



भारत इलेक्ट्रॉनिक्स
BHARAT ELECTRONICS

भारत इलेक्ट्रॉनिक्स लिमिटेड

(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

प्रति To,

नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड
National Stock Exchange of India Ltd.
एक्सचेंज प्लाज़ा, प्लॉट नं. सी/1, जी ब्लॉक
Exchange Plaza, Plot No. C/1, G Block,
बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व)
Bandra-Kurla Complex, Bandra (E)
मुंबई/Mumbai - 400 051

सं. No. 17565/6/SE/NSEC/SEC

दिनांक / Date: 12.10.2021

महोदय / महोदया,

Dear Sir/Madam,

विषय : दिनांक 30.09.2021 को समाप्त तिमाही एवं छमाही के लिए कॉर्पोरेट गवर्नेंस की रिपोर्ट ।

Sub: Corporate Governance Report for Quarter and Half Year Ended 30.09.2021.

सेबी (सूचीकरण की बाध्यताएं एवं प्रकटीकरण की अपेक्षाएं) विनियम, 2015 के विनियम 27(2) के अनुसार में, कृपया दिनांक 30.09.2021 को समाप्त तिमाही एवं छमाही के लिए कॉर्पोरेट गवर्नेंस की रिपोर्ट संलग्न पाएं ।

Pursuant to Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Corporate Governance Report for quarter and half year ended 30.09.2021.

सूचना व अभिलेख हेतु।

This is for your information and record.

सधन्यवाद / Thanking you,

भवदीय/ Yours faithfully,

कृते भारत इलेक्ट्रॉनिक्स लिमिटेड
For Bharat Electronics Limited

एस श्रीनिवास / S Sreenivas

कंपनी सचिव/ Company Secretary

संलग्न- यथा उपरोक्त ।

Encls: As stated above.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

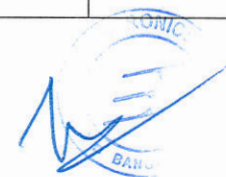
[Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Name of the Company: Bharat Electronics Limited.

2. Quarter and Half Year Ended: 30th September, 2021.

I. Composition of Board of Directors

Title (Mr. / Ms/ Mrs)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non- Executive/ Independent /Nominee)	Initial Date of Appointm -ent	Date of Re- appointm -ent	Date of Cessation	Tenure # (in Months)	Date of Birth	No of Directo -rship in listed entitie -s inclu -ding this listed entity (in referen -ce to reg. 17A (1)	No of Indepen -dent Director -ship in listed entities includin -g this listed entity (in referenc -e to Proviso to reg. 17A (1)	Number of Membersh -ips in Audit/ Stakehol -ders Relation -ship Committ -ee(s) including this listed entity * (Refer reg. 26(1) of Listing Regulatio -ns)	No of post of Chairperson in Audit/ Stakehold -ers Relations-hip Committee held in listed entities including this listed entity * (Refer reg. 26(1) of Listing Regulatio -ns)
Mrs	Anandi Ramalingam	ACYPR4590E & 07616518	Executive Director	16-09-2016	30-09-2020	NA	NA	17-08-1962	01	Nil	1	Nil
Mr.	Vinay Kumar Katyal	AEGPK1812A & 08281078	Executive Director	27-11-2018	28-09-2021	NA	NA	26-07-1963	01	Nil	1	Nil
Mr.	Shivakumaran Kariyanakatte Madaiah	ABIPS7580G & 08473589	Executive Director	11-06-2019	NA	31-08-2021	NA	13-08-1961	01	Nil	-	-
Mr.	Dinesh Kumar Batra	ACSPB7936L & 08773363	Executive Director	01-08-2020	NA	NA	NA	11-10-1962	01	Nil	3	2



Mr.	Rajasekhar Venkata Matukumalli	ACDPM2148J & 08850171	Executive Director	01-09-2020	NA	NA	NA	19-08-1962	01	Nil	2	Nil
Ms.	Manjula Jillellamudi	ACKPJ0451G & 07684528	Non-Executive -Nominee Director	23-04-2018	NA	NA	NA	26-04-1962	01	Nil	3	2
Mr.	Anurag Bajpai	AEMPB7121B & 08948155	Non-Executive -Nominee Director	29-10-2020	NA	NA	NA	13-07-1970	02	Nil	1	Nil
Mr.	Sunil Kumar Kohli	AAAPK1892N & 05321549	Independent Director	18-07-2019	NA	NA	26 Months	17-08-1958	01	01	2	1

* including Public Limited Companies.

to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Whether Regular chairperson appointed: **Yes.**

Whether Chairperson is related to Managing Director or CEO: **The Chairperson and Managing Director is same person.**

II. Composition of Committees:

Name of the Committees	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/ Non-executive /independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes. Mr. Sunil Kumar Kohli (w.e.f 20.10.2020).	Mr. Sunil Kumar Kohli, Chairman	Independent Director	31-12-2019	Not Applicable
		Ms. Manjula Jillellamudi, Member	Non-Executive -Nominee Director	20-10-2020	Not Applicable
		Mr. Anurag Bajpai, Member	Non-Executive -Nominee Director	29-10-2020	Not Applicable
2. Nomination & Remuneration Committee	Yes. Mr. Sunil Kumar Kohli (w.e.f 07.01.2021).	Mr. Sunil Kumar Kohli, Chairman	Independent Director	07-01-2021	Not Applicable
		Ms. Manjula Jillellamudi, Member	Non-Executive -Nominee Director	07-01-2021	Not Applicable
		Mr. Anurag Bajpai, Member	Non-Executive -Nominee Director	07-01-2021	Not Applicable
		Mrs. Anandi Ramalingam, Member	Executive Director	07-07-2021	Not Applicable



3. Risk Management Committee	Yes. Mrs. Anandi Ramalingam (w.e.f 31-12-2019)	Mrs. Anandi Ramalingam, Chairperson	Executive Director	16-09-2016	Not Applicable
		Mr. Vinay Kumar Katyal, Member	Executive Director	01-02-2019	Not Applicable
		Mr. Dinesh Kumar Batra, Member	Executive Director	01-08-2020	Not Applicable
		Mr. Rajasekhar Venkata Matukumalli	Executive Director	22-06-2021	Not Applicable
		Mr. Sunil Kumar Kohli, Member	Independent Director	22-06-2021	Not Applicable
		Mrs. Hemalatha K, Member	ED (Strategic Planning)	01-05-2017	Not Applicable
4. Stakeholders Relationship Committee	Yes. Manjula Jillellamudi (w.e.f 31-03-2021)	Ms. Manjula Jillellamudi, Chairperson	Non-Executive -Nominee Director	31-03-2021	Not Applicable
		Mr. Sunil Kumar Kohli, Member	Independent Director	31-03-2021	Not Applicable
		Mr. Shivakumaran K M, Member	Executive Director	11-06-2019	31-08-2021
		Mr. Dinesh Kumar Batra	Executive Director	01-08-2020	Not Applicable

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	Whether Requirement of Quorum Met*	Number of Directors Present*	Number of Independent Directors Present*	Maximum Gap Between any Two Consecutive Meetings (in number of days)
30-04-2021 31-05-2021 22-06-2021	06-08-2021 03-09-2021	Yes Yes	07 06	01 01	44 Days

* To be filled in only for the current quarter meetings.

IV. Meeting of Committees

i) Audit Committee:

Date(s) of Meeting of the Committee in the Relevant Quarter	Whether Requirement of Quorum Met (Details)*	Number of Directors Present*	Number of Independent Directors Present*	Date(s) of Meeting of the Committee in the Previous Quarter	Maximum Gap Between any Two Consecutive Meetings in Number of days*
05-08-2021	No*	02	01	22-06-2021	43 Days

Note: The required quorum was not met due to non-availability of requisite number of Independent Directors on the Board.



ii) Nomination and Remuneration Committee:					
Date(s) of Meeting of the Committee in the Relevant Quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors Present*	Date(s) of Meeting of the Committee in the Previous Quarter	Maximum Gap Between any Two Consecutive Meetings in Number of days*
29-07-2021	Yes	03	01	30-04-2021 17-06-2021	Not Applicable

iii) Stakeholders Relationship Committee:

Date(s) of Meeting of the Committee in the Relevant Quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors Present*	Date(s) of Meeting of the Committee in the Previous Quarter	Maximum Gap Between any Two Consecutive Meetings in Number of days*
-	-	-	-	-	Not Applicable

iv) Risk Management Committee:

Date(s) of Meeting of the Committee in the Relevant Quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors Present*	Date(s) of Meeting of the Committee in the Previous Quarter	Maximum Gap Between any Two Consecutive Meetings in Number of days*
-	-	-	-	-	Not Applicable

* To be filled in only for the current quarter meetings.

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:

- The composition of Board of Directors is not in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015[@].
 - The composition of the following committees is not in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - Audit Committee[#]
 - Nomination & Remuneration Committee[#]
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
- Stakeholders Relationship Committee
 - Risk Management Committee (applicable to the top 1000 listed entities)



3. The Committee(s) Members has 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. Any comments/observations/advice of the board of directors may be mentioned here. – The Corporate Governance Report of the previous quarter ended 30-06-2021 was placed before the Board of Directors in their meeting held on 06-08-2021 and the Board noted the same. The Corporate Governance Report of the current quarter ended 30.09.2021 will be placed in the ensuing meeting of Board of Directors.

@The composition of Board of Directors of Bharat Electronics Limited (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 eight temporary vacancies of Independent Directors (including one Women Independent Director) as on 30-09-2021. All the vacancies were notified to Government for filling up. BEL being a Govt. Company, all Directors on the Board of BEL are appointed by the Govt. of India and the selection process & appointment, which involves various Ministries and approval by the ACC, takes time and is beyond the control of the Company.

#The composition of the Audit Committee and Nomination & Remuneration Committee is not in terms of SEBI (LODR) Regulations, 2015 due non-availability of requisite number of Independent Directors on the Board.

Place: Bengaluru
Date: 12th October, 2021.

For Bharat Electronics Limited


S Sreenivas
Company Secretary

Format to be submitted by listed entity at the end of 6 months from the close of financial year

[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, 2021**

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
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes**
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	Yes

Note: ** Ms. Manjula Jillellamudi, Chairperson of Stakeholder Relationship Committee has nominated Mr. Rajasekhar Venkata Matukumalli to present at the 67th Annual General Meeting of the Company held on 28-09-2021 on her behalf to answer queries of the security holders.

Place: Bengaluru
Date: 12th October, 2021.

For Bharat Electronics Limited

S Sreenivas
Company Secretary



Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

[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, 2021**

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not Applicable	Not Applicable
Promoter Group or any other entity controlled by them	Not Applicable	Not Applicable
Directors (including relatives) or any other entity controlled by them	Not Applicable	Not Applicable
KMPs or any other entity controlled by them	Not Applicable	Not Applicable

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Promoter Group or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Directors (including relatives) or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
KMPs or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Promoter Group or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Directors (including relatives) or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
KMPs or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.-Not Applicable.

Place: Bengaluru
Date: 12th October, 2021.

For Bharat Electronics Limited


S Sreenivas
Company Secretary



Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table