



भारत इलेक्ट्रॉनिक्स लिमिटेड

(भारत सरकार का उद्यम, रक्षा मंत्रालय)

पंजीकृत कार्यालय :

आउटर रिंग रोड, नागवारा, बंगलूर - 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.in

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,
बान्द्रा-कुर्ला कॉम्प्लेक्स, बान्द्रा (पूर्व)
Bandra-Kurla Complex, Bandra (E)
मुंबई/Mumbai – 400 051

सं.No. 17565/6/SE/NSEC/SEC

दिनांक / Date: 30.05.2023

महोदय / महोदया,
Dear Sir/Madam,

विषय - दिनांक 31.03.2023 को समाप्त वर्ष की वार्षिक सचिवीय अनुपालन रिपोर्ट।

Sub: Annual Secretarial Compliance Report for the year ended 31.03.2023.

सेबी (एलओडीआर) विनियम, 2015 के विनियम 24ए के अनुसार, कृपया दिनांक 31.03.2023 को समाप्त वर्ष के लिए वार्षिक सचिवीय अनुपालन रिपोर्ट इसके साथ संलग्न पाएं।

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report for the year ended 31.03.2023.

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.

Secretarial Compliance Report of Bharat Electronics Limited for the financial year ended 31st March
2023

[Regulation 24(A)(2) of the Securities and Exchange Board of
India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Bharat Electronics Limited** [CIN:L32309KA1954GOI000787] (hereinafter referred as 'the listed entity'), having its Registered Office at Outer Ring Road, Nagavara, Bengaluru- 560045, Karnataka. Secretarial review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- all the documents and records made available to us and explanation provided by Bharat Electronics Limited ("the listed entity"),
- The filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March 2023 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as there were no such instances of buy back during the review period;**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable to the listed entity during the review period as there were no instances reported;**

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the listed entity during the review period as there were no such instances;**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder.

and based on the above examination, we hereby report that, during the review period:

I. a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: Details are enclosed as **Annexure-1**

b) The listed entity has taken the following actions to comply with the observations made in previous reports: Details are enclosed as **Annexure-2**

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sl No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
I	Compliance with the following conditions while appointing/reappointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation has issued the limited review/audit report for such quarter; or	NA	The Auditors has not resigned.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter as well as the next quarter; or		
	iii. If the auditor has signed the limited review/audit report for the first three quarters of a financial year,		



	the auditor before such resignation, has issued the limited review/audit report for the last quarter of such financial year as well the audit report for such financial year.		
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concern by auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information /non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respected to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information /explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/its material subsidiary has not provided information as required by the auditor.</p>	NA	The Auditors has not resigned.
3.	The listed entity/ its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular/CIR/CFD/CMD1/114/2019 dated 18 th October	NA	The Auditors has not resigned.

2019.		
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III. we hereby report that, during the review period the compliance status of the listed entity is appended as below:

SL. NO	Particulars	Compliance status Yes/NO/NA	Remarks/ observations by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	YES	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars /guidelines issued by SEBI 	YES	-
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	YES	-
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	YES	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.:	YES	-

Secretarial Compliance Certificate _2022-23_ Bharat Electronics Limited Page 4 of 6

	(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries		
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified /rejected by the Audit Committee, in case no prior approval has been obtained.	YES	-
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	YES	Fine was imposed upon the listed entity for non-submission of disclosures of related party transactions within 15 days from the date of publication of its standalone and consolidated



			financial results The supporting XBRL utility was not made available by both Stock Exchanges within due date of compliance. The Company has applied for waiver of fine imposed for delay in submission of disclosures of related party transactions for the half year ended 31.03.2022. The reply from NSE and BSE are awaited.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/ guidance note etc.	YES	-

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Thirupal Gorige & Associates LLP
Practising Company Secretaries



CS Thirupal Gorige
Designated Partner
FCS No. 6680; CP No.6424
UDIN: F006680E000426451



Place: Bengaluru
Date: 30-05-2023

Annexure-1

I. a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sl. No	Compliance requirement (Regulations/ circulars/ guidelines including special clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/remarks of the PCS	Management. response	Remarks
1	<p>The listed entity shall submit to the stock exchanges the disclosures of related party transactions in the format as specified by the Board from time to time and publish the same on website:</p> <p>Provided further that the listed entity shall make such disclosures every six months within 15 days from the date of publication of its standalone and consolidated financial results w.e.f. 01.04.2022.</p>	Regulation -n 23(9) of SEBI (LODR) Regulations, 2015	Non-submission of Report within due date.	NSE and BSE	Fine	Regulation 23(9) of SEBI (LODR) Regulations, 2015.	NSE: Rs.50,000 /- BSE: Rs.50,000 /-	<p>Fine was imposed upon the listed entity for non-submission of disclosures of related party transactions within 15 days from the date of publication of its standalone and consolidated financial results, irrespective of the fact that the same shall be required to be submitted in XBRL Utility only, which was not provided by the Stock Exchanges in timely manner.</p>	<p>(1) The supporting XBRL utility was not made available by both Stock Exchanges within due date of compliance. Hence, the company could not submit the disclosures of related party transactions within 15 days from the date of publication of its standalone and consolidated financial results for the half year ended 31.03.2022.</p> <p>(2) Since there was no delay on the part of the Company in submission of disclosures of related party transactions in XBRL mode, request for waiving off of fine was sent to NSE and BSE. However, the NSE has rejected the requisition and insisted to pay the fine. The Company has made another application to NSE requesting for waiving off of fine. The reply from NSE and BSE are awaited.</p>	Since there was no XBRL utility available for filing, company couldn't achieve the compliance within due date.



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Annexure-2

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No	Compliance Requirement (Regulations/ circulars/ guidelines including special clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 17 (1) of SEBI (LODR) Regulations, 2015 – Composition of Board.	Regulation 17	Non-appointment of adequate number of Independent Directors including one Woman Independent Director.	BSE and NSE	Fine	<p>During the period between 1st April 2021 to 6th February, 2022 the listed entity failed to appoint the adequate number of Independent Directors including one Independent Woman as per the requirements of the SEBI (LODR) Regulations, 2015.</p> <p>Accordingly, NSE & BSE imposed fine for non-appointment of adequate number of Independent Directors including one Independent Woman Director as per the requirements of the SEBI (LODR) Regulations, 2015.</p>	<p>NSE served non-compliance letters to the listed entity for 4 quarters and further imposed fine on the entity as follows:</p> <p>Q1: Rs.5,36,900/-(4,55,000/- plus GST @ 18%)</p> <p>Q2: Rs.5,42,800/-(4,60,000/- plus GST @ 18%)</p> <p>Q3: Rs.5,42,800/-(4,60,000/- plus GST @ 18%)</p> <p>Q4: Rs.2,18,300/-(1,85,000/- plus GST @ 18%)</p> <p>Similarly, BSE served non-compliance letters to the listed entity for same quarters and also imposed fine as follows:</p> <p>Q1: Rs.5,36,900/-(4,55,000/- plus GST @ 18%)</p>	<p>Based on the clarification given by the Company appointment of Independent Directors for public sector companies is a responsibility of Government of India and the Company has written to Govt. of India about the requirement of appointment of Independent Directors.</p> <p>However, the Govt. of India has not filled the vacancies within stipulated time.</p>	<p>BEL being a Government Company, the composition of BEL Board is decided by the Government of India and Directors on BEL Board are also appointed by the Government of India.</p> <p>The Company has been promptly notifying the vacancy in advance to the Government and periodical reminders are also sent requesting for filling up the vacancy.</p>	<p>The Govt. of India has filled vacancies in last quarter of FY. 2021-22</p>



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Sl. No	Compliance Requirement (Regulations/ circulars/ guidelines including special clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
							Q2: Rs.5,42,800/- (4,60,000/- plus GST @ 18%) Q3: Rs.5,42,800/- (4,60,000/- plus GST @ 18%) Q4: Rs.2,18,300/- (1,85,000/- plus GST @ 18%)			
2	Regulation 18 (1) of SEBI (LODR) Regulations, 2015 – Composition of Audit Committee.	Regulation 18 (1)	The composition of Audit committee is not in line with Reg. 18 (1) of SEBI (LODR) Regulations, 2015.	BSE and NSE	Fine	During the period between 1st April 2021 to 30th December 2021 the listed entity had not constituted the Audit Committee with adequate number of Independent Directors as per the requirements of the SEBI (LODR) Regulations, 2015. Consequently, NSE & BSE imposed fine for not constituting Audit Committee as per the requirements of the SEBI (LODR) Regulations, 2015.	NSE served non-compliance letters to the listed entity for first 3 quarters and also imposed fine as follows: Q1: Rs.214,760/- (182,000/- plus GST @ 18%) Q2: Rs.217,120/- (184,000/- plus GST @ 18%) Q3: Rs.214,760/- (182,000/- plus GST @ 18%) Similarly, BSE served non-compliance letters to the listed entity for first 3 quarters and also imposed fine as follows:	As per Reg.18(1) of SEBI (LODR) Regulations, 2015 the Audit Committee of the listed entity Comprises of minimum 3 Directors and atleast 2/3 rd of the Members of the Audit Committee shall be Independent Directors. Due to vacancies of Independent Directors the Committee composition was not in line with Reg.18(1) of SEBI (LODR) Regulations, 2015.	BEL being a Government Company, the composition of BEL Board is decided by the Government of India and Directors on BEL Board are also appointed by the Government of India. The composition of the Audit Committee was not in line with regulation 18(1) of SEBI (LODR) Regulations, 2015 due to non-availability of requisite number of Independent	The Audit Committee is re-constituted w.e.f 31/12/2021 in line with regulation 18(1) of SEBI (LODR)



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Sl. No	Compliance Requirement (Regulations/ circulars/ guidelines including special clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
							Q1: Rs.214,760/- (182,000/- plus GST @ 18%) Q2: Rs.217,120/- (184,000/- plus GST @ 18%) Q3: Rs.214,760/- (182,000/- plus GST @ 18%)		Directors on the Board. The Audit Committee is re-constituted w.e.f 31/12/2021 in line with regulation 18(1) of SEBI (LODR) Regulations, 2015.	Regulations, 2015.
3	Regulation 18(2) of SEBI (LODR) Regulations, 2015 - Meetings of Audit Committee.		The time gap between two meetings of Audit Committee elapsed 120 days and thus not in line with Reg. 18(2) of SEBI (LODR) Regulations, 2015	Notice has been issued by both NSE and BSE	No fine imposed	The gap between two Audit Committee meetings, held on 28th January, 2021 and 22nd June 2021, was more than 120 days in terms of Reg. 18(2) of the SEBI (LODR) Regulations, 2015.	NA	With regard to conduct of Audit Committee Meetings, as per regulation 18(2) of SEBI (LODR), it should not exceed 120 days between 2 Audit Committee meetings. However, Company has made marginal delay in conducting the Audit committee meeting which resulted in non-compliance	The gap between two meetings of audit committee held in month of January 2021 and June 2021 was more than 120 days. Due to prevailing serious Covid-19 pandemic situation restrictions / lock down in the State and non-availability of Directors, the Audit Committee meeting couldn't be conducted within 120 days from the date of	Stock exchanges considered the explanation and not imposed any penalty for this non-compliance



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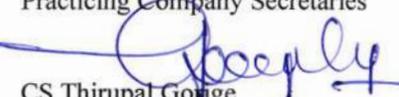
Sl. No	Compliance Requirement (Regulations/ circulars/ guidelines including special clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
									previous meeting. The same was explained to NSE and BSE through reply letter to their respective notices.	
4	Regulation 19(1) & (2) of SEBI (LODR) Regulations, 2015 – Nomination & Remuneration Committee.	Regulation 19(1) & (2)	The composition of Nomination & Remuneration Committee is not in line with Reg. 19 (1) & (2) of SEBI (LODR) Regulations, 2015.	NSE and BSE	Fine	<p>During 1st April 2021 to 5th January 2022 the listed entity had not constituted the Nomination and Remuneration Committee with adequate number of Independent Directors as per the requirements of the SEBI (LODR) Regulations, 2015.</p> <p>Accordingly, NSE & BSE have imposed fine for not constituting Nomination and Remuneration Committee with proper number of Independent Directors as per the requirements of the SEBI (LODR) Regulations, 2015.</p>	<p>NSE served non-compliance letters to the listed entity for 4quarters and also imposed fine as follows:</p> <p>Q1: Rs.214,760/- (182,000/- plus GST @ 18%)</p> <p>Q2: Rs.217,120/- (184,000/- plus GST @ 18%)</p> <p>Q3: Rs.217,120/- (184,000/- plus GST @ 18%)</p> <p>Q4: Rs.11,800/- (10,000/- plus GST @ 18%)</p> <p>Similarly, BSE served non-compliance letters to the listed entity for 4 - quarters and also imposed fine as follows:</p>	<p>As per quoted regulation of LODR the Nomination and Remuneration committee of the Company comprises of minimum 3 Non-executive Directors and atleast 2/3rd of the Members of the Committee shall be Independent Directors. Due to vacancies of Independent Directors the Committee composition was not valid.</p>	<p>BEL being a Government Company, the composition of BEL Board is decided by the Government of India and Directors on BEL Board are also appointed by the Government of India.</p> <p>The composition of the Nomination & Remuneration Committee was not in line with regulation 19(1) of of SEBI (LODR) Regulations, 2015 due to non-availability of requisite number of Independent Directors on the Board.</p>	Remuneration Committee is re-constituted w.e.f 06/01/2022 in line with regulation 19(1) of SEBI (LODR) Regulations, 2015.

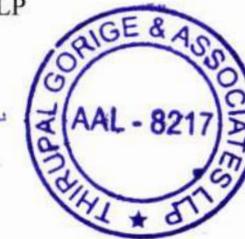


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Sl. No	Compliance Requirement (Regulations/ circulars/ guidelines including special clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
							Q1: Rs.214,760/- (182,000/- plus GST @ 18%) Q2: Rs.217,120/- (184,000/- plus GST @ 18%) Q3: Rs.217,120/- (184,000/- plus GST @ 18%) Q4: Rs.11,800/- (10,000/- plus GST @ 18%)		The Nomination & Remuneration Committee is re-constituted w.e.f 06/01/2022 in line with regulation 19(1) of SEBI (LODR) Regulations, 2015.	

For Thirupal Gorige & Associates LLP
Practicing Company Secretaries


 CS Thirupal Gorige
 Designated Partner
 FCS No. 6680; CP No.6424
 UDIN: F006680E000426451



Place: Bengaluru
Date: 30-05-2023