

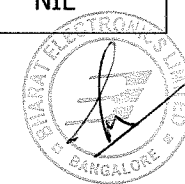
## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company: **Bharat Electronics Limited**

Quarter ending on : **31<sup>st</sup> March 2016**

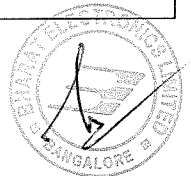
<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non - Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sunil Kumar Sharma	AQIPS6986M & 03614952	Chairman & Managing Director	Appt date:01/01/2014 Ces. Date: NA	NA	1	NIL	NIL
Mr.	Shanmukh Lingappa Muchinamane	AMPPS9024B & 00058949	Executive	Appt date:18/08/2004 Ces. Date: NA	NA	1	2	1
Mr.	Amol Laxman Newaskar	ABAPN4679B & 05290353	Executive	Appt date:24/05/2012 Ces. Date: NA	NA	1	1	NIL
Mr.	Ajit Tavanappa Kalghatgi	AARPK1227E & 05300252	Executive	Appt date:01/09/2012 Ces. Date: NA	NA	1	1	NIL
Mr.	Prem Chand Jain	AADPJ3766F & 06664784	Executive	Appt date:01/09/2013 Ces. Date: NA	NA	1	NIL	NIL
Mr.	Prabhat Ranjan Acharya	AAEPA5259P & 06683267	Executive	Appt date:02/09/2013 Ces. Date: NA	NA	1	1	NIL
Mr.	Manmohan Handa	AALPH4184R & 06942720	Executive	Appt date:31/07/2014 Ces. Date: NA	NA	1	NIL	NIL



Mrs.	Kusum Singh	AGZPS3392L & 06489228	Nominee	Appt date:26/08/2015 Ces. Date: NA	NA	1	1	NIL
Mr.	Bhaskar Ramamurthi	AAAPB4527F & 01914155	Independent	Appt date:02/12/2015 Ces. Date: 01/12/2018	3 years	1	1	NIL
Mr.	Raghunath Kashinath Shevgaonkar	AAEPS6432J & 01500448	Independent	Appt date:02/12/2015 Ces. Date: 01/12/2018	3 years	1	1	NIL
Mrs.	Usha Mathur	AAAPM5366K & 07382132	Independent	Appt date:23/12/2015 Ces. Date: 22/12/2018	3 years	1	1	1
Mr.	Sharad Sanghi	AKLPS1485N & 00265977	Independent	Appt date:07/01/2016 Ces. Date: 06/01/2019	3 years	1	1	1

## II. Composition of Committees

Name of the Committees	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mrs. Usha Mathur, Chairman	Independent
	Mr. R K Shevgaonkar	Independent
	Mr. Bhaskar Ramamurthi	Independent
	Mrs. Kusum Singh	Nominee Director, Non executive
2. Nomination & Remuneration Committee	Mrs. Usha Mathur, Chairman	Independent
	Mr. Sharad Sanghi	Independent
	Mrs. Kusum Singh	Nominee Director, Non executive
3. Risk Management Committee	Mr. P. C. Jain, Chairman	Executive
	Mr. P R Acharya	Executive
	Mr. Manmohan Handa	Executive
	Mrs. Shikha Gupta	General Manager (Strategic Planning)
4. Stakeholders Relationship Committee'	Mr. Sharad Sanghi, Chairman	Independent
	Mr. M L Shanmukh	Executive
	Mr. Amol Newaskar	Executive




<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
29.10.2015	27.01.2016	89 Days	
<b>IV. Meeting of Audit Committee</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
22.01.2016 27.01.2016 11.02.2016	yes	04.12.2015	48 days
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status</b>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
<b>VI. Affirmations</b>			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015*.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The previous quarter report was placed before the board on 27<sup>th</sup> January 2016 and was taken on record by the Board.</p>			



\* The composition of Board of Directors of BEL has an appropriate mix of Executive Directors represented by Functional Directors including CMD and Non- Executive Directors represented by Government Nominees & Independent Directors. As the Chairman is an Executive Director, Independent Directors comprise half of the strength of the Board. There are four temporary vacancies of Independent Directors as on 31<sup>st</sup> March 2016. All the vacancies were notified to Govt. for filling up. Being a Govt. Company, all Directors on BEL Board are appointed by the Govt. and the selection process & appointment, which involves various Ministries and approval by the ACC, takes time and is beyond the control of the Company.

Place: Bangalore  
Date: 11<sup>th</sup> April 2016

**For Bharat Electronics Limited**  
  
**S. Sreenivas**  
**Company Secretary**

