

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, 2018

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/in dependent/ 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 Regulation s)	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.	Nataraj Krishnappa	ACUPK0802C & 07506012	Executive	Appt date:01/05/2016 Ces. Date: NA	NA	1	2	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	2	Nil
Mr.	Koshy Alexander	AGBPK5502C & 07896084	Executive	Appt date:25/09/2017 Ces. Date: NA	NA	1	2	2
Mr.	Mahesh V	AAVPM9142N & 08130292	Executive	Appt date:01/06/2018 Ces. Date: NA	NA	1	1	Nil
Mr.	Amit Sahai	AKHPS0091E & 02188330	Nominee	Appt date:30/10/2017 Ces. Date: NA	NA	1	Nil	Nil

Ms	J Manjula	ACKPJ0451G & 07684528	Nominee	Appt date:23/04/2018 Ces. Date: NA	NA	1	1	Nil
Mr.	Bhaskar Ramamurthi	AAAPB4527F & 01914155	Independent	Appt date:02/12/2015 Ces. Date: NA	3 years	1	Nil	Nil
Mr.	Raghunath Kashinath Shevgaonkar	AAEPS6432J & 01500448	Independent	Appt date:02/12/2015 Ces. Date: NA	3 years	1	1	Nil
Mrs.	Usha Mathur	AAAPM5366K & 07382132	Independent	Appt date:23/12/2015 Ces. Date: NA	3 years	1	1	1
Mr.	Sharad Sanghi	AKLPS1485N & 00265977	Independent	Appt date:07/01/2016 Ces. Date: NA	3 years	1	1	1
Mr.	Mukka Harish Babu	ABJPM6314R & 07937907	Independent	Appt date:11/09/2017 Ces. Date: NA	3 years	1	1	Nil
Mr.	Surendra Singh Sirohi	COSPS8266Q & 07595264	Independent	Appt date:11/09/2017 Ces. Date: NA	3 years	2	1	Nil
Mr.	Vijay Shanker Madan	AAAPM0206E & 00806142	Independent	Appt date:11/09/2017 Ces. Date: NA	3 years	1	1	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
	Mr. R K Shevgaonkar	Independent
	Mr. Mukka Harish Babu	Independent
2. Nomination & Remuneration Committee	Mrs. Usha Mathur, Chairman	Independent
	Mr. M V Gowtama	Executive
	Mr. Amit Sahai	Nominee Director, Non executive
	Mr. Sharad Sanghi	Independent
3. Risk Management Committee	Mr. M V Gowtama, Chairman	Executive
	Mr. Nataraj Krishnappa	Executive
	Mrs. Anandi Ramalingam	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	
	Mr. Vijay S Madan	Independent	
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)	
23.04.2018 & 29.05.2018	31.07.2018	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
30.07.2018	yes	29.05.2018	61 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			
<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 & 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>			

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

* 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 are two temporary vacancies of Independent Directors as on 30th September, 2018. The vacancies were 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.

Place: Bengaluru
Date: 8th October, 2018


For Bharat Electronics Limited
S Sreenivas
Company Secretary



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 2018**

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

**Mrs Usha Mathur, Chairman of Audit Committee and Nomination and Remuneration Committee had nominated Dr R K Shevgaonkar to attend the 64th AGM held on 25th September, 2018 on her behalf.

Place: Bengaluru
Date: 8th October, 2018

For Bharat Electronics Limited

S Sreenivas
Company Secretary

