

**Secretarial Compliance Report of BHARAT ELECTRONICS LIMITED for the  
year ended 31<sup>st</sup> March 2019**

**(SEBI:CIR/CFD/CMD1/27/2019 dated 08.02.2019)**

We have examined:

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

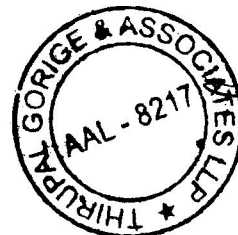
for the year ended 31<sup>st</sup> March 2019 ("Review Period") in respect of compliance with the provisions of :

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable there were no instances of issue of securities during the review period.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable there were no instances of issue of any share based employee benefits during the review period.**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as the listed entity has not issued any Debt securities.**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable as the listed entity has not issued any Preference shares.**

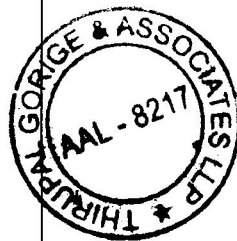
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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

(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:

Sr. No.	Compliance Requirement(Regulations/ circulars /guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
1.	Regulation 17 (1)- Composition of Board	Non-appointment of adequate number of Independent Directors	During the review period, the listed entity is yet to appoint the adequate number of Independent Directors as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Sr. No.	Compliance Requirement(Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
			NSE & BSE have imposed fine for non-appointment of adequate number of Independent Directors as per the requirements of the SEBI (LODR) Regulations, 2015.

(b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practising Company Secretary, if any.
1	NSE & BSE have imposed fine on the listed Company for non-appointment of adequate number of Independent Directors as per the requirements of the SEBI (LODR) Regulations, 2015 vide	Regulation 17(1) of LODR	BSE served non-compliance letters to the listed entity for every quarter and also imposed fine of (i) Rs.542,800 for the quarter ended 30.09.2018; (ii) Rs.542,800 for the quarter ended 31.12.2018; (iii) Rs.531,000 for the quarter ended 31.03.2019 respectively.	The listed entity has not paid fine imposed by BSE and NSE.  It was informed by the listed entity to Stock Exchanges as follows:  Bharat Electronics Ltd. (BEL) is a Govt. Company under the administrative control of the Ministry of Defence (MoD), Dept of Defence Production. Being a Government Company,

Sr. No	Action taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practising Company Secretary, if any.
	there letters dated 02.05.2019		Similarly, NSE, served non-compliance letters to the listed entity for every quarter and also imposed fine of (i) Rs.542,800 for the quarter ended 30.09.2018; (ii) Rs.542,800 for the quarter ended 31.12.2018; (iii) Rs.531,000 for the quarter ended 31.03.2019 respectively.	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 Company has been promptly notifying all vacancies in advance to the Government and periodical reminders are also sent requesting for filling up the vacancies.

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

Sr. No	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the action taken by the listed entity
N.A.	N.A.	N.A.	N.A.	N.A.

For Thirupal Gorige & Associates LLP  
Practising Company Secretaries



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



Place: Bengaluru  
Date:24/05/2019