
| | | silares field | polieu | outstandi | - III lavoui | against | polled | votes polieu | votes |
| | | | | ng shares | | | polieu | | |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | |
| | E-Voting | | 1517455842 | | 1517455842 | n | 100.0000 | 0.0000 | |
| L | Poll | 1517458842 | 0 | | 0 | 0 | | 0.0000 | |
| Promoter and Promoter Group | Postal Ballot (if applicable) | | 0 | | 0 | 0 | | 0 | |
| | Total | 1517458842 | | | 1517455842 | 0 | | | |
| | E-Voting | | 426099277 | 78.3060 | | 26419805 | 93.7996 | 6.2004 | |
| Dublic Institutions | Poll | 544146226 | 0 | | | 0 | | | |
| Public- Institutions | Postal Ballot (if applicable) | <u> </u> | 0 | | | 0 | 0 | 0 | |
| | Total | 544146226 | 426099277 | 78.3060 | 399679472 | 26419805 | 93.7996 | 6.2004 | |
| | E-Voting | | 27733752 | 16.1221 | 27730892 | 2860 | 99.9897 | 0.0103 | |
| Public- Non Institutions | Poll | 172022862 | 39789 | 0.0231 | 39789 | | 100.0000 | | 3 |
| | Postal Ballot (if applicable) | | 0 | | 0 | 0 | | 0 | |
| | Total | 172022862 | 27773541 | 16.1453 | 27770681 | 2860 | 99.9897 | 0.0103 | _ |
| | Total | 2233627930 | 1971328660 | 88.2568 | 1944905995 | 26422665 | 98.6597 | 1.3403 | 3 |
| | | | | | | | | CIRON | |



| | Reso | lution (6) | | | | | | | |
|--|--|--|---|---|---|--|--|--|------------------|
| | Resolution red | uired: (Ordina | ry / Special) | | | | Ordinary | | |
| Whether pr | omoter/promoter group are interested | | | No | | | | | |
| | Description | n of resolution | n considered | | APPOINTN | IENT OF MR | . R N BAGD | ALKAR AS DIRECTOR. | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstandi ng shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes |
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | | |
| | E-Voting | | 1517455842 | | 1517455842 | 0 | 100.0000 | 0.0000 | |
| Promoter and Promoter Group | Poll | 1517458842 | 0 | | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) Total | 1517458842 | | | 0 1517455842 | 0 | | 0.0000 | |
| | E-Voting | 1317436642 | 440931770 | | 350428968 | 90502802 | 79.4746 | 20.5254 | |
| | Poll | 544146226 | | | 0 | 0 | | | |
| Public- Institutions | Postal Ballot (if applicable) | | 0 | | 0 | 0 | 0 | 0 | |
| | Total | 544146226 | 440931770 | 81.0319 | 350428968 | 90502802 | 79.4746 | 20.5254 | |
| | E-Voting | | 27731582 | 16.1209 | 27727053 | 4529 | 99.9837 | 0.0163 | |
| Public- Non Institutions | Poll | 172022862 | | 0.0231 | 39789 | 0 | 100.0000 | 0.0000 | 3 |
| | Postal Ballot (if applicable) | | 0 | | 0 | 0 | · | 0 | |
| | Total | 172022862 | 27771371 | | | 4529 | 99.9837 | 0.0163 | |
| | Total | | 1986158983 | 88.9208 | 1895651652 | 90507331 | 95.4431 | 4.5569 | 3 |
| | Reso | lution (7) | | | | | | | |
| | Resolution rec | | | | | | Ordinary | | |
| Whether pr | omoter/promoter group are interested | | | | | | No | | |
| | Description | n of resolution | n considered | | RATIFICATIO | N OF REMU | NERATION (| OF THE COST AUDITOR. | |
| Category | Mode of voting | No. of shares held | No. of votes | % of Votes polled on | No. of votes | No. of votes – | % of votes in favour on votes | % of Votes against on votes polled | Invalid Votes |
| | | | | outstandi ng shares | | against | polled | | |
| | (1) | (2) 1517455842 | (3)=[(2)/(1)]*100 | (4) 1517455842 | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 0.0000 | | |
| | E-Voting Poll | 1517458842 | | | 1517455842 | 0 | | | |
| Promoter and Promoter Group | Postal Ballot (if applicable) | 1317436642 | 0 | | 0 | 0 | | _ | |
| | Total | 1517458842 | | | 1517455842 | 0 | | 0.0000 | |
| | E-Voting | 1317 1300 12 | 440931770 | | | 1581409 | | 0.3587 | |
| Public to allow | Poll | 544146226 | | | 0 | 0 | 0 | | |
| Public- Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 544146226 | 440931770 | 81.0319 | 439350361 | 1581409 | 99.6413 | 0.3587 | |
| | E-Voting | | 27712278 | 16.1096 | 27704348 | 7930 | 99.9714 | 0.0286 | |
| Public- Non Institutions | Poll | 172022862 | 41499 | | 41499 | 0 | 100.0000 | 0.0000 | 3 |
| Table 14011 Institutions | Postal Ballot (if applicable) | | 0 | | 0 | 0 | 0 | 0 | |
| | Total | 172022862 | 27753777 | 16.1338 | 27745847 | 7930 | 99.9714 | 0.0286 | |
| | Total | 2233627930 | 1986141389 | 88.9200 | 1984552050 | 1589339 | 99.9200 | 0.0800 | 3 |
| | Reso | lution (8) | | | | | | | |
| | Resolution rec | uired: (Ordina | ry / Special) | | | | Ordinary | | |
| Whether pr | omoter/promoter group are interested | | • | | | | No | | |
| | Description | n of resolution | n considered | | APPRO | VAL FOR TI | IE ISSUE OF | BONUS SHARES. | |
| | | No. of | No of water | % of Votes | No of water | No. of | % of votes | | Invalid |
| Category | Mode of voting | shares held | No. of votes polled | polled on outstandi | No. of votes - in favour | votes – against | on votes polled | % of Votes against on votes polled | Votes |
| | | (4) | (2) | ng shares (3)=[(2)/(| (4) | (5) | (6)=[(4)/(| (7)_[(5)/(2)]*4.00 | |
| | | (1) | (2) | 1)]*100 | (4) | (5) | 2)]*100 | (7)=[(5)/(2)]*100 | |
| | | . , | | | | | | 0.0000 | |
| | E-Voting | | 1517455842 | 99.9998 | 1517455842 | 0 | | 0.0000 | |
| Promoter and Promoter Group | Poll | 1517458842 | . 0 | 99.9998 0.0000 | 0 | 0 | 0 | 0 | |
| Promoter and Promoter Group | Poll Postal Ballot (if applicable) | 1517458842 | 0 | 99.9998 0.0000 0.0000 | 0 | 0 | 0 | 0 | |
| Promoter and Promoter Group | Poll Postal Ballot (if applicable) Total | | 0 0 1517455842 | 99.9998 0.0000 0.0000 99.9998 | 0 0 1517455842 | 0 0 0 | 0 0 100.0000 | 0 0 0.0000 | |
| Promoter and Promoter Group | Poll Postal Ballot (if applicable) Total E-Voting | 1517458842 1517458842 | 0 0 1517455842 440931770 | 99.9998 0.0000 0.0000 99.9998 81.0319 | 0 0 1517455842 440931770 | 0 0 0 | 0 0 100.0000 100.0000 | 0 0 0.0000 0.0000 | |
| Promoter and Promoter Group Public- Institutions | Poll Postal Ballot (if applicable) Total E-Voting Poll | 1517458842 | 0 0 1517455842 440931770 | 99.9998 0.0000 0.0000 99.9998 81.0319 0.0000 | 0 0 1517455842 440931770 | 0 0 0 0 | 0 0 100.0000 100.0000 0 | 0 0 0.0000 0.0000 0 | |
| · | Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) | 1517458842 1517458842 544146226 | 0 0 1517455842 440931770 0 | 99.9998 0.0000 0.0000 99.9998 81.0319 0.0000 0.0000 | 0 0 1517455842 440931770 0 | 0 0 0 0 0 | 0 0 100.0000 100.0000 0 | 0 0.0000 0.0000 0.0000 0 | |
| · | Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total | 1517458842 1517458842 | 0 0 1517455842 440931770 0 440931770 | 99.9998 0.0000 0.0000 99.9998 81.0319 0.0000 81.0319 | 0 0 1517455842 440931770 0 440931770 | 0 0 0 0 0 0 | 0 100.0000 100.0000 0 0 100.0000 | 0 0.0000 0.0000 0.0000 0 0 | |
| Public- Institutions | Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) | 1517458842 1517458842 544146226 | 0 0 1517455842 440931770 0 440931770 27739556 | 99.9998 0.0000 0.0000 99.9998 81.0319 0.0000 81.0319 16.1255 | 0 0 1517455842 440931770 0 440931770 27738516 | 0 0 0 0 0 | 0 0 100.0000 100.0000 0 0 100.0000 99.9963 | 0 0.0000 0.0000 0.0000 0 0.0000 0.0000 | 3 |
| · | Poll Postal Ballot (if applicable) Total E-Voting Postal Ballot (if applicable) Total E-Voting | 1517458842 1517458842 544146226 544146226 | 0 0 1517455842 440931770 0 440931770 27739556 | 99.9998 0.0000 0.0000 99.9998 81.0319 0.0000 81.0319 16.1255 0.0241 | 0 0 1517455842 440931770 0 440931770 | 0 0 0 0 0 0 0 0 | 0 0 100.0000 100.0000 0 100.0000 99.9963 100.0000 | 0 0.0000 0.0000 0.0000 0 0 | 3 |
| Public- Institutions | Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll | 1517458842 1517458842 544146226 544146226 | 0 0 1517455842 440931770 0 0 440931770 27739556 41499 | 99.9998 0.0000 99.9998 81.0319 0.0000 81.0319 16.1255 0.0241 | 0 0 1517455842 440931770 0 440931770 27738516 | 0 0 0 0 0 0 0 0 1040 | 0 0 100.0000 100.0000 0 100.0000 99.9963 100.0000 | 0 0.0000 0.0000 0 0 0 0.0000 0.0000 0.0000 | 3 |





Practicing Company Secretary

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

COMBINED SCRUTINIZER'S REPORT

To,
The Chairman
63rd Annual General Meeting of the Equity Shareholders of
BHARAT ELECTRONICS LIMITED held on September 20, 2017
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, 2nd Floor, 21st Cross, 7th Main, N S. Palya, BTM 2nd Stage, Bangalore - 560 076, India, have been appointed as a Scrutinizer by the Board of Directors of M/s. BHARAT ELECTRONICS LIMITED (the "Company") for e-voting held between September 17, 2017 to September 19, 2017 on the below mentioned resolution(s), set out in the notice convening the 63rd Annual General Meeting of the Equity Shareholders held on September 20, 2017 at "The Kalinga Hall, Hotel Lalit Ashok, Kumara Krupa High Grounds, Bengaluru - 560 001, Karnataka, at 3.30 PM for the purpose of scrutinizing the remote e-voting and voting by ballot papers at the venue of the AGM in a fair and transparent manner and ascertaining the requisite majority for the said votings as per the provisions of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014,as amended, on the resolutions referred to in this report.

Responsibility as a Scrutinizer

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting and voting by ballot papers at the venue of the AGM on the resolution so contained in the notice of the AGM dated 11th August, 2017. My responsibility as a Scrutinizer for the e-voting process and voting by ballot paper at venue of the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution(s) set out in the notice convening the 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.

I submit my report under:

 The remote e-voting period remained open from 9.00 AM IST on 17th September, 2017 till 19th September, 2017 upto 5.00 PM IST.

2. The Shareholders holding shares as on the "cut off" date, 13th September, 2017 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the Notice dated 11th August, 2017 of the AGM of the Company.

3. The Company has also provided ballot papers at the venue of the AGM to enable the shareholders to cast the votes in case the same has not been casted by them through remote e-voting.

4. The votes were unblocked on Wednesday, the 20th September, 2017 around 6PM after the completion of the AGM in the presence of two witnesses, namely, Ms. Rahul Aggarwal, No. D-1201, Salarpuria Sattva Melody Apartment, Nandahalli, Mysore Road, Bangalore -560039 and Mr. Chandra Kumar Chowdam, resident of No. 20, 6th Cross, 4A Main, Billekahalli, Bengaluru -560076 who are not in the employment of the Company.

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- 5. On completion of E-Poll by the members of the Company, M/s. Integrated Enterprises (India) Limited (Registrar and Transfer Agents of the Company) provided us with the voting results.
- 6. The votes were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 7. The votes, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 8. The combined result of remote e-voting (EVEN: 106813) and voting by ballot papers is as under:

A. Ordinary Business

- 1) Resolution No.1.
 - (a) To consider and adopt the audited financial statement of the Company for the financial year ended on 31 March 2017 and the Reports of the Board of Directors and Auditors thereon.
 - (b) To consider and adopt the audited consolidated financial statements of the Company for the financial year ended on 31 March 2017 and the reports of Auditors thereon.

(i) Voted in favour of the resolution:

|) Voted in favour of the r | esolution. | | | | | |
|----------------------------|---------------------|-----|------------|-----|----------------------|---------------------|
| Mode of voting | Number | of | of members | | Number of votes cast | % of total number |
| | present | and | voting | (in | by them | of valid votes cast |
| | person or by proxy) | | | | | |
| Remote e-voting | | | | 827 | 1950906457 | |
| Voting by ballot paper | | | | 60 | 41499 | |
| Total | | | | 887 | 1950947956 | 99.92 |

(ii) Voted against the resolution:

| | | | i no company | Missississis | ~ € | votos | 0/- | of total | number |
|----------|-------------------|-------------|--------------|------------------------|------------------------------------|--|-------------------------------------|---|---|
| Number | of | members | | Number | OI | votes | /0 | | |
| present | and | voting | (in | cast by th | iem | | of | valid | votes |
| person o | rson or by proxy) | | | | | | ca | st | |
| | 6 | | | | 1 | 581819 | | | |
| | 0 | | | | | 0 | | | |
| | | | 6 | | 1 | 581819 | | | 0.08 |
| _ | 1 | present and | Trainion of | present and voting (in | present and voting (in cast by the | present and voting (in person or by proxy) 6 19 | present and voting (in cast by them | present and voting (in person or by proxy) 6 1581819 0 0 | present and voting (in person or by proxy) 6 1581819 0 0 |

(iii) Invalid votes:

| ii) iiivalia votes. | |
|---|------------------------------------|
| Total number of members (in person or by proxy) | Total number of votes cast by them |
| whose votes were declared invalid | |
| 1 | 3 |

2) Resolution No. 2 - Confirmation of interim dividend and declaration of final Dividend

i) Voted in favour of the resolution:

| I) | voted in favour of the fi | 0/ 5 1 1 -1 | | | | | |
|----|---------------------------|-------------|-----|------------|------------|----------------------|---------------------|
| | Mode of voting | Number | of | of members | | Number of votes cast | % of total number |
| | | present | and | voting | (in | by them | of valid votes cast |
| | person or by proxy) | | | | | | |
| | Remote e-voting | | 848 | | 1986125899 | | |
| - | Voting by ballot paper | 60 | | | | 41499 | |
| - | Total | | | | 908 | 1986167398 | 100 |
| | , otal | | | | | | |

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(ii) Voted against the resolution:

| Г | Mode of voting | Number | of | members | | Number of votes cast | |
|---|------------------------|---------------------|-----|---------|-----|----------------------|---------------------|
| | | present | and | voting | (in | by them | of valid votes cast |
| | | person or by proxy) | | | | | |
| | Remote e-voting | | | | 4 | 410 | |
| | Voting by ballot paper | | | | 0 | 0 | |
| | Total | | | | 4 | 410 | 0 |
| | | | | | | | |

(iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | 3 |

3) Resolution No. 3 -

Re-appointment of retiring director Mr. Nataraj Krishnappa

(i) Voted in favour of the resolution:

| voted ill lavour of the re | 30idtion. | | | | | |
|----------------------------|---|---|---|--|--|---|
| Mode of voting | Number of members | | Number of votes cast | | | |
| | present | and | voting | (in | by them | of valid votes cast |
| | person o | r by pr | oxy) | | | |
| Remote e-voting | | | | 716 | 1909377520 | |
| Voting by ballot paper | | | | 60 | 41499 | |
| Total | | | - | 776 | 1909419019 | 96.14 |
| | Mode of voting Remote e-voting Voting by ballot paper | present person of Remote e-voting Voting by ballot paper | Mode of voting Number of present and person or by present or by present or by present person or by present or by | Mode of voting Number of memi present and voting person or by proxy) Remote e-voting Voting by ballot paper | Mode of voting Number of members present and voting (in person or by proxy) Remote e-voting Voting by ballot paper Number of members present and voting (in person or by proxy) 716 | Mode of voting Number of members present and voting (in person or by proxy) Number of votes cast by them |

(ii) Voted against the resolution:

| ("') | Votca against the root. | | | | | | |
|------|-------------------------|----------|---------|--------|------|----------------------|---------------------|
| ŕ | Mode of voting | Number | of | meml | bers | Number of votes cast | |
| | | present | and | voting | (in | by them | of valid votes cast |
| | | person o | r by pr | oxy) | | | |
| | Remote e-voting | | | | 124 | 76744244 | |
| | Voting by ballot paper | | | | 0 | 0 | |
| | Total | | | | 124 | 76744244 | 3.86 |
| L | | | | | | | |

(iii) Invalid votes:

| ii) iiivalid votes. | |
|---|------------------------------------|
| Total number of members (in person or by proxy) | Total number of votes cast by them |
| whose votes were declared invalid | |
| 1 | 3 |

B. **Special Business**

4) Resolution No. 4 -

Appointment of Mrs Anandi Ramalingam as Director

(i) Voted in favour of the resolution:

| | | | | | 0/ / / / / |
|---------|---------|-------------|--|------------------------|--|
| Number | of | membe | rs | Number of votes cast | % of total number |
| present | and | votina (| (in | by them | of valid votes cast |
| | | | | | i) |
| | | 7 | 19 | 1908971165 | |
| | | | 57 | 39779 | Ø 6 |
| | | 7 | 76 | 1909010944 | 96.12 |
| | present | present and | present and voting person or by proxy) | present and voting (in | present and voting (in person or by proxy) 719 1908971165 57 39779 |

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(ii) Voted against the resolution:

| Mode of voting | Number | of | mem | bers | Number of votes cast | % of total number |
|------------------------|----------|---------|--------|------|----------------------|---------------------|
| | present | and | voting | (in | by them | of valid votes cast |
| | person o | r by pr | oxy) | | | |
| Remote e-voting | | | | 120 | 77148265 | |
| Voting by ballot paper | | | | 1 | 10 | |
| Total | | | | 121 | 77148275 | 3.88 |

(iii) Invalid votes:

| Total number of members (in person or by | Total number of votes cast by them |
|--|------------------------------------|
| proxy) whose votes were declared invalid | |
| 1 | 3 |

5) Resolution No.5 -

Appointment of Mr M V Gowtama as Director

(i) Voted in favour of the resolution:

| (1) TOTOLI III TATOLI OT LIN | recordition. | | | |
|------------------------------|---------------------|------|----------------------|---------------------|
| Mode of voting | Number of member | pers | Number of votes cast | % of total number |
| | present and voting | (in | by them | of valid votes cast |
| | person or by proxy) | | | |
| Remote e-voting | | 774 | 1944866206 | |
| Voting by ballot paper | | 58 | 39789 | |
| Total | | 832 | 1944905995 | 98.66 |

(ii) Voted against the resolution:

| , | | | | |
|------------------------|-----------------|------------|----------------------|---------------------|
| Mode of voting | Number of | members | Number of votes cast | % of total number |
| | present and | voting (in | by them | of valid votes cast |
| | person or by pr | oxy) | | |
| Remote e-voting | | 60 | 26422665 | |
| Voting by ballot paper | | 0 | 0 | |
| Total | | 60 | 26422665 | 1.34 |

(iii) Invalid votes:

| Total number of members (in person or by | Total number of votes cast by them |
|--|------------------------------------|
| proxy) whose votes were declared invalid | |
| 1 | 3 |

6) Resolution No. 6 -

Appointment of Mr R N Bagdalkar as Director

(i) Voted in favour of the resolution:

| Mode of voting | Number of members | Number of votes cast | % of total number |
|------------------------|------------------------|----------------------|---------------------|
| | present and voting (in | by them | of valid votes cast |
| | person or by proxy) | | |
| Remote e-voting | 695 | 1895611863 | |
| Voting by ballot paper | 58 | 39789 | |
| Total | 753 | 1895651652 | 95.44 |

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(ii) Voted against the resolution:

| Number of | members | Number o | f votes cast | % of total number |
|-------------------|-------------------------|---|---|--|
| present and vo | oting (in | by them | | of valid votes cast |
| person or by prox | xy) | | 2 | 2 |
| | 141 | | 90507331 | |
| | 0 | | 0 | |
| | 141 | | 90507331 | 4.56 |
| | Number of present and v | Number of members present and voting (in person or by proxy) 141 | Number of members Number of present and voting (in person or by proxy) 141 0 | Number of members present and voting (in person or by proxy) 141 90507331 0 0 |

(iii) Invalid votes:

| iii) iiivalia votes: | | | |
|--|----|------------------------------------|---|
| Total number of members (in person or proxy) whose votes were declared invalid | by | Total number of votes cast by them | |
| | 1 | | 3 |

7) Resolution No. 7 -

Ratification of remuneration of the Cost Auditor

(i) Voted in favour of the resolution:

| (1) | voted in lavour of the res | olution. | | | | | | | | |
|-----|----------------------------|-------------|------|--------|-----|---------|------|-------|------|---------------------|
| | Mode of voting | Number | of | memb | ers | Number | of v | votes | cast | % of total number |
| | _ | present ar | nd | voting | (in | by them | | | | of valid votes cast |
| | | person or b | y pr | oxy) | | | | | | |
| | Remote e-voting | | | | 804 | | 19 | 8451 | 0551 | |
| | Voting by ballot paper | | | | 60 | | | 4 | 1499 | 1 |
| | Total | | | | 864 | | 19 | 8455 | 2050 | 99.92 |

(ii) Voted against the resolution:

| ii) Voted against the resolu | ation. | | | | | | | | | | |
|------------------------------|-----------|------|--------|-----|---------|------|-------|------|-------------------|-------|-------|
| Mode of voting | Number | of | memb | ers | Number | of v | votes | cast | % of total number | | |
| | present | and | voting | (in | by them | | | | of | valid | votes |
| | person or | by p | roxy) | | | | | | cast | SI SI | |
| Remote e-voting | | | | 33 | | | 158 | 9339 | | | |
| Voting by ballot paper | | | | 0 | | | | 0 | | | |
| Total | | | | 33 | | | 158 | 9339 | | | 0.08 |

(iii) Invalid votes:

| Total | number | of | members | (in | person | or | by | Total number of votes cast by them | |
|-------|---------|-----|------------|------|-----------|----|----|------------------------------------|---|
| proxy | whose v | ote | s were dec | lare | d invalid | | | | |
| | | | | | | | 1 | | 3 |

8) Resolution No. 8 -

Approval for the issue of Bonus Shares

(i) Voted in favour of the resolution:

| Total III lavour or the res | T | The second secon | 1 | O/ of total mumber |
|-----------------------------|----------------|--|---|---------------------|
| Mode | Number of | members | Number of votes cast | % of total number |
| of voting | present and | voting (in | by them | of valid votes cast |
| | person or by p | roxy) | | |
| Remote e-voting | | 851 | 1986126128 | |
| Voting by ballot paper | | 60 | 41499 | |
| Total | | 911 | 1986167627 | 100 |

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(ii) Voted against the resolution:

| Mode of voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | of valid votes |
|------------------------|--|------------------------------|----------------|
| Remote e-voting | F | | cast |
| Voting by ballot paper | 3 | 1040 | |
| | 0 | 0 | |
| Total | 5 | 1010 | |
| | 3 | 1040 | 0 |

(iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | 3 |

- 9. All the resolutions proposed hereinabove have been passed with the requisite majority.
- 10. The remote e-voting register and other related papers/ registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking you,

Yours faithfully,

Thirupal Gorige FCS: 6680

CP No. 6424

Place: Bangalore

Dated: September 20, 2017

Witness

1. Rahul Aggarwal

2 Chandra Kumar Chowdam

Received the report of the Scrutiniser

For BHARAT ELECTRONICS LIMITED

(Chairnan of the meeting)