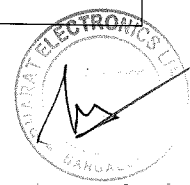


## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **Bharat Electronics Limited**

Quarter ending on : **31<sup>st</sup> March, 2015**

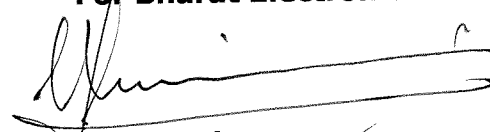
Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49(II)		
(A) Composition of Board	49(IIA)	No	There are six temporary vacancies of Independent Directors [Against 6 vacancies which arose during 2012-13, Govt. filled up 4 vacancies on 26.3.13, balance vacancies are 2. One more vacancy arose on account of resignation of Rear Adm (Retd) K C Sekhar on 30 Jul 2013. 3 more vacancies arose on 21.12.2013 on completion of 3 year tenure of 3 Independent Directors on 20.12.2013]. 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.
(B) Independent Directors	49(IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49(IIC)	N.A.	Non-executive directors on BEL Board are not being paid any remuneration. Sitting fees paid (to independent directors only) is within the prescribed limit.
(D) Other provisions as to Board and Committees	49(IID)	Yes	
(E) Code of Conduct	49(IIE)	Yes	
(F) Whistle Blower Policy	49(IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 III(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49(VI)	Yes	
<b>VII. Related Party Transaction</b>	49(VII)	Yes	Relevant provisions are being complied in accordance with applicability from time to time.
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Basis of related party transactions	49 (VIII A)	Yes	



Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, right issue, preferential issues, etc	49 (VIII I)	NA	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Complied in the Annual Report 2013-14. This will be complied in subsequent Annual Reports also.
<b>XI. Compliance</b>	49 (XI)	Yes	Complied in the Annual Report 2013-14. This will be complied in subsequent Annual Reports also.

Bangalore  
06 April 2015

**For Bharat Electronics Limited**

  
**S. Sreenivas**  
**Company Secretary**

