

भारत इलेक्ट्रॉनिक्स लिमिटेड

(भारत सरकार का उद्यम, रक्षा मंत्रालय)

पंजीकृत कार्यालय

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

Bharat Electronics Limited

(Govt. of India Enterprise, Ministry of Defence)

CIN : L32309KA1954GOI000787

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.in

Resolutions passed at the 61st Annual General Meeting of the Members of Bharat Electronics Limited held on Thursday, the 3rd September 2015, at 10:30 a.m. at The Kalinga Hall, Hotel Lalit Ashok, Kumara Krupa High Grounds, Bengaluru - 560001

7. Increase in Authorised Share Capital of the Company:

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from the existing ₹ 1,000,000,000 (Rupees one hundred crores only) divided into 100,000,000 (Ten crores only) Equity Shares of ₹ 10 (Rupees ten only) each to ₹ 2,500,000,000 (Rupees two hundred and fifty crores only) divided into 250,000,000 (Twenty five crores only) Equity Shares of ₹ 10 (Rupees ten only) by creation of additional 150,000,000 (Fifteen crores only) Equity Shares of ₹ 10 (Rupees ten only) each which shall rank pari passu with the existing shares of the Company."

8. Alteration of the Capital Clause in the Memorandum of Association

"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 :

Contd... 2/-



-: 2 :-

V. The authorised Share Capital of the Company is ₹ 2,500,000,000 (Rupees two hundred and fifty crores only) divided into 250,000,000 (Twenty five crores only) shares of ₹ 10 (Rupees ten 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."

9. Alteration of the Capital Clause of the Articles of Association

"RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 5 of the Articles of Association of the Company relating to authorised Share Capital be and is hereby altered and substituted by the following:

The authorised share capital of the Company shall be as stated in Clause V of the Memorandum 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."

Contd... 3/-



-: 3 :-

10. Approval for the issue of Bonus Shares

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), and consent of applicable regulatory authorities as may be required and pursuant to the relevant provisions of Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors duly constituted or authorised by the Board in this behalf), and subject to such permissions, sanctions and approvals as may be necessary in this regard, consent of the Members of the Company be and is hereby accorded to the Board for capitalisation of ₹ 1,600,000,000 (Rupees one hundred sixty crores only) standing to the credit of the free reserves and surplus of the Company, as may be considered necessary by the Board, for the purpose of issuance of Bonus Equity Shares of ₹10 (Rupee Ten only) each to be issued/credited as fully paid-up Equity Shares to the holders of the existing Equity Shares of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such record date as may be fixed in this regard by the Board, in the proportion of 2 (two) Equity Shares of ₹ 10 (Rupees ten only) each fully paid-up for every 1 (one) existing Equity Share of ₹ 10 (Rupees ten only) each held by the Members, i.e. in the ratio of 2:1 (two bonus shares for every share held).

RESOLVED FURTHER THAT the Equity Shares so allotted as bonus shares shall rank pari passu in all respects with the existing fully paid up Equity Shares of the Company and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees for Bonus Shares who hold their existing Equity Shares in electronic form, as Bonus Shares shall be credited to their respective demat accounts within the period prescribed or that may be prescribed on this behalf, from time to time.

RESOLVED FURTHER THAT for the shareholders who hold their existing Equity Shares in physical form, the share certificate(s) in respect of the Bonus Shares shall be completed and thereafter be dispatched within the period prescribed or that may be prescribed on this behalf, from time to time.

Contd... 4/-



-: 4 :-

RESOLVED FURTHER THAT the issue and allotment of the said Bonus Shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO) /Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 and Regulations thereunder, as amended from time to time, and any other regulatory authority, as may be required & necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorised to apply for Listing of Bonus Shares to the Stock Exchanges where the shares of the Company are listed and to make necessary application with the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for crediting the Bonus Shares to the individual Depository accounts of the allottees and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s) of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit."

प्रामाणित सत्य प्रति
CERTIFIED TRUE COPY

कृते भारत इलेक्ट्रॉनिक्स लिमिटेड
For **BHARAT ELECTRONICS LTD.**


कंपनी सचिव
COMPANY SECRETARY