

(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

To, Manager (Listing) National Stock Exchange of India Ltd., Exchange Plaza, Plot No. C/1,G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051

No. 17565/6/SE/NSEC/SEC 6th March 2017

Dear Sir / Madam,

Subject: Details of Voting Results- Postal Ballot and remote e-voting

Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the details of voting results of the Postal Ballot and remote e-voting conducted by the Company, for seeking approval of Members of the Company for Sub-division of equity shares and alteration of capital clause in Memorandum of Association of the Company, as per the prescribed format along with the report of the Scrutinizer.

Based on the Scrutinizer's Report, we would like to inform that the ordinary resolution as set out in the Postal Ballot notice dated January 27, 2017 for Sub-division of equity shares and alteration of capital clause in Memorandum of Association has been duly approved by the Members of the Company.

Thanking you,

Yours faithfully,

For Bharat Electronics Limited

Sreenivas

Company Secretary

Encl: As stated above.

No. of Votes in favour (4) against (5) favour on votes in favour (4) against (5) favour on votes in polled		NOT APPLICABLE- POSTAL BALLOT	POSTAL BALLUT	The state of the s		A STATE OF THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN C			
No. of the control to through video confronting either in person or through the Applicable No. of the control through video confronting either in person or through the Applicable No. of the control through video confronting either in person or through video confronting the control through video confronting video confront	No of Share Holders As on Record Date (cut off date i.e. 27.01.2017)	56021							
Annator No. 1 Annator No.	No of share holders present in the meeting either in person or through Proxv	Not Applicable							
c of Votes No. of Votes in Itsanding shares No. of Votes shares No. o	No of shareholders attended through video conferencing	Not Applicable							
6 of Votes in Itstanding No. of Votes in Itstanding No. of Votes in Itstanding % of Votes in Itstanding % of Votes in Itstanding No. o	Recolution No. 1								
6 of Votes No. of Votes in tstanding shares No. of Votes in dayour (4) No. of Votes in against (5) % of Votes in polled shares (2)/(11)1141 (6)=[(4)/(2)]*10 0 0.00 (2)/(11)141 (6)=[(4)/(2)]*10 0 (2)/(11)141 (6)=[(4)/(2)]*10 0 (2)/(11)141 (6)=[(4)/(2)]*10 0 (3)/(2) (6)=[(4)/(2)]*10 0 (4)/(2) (6)=[(4)/(2)]*10 0 (5)/(2) (6)=[(4)/(2)]*10 0 (6)/(2) (6)=[(4)/(2)]*10 0 (6)/(2) (6)=[(4)/(2)]*10 0 (6)/(2) (6)=[(4)/(2)]*10 0 (6)/(2) (6)=[(4)/(2)]*10 0 (7)/(1) (7)/(2) (7)/(2) 99.99 (7)/(1) (7)/(2) (7)/(2) 99.99 (7)/(1) (7)/(2) (7)/(2) 99.99 (7)/(1) (7)/(2) (7)/(2) 100.00 (7)/(1) (7)/(2) (7)/(2) 100.00 (7)/(1) (7)/(2) (7)/(2) 100.00	ORDINARY RESOLUTION:			7, 20, 37	4000				
Public - Others Account on the Company A	Approval for Sub-division of 1 (one) equity share of face value Rs.10/. Recolution required	each into 10(ten) ed Ordinary Resolution	juity snares or rac	e value of RS.1/	- eacn.				
Public Others Category Mode of Voting No. of Votes No. o	Whether promoter/promoter Group are interested in the Agenda/Resolution	No							
Promoter and Promoter Group E-VOTING 164062407 164062107 199998 164062107 1901040		Mode of Voting	No. of shares	No. of votes	% of Votes	No. of Votes in	No. of Votes	A .	% of Votes
Promoter and Promoter Group			held (1)	polled (2)	Polled on outstanding shares	favour (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*10	against on votes polled [7]=[(5)/(2)]*
Public Institutional holders	Promoter and Promoter Group	E-VOTING	164062407	164062107	8666.66	164062107	0	100.00	00.00
Total		BALLOT	0	0	00.00	0	0	00:00	00.00
Public - Institutional holders EVOTING EVOTING BALLOT 46494748 (100) 38924363 (100) 83.72 (100) 38924363 (100) 0.000		Total	164062407	164062107	8666.66	164062107	0	100.00	0.00
RALIOT 600 COOR COOR <t< td=""><td>Public -Institutional holders</td><td>E-VOTING</td><td>46494748</td><td>38924363</td><td>83.72</td><td>38924363</td><td>0</td><td>100.00</td><td>00.00</td></t<>	Public -Institutional holders	E-VOTING	46494748	38924363	83.72	38924363	0	100.00	00.00
Total 12872736 138924363 15.07 1399584 15.07 1399584 15.07 1399584 15.07 1399584 15.07 1399584 15.07 1399584 15.07 1399584 15.07 1399584 15.07 1399586 15.07 139958 15.07 139958 15.07 139958 15.07 139958 15.07 139958 13		BALLOT	0	0	0.00	0	0	0.00	00.00
Public Others		Total	46494748	38924363	83.72	38924363	0	100.00	0.00
Partion Register Promoter and Promoter Group Promoter and Promoter Service Promoter and Promoter and Promoter Service Promoter and Promoter and Promoter and Promoter Service Promoter and Promoter and Promoter Service Promoter and Promoter and Promoter Group are interested in the Promoter Group are interested in the Action and Actio	Public- Others	E-VOTING	12805638	1939884		1939155	729	96.66	0.04
Total 1872756 2006972 15.59 20069268 754 99.96		BALLOT	67088	67088		69029	25	96.66	0.04
Mary RESOLUTION Polical control of the Company. Polical Category No. of votes and Promoter and Promoter and Promoter and Promoter and Promoter Sround No. of votes and Promoter and Promoter Group BALLIOT No. of votes and Promoter and Pr		Total	12872726	2006972	15.59	2006218	754	96.66	0.04
ordinary Resolution Oter Group are interested in the Capital Clause in the Memorandum of Association of the Company. No. of Notes Group are interested in the Category No. of Notes In No. of No.	Total		223362793	204993442	91.78	204992688	754	9666'66	0.0004
Ordinary Resolution No. of shares Ande of Voting Ordinary Resolution No. of shares No. of votes No. of votes No. of votes No. of votes Shares	Resolution No. 2								
No of votes	ORDINARY RESOLUTION								
No. of Shares No. of Votes No.	Approval for alteration in the Capital Clause in the Memorandum of ℓ Recolution required	ssociation of the Co Ordinary Resoluti	mpany.						
Category Mode of Voting No. of shares No. of votes % of Votes in polled (a) polled (b) against (5) against (6) against	Whether promoter/promoter Group are interested in the	-							
Fundamental Continuo		9	No of charee	No of votes	% of Votes	No of Votes in	No. of Votes	% of Votes in	% of Votes
Continue	Category		held (1)	polled (2)	Polled on	favour (4)	against (5)	fa	against on
E-VOTING 164062407 164062107 99.9998 164062107 0.00 BALLOT 164062407 164062107 99.9998 164062107 0.00 E-VOTING 46494748 38924363 83.72 38924363 0.00 0.00 E-VOTING 46494748 38924363 0.00 0.00 0.00 0.00 Total 46494748 38924363 0.00 38924363 0.00 0.00 E-VOTING 12805638 1939575 15.15 1938730 845 99.80 E-VOTING 67088 67088 0.52 66954 134 99.80 FALLOT 67088 67088 0.52 66954 979 99.95					outstanding			polled	votes polled
E-VOTING 164062407 164062107 0 <td></td> <td></td> <td></td> <td></td> <td>shares</td> <td></td> <td></td> <td></td> <td>*[(2)/(c)]=(/)</td>					shares				*[(2)/(c)]=(/)
BALLOT 0 0 0.00 0	Promoter and Promoter Group	E-VOTING	164062407	164062107	8666.66	164062107	0	00.00	0.00
Funding 164062407 164062107 99.9998 164062107 0 E-VOTING 46494748 38924363 83.72 38924363 0 BALLOT 0 0 0 0 0 0 0 0 F-VOTING 12805638 1939575 15.15 1938730 845 845 BALLOT 67088 67088 0.52 66954 134 134 Total 12872726 2006663 15.59 2005684 979 979		BALLOT	0	0	00:00	0	0	00.00	0.00
E-VOTING 46494748 38924363 83.72 38924363 0 10 BALLOT 0 0 0.00 38924363 0 0 0 Total 46494748 38924363 0.00 38924363 0 0 E-VOTING 12805638 1939575 15.15 1938730 845 9 BALLOT 67088 67088 0.52 66954 134 9 Total 12872726 2006663 15.59 2005684 979 9		Total	164062407	164062107	8666.66	164062107	0		00.00
BALLOT 0 0 0.00 38924363 0 10 0	Public -Institutional holders	E-VOTING	46494748	38924363	83.72	38924363	0	10	0.00
Total 46494748 38924363 0.00 38924363 0 1 E-VOTING 12805638 1939575 15.15 1938730 845 45 BALLOT 67088 67088 0.52 66954 134 Total 12872726 2006663 15.59 2005684 979		BALLOT	0	0	00.00	0	0		0.00
E-VOTING 12805638 1939575 15.15 1938730 845 BALLOT 67088 67088 0.52 66954 134 Total 12872726 2006663 15.59 2005684 979		Total	46494748	38924363	00.00	38924363	0		0.00
OT 67088 67088 0.52 66954 134 12872726 2006663 15.59 2005684 979	Public- Others	E-VOTING	12805638	1939575	15.15	1938730	845		0.04
12872726 2006663 15.59 2005684 979		BALLOT	67088	67088	0.52	66954	134		0.20
· · · · · · · · · · · · · · · · · · ·		Total	12872726	2006663	15.59	2005684	979		0.05

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Practicing Company Secretary

Scrutinizer Report

The Chairman Bharat Electronics Limited Outer Ring Road, Nagavara, Bangalore-560045, Karnataka, India

Dear Sirs.

Sub: Scrutinizer's Report on Postal Ballot and e-voting conducted in pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and administration) Rules, 2014

- 1. I, Thirupal Gorige, Practising Company Secretary, was appointed as scrutinizer of the Bharat Electronics Limited (the Company) pursuant to section 110 of the Companies Act, 2013 (The Act) read with Rule 22 of the Companies (Management and administration) Rules, 2014 and rule 20 of the Companies (Management and administration) Rules, 2014 as amended by the Companies ((Management and administration) Amendment Rules, 2015 to the extent applicable, for the purpose of scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot out as per the provisions of the Act.
- 2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the rules relating to e-voting and postal ballot on the resolution contained in the notice of the postal ballot and e-voting dated January 27, 2017. My responsibility as a scrutinizer for the voting process through electronic means and postal ballot is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated for the e-voting system of National Securities Depositaries Limited (NSDL) and for voting received trough postal ballot as provided by M/s Integrated Enterprises (India)Limited, Bangalore, the agencies engaged by the Company for providing e-voting/ postal ballot facilities.
- 3. I submit my report as under:
 - (a) The Company has completed the dispatch of physical postal ballot forms (containing evoting instructions) along with postage pre-paid self address envelope and postal ballot (containing e-voting instructions) via electronic mode by notice dated January 27, 2017 to its members whose name (s) appeared on the register of Members / list of beneficiaries as on 27th day of January, 2017.
 - (b) The postal ballot forms were kept under our safe custody in sealed and tempered proof ballot boxes.

Off.: # 87, 2nd Floor, 7th Main, 21st Cross, N.S. Palya, B.T.M. II Stage, Bangalore-560 076. Tel: +91-80-65322360, Mobile: 94483 84064. E-mail: gthirupal@gmail.com



Practicing Company Secretary

- (c) The Postal ballot boxes were opened on Monday, 6th day of March 2017 in our presence.
- (d) The postal ballot forms were duly opened in our presence and scrutinized.
- (e) Particulars of all postal ballots forms received from the Members have been entered in a register separately maintained for the purpose.
- (f) All postal ballot forms received on or before 5.00 P.M on Sunday, 5th day of March, 2017, the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 5.00 P.M. IST on Sunday, the 5th day of March, 2017, if any, was not considered for our scrutiny.
- (h) We did not find any de-faced Ballot Paper.
- (i) Members were provided the opportunity to cast their vote (s) through Electronic Voting system in terms of platform as provided by NSDL e -voting system (https://www.evoting.nsdl.com)
- (j) The e-voting period remained open from 9.00 A.M. IST on Saturday, the 4th day of February, 2017 up to 5.00 P.M. IST on Sunday, the 5th day of March 2017.
- (k) The Shareholders holding shares either in physical form or in dematerialized form as on the cut off date i.e. January 27, 2017 were entitled to vote on the proposed resolution as set out in the notice of Postal Ballot and e-voting dated January 27, 2017.
- (l) The result of electronic voting was downloaded on Monday, March 6, 2017 from NSDL Website providing the platform for e-voting system (https://www.evoting.nsdl.com) and were unblocked in presence of two witness namely Mr. Chandra Kumar Chowdam resident of No. 20, 6th Cross, 4A Main, Billekahalli, Bengaluru -560076 and Mr. Prabhakar Tiwari, resident of No. 132, 10th Main, Sector 1, Nobonagar, Bannerghatta Road, Bangalore 560076 who are not in the employment of the Company.
- (m) The Consolidated summary of the votes casted [aggregate of physical and electronic voting system (EVEN: 104533)]is as follows:

Special Business:

Resolution: Ordinary Resolution



Practicing Company Secretary

A. APPROVAL FOR SUB-DIVISION OF 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS.10/- EACH INTO 10 (TEN) EQUITY SHARES OF FACE VALUE OF RS. 1/- EACH

(i.) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Numbers of votes cast by them	% of total number of valid votes cast
E-voting	780	204925625	
Voting by ballot	486	67063	
Total	1266	204992688	99.99963%

(ii.) Voted against the resolution:

Mode of Voting	Number of Members voted	Numbers of votes cast by them	% of total number of valid votes cast
E-voting	16	729	
Voting by ballot	2	25	
Total	18	754	0.00037

(iii.) Invalid Votes:

Total number of votes cast by them	Total number of Members whose votes were declared invalid
336855	. 11

B. APPROVAL FOR ALTERATION IN THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

(i.) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Numbers of votes cast by them	% of total number of valid votes cast
E-voting	770	204925200	***************************************
Voting by ballot	483	66954	
Total	1253	204992154	99.99952

(ii.) Voted against the resolution:

Mode of Voting	Number of Members voted	Numbers of votes cast by them	% of total number of valid votes cast
E-voting	21	845	

Off.: # 87, 2nd Floor, 7th Main, 21st Cross, N.S. Palya, B.T.M. II Stage, Bangalore-560 076. Tel: +91-80-65322360, Mobile: 94483 84064, E-mail: gthirupal@gmail.com



Practicing Company Secretary

Voting by ballot	5	134	
Total	26	979	0.00048

(iii.) Invalid Votes:

Total number of votes cast by them	Total number of Members whose votes were declared invalid
336855	11

- 4. The proposed resolutions have therefore been approved by the shareholders of the Company with requisite majority.
- 5. You may accordingly declare the result of e-voting and postal ballot.
- 6. The postal ballot forms, e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and sign the minutes of postal ballot and e-voting.

Thanking you,

Yours Faithfully

Thirupal Gorige
Practicing Company Secretary
FCS 6680, CP No. 6424

Place: Bangalore Dated: March 6, 2017 Witness

1. Chandra Kumar Chowdam

e. chandra

No. 20, 6th Cross, 4A Main, Billekahalli,

Bengaluru -560076

2. Prabhakar Tiwari

No. 132, 10th Main, Sector 1,

Nobonagar, Bannerghatta Road,

Bangalore - 560076

Received the report of the Scrutinizer For BHARAT ELECTRONIC LIMITED

M.V. GOWTAMA

Chairman & Managing Director

Bharat Electronics Limited