



BHARAT ELECTRONICS LIMITED

(A Government of India Enterprise)

[CIN: L32309KA1954GOI000787]

Regd. & Corp. Office: Outer Ring Road, Nagavara, Bengaluru – 560 045, Karnataka, India.

Phone No. (080) 25039266, Fax No.(080) 25039266 Email: secretary@bel.co.in, Website: www.bel-india.com

Notice of Postal Ballot (Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act/Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”) and the rules, circulars and notifications thereunder (including any statutory modifications or re-enactment thereof), that the Resolutions appended below for the Sub-division of equity shares and consequential alteration of Capital Clause in the Memorandum of Association of Bharat Electronics Limited (the “Company”/ “BEL”) are proposed to be passed as Ordinary Resolutions through postal ballot/remote electronic voting for the postal ballot.

The Board of Directors of the Company at their meeting held on January 27, 2017 (“Board Meeting”) has subject to the approval of the shareholders of the Company by way of Ordinary Resolutions through postal ballot and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved Sub-division of face value of One equity share of ₹10 each fully paid-up into 10 equity shares of ₹1 each fully paid-up and consequential alteration of Capital Clause in the Memorandum of Association of the Company.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, pertaining to the said Resolutions setting out the material facts and the reasons therefor, is also appended. The said Resolutions and explanatory statement are being sent to you along with a postal ballot form (the “Postal Ballot Form”) for your consideration. Pursuant to Rule 22(5) of the Management Rules, the Board of Directors at their meeting held on January 27, 2017 has appointed Mr. Thirupal Gorige, Company Secretary in Practice, Bengaluru (Membership No. F6680 & Certificate of Practice No. 6424), as the scrutinizer (the “Scrutinizer”) for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The members desiring to exercise their vote through postal ballot are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer, not later than close of working hours (5 p.m. IST) on March 05, 2017. Please note that any Postal Ballot Form(s) received after the said date will be strictly treated as not having been received. The postage will be borne and paid by the Company.

In compliance with the provision of Section 108 and Section 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is also offering remote e-voting facility as an alternate mode of voting to all members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. The Members desiring to exercise their vote through remote e-voting are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote e-voting. The remote e-voting module will be disabled after the business hours i.e. 5.00 p.m. IST on March 05, 2017 for voting by the members holding equity shares of the Company. The members holding equity shares of the Company have both the options of voting i.e. by remote e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or remote e-voting. If you are opting for remote e-voting, then do not vote through Postal Ballot Form and vice versa. In case shareholders cast their vote both by physical postal ballot and remote e-voting, then voting done through valid remote e-voting shall prevail and the voting done by postal ballot will be treated as invalid.

The Scrutinizer will submit his report to the Chairman or in his absence a person authorized by him in writing, after completion of scrutiny of Postal Ballot (including remote e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on or before March 07, 2017 and will be displayed at the Registered Office of the Company and communicated to BSE Limited (the “BSE”) and National Stock Exchange of India Limited (the “NSE”) where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company’s website: www.bel-india.com and on the website of National Securities Depository Limited (“NSDL”). The date of declaration of the results of the Postal Ballot shall be the date on which the Resolutions would be deemed to have been passed, if approved by the requisite majority. The members are requested to consider and, if thought fit, to pass the following Resolutions:

SPECIAL BUSINESS:

ITEM No. 01

APPROVAL FOR SUB-DIVISION OF ONE EQUITY SHARE OF ₹10/- EACH INTO 10 EQUITY SHARES OF ₹ 1/- EACH:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned statutory and regulatory authorities or bodies, the consent of the Members of the Company be and is hereby accorded for Sub-Division of 1 (one) fully paid-up equity share of the company of nominal Face Value of ₹10/- (Rupees Ten) each into 10 (ten) fully paid-up equity shares of nominal Face Value of ₹1/- (Rupee One) each on such date as may be fixed by the Board of Directors (hereinafter called “the Board”, which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes) for this purpose (‘Record Date’).

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the authorized, issued, subscribed and paid-up equity share capital of nominal value of ₹10/- each, shall stand sub-divided into 10 (ten) equity shares of nominal value of ₹1 (Rupee 1 only) each from the record date and shall rank pari passu in all respects with and carry the same rights as to the existing fully paid-up Equity share of ₹10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10/- each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date of the Sub-Division and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) within the prescribed time period and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee (“**Sub-division Committee**”) of the Company in order to give effect to the aforesaid Resolutions, including but not limited to fixing record date, the timeframe for completion of Sub-division etc., as may be required, for the implementation of the proposal of Sub-division of equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Sub-division Committee and/or Chairman cum Managing Director & Company Secretary be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the Sub-division of shares including execution & filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM No. 02

APPROVAL FOR ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following :

V. The authorised Share Capital of the Company is ₹ 2,500,000,000 (Rupees two hundred and fifty crores only) divided into 2,500,000,000 (Two hundred and fifty crores only) shares of ₹1/- (Rupee one only) each with the rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several clauses and to attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things including filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s) of the Company.”

By Order of the Board of Directors
For Bharat Electronics Limited

S Sreenivas
Company Secretary

Place: New Delhi

Date: 27th January, 2017

NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act read with Section 110 of the Companies Act setting out the material facts pertaining to the Resolutions are annexed hereto along with postal ballot form for your consideration.
2. The Board of Directors of the Company has appointed Mr. Thirupal Gorge, Company Secretary in Practice, Bengaluru, (Membership No.: F6680 & CP No.6424) as the Scrutinizer for conducting the postal ballot process (including remote e-voting), in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, received from Central Depository Services (India) Limited (CDSL) and/ or National Securities Depository Limited (NSDL) as on the close of working hours on Friday, the 27th January, 2017 i.e. Cut Off Date. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, the 27th January, 2017 will be considered for the purpose of voting. Any person who is not a member of the Company as on cut off date specified above shall treat the Notice for information purpose only.
4. As per Section 108 and Section 110 of the Companies Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories / with the Company/ with Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot along with Postal Ballot Form by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Courier / Registered Post.
5. A Postal Ballot Form and a postage prepaid self-addressed envelope are attached to this Notice. The self-addressed letters bear the address to which duly completed Postal Ballot Form is to be sent.
6. In terms of Section 110 of the Companies Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has also extended remote e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged National Securities Depository Limited (“**NSDL**”) to offer remote e-voting facility to all its members to enable them to cast their votes electronically. The instructions for remote e-voting are specified under the notice of Postal Ballot.
7. Members who have received postal ballot notice by email and who wish to vote through physical postal ballot form and in case a Member is desirous of obtaining a duplicate postal ballot form, he or she may apply to the Company and/ or the Registrar i.e. Integrated Enterprises (India) Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru-560 003, or may send an email to: irg@integratedindia.in. The Registrar and Transfer Agent/Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
8. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage

pre-paid self-addressed envelope. However Postal Ballot Form(s) if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the scrutinizer on or before the closing of working hours 5.00 p.m. on March 05, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder(s). Unsigned Postal Ballot Form/s will be rejected. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except their assent or dissent and affixing their signature. The Members cannot exercise his/her vote by proxy on postal ballot.

9. The Scrutinizer will submit his final report to the Chairman cum Managing Director as soon as possible after the last date of receipt for Postal Ballot Form but not later than 5.00 p.m. on March 07, 2017. The Results of the E-voting / Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company, on the website of NSDL, and intimated to the stock exchanges on which the shares of the Company are listed.
10. The Resolutions shall be deemed to have been passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority.
11. The Postal Ballot Notice is also being uploaded on the Company's website viz. www.bel-india.com and of NSDL viz. www.evoting.nsdl.com.
All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. on all working days, except Saturdays, Sundays and national holidays, up to the date of last date of voting i.e. 5th March 2017.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE:

Item Nos. 1 & 2;

The Equity Shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and the Bombay Stock Exchange. With a view to encourage the participation of small investors by making Equity Shares of the Company affordable, the Board of Directors at its Meeting held on January 27, 2017 considered and approved the sub-division of one Equity Share of the Company having a face value of ₹10/- (Rupees ten) each into 10 (ten) Equity Shares of face value of ₹1/- (Rupee one) each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

Presently, the authorised Share Capital of your Company is ₹ 2,500,000,000 divided into 250,000,000 Equity Shares ₹10/- each and the paid-up share capital of the Company is ₹ 223, 36,27,930 divided into 22,33,62,793 (Twenty two crore thirty three lakhs sixty two thousand seven hundred & ninety three) equity shares of ₹10/- each fully paid-up. There will not be any change in the amount of authorized and paid-up share capital, but the number of shares will change to 2,500,000,000 and 2,233,627,930 equity Shares in the authorised and paid-up share capital of the Company respectively.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company on the terms set out in Item No. 2 of the Notice to reflect the change in face value of each Equity Share of the Company from existing ₹10/- (Rupees 10) each to proposed ₹1 (Rupee one) each. As per the provision of the section 13 and 61 of the Companies Act, 2013, any alteration in the Memorandum of Association of the Company shall be effected only after the approval of the Members by passing an Ordinary Resolution.

Accordingly, the approval of shareholders is required by way of ordinary resolution for sub-division of equity shares of the company and consequential amendment to the capital clause of the Memorandum of Association of the Company in pursuance of the provisions of the Companies Act, 2013 and other applicable rules, regulations and laws.

None of the Directors, Key Managerial Personnel of the company or their relative is in any way concerned or interested in the proposed resolutions. Accordingly the Board recommends the resolutions set out at Item Nos.1 & 2 of the Notice for approval by the Members.

**By Order of the Board of Directors
For Bharat Electronics Limited**

**Place: New Delhi
Date: 27th January, 2017**

**S Sreenivas
Company Secretary**

INSTRUCTION FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after Signature to the Scrutinizer in the attached self-addressed postal prepaid envelope which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent and dissent in the enclosed Postal Ballot Form.
2. The self-addressed letters bear the address of the Scrutinizer to which duly completed Postal Ballot Form is to be sent.
3. The Postal Ballot Form should be signed by the shareholders as per the specimen signatures registered with the Registrar/ Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first named shareholder and his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the shareholders other than the individual shareholders, the duly completed Postal Ballot Forms should be signed by the authorized signatory, whose signature was already registered with Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/ authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. The Duly Completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of 5th March, 2017 (5.00 p.m.). Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on 27th January 2017.
7. Shareholders are requested not to send any paper (other than the resolution / authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid letter as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
9. In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, he or she may send an email to: irg@integratedindia.in.

10. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing in both the columns will render the Form invalid.
11. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.

The Procedure with respect to remote e-voting is provided below: -

In compliance with the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to offer its Members facility to exercise their right to vote in respect of the businesses to be transacted through remote e-voting services.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide the facility of casting of votes by using an electronic voting system ("e-voting"). The detailed process, instructions and manner for availing remote e-voting facility is provided herein below:

The remote e-voting period begins on Saturday, February 04, 2017 (9.00 a.m.) and ends on Sunday, March 05, 2017 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 27, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz. "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Bharat Electronics Limited"
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to gthirupal@gmail.com, with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Postal Ballot [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form:

| EVEN (E-voting Event Number) | User ID | Password |
|------------------------------|---------|----------|
| | | |

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) on the e-voting system of NSDL for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <http://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on toll free no.: 1800-222-990.
- (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- (v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (vi) The e-voting period commences on Saturday, February 04, 2017 (9.00 a.m.) and ends on Sunday, March 05, 2017 (5.00 p.m.). During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date January 27, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (vii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of January 27, 2017.
- (viii) If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <http://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- (ix) Shri Thirupal Gorge, Company Secretary in Practice, Bengaluru (Membership No. F6680 & Certificate of Practice No. 6424), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (x) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bel-india.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges on which the shares of the Company are listed.

- C. The facility of remote e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders. For any grievances connected with voting by electronic means, shareholders may contact Shri Rajiv Ranjan, E-mail Id: rajivr@nsdl.co.in
- D. The scrutinizer's decision on the validity of remote e-voting will be final.



BHARAT ELECTRONICS LIMITED

(A Government of India Enterprise)

[CIN: L32309KA1954GOI000787]

Regd. & Corp. Office: Outer Ring Road, Nagavara, Bengaluru – 560 045, Karnataka, India.

Phone No. (080)25039300/25039266, Tele Fax No. (080) 25039266 Email: secretary@bel.co.in, Website: www.bel-india.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf before completing this form)

Postal
Ballot No. :

| |
|--|
| 1. Name of the First named Shareholder (In Block Letters) & Address of the First named Shareholder: |
| 2. Name(s) of the Joint Holder(s) if any (in block letters): |
| 3. Registered Folio No./ Dp Id Client ID * (*Applicable to the Shareholders holding shares in dematerialized form) |
| 4. Number of Shares held |
| 5. Class of Share Equity Shares |

I/ We hereby exercise my/ our vote in respect of 'Ordinary Resolutions' to be passed through Postal Ballot for the Special Business stated in the notice dated 27th January 2017 of the Company by sending my / our assent (FOR) or dissent (AGAINST) to the said 'Ordinary Resolutions' by placing the tick mark (✓) in the appropriate box below:

| Sr. No. | Description of the Resolution | No. of Shares held | FOR I/We Assent to the resolution | AGAINST I/We Dissent from the resolution |
|---------|---|--------------------|---|--|
| 1. | Approval for Sub-division of 1 (one) equity share of face value of ₹ 10/- each into 10 (ten) equity shares of face value of ₹ 1/- each. | | | |
| 2. | Approval for alteration in the Capital Clause in the Memorandum of Association of the Company. | | | |

Place:

Date:

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

| EVEN (E-Voting Event Number) | USER ID | PASSWORD/PIN |
|---------------------------------|---------|--------------|
| | | |

Note: Please read carefully the instructions for voting (including e-voting), which is printed at the end of the accompanying Postal Ballot Notice, before exercising your vote.

GENERAL INSTRUCTIONS

- a) The voting rights for the equity shares of the Company are one vote per equity shares, registered in the name of the Shareholders.
- b) Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on January 27, 2017.
- c) Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- d) Voting period commences on and from February 04, 2017 (9.00 a.m.) and ends on March 05, 2017 (5.00 p.m.).
- e) Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
- f) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- g) The Company shall announce the results of the Postal Ballot at its Registered Office at Outer Ring Road, Nagavara, Bengaluru, Karnataka-560045, India on or before Tuesday, March 07, 2017 (5.00 p.m). The date of declaration of Postal Ballot results will be taken as the date of passing of the Resolutions contained in this Notice.
- h) Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to the Company at Outer Ring Road, Nagavara, Bengaluru, Karnataka-560045, India; Email Id: secretary@bel.co.in.