

भारत इलेक्ट्रॉनिक्स लिमिटेड

(भारत सरकार का उद्यम, रक्षा मंत्रालय)

पंजीकृत कार्यालय

आउटर रिंग रोड, नागवारा, बेंगलूर - 560 045, भारत

Bharat Electronics Limited

(Govt. of India Enterprise, Ministry of Defence)

Registered Office :

Outer Ring Road, Nagavara,
Bangalore - 560 045, INDIA.

फोन/Phone : +91 80 25039266

फैक्स/Fax : +91 80 25039233

ई-मेल/E-mail : secretary@bel.co.in

वेब/Web : www.bel-india.com

CIN : L32309KA1954GOI000787

Manager (Listing)
National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Fax No.: 022 66418125

No. 17565/4/SE/NSEC/SEC
26 Sept 2014

Dear Sir/Madam,

Sub: Clause 35A of the Listing Agreement- Details of voting results (E-Voting / Ballot papers) at the 60th Annual General Meeting of the Company.

In pursuant to the provisions of clause 35A of listing agreement, details of the consolidated voting results (E-Voting/ Ballot papers) at the 60th Annual General Meeting of the Company held on Thursday, 25th September, 2014 at 2.00 p.m. at BEL Rashtrakavi Kuvempu Kalakshetra, Jalahalli, Bangalore-560013 are enclosed as per the prescribed format.

The said details are also being uploaded on the Company's website.

We request you to take the same on record .

Yours faithfully

For Bharat Electronics Limited



S Sreenivas
Company Secretary

Encl: As stated above

Company Name	BHARAT ELECTRONICS LIMITED
Date of Annual General Meeting :	25th September, 2014
Total number of shareholders as on record date:	25,309
No. of shareholders present in the meeting either in person or through proxy	248
Promoters and Promoter Group	1
Public	247
No. of Shareholders attended the meeting through Video conferencing	NA
Details of voting on the ordinary/special resolutions as detailed in the notice of 60th Annual General Meeting of the Company	

Resolution 1- Adoption of financial statements for the year ended March 31, 2014.							
Mode of voting : (E-voting and Ballot Papers)							
Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	60015859	60015759	100.00	60015759	0	100.00	0.00
Public - Institutional holders	15665202	13475493	86.02	13475493	0	100.00	0.00
Public -Others	4318939	396708	9.19	396708	0	100.00	0.00
Total (A)	80000000	73887960	92.36	73887960	0	100.00	0.00

Resolution 2- Declaration of Dividend.							
Mode of voting : (E-voting and Ballot Papers)							
Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	60015859	60015759	100.00	60015759	0	100.00	0.00
Public - Institutional holders	15665202	13481257	86.06	13481257	0	100.00	0.00
Public -Others	4318939	396708	9.19	396708	0	100.00	0.00
Total (A)	80000000	73893724	92.37	73893724	0	100.00	0.00



एस. श्रीनिवास / S. SREENIVAS
स्टाफ स / Staff No. E-216108
कंपनी सचिव / Company Secretary

Resolution 3- Re-appointment of retiring Director, Mr M L Shanmukh.							
Mode of voting : (E-voting and Ballot Papers)							
Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	60015859	60015759	100.00	60015759	0	100.00	0.00
Public - Institutional holders	15665202	13417552	85.65	12632940	784612	94.15	5.85
Public -Others	4318939	396698	9.19	396480	218	99.95	0.05
Total (A)	80000000	73830009	92.29	73045179	784830	98.94	1.06

Resolution 4- Re- appointment of retiring Director, Mr P C Jain.							
Mode of voting : (E-voting and Ballot Papers)							
Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	60015859	60015759	100.00	60015759	0	100.00	0.00
Public - Institutional holders	15665202	13417552	85.65	12641437	776115	94.22	5.78
Public -Others	4318939	396705	9.19	396503	202	99.95	0.05
Total (A)	80000000	73830016	92.29	73053699	776317	98.95	1.05

Resolution 5- Appointment of Lt Gen C A Krishnan, UYSM, AVSM as Director.							
Mode of voting : (E-voting and Ballot Papers)							
Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	60015859	60015759	100.00	60015759	0	100.00	0.00
Public - Institutional holders	15665202	13417552	85.65	12641437	776115	94.22	5.78
Public -Others	4318939	396688	9.18	396594	94	99.98	0.02
Total (A)	80000000	73829999	92.29	73053790	776209	98.95	1.05



एस. श्रीनिवास / S. SREENIVAS
स्टाफ सं / Staff No. E-216108
कंपनी सचिव / Company Secretary

Resolution 6- Appointment of Mr. P R Acharya as Director (Finance).							
Mode of voting : (E-voting and Ballot Papers)							
Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	60015859	60015759	100.00	60015759	0	100.00	0.00
Public - Institutional holders	15665202	13417552	85.65	12641437	776115	94.22	5.78
Public -Others	4318939	396708	9.19	396609	99	99.98	0.02
Total (A)	80000000	73830019	92.29	73053805	776214	98.95	1.05

Resolution 7- Appointment of Mr. Manmohan Handa as Director (Bangalore Complex).							
Mode of voting : (E-voting and Ballot Papers)							
Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	60015859	60015759	100.00	60015759	0	100.00	0.00
Public - Institutional holders	15665202	13417552	85.65	12632940	784612	94.15	5.85
Public -Others	4318939	396708	9.19	396520	188	99.95	0.05
Total (A)	80000000	73830019	92.29	73045219	784800	98.94	1.06

Resolution 8- Ratification of remuneration of Cost Auditors.							
Mode of voting : (E-voting and Ballot Papers)							
Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	60015859	60015759	100.00	60015759	0	100.00	0.00
Public - Institutional holders	15665202	13480655	86.05	13480655	0	100.00	0.00
Public -Others	4318939	396708	9.19	396519	189	99.95	0.05
Total (A)	80000000	73893122	92.37	73892933	189	100.00	0.00



एस. श्रीनिवास / S. SREENIVAS
स्टाफ सें / Staff No. E-216108
कंपनी सचिव / Company Secretary

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

COMBINED SCRUTINIZER'S REPORT

To,
The Chairman
60th Annual General Meeting of the Equity Shareholders of
Bharat Electronics Limited
Outer Ring Road, Nagavara, Bangalore – 560 045

Dear Sir,

Sub.: Combined Scrutinizer's report

With reference to the above cited subject, we submit as follow:

- The Board of Directors of **Bharat Electronics Limited** (the "Company") for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with relevant rules made thereunder, had appointed CS Thirupal Gorige to act as a Scrutinizer; and
- The Chairman of the 60th Annual General Meeting of the Company for the purpose of the poll taken under the provisions of Section 109 of the Companies Act, 2013 read with rules made thereunder on the below mentioned resolution(s), set out in the notice convening the 60th Annual General Meeting of the Equity Shareholders, held on September 25, 2014 at BEL Rashtrakavi, Kuvempu Kalakshetra (Opposite BEL PU College and near BEL Hospital and BEL Factory), Jalahalli, Bangalore - 560 013 had appointed CS Thirupal Gorige and Mr. Gopal Thaniyappa Kadekar (Client ID - 11117906) to act as Scrutinizer.

Responsibility of the Management of the Company

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made thereunder in relation to exercising of voting rights through e-voting and poll in relation to resolutions proposed to be passed at the ensuing Annual General meeting of the Company.

Responsibility as Scrutinizers

- My i.e., CS Thirupal Gorige, responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes casted "in favour" or "against" the resolution(s) set out in the notice convening the Annual General Meeting, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorized agency engaged by the Company for providing e-voting facilities to its shareholders
- Further, our i.e., CS Thirupal Gorige along with Mr. Gopal Thaniyappa Kadekar (Client ID - 11117906), responsibility as Scrutinizers for the polling process at the 60th AGM is restricted to make a Scrutinizer's report of the votes casted "in favour" or "against" the resolution(s) set out in the notice convening the Annual General Meeting, based on the ballot papers and records of the Company.

Further to the above:

- CS Thirupal has issued a separate scrutinizer's report dated September 22, 2014 on the e-voting on the resolutions as set out in the notice of the AGM; and
- I have further issued a separate scrutinizer's report dated September 26, 2014 on the poll taken at the AGM venue on the resolutions as set out in the notice of the AGM.

Now, as requested by the management, we hereby submit a combined report on the results of e-voting and the poll taken at the AGM as under:



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FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

(a) Resolution No. 1 -

Adoption of Accounts

(i) Voted in favour of the resolution:

Number of members present (including e-voting) and voting (in person or by proxy) ☐	Number of votes cast by them	% of total number of valid votes cast
228	73,887,960	100

(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast ☐
Nil	Nil	Nil

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them ☐
5	35,907

(b) Resolution No. 2 -

Declaration of dividend

(i) Voted in favour of the resolution:

Number of members present (including e-voting) and voting (in person or by proxy) ☐	Number of votes cast by them	% of total number of valid votes cast
231	73,893,724	100

(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast ☐
Nil	Nil	Nil

(iii) Invalid votes :

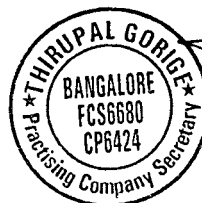
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them ☐
5	35,907

(c) Resolution No. 3 -

Appointment of a Director in place of Mr. M L Shanmukh

(i) Voted in favour of the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
188	73,045,179	98.94



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FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast ☐
36	784,830	1.06

(iii) Invalid votes :

Total number of members (in person or by proxy)	Total number of votes cast by them ☐
5	35,907

(d) Resolution No. 4 -**Appointment of a Director in place of Mr. P C Jain****(i) Voted in favour of the resolution:**

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
191	73,053,699	98.95

(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast ☐
33	776,317	1.05

(ii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them ☐
5	35,907

(e) Resolution No. 5 -**Appointment of Lt Gen C A Krishnan, UYSM, AVSM, as a Director****(i) Voted in favour of the resolution:**

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
192	73,053,790	98.95

(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast ☐
32	776,209	1.05



FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them ☐
5	35,907

(f) Resolution No. 6 -**Appointment of Mr. P R Acharya as a Whole-time Director****(i) Voted in favour of the resolution:**

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
194	73,053,805	98.95

(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast ☐
31	776,214	1.05

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them ☐
5	35,907

(g) Resolution No. 7 -**Appointment of Mr. Manmohan Handa as a Whole-time Director****(i) Voted in favour of the resolution:**

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
190	73,045,219	98.94

(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast ☐
35	784,800	1.06

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them ☐
5	35,907



A handwritten signature in black ink, appearing to be "Rajesh", written over a horizontal line.

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

(h) Resolution No. 8 -

Ratification of remuneration of the Cost Auditor

(i) Voted in favour of the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
225	73,892,933	100

(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast ☐
5	189	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them ☐
5	35,907

Copies of all the relevant records were handed over to the authorized representatives of the Company.

Thanking you,

Yours faithfully,

Thirupal Gorige

FCS: 6680

CP No. 6424

Place: Bangalore

Dated: September 26, 2014



Chairman & Managing Director
Bharat Electronics Limited
Registered Office : Outer Ring Road,
Nagavara, Bangalore - 560 045, INDIA.