भारत इलेक्ट्रॉनिक्स
BHARAT ELECTRONICS
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.
CIN : L32309KA1954GOI000787
टेलीफैक्स/Telefax : +91 (80) 25039266
ई-मेल/E-mail : secretary@bel.co.in
वेब/Web : www.bel-india.com

प्रतिष्ठा में / To,
नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड
National Stock Exchange of India Ltd.
एक्सचेंज प्लाज़ा , प्लॉट नं/सी .1, जी ब्लॉक
Exchange Plaza, Plot No. C/1, G Block,
बांद्राकुर्ला कॉम-प्लेक्स, बांद्रा (पूर्व)
Bandra-Kurla Complex, Bandra (E)
मुंबई/Mumbai – 400 051

सं.No. 17565/6/SE/NSEC/SEC
दिनांक / Date: 30.08.2022

महोदय / महोदया,
Dear Sir/Madam,

विषय - 68वीं वार्षिक सामान्य बैठक (एजीएम) की कार्यवाही।
Sub: Proceedings of 68th Annual General Meeting (AGM).

हमारे पत्र दिनांक 05 अगस्त, 2022 के क्रम में, आपको सूचित किया जाता है कि कंपनी की 68वीं एजीएम 30 अगस्त, 2022 को सुबह 10.00 बजे वीडियो कॉनफ्रेंसिंग ("वी.सी.")/ अन्य श्रव्य – दृश्य माध्यम ("ओएवीएम") द्वारा आयोजित की गई।
In continuation to our letter dated 05th August, 2022, we wish to inform you that the 68th AGM of the Company was held on 30th August, 2022 at 10:00 a.m. through Video Conferencing (VC) / Other Audio Visual Means ("OAVM").

सेबी (सूचीकरण की बाध्यताएं और प्रकटीकरण की अपेक्षाएं) विनियम, 2015 के विनियम 30, के अनुसूची III के भाग-ए के पैरा-ए के उप-पैरा 13 के तहत 68वीं एजीएम की अपेक्षित कार्यवाही का सार **अनुलग्नक-I** में दिया गया है।
Summary of the proceedings of 68th AGM as required under the Regulation 30, Sub-para 13 of Para-A of Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure-I.**

सूचनार्थ व अभिलेख हेतु।
This is for your information and record.

सधन्यवाद,
Thanking you,

भवदीय/Yours faithfully,
कृते भारत इलेक्ट्रॉनिक्स लिमिटेड
For Bharat Electronics Ltd.

एस श्रीनिवास/**S Sreenivas**
कंपनी सचिव/**Company Secretary**

संलग्नक- यथा उपरोक्त।
Encls: As stated above

भारत इलेक्ट्रॉनिक्स
BHARAT ELECTRONICS

Annexure-I

Summary of the Proceedings of the 68th Annual General Meeting(AGM)

The 68th Annual General Meeting (the AGM) of Members of Bharat Electronics Limited was held on **Tuesday, the 30th August, 2022 from 10:00 a.m.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Board of Directors & KMPs Present:

1	Mrs Anandi Ramalingam	- CMD- Additional Charge Director (Marketing) Director (HR) - Additional Charge
2	Mr Vinay Kumar Katyal	- Director (Bangalore Complex)
3	Mr Dinesh Kumar Batra	- Director (Finance) & CFO
4	Mr Rajasekhar M V	- Director (R&D)
5	Mr Bhanu Prakash Srivastava	- Director (Other Units)
6	Mr Anurag Bajpai	- Govt. Nominee Director
7	Dr Parthasarathi P V	- Independent Director
8	Mr Mansukhbhai S Khachariya	- Independent Director (Chairman of Stakeholders Relationship Committee)
9	Dr Santhoshkumar N	- Independent Director (Chairman of Nomination and Remuneration Committee)
10	Mr Prafulla Kumar Choudhury	- Independent Director (Chairman of Audit Committee)
11	Dr Shivnath Yadav	- Independent Director
12	Mr Gokulan Bangakandy	- Independent Director
13	Mrs Shyama Singh	- Independent Director
14	Mr S Sreenivas	- Company Secretary

All the Directors of the Company attended the meeting except Dr Binoy Kumar Das, Govt. Nominee Director who had expressed his inability to attend the meeting due to pre-occupation.

Details of Invitees Present:

1.	Mr Ananth Prasad B R	-Partner, M/s Suri & Co., Statutory Auditors
2.	Mr Thirupal Gorige	-Designated Partner, M/s Thirupal Gorige & Associates LLP, Secretarial Auditor & Scrutinizer for e-voting.
3.	Mrs Rupa Acharya	-Designated Partner, Murthy & Co. LLP, Cost Auditors

Members Present:

The meeting was attended by 71 Members including representative of the President of India, Mr K V Ajith, Deputy Secretary (ES), Ministry of Defence.

Proceedings:

Mrs Anandi Ramalingam chaired the meeting and welcomed the Members & other attendees for the AGM.

The Chairman informed that in view of the continuing Covid-19 pandemic, this Annual General Meeting is being held through VC/OAVM in accordance with the applicable provisions of the Companies Act, 2013, and circulars & guidelines issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI). The registered office of the Company situated at Bengaluru was deemed venue for the AGM.

The Chairman asked the Company Secretary to confirm the quorum of the meeting. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman introduced the Board of Directors, Key Managerial Personnel, representative of President of India and invitees present at the meeting. The Company Secretary briefed on general instructions to the Members regarding participation in the AGM through VC/OAVM.

The Chairman thereafter addressed the Members on the performance of the Company during 2021-22. She mentioned that in compliance with the MCA Circulars and SEBI Circular, Notice of the AGM and the Integrated Annual Report for the financial year 2021-22 were circulated to all the Members whose e-mail addresses are registered with the Company/Depositories. These documents have also been made available on the website of the Company, NSE and BSE.

With the permission of the Members present at the AGM, the Notice of the meeting, Board's Report, the Financial Statements and the Auditors Report were taken as read.

The Chairman informed that the Auditor's Report on the Annual Accounts of the Company for the financial year ended 31st March, 2022 did not contain any qualification, observation or comments on financial transactions or other matters, which would have adverse effect on the functioning of the Company. The Secretarial Auditor in his report observed that the Board did not have requisite number of Independent Directors including Woman Independent Director as required under

17(1)(a) & (b) of the SEBI (LODR) Regulations, 2015 and the non-compliance has been made good on 7th February 2022. Further the composition and quorum of Audit Committee, and the composition of Nomination & Remuneration Committee was not in line with Regulation 18 & 19 respectively of the SEBI (LODR) Regulations, 2015 for first three quarters of the reporting period. The gap between two meetings of audit committee held in month of January 2021 and June 2021 was more than 120 days in terms of regulation 18(2).

The Chairman informed that observations of Secretarial Auditor have been duly responded to in the Board's Report.

The Chairman informed that as per the notice of 68th AGM dated 4th August, 2022, three (3) proposals under Ordinary Business and thirteen (13) proposals under Special Business (five (5) Ordinary Resolutions & eight (8) Special Resolutions) are proposed for approval of the Members as detailed hereunder in Table-A and advised the Company Secretary to read out the resolutions being proposed at the meeting and the same was acted upon.

The following items of business, as per the Notice of 68th AGM dated 4th August, 2022 were transacted at the meeting:

Table-A

Sl. No.	Particulars	Type of Resolution
Ordinary Business:		
1	To consider and adopt: (a) the Audited Financial Statement(s) of the Company for the financial year ended 31 March 2022 and the reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statement(s) of the Company for the financial year ended on 31 March 2022 and the reports of Auditors thereon.	Ordinary Resolution
2	To confirm the payment of interim dividend of ₹ 3.00 (300%) per equity share and to declare final dividend of ₹ 1.50 (150%) per equity share of ₹ 1 each fully paid up for the financial year 2021-22.	Ordinary Resolution
3	To appoint a Director in place of Mr Rajasekhar M V (DIN:08850171), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution

Special Business:		
4	Appointment of Dr Parthasarathi P V (DIN: 06400408) as Director.	Special Resolution
5	Appointment of Mr Mansukhbhai S Khachariya (DIN:01423119) as Director.	Special Resolution
6	Appointment of Mr Prafulla Kumar Choudhury (DIN: 00871919) as Director.	Special Resolution
7	Appointment of Dr Shivnath Yadav (DIN: 09450917) as Director.	Special Resolution
8	Appointment of Dr Santhoshkumar N (DIN: 09451052) as Director.	Special Resolution
9	Appointment of Mr Gokulan B (DIN: 09473378) as Director.	Special Resolution
10	Appointment of Mrs Shyama Singh (DIN: 09495164) as Director.	Special Resolution
11	Appointment of Mr Bhanu Prakash Srivastava (DIN: 09578183) as Director.	Ordinary Resolution
12	Appointment of Dr Binoy Kumar Das (DIN: 09660260) as Director.	Ordinary Resolution
13	Ratification of Remuneration of the Cost Auditor.	Ordinary Resolution
14	Increase in Authorised Share Capital of the Company.	Ordinary Resolution
15	Alteration of the Capital Clause in the Memorandum of Association.	Special Resolution
16	Approval for the Issue of Bonus Shares.	Ordinary Resolution

The Chairman then requested the Members who had registered themselves as speaker to ask questions. The Chairman and Directors replied to the queries raised by the Members and noted the constructive suggestions of the Members.

The Chairman informed that Mr. Thirupal Gorige, Practicing Company Secretary was appointed as the Scrutinizer by the Board for remote e-voting process as well as e-voting at the AGM. Further, the Chairman requested those Members, who have not exercised the remote e-voting facility, may use the facility of e-voting during the AGM for casting their vote on the resolutions as stated in the notice of the AGM.

The Members were informed that the consolidated results of voting and the Scrutinizer's Report will be disseminated to the Stock Exchanges and will also be hosted on the website of the Company.

Since there was no further clarification sought, the Chairman concluded the meeting with vote of thanks at 11:33 a.m. after being open for 30 minutes for e-voting to be completed.

Note: The above should not be construed to be the minutes of the proceedings of the 68th Annual General Meeting of the Company.

For Bharat Electronics Limited

S. Sreenivas
Company Secretary

BHARAT ELECTRONICS LIMITED BANGALORE

Date: 30th August, 2022.
Place: Bengaluru.