

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

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प्रति To,

बीएसई लि . BSE Ltd.

फिरोज़ जीजीबॉय टावर्स

Phiroze Jeejeebhoy Towers

दलाल स्ट्रीट Dalal Street

मुंबई Mumbai – 400 001

सं .No. 17565/4/SE/MUMC/SEC

दिनांक / Date: 01.10.2020

महोदय / महोदया,

Dear Sir/Madam,

विषय - 66 वीं वार्षिक सामान्य बैठक की कार्यवाही।

Sub: Proceedings of 66th Annual General Meeting.

हमारे पत्र दिनांक 7 सितंबर, 2020 के अनुक्रम में, आपको सूचित किया जाता है कि कंपनी की 66वीं वार्षिक सामान्य बैठक दिनांक 30 सितंबर, 2020 को सुबह 10 बजे वीडियो कॉन्फ्रेंसिंग (वी.सी.) के माध्यम से आयोजित की गई।

In continuation to our letter dated 7th September, 2020, we wish to inform you that the 66th AGM of the Company held on 30th September, 2020 at 10:00 a.m. through Video Conferencing (VC).

संवीक्षक की समेकित रिपोर्ट के आधार पर, 66 वीं एजीएम आहूत करने की सूचना में निर्धारित सभी संकल्पों को शेयरधारकों द्वारा अपेक्षित बहुमत के साथ अनुमोदित किया गया।

Based on the consolidated report of the Scrutinizer, all the resolutions as set out in the Notice convening the 66th AGM have been duly approved by the shareholders with the requisite majority.

इस संबंध में, सेबी (सूचीकरण और प्रकटीकरण आवश्यकताएँ) विनियम के विनियमन 30, अनुसूची III के भाग-ए के पैरा-ए के उप-पैरा 13 में की गई अपेक्षा अनुसार 66 वीं एजीएम की कार्यवाही का सारांश अनुलग्नक-1 में दिया गया है।

In this regard, summary of the proceedings of 66th AGM as required under Regulation 30, Sub-para 13 of Para-A of Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations is attached as **Annexure-1**.

सूचनार्थ व अभिलेख हेतु।

This is for your information and record.

सधन्यवाद,

Thanking you,

भवदीय Yours faithfully,

कृते भारत इलेक्ट्रॉनिक्स लिमिटेड

For Bharat Electronics Limited



एस. श्रीनिवास S. Sreenivas

कंपनी सचिव Company Secretary



संलग्नक- यथा उपरोक्त। / Encls: As above.

Summary of the Proceedings of the 66th Annual General Meeting.

The 66th Annual General Meeting of Members of Bharat Electronics Limited was held on Wednesday, the 30th September, 2020 from 10:00 a.m. through Video Conferencing (VC).

Board of Directors & KMPs Present:

- | | | |
|-----|------------------------|---------------------------------|
| 1. | Mr. M V Gowtama | -Chairman and Managing Director |
| 2. | Mrs. Anandi Ramalingam | -Director (Marketing) |
| 3. | Mr. Vinay Kumar Katyal | -Director (Bangalore Complex) |
| 4. | Mr. Shivakumaran K M | -Director (Human Resources) |
| 5. | Mrs. Shikha Gupta | -Director (Other Units) |
| 6. | Mr. Dinesh Kumar Batra | -Director (Finance) & CFO |
| 7. | Mr. Rajasekhar M V | -Director (R&D) |
| 8. | Ms. Manjula J | -Government Nominee Director |
| 9. | Mr. Sunil Kumar Kohli | -Independent Director |
| 10. | Mr. S Sreenivas | -Company Secretary |

All the Directors of the Company attended the meeting except Dr. Amit Sahai, Government Nominee Director for whom leave of absence was granted.

Details of Invitees Present:

- | | | |
|----|---------------------|--|
| 1. | Mr. Gourav Sharma | -Deputy Secretary (ES) & (Coord/DDP) as Representative of President. |
| 2. | Mr. Natarajan V | -Partner, M/s Suri & Co., Statutory Auditors |
| 3. | Mr. Thirupal Gorige | -Designated Partner, M/s Thirupal Gorige & Associates LLP, Secretarial Auditor & Scrutinizer for e-voting. |
| 4. | Mrs. Rupa Acharya | -Designated Partner, MURTHY & CO. LLP, Cost Auditors |

Number of Members Present: 101 Members attended the AGM through VC.

Mr. M V Gowtama, Chairman and Managing Director, 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 video conferencing in accordance with the applicable provisions of the Companies Act, 2013, and circulars & guidelines issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The registered office of the Company situated at Bengaluru was deemed venue for the AGM and proceedings of the AGM are made accordingly.



The Chairman asked the Company Secretary to confirm the quorum of the meeting. The requisite quorum being present, the Chairman commenced proceedings of the meeting at 10:00 A.M.

The Chairman introduced the Board of Directors, Key Managerial Personnel and invitees present at the meeting. Mr. Sreenivas S, Company Secretary briefed on general instructions to the Members regarding participation in the AGM through VC.

The Chairman addressed the shareholders on the performance of the Company during 2019-20, its future plans and impact of Covid-19 pandemic. He mentioned that in compliance with the MCA Circulars and SEBI Circular, Notice of the AGM and the Annual Report for the financial year 2019-20 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, 2020 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 Company is yet to appoint the adequate number of Independent Directors including one Woman Independent Director as per the requirements of the SEBI (LODR) Regulations, 2015.

He further informed that appointment of Directors is done by Govt. of India and filling up of vacancies of the said Independent Directors is also pending with the appointing authority namely Government of India. The comments of the Comptroller & Auditor General of India have been printed in the Annual Report duly along with the replies of Management thereto.

The Chairman informed that as per the notice of 66th AGM dated 7th August, 2020, three (3) proposals under Ordinary Business and four (4) proposals under Special Business are proposed for approval of the Members as per details hereunder 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 66th AGM dated 7th September, 2020 were transacted at the meeting and passed with requisite majority:

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 2020 and the Reports of the	Ordinary Resolution



	Board of Directors and Auditors thereon. (b) the Audited Consolidated Financial Statement(s) of the Company for the financial year ended on 31 March 2020 and the reports of Auditors thereon.	
2	To confirm the payment of Interim dividend of Rs.1.40/- (140%) per equity share and to declare Final Dividend of Rs.1.40/- (140%) per equity share of Rs.1 each for the financial year 2019-20.	Ordinary Resolution
3	To appoint a Director in place of Mrs. Anandi Ramalingam (DIN: 07616518), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution
Special Business:		
4	Appointment of Mrs. Shikha Gupta (DIN: 08597649) as Director.	Ordinary Resolution
5	Appointment of Mr. Dinesh Kumar Batra (DIN: 08773363) as Director.	Ordinary Resolution
6	Appointment of Mr. M V Rajasekhar (DIN: 08850171) as Director.	Ordinary Resolution
7	Ratification of remuneration of the Cost Auditor.	Ordinary Resolution

The Chairman then requested the Members who had registered themselves as speaker to ask questions and seek clarification. The Chairman 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 at the AGM for casting their vote on the resolutions as stated in the AGM notice.

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 11:40 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 66th Annual General Meeting of the Company.

Thanking you,

Yours faithfully,

For Bharat Electronics Ltd.

S. Sreenivas
Company Secretary

