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 and Half year ended: **30th September, 2017**

I. Composition of Board of Directors

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.	M V Gowtama	AFYPM9121M & 07628039	Chairman & Managing Director	Appt date: 08/11/2016 Ces. Date: NA	NA	1	Nil	Nil
Mr.	Ajit Tavanappa Kalghatgi	AARPK1227E & 05300252	Executive	Appt date:01/09/2012 Ces. Date: NA	NA	1	2	1
Mr.	Girish Kumar	ABKPK7101P & 07506008	Executive	Appt date:01/05/2016 Ces. Date: NA	NA	1	1	Nil
Mr.	Nataraj Krishnappa	ACUPK0802C & 07506012	Executive	Appt date:01/05/2016 Ces. Date: NA	NA	1	1	Nil
Mrs	Anandi Ramalingam	ACYPR4590E & 07616518	Executive	Appt date:16/09/2016 Ces. Date: NA	NA	1	1	Nil
Mr.	Ramchander N Bagdalkar	ABPPB1084K & 07715648	Executive	Appt date:23/01/2017 Ces. Date: NA	NA	1	1	Nil
Mrs.	Kusum Singh	AGZPS3392L & 06489228	Nominee	Appt date:26/08/2015 Ces. Date: 19/09/2017	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
Mr.	Mukka Harish Babu	ABJPM6314R & 07937907	Independent	Appt date:11/09/2017 Ces. Date: 10/09/2020	3 years	1	Nil	Nil
Mr.	Surendra Singh Sirohi	COSPS8266Q & 07595264	Independent	Appt date:11/09/2017 Ces. Date: 10/09/2020	3 years	1	Nil	Nil
Mr.	Vijay Shanker Madan	AAAPM0206E & 00806142	Independent	Appt date:11/09/2017 Ces. Date: 10/09/2020	3 years	1	Nil	Nil
Mr.	Chandraker Bharti	ADCPB8337L & 02599261	Nominee	Appt date:19/09/2017 Ces. Date: NA	NA	1	1	Nil
Mr.	Koshy Alexander	AGBPK5502C & 07896084	Executive	Appt date:25/09/2017 Ces. Date: NA	NA	1	Nil	Nil

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
	Mrs. Kusum Singh	Nominee Director, Non executive
	Mr. R K Shevgaonkar	Independent
	Mr. Bhaskar Ramamurthi	Independent
2. Nomination & Remuneration Committee	Mrs. Usha Mathur, Chairman	Independent
	Mr. M V Gowtama	Executive
	Mrs. Kusum Singh	Nominee Director, Non executive
	Mr. Sharad Sanghi	Independent
3. Risk Management Committee	Mr. Girish Kumar, Chairman	Executive
	Mrs. Anandi Ramalingam	Executive
	Mr. Nataraj Krishnappa	Executive
	Mr. Koshy Alexander	Executive

	Mrs. Hemalatha K	General Manager (Strategic Planning)
4. Stakeholders Relationship Committee'	Mr. Sharad Sanghi, Chairman	Independent
	Mr. Ramchander N Bagdalkar	Executive
	Mr. Nataraj Krishnappa	Executive

III. Meeting of Board of Directors

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)
07.04.2017, 26.04.2017 & 29.05.2017	31.07.2017, 10.08.2017 & 4.09.2017	62 Days

IV. Meeting of Audit Committee

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
31.07.2017	yes	29.05.2017	62 Days

V. Related Party Transactions

Subject	Compliance status
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

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015*.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:
   a. Audit Committee
   b. Nomination & remuneration committee
   c. Stakeholders relationship committee
   d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

BHARAT ELECTRONICS LIMITED BANGALORE

* 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 Nominee & Independent Directors. As the Chairman is an Executive Director, Independent Directors comprise half of the strength of the Board. There is one temporary vacancy of Independent Director as on 30th September, 2017. The vacancy was notified to Government 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.

For Bharat Electronics Limited

S Sreenivas
Company Secretary

Place: Bengaluru
Date: 11th October, 2017

HALF YEARLY 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**
Half Year ending on : **30th September 2017**

I Affirmations		
Broad heading	**Regulation Number**	**Compliance status (Yes/No/NA)**
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General meeting	18 (1) (d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	Yes

For Bharat Electronics Limited

S Sreenivas
Company Secretary

Place: Bengaluru
Date: 11th October 2017