

**Secretarial Compliance Report of BHARAT ELECTRONICS LIMITED for
the year ended 31st March 2022**

(SEBI: CIR/CFD/CMD1/27/2019 dated 08.02.2019)

We have examined:

- all the documents and records made available to us and explanation provided by Bharat Electronics Limited ("the listed entity"),
- The filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2022 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable - there were no instances of issue of securities during the review period.**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable - there were no instances of buy back of shares during the review period.**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/ The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable - there were no instances of issue of any share-based employee benefits during the review period.**

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable - as the listed entity has not issued any Debt securities.**

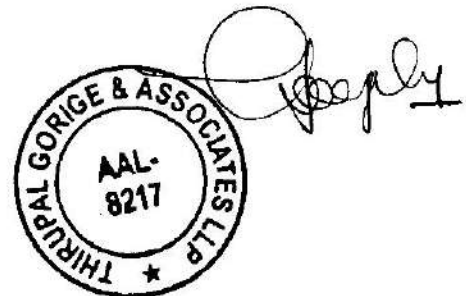
(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and participants) Regulations, 2018;

and circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Period of Non compliance	Observations/Remarks of the Practicing Company Secretary
1	Regulation 17 (1) of SEBI (LODR) Regulations, 2015 - Composition of Board.	Non-appointment of adequate number of Independent Directors including one Woman Independent Director.	1 st April 2021 to 6 th February 2022.	<p>During the period under review, the listed entity failed to appoint the adequate number of Independent Directors including one Independent Woman Director till 6th February, 2022 as per the requirements of the SEBI (LODR) Regulations, 2015.</p> <p>Accordingly, NSE & BSE imposed fine for non-appointment of adequate number of Independent Directors including one Independent Woman Director as per the requirements of the SEBI (LODR) Regulations, 2015.</p>
2	Regulation 18 (1) of SEBI (LODR) Regulations, 2015 - Composition of Audit Committee.	The composition of Audit committee is not in line with Reg. 18 (1) of SEBI (LODR)	1 st April 2021 to 30 th December 2021.	During the period between 1 st April 2021 to 30 th December 2021 the listed entity had not constituted the Audit Committee with adequate number of Independent Directors

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Sr. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviations	Period of Non compliance	Observations/Remarks of the Practising Company Secretary
		Regulations, 2015.		as per the requirements of the SEBI (LODR) Regulations, 2015. Consequently, NSE & BSE imposed fine for not constituting audit committee as per the requirements of the SEBI (LODR) Regulations, 2015.
3	Regulation 18(2) of SEBI (LODR) Regulations, 2015 - Meetings of Audit Committee.	The time gap between two meetings of Audit Committee elapsed 120 days and thus not in line with Reg. 18(2) of SEBI (LODR) Regulations, 2015.	28 th January 2021 to 22 nd June 2021	The gap between two Audit Committee meetings, held on 28 th January, 2021 and 22 nd June, 2021, was more than 120 days in terms of Reg. 18(2) of the SEBI (LODR) Regulations, 2015.
4	Regulation 19(1) & (2) of SEBI (LODR) Regulations, 2015 - Nomination & Remuneration Committee.	The composition of Nomination & Remuneration Committee is not in line with Reg. 19 (1) & (2) of SEBI (LODR)	1 st April 2021 to 5 th January, 2022	During 1 st April 2021 to 5 th January 2022 the listed entity had not constituted the Nomination and Remuneration Committee with adequate number of Independent Directors as per the requirements

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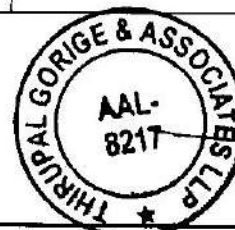
Sr. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviations	Period of Non compliance	Observations/Remarks of the Practicing Company Secretary
		Regulations, 2015.		of the SEBI (LODR) Regulations, 2015. Accordingly, NSE & BSE have imposed fine for not constituting Nomination and Remuneration Committee with proper number of Independent Directors as per the requirements of the SEBI (LODR) Regulations, 2015.

(b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the Listed entity/ its Promoters/ Directors/ Material Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of Violation	Details of action taken on the listed entity e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any on the bases of information provided by the entity.

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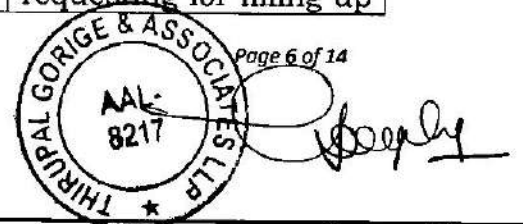


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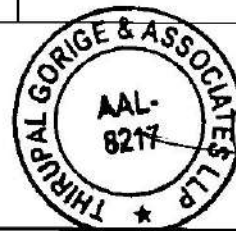
Sr. No	Action taken by	Details of Violation	Details of action taken on the listed entity e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practising Company Secretary, if any on the bases of information provided by the entity.
1	NSE & BSE imposed fine on the listed entity for non-appointment of adequate number of Independent Directors including one Independent Woman Director as per the requirements of the SEBI (LODR) Regulations, 2015.	Regulation 17(1) of SEBI (LODR) Regulations, 2015.	NSE served non-compliance letters to the listed entity for 4 quarters and further imposed fine on the entity as follows: Q1: Rs.5,36,900/- (4,55,000/- plus GST @ 18%) Q2: Rs.5,42,800/- (4,60,000/- plus GST @ 18%) Q3: Rs. 5,42,800/- (4,60,000/- plus GST @ 18%) Q4: Rs. 2,18,300/- (1,85,000/- plus GST @ 18%)	The listed entity has not paid fine imposed by BSE and NSE. It was informed by the listed entity to Stock Exchanges as follows:- (i) Bharat Electronics Ltd. (BEL) is a Govt. Company under the administrative control of the Ministry of Defence (MoD), Dept of Defence Production. Being a Government Company, the composition of BEL Board is decided by the Government of India and the Directors on BEL Board are also appointed by the Government of India; and (ii) The Company has been promptly notifying all vacancies in advance to the Government and periodical reminders are also sent requesting for filling up

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Sr. No	Action taken by	Details of Violation	Details of action taken on the listed entity e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any on the bases of information provided by the entity.
			<p>Similarly, BSE served non-compliance letters to the listed entity for same quarters and also imposed fine as follows:</p> <p>Q1: Rs.5,36,900/- (4,55,000/- plus GST @ 18%)</p> <p>Q2: Rs.5,42,800/- (4,60,000/- plus GST @ 18%)</p> <p>Q3: Rs. 5,42,800/- (4,60,000/- plus GST @ 18%)</p> <p>Q4: Rs. 2,18,300/- (1,85,000/- plus GST @ 18%)</p>	the vacancies.

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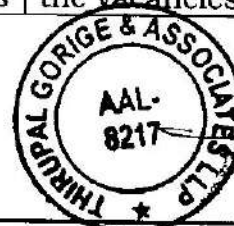


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Sr. No	Action taken by	Details of Violation	Details of action taken on the listed entity e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practising Company Secretary, if any on the bases of information provided by the entity.
2	NSE & BSE imposed fine on the listed entity for Non-compliance of Regulation 18(1) of SEBI (LODR) Regulations, 2015 - Composition of Audit Committee.	Regulation 18(1) of SEBI (LODR) Regulations, 2015.	NSE served non-compliance letters to the listed entity for first 3 quarters and also imposed fine as follows: Q1: Rs. 214,760/- (182,000/- plus GST @ 18%) Q2: Rs. 217,120/- (184,000/- plus GST @ 18%) Q3: Rs. 214,760/- (182,000/- plus GST @ 18%) Similarly, BSE served non-compliance letters to the listed entity for first 3 quarters	The listed entity has not paid fine imposed by BSE and NSE. It was informed by the listed entity to Stock Exchanges as follows: (i) Bharat Electronics Ltd. (BEL) is a Govt. Company under the administrative control of the Ministry of Defence (MoD), Dept of Defence Production. Being a Government Company, the composition of BEL Board is decided by the Government of India and the Directors on BEL Board are also appointed by the Government of India. (ii) The Company has been promptly notifying all vacancies in advance to the Government and periodical reminders are also sent requesting for filling up the vacancies.

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Sr. No	Action taken by	Details of Violation	Details of action taken on the listed entity e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practising Company Secretary, if any on the bases of information provided by the entity.
			and also imposed fine as follows: Q1: Rs. 214,760/- (182,000/- plus GST @ 18%) Q2: Rs.217,120/- (184,000/- plus GST @ 18%) Q3: Rs. 214,760/- (182,000/- plus GST @ 18%)	Non-compliance under Regulation 18(1) is basically due to non-appointment of requisite number of Independent Directors.
3	NSE & BSE imposed fine on the listed entity for Non-compliance in meeting the requirement of Regulation 19(1) & (2) of SEBI (LODR) Regulations, 2015 -	Regulation 19 (1) & (2) of SEBI (LODR) Regulations, 2015.	NSE served non-compliance letters to the listed entity for 4 quarters and also imposed fine as follows: Q1: Rs. 214,760/- (182,000/- plus GST @	The listed entity has not paid fine imposed by BSE and NSE. It was informed by the listed entity to Stock Exchanges as follows: (i) Bharat Electronics Ltd. (BEL) is a Govt. Company under the administrative control

Sr. No	Action taken by	Details of Violation	Details of action taken on the listed entity e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practising Company Secretary, if any on the bases of information provided by the entity.
	Composition of Nomination & Remuneration Committee.		<p>18%)</p> <p>Q2: Rs.217,120/- (184,000/- plus GST @ 18%)</p> <p>Q3: Rs. 217,120/- (184,000/- plus GST @ 18%)</p> <p>Q4: Rs. 11,800/- (10,000/- plus GST @ 18%)</p> <p>Similarly, BSE served non-compliance letters to the listed entity for 4 quarters and also imposed fine as follows:</p> <p>Q1: Rs. 214,760/- (182,000/- plus GST @ 18%)</p>	<p>of the Ministry of Defence (MoD), Dept of Defence Production. Being a Government Company, the composition of BEL Board is decided by the Government of India and the Directors on BEL Board are also appointed by the Government of India.</p> <p>(ii) The Company has been promptly notifying all vacancies in advance to the Government and periodical reminders are also sent requesting for filling up the vacancies.</p> <p>Non-compliance under Regulation 19(1) & (2) is basically due to non-appointment of requisite number of Independent Directors</p>

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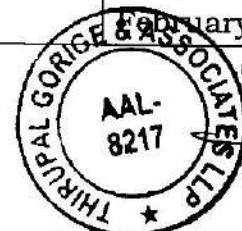
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			Q2: Rs.217,120/- (184,000/- plus GST @ 18%) Q3: Rs. 217,120/- (184,000/- plus GST @ 18%) Q4: Rs. 11,800/- (10,000/- plus GST @ 18%)	



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the action taken by the listed entity
1.	<p>During the review period, the listed entity is yet to appoint the adequate number of Independent Directors as per the requirements of the SEBI (LODR) Regulations, 2015.</p> <p>NSE & BSE have imposed fine for the same.</p> <p>The listed entity has not paid fine imposed by BSE and NSE.</p>	FY 2018-19	<p>As it is Public Sector Company, the Government has absolute authority to nominate the Directors for appointment. Since there was no such nomination made by the Government the Company couldn't comply with the regulations. The same was discussed in the Board and the same has been reported to respective Stock Exchanges.</p>	<p>Self-explanatory.</p> <p>Further it is observed that NSE vide its letter no. NSE/LIST/SOP/0449 dated 22 June 2020 has waived off fine levied on the Company till 31 December 2019 and BSE vide its e-mail dated 12 April 2021 has waived off fine levied on the Company including 2019-20 till 31 December 2020.</p> <p>During the reporting year 2021-22, the company appointed the requisite number of Independent Directors by 7th February 2022.</p>

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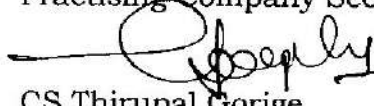
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<p>2.</p>	<p>During the review period, the listed entity is yet to appoint the adequate number of Independent Directors including one Independent Woman Director as per the requirements of SEBI (LODR) Regulations, 2015.</p> <p>NSE & BSE have imposed fine for the same.</p> <p>The listed entity has not paid fine imposed by BSE and NSE.</p>	<p>FY 2019-20</p>	<p>As it is a Public Sector Company, the Government has absolute authority to nominate the Directors for appointment. Since there was no such nomination made by the Government, the Company couldn't comply with the regulations. The same was discussed in the Board and the same has been reported to respective Stock Exchanges.</p>	<p>Self-explanatory.</p> <p>Further it is observed that NSE vide its letter no. NSE/LIST/SOP/0449 dated 22 June 2020 has waived off fine levied on the Company till 31 December 2019.</p> <p>BSE vide its e-mail dated 12 April 2021 has waived off fine levied on the Company including 2019-20 till 31 December 2020.</p> <p>During the reporting year 2021-22, the company appointed the requisite number of Independent Directors including one Independent Woman Director by 7th February 2022.</p>
<p>3.</p>	<p>During the review period, the listed entity is yet to appoint the adequate number of Independent Directors including one</p>	<p>FY 2020-21</p>	<p>As it is a Public Sector Company, the Government has absolute authority to nominate the Directors for appointment. Since there was no such nomination made</p>	<p>Self-explanatory.</p> <p>BSE vide its e-mail dated 12 April 2021 has waived off fine levied on the Company till 31 December 2020.</p>

<p>Independent Woman Director as per the requirements SEBI (LODR) Regulations, 2015.</p> <p>NSE & BSE have imposed fine for the same.</p> <p>The listed entity has not paid fine imposed by BSE and NSE.</p>		<p>by the Government, the Company couldn't comply with the regulations. The same was discussed in the Board and the same has been reported to respective Stock Exchanges.</p>	
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Place: Bengaluru
Date: 23-05-2022

For Thirupal Gorige & Associates LLP
Practising Company Secretaries



CS Thirupal Gorige
Designated Partner
FCS No. 6680; CP No.6424
UDIN: F006680D000365335

