

Proceedings of the 57th Annual General Meeting of Shareholders of Bharat Electronics Ltd held at Grand Ball Room, Hotel Sheraton, Rajaji Nagar, Bangalore - 560055, at 2.30 pm on Monday, 26 Sept 2011

Present

Mr Ashwani Kumar Datt	- Chairman & Managing Director
Lt Gen (Retd) G Sridharan	- Director & Chairman of Audit Committee
Mr M L Shanmukh	- Director (Human Resources)
Mr I V Sarma	- Director (R&D)
Mr M G Raghuveer	- Director (Finance)
Mr H N Ramakrishna	- Director (Marketing)
Mr Anil Kumar	- Director (Other Units)
Mr S K Sharma	- Director (Bangalore Complex)

Mr Indra Jit, Representative of President of India; Mr H S Venkatesh and Mr R M Kamath, M/s R G N Price & Co., Statutory Auditors; Company Secretary; and other Senior Executives of the Company were also present.

245 Members (including 34 proxy-holders) were present.

In accordance with Article 48 of the Articles of Association, Mr Ashwani Kumar Datt took the Chair. The Chairman welcomed the Members and introduced the Directors seated on the dais.

On ascertaining that requisite quorum was present, the Chairman called the Meeting to order.

The Register of Directors' Shareholding as required under Section 307 of the Companies Act 1956 was placed at the Meeting and was available for inspection of shareholders.

Chairman addressed the shareholders and also made a presentation to the shareholders about the Company's performance during 2010-11, the new initiatives taken and the strategies that are being adopted to enhance the business in the coming years. He stated that the performance of the Company was excellent during the year 2010-11, and that the details are given in the Annual Report sent to the shareholders. His presentation covered details of the year 2010-11 in areas like financial highlights, major orders executed, new products, new business initiatives, awards, governance, sustainability and order book.

Chairman acknowledged the support extended by customers, business associates and the various Ministries of the Govt of India, particularly the Ministry of Defence, Dept of Defence Production, the Defence Services and the shareholders. He also said that the Company shall make continuous efforts to build on its strengths to face future challenges and sustain the momentum for profitable growth.

Chairman concluded his speech and offered that he or his colleagues on the dais would reply any questions that may be raised by the members on the Annual Report.

After the Chairman's speech, shareholders wanted some clarifications and raised some questions, which were replied by the Chairman. The questions and answers have been recorded separately.

The Agenda items as listed in the Notice of the 57th Annual General Meeting were then taken up for consideration.

With the consent of the members present, the Notice convening the 57th Annual General Meeting of the company was taken as read. Mr H S Venkatesh, M/s R G N Price & Co., Statutory Auditors, read out the Auditors' Report.

Ordinary Business

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31 March 2011 and the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon

Chairman presented the Directors' Report for the year 2010-11, audited Balance Sheet as at 31 March 2011, the Profit & Loss Account for the year ended 31 March 2011, the Statutory Auditors' Report on the Accounts of the Company for the year ended 31 March 2011 and the "Nil" Comment of the Comptroller and Auditor General of India on the Accounts for the year ended 31 March 2011.

Chairman put the following Ordinary Resolution proposed by Mr Indra Jit, President of India Representative, and seconded by Mr V Muralidharan, shareholder, to vote and on a show of hands, the Resolution was unanimously passed:

“ संकल्प किया गया कि 31 मार्च 2011 को समाप्त वर्ष के लिए निदेशकों के प्रतिवेदन, यथा 31 मार्च 2011 को कंपनी के लेखा परीक्षित तुलन-पत्र तथा 31 मार्च 2011 को समाप्त वर्ष के लिए लेखा परीक्षित लाभ व हानि खाते को उनकी अनुसूचियों व टिप्पणियों के साथ, उसमें दिए गए लेखा परीक्षकों के प्रतिवेदन के साथ-साथ, प्राप्त किया जाए तथा उन्हें अपनाया जाए एवं एतद्वारा प्राप्त किया जाता है व अपनाया जाता है ”

" RESOLVED THAT the Directors' Report for the year ended 31 March 2011, Audited Balance Sheet of the Company as at 31 March 2011 and Audited Profit and Loss Account for the year ended 31 March 2011 together with schedules and notes thereto and also the Cash Flow Statement for the year ended 31 March 2011 along with the Auditors' Report thereon, be and the same are hereby received and adopted. "

2. Declaration of Dividend

Following Ordinary Resolutions proposed by Mr Indra Jit, President of India Representative, and seconded by Ms B S Krishna Kumari, shareholder, were put to vote and on a show of hands, the resolutions were unanimously passed:

“ संकल्प किया गया कि निदेशकों की सिफारिश के तारतम्य में, 31 मार्च 2011 को समाप्त वर्ष हेतु कंपनी की चुकता साम्या शेयर पूंजी पर 15.60 ₹ प्रति शेयर की दर से अंतिम लाभांश कंपनी के चालू लाभों में से घोषित किया जाए एवं एतद्वारा घोषित किया जाता है और कि यह उन शेयरधारकों को अदा किया जाए जिनके नाम 14 सितंबर 2011 को कारोबारी घण्टों की समाप्ति पर कंपनी के सदस्यों की पंजी में दर्शित होते हैं और यह कि इसके बाद 30 दिनों के भीतर लाभांश वारंट उन शेयरधारकों को पोस्ट कर दिए जाएँ जो लाभांश भुगतान प्राप्त करने के लिए हकदार हैं । ”

" RESOLVED THAT pursuant to the recommendation of the Directors, Final Dividend for the year ended 31 March 2011 at the rate of ₹ 15.60 per share on the paid up equity share capital of the Company, be and is hereby declared out of the current profits of the

Company and that the same be paid to those shareholders whose names appear on the Company's Register of Members at close of business hours on 14 Sept 2011 and that the Dividend warrants be posted within 30 days hereof to those shareholders who are entitled to receive dividend payment. "

" आगे संकल्प किया गया कि 28 जनवरी 2011 को आयोजित बैठक में निदेशक मंडल द्वारा घोषित कंपनी की चुकता साम्या शेयर पूंजी पर 31 मार्च 2011 को समाप्त वर्ष के लिए 6 ₹ प्रति शेयर की दर से आंतरिक लाभांश का अनुमोदन किया जाए एवं एतद्वारा अनुमोदन किया जाता है। "

" RESOLVED FURTHER THAT the Interim Dividend for the year ended 31 March 2011 at the rate of ₹ 6 per share on the paid up equity share capital of the Company declared by the Board of Directors at their meeting held on 28 Jan 2011 be and is hereby approved. "

3. To appoint a Director in place of Mr H N Ramakrishna, who retires by rotation and being eligible, offers himself for re-appointment

Ms Malathi Prasad, shareholder, proposed the following resolution as an Ordinary Resolution:

" संकल्प किया गया कि श्री एच. एन. रामकृष्णा, निदेशक जो चक्रानुक्रम से निवृत्त हो रहे हैं और पुनः नियुक्ति के लिए पात्र हैं, को कंपनी के निदेशक के रूप में पुनः नियुक्त किया जाए एवं एतद्वारा पुनः नियुक्त किया जाता है। "

" RESOLVED THAT Mr H N Ramakrishna, Director, who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as a Director of the Company. "

Ms B S Krishna Kumari, shareholder, seconded the resolution.

Chairman put the above resolution to vote and on a show of hands, the resolution was unanimously passed.

4. To appoint a Director in place of Lt Gen (Retd) G Sridharan, who retires by rotation and being eligible, offers himself for re-appointment

Mr K Paldas, shareholder, proposed the following resolution as an Ordinary Resolution:

" संकल्प किया गया कि ले. जन. (नि.) जी श्रीधरन, निदेशक जो चक्रानुक्रम से निवृत्त हो रहे हैं और पुनः नियुक्ति के लिए पात्र हैं, को कंपनी के निदेशक के रूप में पुनः नियुक्त किया जाए एवं एतद्वारा पुनः नियुक्त किया जाता है। "

" RESOLVED THAT Lt Gen (Retd) G Sridharan, Director, who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as a Director of the Company. "

Mr V Muralidharan, shareholder, seconded the resolution.

Chairman put the above resolution to vote and on a show of hands, the resolution was unanimously passed.

5. To appoint a Director in place of Mr M S Ramachandran, who retires by rotation and being eligible, offers himself for re-appointment

Ms B S Krishna Kumari, shareholder, proposed the following resolution as an Ordinary Resolution:

“ संकल्प किया गया कि एम. एस. रामचंद्रन, निदेशक जो चक्रानुक्रम से निवृत्त हो रहे हैं और पुनः नियुक्ति के लिए पात्र हैं, को कंपनी के निदेशक के रूप में पुनः नियुक्त किया जाए एवं एतद्वारा पुनः नियुक्त किया जाता है । ”

" RESOLVED THAT Mr M S Ramachandran, Director, who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as a Director of the Company. "

Ms Malathi Prasad, shareholder, seconded the resolution.

Chairman put the above resolution to vote and on a show of hands, the resolution was unanimously passed.

Special Business

6. Appointment of Mr N Sitaram as a Director

Mr Indra Jit, President of India Representative, proposed the following as an Ordinary Resolution:

“ संकल्प किया गया कि श्री एन. सीताराम, जिन्हें 28 जनवरी 2011 को आयोजित बैठक में कंपनी के निदेशक मंडल द्वारा इस वार्षिक सामान्य बैठक की तारीख तक पद धारित करने के लिए अतिरिक्त निदेशक के रूप में नियुक्त किया गया था और जिनकी नियुक्ति के लिए कंपनी ने कंपनी अधिनियम 1956 की धारा 257 के तहत एक सदस्य से निदेशक के पद हेतु उनकी उम्मीदवारी का प्रस्ताव करते हुए सूचना प्राप्त की है, को कंपनी का निदेशक नियुक्त किया जाए और एतद्वारा किया जाता है जिनका कार्यकाल चक्रानुक्रम से सेवानिवृत्ति द्वारा निर्धारित होगा । ”

" RESOLVED THAT Mr N Sitaram who was appointed as Additional Director by the Board of Directors of the Company in its meeting held on 28 Jan 2011, to hold office up to the date of this Annual General Meeting and for the appointment of whom the Company has received a notice under Section 257 of the Companies Act 1956 from a member proposing his candidacy for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation. "

Mr Muralidharan V, shareholder, seconded the resolution.

Chairman put the above resolution to vote and on a show of hands, the resolution was unanimously passed.

7. Appointment of Prof Anurag Kumar as a Director

Mr K Paldas, proposed the following as an Ordinary Resolution:

“ संकल्प किया गया कि प्रो. अनुराग कुमार, जिन्हें 28 जनवरी 2011 को आयोजित बैठक में कंपनी के निदेशक मंडल द्वारा इस वार्षिक सामान्य बैठक की तारीख तक पद धारित करने के लिए अतिरिक्त निदेशक के रूप में नियुक्त किया गया था और जिनकी नियुक्ति के लिए कंपनी ने कंपनी अधिनियम 1956 की धारा 257 के तहत एक सदस्य से निदेशक के पद हेतु उनकी उम्मीदवारी का प्रस्ताव करते हुए सूचना प्राप्त की है, को कंपनी का निदेशक नियुक्त किया जाए और एतद्वारा किया जाता है जिनका कार्यकाल चक्रानुक्रम से सेवानिवृत्ति द्वारा निर्धारित होगा । ”

" RESOLVED THAT Prof Anurag Kumar who was appointed as Additional Director by the Board of Directors of the Company in its meeting held on 28 Jan 2011, to hold office up to the date of this Annual General Meeting and for the appointment of whom the Company has received a notice under Section 257 of the Companies Act 1956 from a member proposing his candidacy for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation. "

Ms B S Krishna Kumari, shareholder, seconded the resolution.

Chairman put the above resolution to vote and on a show of hands, the resolution was unanimously passed.

8. Appointment of Prof G Madhavan Nair as a Director

Mr V Muralidharan, proposed the following as an Ordinary Resolution:

“ संकल्प किया गया कि प्रो. जी. माधवन नायर, जिन्हें 28 जनवरी 2011 को आयोजित बैठक में कंपनी के निदेशक मंडल द्वारा इस वार्षिक सामान्य बैठक की तारीख तक पद धारित करने के लिए अतिरिक्त निदेशक के रूप में नियुक्त किया गया था और जिनकी नियुक्ति के लिए कंपनी ने कंपनी अधिनियम 1956 की धारा 257 के तहत एक सदस्य से निदेशक के पद हेतु उनकी उम्मीदवारी का प्रस्ताव करते हुए सूचना प्राप्त की है, को कंपनी का निदेशक नियुक्त किया जाए और एतद्वारा किया जाता है जिनका कार्यकाल चक्रानुक्रम से सेवानिवृत्ति द्वारा निर्धारित होगा । ”

" RESOLVED THAT Prof G Madhavan Nair who was appointed as Additional Director by the Board of Directors of the Company in its meeting held on 28 Jan 2011, to hold office up to the date of this Annual General Meeting and for the appointment of whom the Company has received a notice under Section 257 of the Companies Act 1956 from a member proposing his candidacy for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation. "

Mr K Paldas, shareholder, seconded the resolution.

Chairman put the above resolution to vote and on a show of hands, the resolution was unanimously passed.

9. Appointment of Prof R Venkata Rao as a Director

Ms B S Krishna Kumari, proposed the following as an Ordinary Resolution:

“ संकल्प किया गया कि प्रो. आर. वेंकट राव, जिन्हें 28 जनवरी 2011 को आयोजित बैठक में कंपनी के निदेशक मंडल द्वारा इस वार्षिक सामान्य बैठक की तारीख तक पद धारित करने के लिए अतिरिक्त निदेशक के रूप में नियुक्त किया गया था और जिनकी

नियुक्ति के लिए कंपनी ने कंपनी अधिनियम 1956 की धारा 257 के तहत एक सदस्य से निदेशक के पद हेतु उनकी उम्मीदवारी का प्रस्ताव करते हुए सूचना प्राप्त की है, को कंपनी का निदेशक नियुक्त किया जाए और एतद्द्वारा किया जाता है जिनका कार्यकाल चक्रानुक्रम से सेवानिवृत्ति द्वारा निर्धारित होगा । ”

" RESOLVED THAT Prof R Venkata Rao who was appointed as Additional Director by the Board of Directors of the Company in its meeting held on 28 Jan 2011, to hold office up to the date of this Annual General Meeting and for the appointment of whom the Company has received a notice under Section 257 of the Companies Act 1956 from a member proposing his candidacy for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation. "

Mr Muralidharan V, shareholder, seconded the resolution.

Chairman put the above resolution to vote and on a show of hands, the resolution was unanimously passed.

10. Appointment of Dr S N Dash as a Director

Ms Malathi Prasad, proposed the following as an Ordinary Resolution:

“ संकल्प किया गया कि डॉ एस. एन. दाश, जिन्हें 28 जनवरी 2011 को आयोजित बैठक में कंपनी के निदेशक मंडल द्वारा इस वार्षिक सामान्य बैठक की तारीख तक पद धारित करने के लिए अतिरिक्त निदेशक के रूप में नियुक्त किया गया था और जिनकी नियुक्ति के लिए कंपनी ने कंपनी अधिनियम 1956 की धारा 257 के तहत एक सदस्य से निदेशक के पद हेतु उनकी उम्मीदवारी का प्रस्ताव करते हुए सूचना प्राप्त की है, को कंपनी का निदेशक नियुक्त किया जाए और एतद्द्वारा किया जाता है जिनका कार्यकाल चक्रानुक्रम से सेवानिवृत्ति द्वारा निर्धारित होगा । ”

" RESOLVED THAT Dr S N Dash who was appointed as Additional Director by the Board of Directors of the Company in its meeting held on 28 Jan 2011, to hold office up to the date of this Annual General Meeting and for the appointment of whom the Company has received a notice under Section 257 of the Companies Act 1956 from a member proposing his candidacy for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation. "

Ms B S Krishna Kumari, shareholder, seconded the resolution.

Chairman put the above resolution to vote and on a show of hands, the resolution was unanimously passed.

The meeting concluded with a vote of thanks to the Chair.

Bangalore
29 Sept 2011


Ashwani Kumar Datt
Chairman & Managing Director