

प्रति To,

बीएसई लि . BSE Ltd.  
फिरोज़ जीजीबॉय टावर्स  
Phiroze Jeejeebhoy Towers  
दलाल स्ट्रीट Dalal Street  
मुंबई Mumbai – 400 001

सं .No. 17565/4/SE/MUMC/SEC

दिनांक / Date: 17.09.2019

महोदय / महोदया,  
Dear Sir/Madam,

विषय - 65 वीं वार्षिक सामान्य बैठक की कार्यवाही और मतदान के परिणाम ।

**Sub: Proceedings of 65<sup>th</sup> Annual General Meeting and Voting Results.**

हमारे पत्र दिनांक 22 अगस्त, 2019 के अनुक्रम में, आपको सूचित किया जाता है कि 65 वीं एजीएम आहूत करने की सूचना दिनांक 7 अगस्त, 2019 में उल्लिखित अनुसार कारोबार करने के लिए, दिनांक 16 सितंबर, 2019 को दोपहर 03:30 बजे दि कलिंग हॉल, होटल ललित अशोक, कुमार कृपा हाई ग्राउंड्स, बेंगलूरु - 560001 में कंपनी की 65 वीं एजीएम आयोजित की गई ।

In continuation to our letter dated 22<sup>nd</sup> August, 2019, we wish to inform you that the 65<sup>th</sup> AGM of the Company was held on 16<sup>th</sup> September, 2019 at 03:30 p.m. at the kalinga Hall, Hotel Lalit Ashok, Kumara Krupa High Grounds, Bengaluru -560001 to transact the business as stated in the Notice convening the 65<sup>th</sup> AGM dated 7<sup>th</sup> August, 2019.

निदेशक मंडल ने श्री थिरुपाल गोरिगे, पेशेवर कंपनी सचिव को एजीएम में बैलेट पेपर के माध्यम से सुदूर ई-वोटिंग और वोटिंग के लिए स्कूटिनाइज़र नियुक्त किया था। श्री थिरुपाल गोरिगे ने 15 सितंबर, 2019 को शाम 05.00 बजे तक प्राप्त सभी इलेक्ट्रॉनिक मतदानों और बैठक के समापन तक एजीएम में बैलेट पेपर के माध्यम से किए गए मतदान की संविधा की और 17 सितंबर, 2019 को अपनी रिपोर्ट प्रस्तुत की।

The Board of Directors had appointed Mr. Thirupal Gorige, Practicing Company Secretary as the Scrutinizer for the remote e-voting and voting through ballot paper at the AGM. Mr. Thirupal Gorige has carried out the scrutiny of all the electronic votes received upto 05.00 P.M on 15<sup>th</sup> September, 2019 and vote cast through ballot paper at the AGM till the conclusion of the Meeting and has submitted his report dated 17<sup>th</sup> September, 2019.

स्कूटिनाइज़र की समेकित रिपोर्ट के आधार पर, 65 वीं एजीएम आहूत करने की सूचना में निर्धारित सभी संकल्पों को शेयरधारकों द्वारा अपेक्षित बहुमत के साथ अनुमोदित किया गया ।

Based on the consolidated report of the Scrutinizer, all the resolutions as set out in the Notice convening the 65<sup>th</sup> AGM have been duly approved by the shareholders with the requisite majority.



इस संबंध में, कृपया निम्नलिखित संलग्न पाएं-

In this regard, please find enclosed the following:

1. सेबी (सूचीकरण की बाध्यताएं और प्रकटीकरण की अपेक्षाएं) विनियम के विनियम 30, के अनुसूची III के भाग- ए के पैरा-ए के उप-पैरा 13 के तहत यथा अपेक्षित कार्यवाही का सार अनुलग्नक -1 के रूप में।

Summary of the proceedings as required under the Regulation 30, Sub-para 13 of Para-A of Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure-1.**

2. अनुलग्नक -2 के अनुसार सेबी (सूचीबद्ध बाध्यताएं और प्रकटीकरण की अपेक्षाएं) विनियम के विनियमन 44 के तहत अपेक्षित परिणाम।

Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure-2.

3. स्क्रीनिंग रिपोर्ट की रिपोर्ट दिनांक 17 सितंबर, 2019  
Report of Scrutinizer dated 17<sup>th</sup> September, 2019.

सूचनार्थ व अभिलेख हेतु।

This is for your information and record.

सधन्यवाद,

Thanking you,

भवदीय Yours faithfully ,

कृते भारत इलेक्ट्रॉनिक्स लिमिटेड

**For Bharat Electronics Ltd.**

स. श्रीनिवास **S. Sreenivas**

कंपनी सचिव **Company Secretary**



संलग्नक- यथा उपरोक्त।

Encls: As above

**Summary of the Proceedings of the 65<sup>th</sup> Annual General Meeting.**

The 65<sup>th</sup> Annual General Meeting of Members of Bharat Electronics Limited was held on Monday, the 16<sup>th</sup> September, 2019 from 3:30 p.m. to 5:15 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. Mr. Nataraj Krishnappa     | - Director (Other Units)            |
| 3. Mrs. Anandi Ramalingam     | - Director (Marketing)              |
| 4. Mr. Koshy Alexander        | - Director (Finance)                |
| 5. Mr. Mahesh V               | - Director (Research & Development) |
| 6. Mr. Vinay Kumar Katyal     | - Director (Bangalore Complex)      |
| 7. Mr. Shivakumaran K M       | - Director (Human Resources)        |
| 8. Dr. Amit Sahai             | - Government Nominee Director       |
| 9. Ms. J Manjula              | - Government Nominee Director       |
| 10. Dr. R K Shevgaonkar       | - Independent Director              |
| 11. Mrs. Usha Mathur          | - Independent Director              |
| 12. Mr. Mukka Harish Babu     | - Independent Director              |
| 13. Dr. Vijay S Madan         | - Independent Director              |
| 14. Mr. Surendra Singh Sirohi | - Independent Director              |
| 15. Mr. Sunil Kumar Kohli     | - Independent Director              |
| 16. Mr. Sreenivas S           | - Company Secretary                 |

All the Directors of the Company attended the meeting except Dr. Bhaskar Ramamurthi and Mr. Sharad Shyam Sanghi, Independent Directors for whom leave of absence was granted as they had expressed their inability to attend the meeting due to pre-occupation.

**Invitees**

- |                        |                                       |
|------------------------|---------------------------------------|
| 1. Mr. Natarajan V     | - Statutory Auditor                   |
| 2. Mr. Thirupal Gorige | - Secretarial Auditor and Scrutinizer |

**Members Present**

In person: 445

By Proxy:06

By Corporate Representatives: 02



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 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 notice of 65<sup>th</sup> AGM dated 7<sup>th</sup> August, 2019, three (3) proposals under ordinary business and five (5) proposals under special business are proposed for approval of the 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.

The following items of business, as per the Notice of 65<sup>th</sup> AGM dated 7<sup>th</sup> August, 2019 were transacted at the meeting and passed with requisite majority:

Sl. No.	Businesses	Type of Resolution
<b>Ordinary Businesses:</b>		
1	To consider and adopt:  (a) the Audited Financial Statement(s) of the Company for the financial year ended on 31 March 2019 and the Reports of the Board of Directors and Auditors thereon.  (b) the Audited consolidated financial Statement(s) of the Company for the financial year ended on 31 March 2019 and the reports of Auditors thereon.	Ordinary Resolution
2	To confirm the payment of Interim dividend of ₹ 1.70/- (170%) per equity share and to declare Final Dividend of ₹ 1.70/- (170%) per equity share of ₹ 1 each for the financial year 2018-19.	Ordinary Resolution
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.	Ordinary Resolution
<b>Special Businesses:</b>		
4	Appointment of Mr Vinay Kumar Katyal (DIN: 08281078) as Director.	Ordinary Resolution
5	Appointment of Mr Shivakumaran K M (DIN: 08473589) as Director.	Ordinary Resolution
6	Appointment of Mr. Sunil Kumar Kohli (DIN: 05321549) as Independent Director.	Ordinary Resolution



7	Ratification of remuneration of the Cost Auditor.	Ordinary Resolution
8	Alteration of the object clause of the Memorandum of Association of the Company.	Special Resolution

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.

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 Members were informed that the consolidated results of voting and the Scrutinizer's Report will be disseminated to the Stock Exchanges and will also be hosted on the website of the Company and National Securities Depository Limited, the agency that provided e-voting facility.


Since there was no further clarification sought, the Chairman concluded the meeting with vote of thanks at 05:15 p.m.

**Note:** The above should not be construed to be the minutes of the proceedings of the 65<sup>th</sup> Annual General Meeting of the Company.

Thanking you,

Yours faithfully,

**For Bharat Electronics Ltd.**

  
**S. Sreenivas**  
**Company Secretary**



## Annexure-2

Disclosure of voting result of the 65<sup>th</sup> Annual General Meeting of the Company held on 16<sup>th</sup> September, 2019.

**Format for Voting Results**

Date of the AGM	:	16 <sup>th</sup> September, 2019
Total number of shareholders as on record date/cut-off date (i.e. 9 <sup>th</sup> September, 2019)	:	2,67,171
<b>No. Of shareholders present in the meeting either in person or through Proxy:</b>		
Promoter and Promoter Group	:	Nil
Public	:	453
<b>No. Of shareholders attended the meeting through video-conferencing:</b>		
Promoter and Promoter Group		Not Applicable
Public		Not Applicable

**General information about Company**

Scrip code	500049
NSE Symbol	BEL
MSEI Symbol	NA
ISIN	INE263A01024
Name of the company	BHARAT ELECTRONICS LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	16-09-2019
Start time of the meeting	3:30 PM
End time of the meeting	5:15 PM

**Scrutinizer Details**

Name of the Scrutinizer	Mr. THIRUPAL GORIGE
Firms Name	M/S THIRUPAL GORIGE & ASSOCIATES LLP
Qualification	CS
Membership Number	6680
Date of Board Meeting in which appointed	29-07-2019
Date of Issuance of Report to the Company	17-09-2019



Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the			Ordinary No					
Description of resolution considered			To consider and adopt: (a) the audited Financial Statement(s) of the Company for the financial year ended 31 March 2019 and the reports of the Board of Directors and Auditors thereon. (b) the audited consolidated Financial Statement(s) of the Company for the financial year ended 31 March 2019 and the reports of Auditors thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1362894613	100.0000	1362894613	0	100.0000	0.0000
	Poll	1362894613	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1362894613	1362894613	100.0000	1362894613	0	100.0000	0.0000
Public- Institutions	E-Voting		749237186	87.8991	749237186	0	100.0000	0.0000
	Poll	852383640	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	852383640	749237186	87.8991	749237186	0	100.0000	0.0000
Public- Non Institutions	E-Voting		39763121	17.9668	39760933	2188	99.9945	0.0055
	Poll	221314690	123029	0.0556	121893	1136	99.0766	0.9234
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	221314690	39886150	18.0224	39882826	3324	99.9917	0.0083
<b>Total</b>		2436592943	2152017949	88.3208	2152014625	3324	99.9998	0.0002
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution								

\* this fields are optional

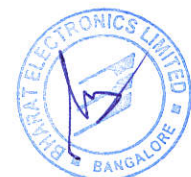
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				To confirm the payment of Interim dividend of ₹ 1.70/- (170%) per equity share and to declare Final Dividend of ₹ 1.70/- (170%) per equity share of ₹ 1 each for the financial year 2018-19.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1362894613	100.0000	1362894613	0	100.0000	0.0000
	Poll	1362894613	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1362894613	1362894613	100.0000	1362894613	0	100.0000	0.0000
Public- Institutions	E-Voting		750305602	88.0244	750305602	0	100.0000	0.0000
	Poll	852383640	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	852383640	750305602	88.0244	750305602	0	100.0000	0.0000
Public- Non Institutions	E-Voting		39890550	18.0244	39887503	3047	99.9924	0.0076
	Poll	221314690	123029	0.0556	121563	1466	98.8084	1.1916
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	221314690	40013579	18.0799	40009066	4513	99.9887	0.0113
<b>Total</b>		2436592943	2153213794	88.3699	2153209281	4513	99.9998	0.0002
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution								

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				To appoint a Director in place of Mr. Nataraj Krishnappa (DIN: 07506012), who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1362894613	100.0000	1362894613	0	100.0000	0.0000
	Poll	1362894613	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1362894613	1362894613	100.0000	1362894613	0	100.0000	0.0000
Public- Institutions	E-Voting		750305602	88.0244	598830249	151475353	79.8115	20.1885
	Poll	852383640	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	852383640	750305602	88.0244	598830249	151475353	79.8115	20.1885
Public- Non Institutions	E-Voting		39885105	18.0219	39810517	74588	99.8130	0.1870
	Poll	221314690	123029	0.0556	121451	1578	98.7174	1.2826
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	221314690	40008134	18.0775	39931968	76166	99.8096	0.1904
<b>Total</b>		2436592943	2153208349	88.3696	2001656830	151551519	92.9616	7.0384
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution								

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				Appointment of Mr. Vinay Kumar Katyal (DIN: 08281078) as Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1362894613	100.0000	1362894613	0	100.0000	0.0000
	Poll	1362894613	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1362894613	1362894613	100.0000	1362894613	0	100.0000	0.0000
Public- Institutions	E-Voting		750305602	88.0244	645735573	104570029	86.0630	13.9370
	Poll	852383640	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	852383640	750305602	88.0244	645735573	104570029	86.0630	13.9370
Public- Non Institutions	E-Voting		39887928	18.0232	39817949	69979	99.8246	0.1754
	Poll	221314690	123029	0.0556	120588	2441	98.0159	1.9841
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	221314690	40010957	18.0788	39938537	72420	99.8190	0.1810
<b>Total</b>		2436592943	2153211172	88.3698	2048568723	104642449	95.1402	4.8598
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution								

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				Appointment of Mr. Shivakumaran K M (DIN: 08473589) as Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1362894613	100.0000	1362894613	0	100.0000	0.0000
	Poll	1362894613	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1362894613	1362894613	100.0000	1362894613	0	100.0000	0.0000
Public- Institutions	E-Voting		750305602	88.0244	645735573	104570029	86.0630	13.9370
	Poll	852383640	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	852383640	750305602	88.0244	645735573	104570029	86.0630	13.9370
Public- Non Institutions	E-Voting		39873166	18.0165	39800900	72266	99.8188	0.1812
	Poll	221314690	123029	0.0556	121323	1706	98.6133	1.3867
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	221314690	39996195	18.0721	39922223	73972	99.8151	0.1849
<b>Total</b>		2436592943	2153196410	88.3691	2048552409	104644001	95.1401	4.8599
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution								

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				Appointment of Mr. Sunil Kumar Kohli (DIN: 05321549) as Independent Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1362894613	100.0000	1362894613	0	100.0000	0.0000
	Poll	1362894613	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1362894613	1362894613	100.0000	1362894613	0	100.0000	0.0000
Public- Institutions	E-Voting		699617478	82.0778	647570237	52047241	92.5606	7.4394
	Poll	852383640	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	852383640	699617478	82.0778	647570237	52047241	92.5606	7.4394
Public- Non Institutions	E-Voting		39885463	18.0221	39814526	70937	99.8221	0.1779
	Poll	221314690	123029	0.0556	119925	3104	97.4770	2.5230
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	221314690	40008492	18.0776	39934451	74041	99.8149	0.1851
<b>Total</b>		2436592943	2102520583	86.2894	2050399301	52121282	97.5210	2.4790
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution								

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				Ratification of Remuneration of the Cost Auditor.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1362894613	100.0000	1362894613	0	100.0000	0.0000
	Poll	1362894613	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1362894613	1362894613	100.0000	1362894613	0	100.0000	0.0000
Public- Institutions	E-Voting		750305602	88.0244	750305602	0	100.0000	0.0000
	Poll	852383640	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	852383640	750305602	88.0244	750305602	0	100.0000	0.0000
Public- Non Institutions	E-Voting		39888564	18.0235	39871246	17318	99.9566	0.0434
	Poll	221314690	123029	0.0556	120723	2306	98.1256	1.8744
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	221314690	40011593	18.0790	39991969	19624	99.9510	0.0490
<b>Total</b>		2436592943	2153211808	88.3698	2153192184	19624	99.9991	0.0009
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution								

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				Alteration of the Object Clause of the Memorandum of Association of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1362894613	100.0000	1362894613	0	100.0000	0.0000
	Poll	1362894613	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1362894613	1362894613	100.0000	1362894613	0	100.0000	0.0000
Public-Institutions	E-Voting		750305602	88.0244	750305602	0	100.0000	0.0000
	Poll	852383640	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	852383640	750305602	88.0244	750305602	0	100.0000	0.0000
Public- Non Institutions	E-Voting		39888963	18.0236	39877432	11531	99.9711	0.0289
	Poll	221314690	123029	0.0556	121563	1466	98.8084	1.1916
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	221314690	40011992	18.0792	39998995	12997	99.9675	0.0325
<b>Total</b>		2436592943	2153212207	88.3698	2153199210	12997	99.9994	0.0006
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution								

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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]

**SCRUTINIZER'S REPORT**

To

The Chairman

65<sup>th</sup> Annual General Meeting of the Members of

**BHARAT ELECTRONICS LIMITED** held on September 16, 2019

Outer Ring Road, Nagavara, Bangalore - 560 045

Dear Sir,

**Sub.: Scrutinizer's Report**

We, M/s Thirupal Gorge & Associates LLP, a Practising Company Secretaries firm, having office at No. 87, 2nd Floor, 21<sup>st</sup> Cross, 7<sup>th</sup> Main, N S. Palya, BTM 2<sup>nd</sup> Stage, Bengaluru - 560 076, India, have been appointed as a Scrutinizer by the Board of Directors of M/s. BHARAT ELECTRONICS LIMITED (the "Company") in connection with e-voting held between September 11, 2019 to September 15, 2019 and voting on the below mentioned resolution(s) set out in the notice convening the 65<sup>th</sup> Annual General Meeting of the Members held on Monday, 16<sup>th</sup> September, 2019 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.:

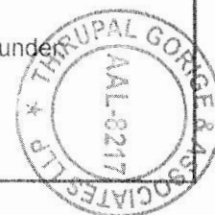
**Responsibility as a Scrutinizer**

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 resolutions so contained in the notice of the 65<sup>th</sup> AGM dated 7<sup>th</sup> August, 2019. Our 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 65<sup>th</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.

We submit our report as under:

1. The remote e-voting period remained open from 9.00 AM (IST) on 11<sup>th</sup> September, 2019 till 15<sup>th</sup> September, 2019 upto 5.00 PM (IST).
2. The Shareholders holding shares as on the "cut off" date, 09<sup>th</sup> September, 2019 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the Notice of 65<sup>th</sup> AGM of the Company dated 7<sup>th</sup> August, 2019.
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 Monday, the 16<sup>th</sup> September, 2019 around 7:00 PM after the completion of the AGM in the presence of two witnesses, namely, Ms. G. Likitha, resident of #12,1st Cross, Kaveri Layout, Maratahalli, Bengaluru-37 and Ms. Della Santhosh T, #8, 7<sup>th</sup> Main, 17<sup>th</sup> Cross, BTM 2<sup>nd</sup> Stage, Bengaluru -560076 who are not in the employment of the Company.
5. On completion of e-voting 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: 111331) and voting by ballot papers is as under:

*Deeply*



## 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]

**A. Ordinary Business****1) Resolution No.1: Ordinary Resolution**

To consider and adopt:

(a) the audited Financial Statement(s) of the Company for the financial year ended 31 March 2019 and the reports of the Board of Directors and Auditors thereon.

(b) the audited consolidated Financial Statement(s) of the Company for the financial year ended 31 March 2019 and the reports of Auditors thereon.

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	839	2151892732	
Voting at the AGM by ballot paper	159	121893	
<b>Total</b>	<b>998</b>	<b>2152014625</b>	<b>99.9998</b>

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	2188	
Voting at the AGM by ballot paper	9	1136	
<b>Total</b>	<b>16</b>	<b>3324</b>	<b>0.0002</b>

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**2) Resolution No. 2: Ordinary Resolution**

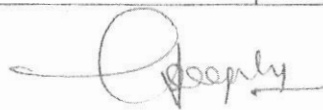
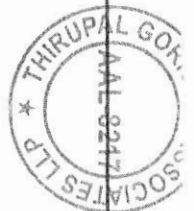
Confirmation of payment of Interim dividend of Rs.1.70/- (170%) per equity share and to declare Final Dividend of Rs.1.70/- (170%) per equity share of Rs.1 each for the financial year 2018-19.

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	846	2153087718	
Voting at the AGM by ballot paper	158	121563	
<b>Total</b>	<b>1004</b>	<b>2153209281</b>	<b>99.9998</b>

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	3047	
Voting at the AGM by ballot paper	10	1466	
<b>Total</b>	<b>17</b>	<b>4513</b>	<b>0.0002</b>



**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]

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**3) Resolution No.3: Ordinary Resolution**

Re-appointment of retiring director Mr. Nataraj Krishnappa.

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	670	2001535379	
Voting at the AGM by ballot paper	156	121451	
<b>Total</b>	<b>826</b>	<b>2001656830</b>	<b>92.9616</b>

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	174	151549941	
Voting at the AGM by ballot paper	12	1578	
<b>Total</b>	<b>186</b>	<b>151551519</b>	<b>7.0384</b>

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**B. SPECIAL BUSINESS**

**4) Resolution No.4: Ordinary Resolution**

Appointment of Mr Vinay Kumar Katyal (DIN: 08281078) as Director.

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	724	2048448135	
Voting at the AGM by ballot paper	153	120588	
<b>Total</b>	<b>877</b>	<b>2048568723</b>	<b>95.1402</b>

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	125	104640008	
Voting at the AGM by ballot paper	15	2441	
<b>Total</b>	<b>140</b>	<b>104642449</b>	<b>4.8598</b>

*Josephly*



**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]

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**5) Resolution No.5: Ordinary Resolution**

Appointment of Mr Shivakumaran K M (DIN: 08473589) as Director.

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	715	2048431086	
Voting at the AGM by ballot paper	156	121323	
<b>Total</b>	<b>871</b>	<b>2048552409</b>	<b>95.1401</b>

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	125	104642295	
Voting at the AGM by ballot paper	12	1706	
<b>Total</b>	<b>137</b>	<b>104644001</b>	<b>4.8599</b>

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**6) Resolution No.6: Ordinary Resolution**

Appointment of Mr. Sunil Kumar Kohli (DIN: 05321549) as Independent Director.

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	761	2050279376	
Voting at the AGM by ballot paper	154	119925	
<b>Total</b>	<b>915</b>	<b>2050399301</b>	<b>97.5210</b>

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	77	52118178	
Voting at the AGM by ballot paper	14	3104	
<b>Total</b>	<b>91</b>	<b>52121282</b>	<b>2.4790</b>

*(Handwritten Signature)*



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]

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

7) Resolution No. 7: Ordinary Resolution

Ratification of Remuneration of the Cost Auditor.

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	814	2153071461	
Voting at the AGM by ballot paper	154	120723	
<b>Total</b>	<b>968</b>	<b>2153192184</b>	<b>99.9991</b>

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	32	17318	
Voting at the AGM by ballot paper	14	2306	
<b>Total</b>	<b>46</b>	<b>19624</b>	<b>0.0009</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

8) Resolution No.8: Special Resolution

Alteration of the Object Clause of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	821	2153077647	
Voting at the AGM by ballot paper	157	121563	
<b>Total</b>	<b>978</b>	<b>2153199210</b>	<b>99.9994</b>

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	11531	
Voting at the AGM by ballot paper	11	1466	
<b>Total</b>	<b>38</b>	<b>12997</b>	<b>0.0006</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



*[Handwritten signature]*

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]

9. All the resolutions proposed herein above have been passed with the requisite majority.
10. The remote e-voting register and other related papers/ registers and records shall remain in our 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,

For Thirupal Gorige & Associates LLP  
Practising Company Secretaries



Thirupal Gorige  
Designated Partner  
FCS No: 6680  
CP No. 6424



Witness:

1. G. Likitha



2. Della Santhosh T



Received the report of the Scrutiniser

For **BHARAT ELECTRONICS LIMITED**



(M V Gowtama)  
Chairman and Managing Director



Place: Bangalore

Dated: 17<sup>th</sup> September, 2019