

QUARTERLY 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 ending on : **30th September 2016**

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.	Sunil Kumar Sharma	AQIPS6986M & 03614952	Chairman & Managing Director	Appt date:01/01/2014 Ces. Date: 30/09/2016	NA	1	NIL	NIL
Mr.	Shanmukh Lingappa Muchinamane	AMPPS9024B & 00058949	Executive	Appt date:18/08/2004 Ces. Date: NA	NA	1	2	1
Mr.	Ajit Tavanappa Kalghatgi	AARPK1227E & 05300252	Executive	Appt date:01/09/2012 Ces. Date: NA	NA	1	1	NIL
Mr.	Prem Chand Jain	AADPJ3766F & 06664784	Executive	Appt date:01/09/2013 Ces. Date: 31/07/2016	NA	NIL	NIL	NIL
Mr.	Prabhat Ranjan Acharya	AAEPA5259P & 06683267	Executive	Appt date:02/09/2013 Ces. Date: 19/08/2016	NA	NIL	NIL	NIL
Mr.	Girish Kumar	ABKPK7101P & 07506008	Executive	Appt date:01/05/2016 Ces. Date: NA	NA	1	NIL	NIL
Mr.	Nataraj Krishnappa	ACUPK0802C & 07506012	Executive	Appt date:01/05/2016 Ces. Date: NA	NA	1	1	NIL

Mrs.	Kusum Singh	AGZPS3392L & 06489228	Nominee	Appt date:26/08/2015 Ces. Date: NA	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
Mrs.	Anandi Ramalingam	ACYPR4590E & 07616518	Executive	Appt date:16/09/2016 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
	Mr. R K Shevgaonkar	Independent
	Mr. Bhaskar Ramamurthi	Independent
	Mrs. Kusum Singh	Nominee Director, Non executive
2. Nomination & Remuneration Committee	Mrs. Usha Mathur, Chairman	Independent
	Mr. Sharad Sanghi	Independent
	Mrs. Kusum Singh	Nominee Director, Non executive
3. Risk Management Committee	Mr. Prem Chand Jain, Chairman (Retired on 31/07/2016)	Executive
	Mr. P R Acharya (Resigned on 19/08/2016)	Executive
	Mr. Girish Kumar	Executive
	Mrs. Shikha Gupta	General Manager (Strategic Planning)
4. Stakeholders Relationship Committee'	Mr. Sharad Sanghi, Chairman	Independent
	Mr. M L Shanmukh	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)	
27.05.2016	05.08.2016	69 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
05.08.2016	yes	27.05.2016	69 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			
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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. 			

* 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 Nominees & Independent Directors. As the Chairman is an Executive Director, Independent Directors comprise half of the strength of the Board. There are temporary vacancies of Independent Directors as on 30th September 2016. All the vacancies were notified to Govt. 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: 6th October 2016

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 2016**

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

Place: Bengaluru
Date: 6th October 2016

For Bharat Electronics Limited


S. Sreenivas
Company Secretary