

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 Year ending on : **30th June 2017**

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.	M V Gowtama	AFYPM9121M & 07628039	Chairman & Managing Director	Appt date: 08/11/2016 Ces. Date: NA	NA	1	Nil	Nil
Mr.	Ajit Tavanappa Kalghatgi	AARPK1227E & 05300252	Executive	Appt date:01/09/2012 Ces. Date: NA	NA	1	2	1
Mr.	Girish Kumar	ABKPK7101P & 07506008	Executive	Appt date:01/05/2016 Ces. Date: NA	NA	1	1	Nil
Mr.	Nataraj Krishnappa	ACUPK0802C & 07506012	Executive	Appt date:01/05/2016 Ces. Date: NA	NA	1	1	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	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

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
	Mrs. Kusum Singh	Nominee Director, Non executive
	Mr. R K Shevgaonkar	Independent
	Mr. Bhaskar Ramamurthi	Independent
2. Nomination & Remuneration Committee	Mrs. Usha Mathur, Chairman	Independent
	Mr. M V Gowtama	Executive
	Mrs. Kusum Singh	Nominee Director, Non executive
	Mr. Sharad Sanghi	Independent
3. Risk Management Committee	Mr. Girish Kumar, Chairman	Executive
	Mrs. Anandi Ramalingam	Executive
	Mr. Nataraj Krishnappa	Executive
	Mr. Koshy Alexander	General Manager (Finance)/CO & CFO
	Mrs. Shikha Gupta	General Manager (Strategic Planning)
4. Stakeholders Relationship Committee'	Mr. Sharad Sanghi, Chairman	Independent
	Mr. Ramchander N Bagdalkar	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)
27.01.2017	07.04.2017, 26.04.2017 & 29.05.2017	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
29.05.2017	yes	27.01.2017	121 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> <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) <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> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</p> <p>* 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 June, 2017. 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.</p>			

Place: Bengaluru
Date: 12th July, 2017

For Bharat Electronics Limited

S. Sreenivas
Company Secretary

