

BEL OPTRONIC DEVICES LIMITED

**ANNUAL REPORT
2019-20**

The Directors with the cheque towards dividend for the year 2018-19 which was handed over to BEL on 9th September 2019 at BELOP.



From Left to Right Mr. Mahesh V, Director (R & D), BEL & Director, BELOP, Mr. Alexander Koshy, Director(Finance), BEL & Director BELOP , Mr. M.V.Gowtama, CMD, BEL & Chalmrman, BELOP, Mrs. Anandi Ramalingam, Director(Mktg.), BEL & Director, BELOP, Mr. DCN Srinivasa Rao, CEO, BELOP and Mrs. Priya Iyer, CS & CFO, BELOP.

Visit of Consule Generale of France to BELOP on 17th February 2020



From Left to Right Mr. Nikil Arey, Sr. DGM (Commercial), BELOP, Mr. DCN Srinivasa Rao, CEO, BELOP, Col(DGA) Herve Maniers, Deputy Defence Attache, France, Mrs. Sonia Barbry, Consule Generale, France, Mr. Raghav Nayar, Representative, M/s Photonis, France and Mr. Anil Dbdt, Sr. DGM (Prod.), BELOP

MISSION

**To be a customer focused technology driven company in the field of
Image Intensifiers and other chosen areas**

BOARD OF DIRECTORS OF BEL OPTRONIC DEVICES LIMITED AS ON 23rd JULY 2020

a)	Mr. M. V. Gowtama	Chairman	CMD, BEL
b)	Mrs. Anandi Ramalingam	Director	Director (Mktg.), BEL
c)	Mr. Koshy Alexander	Director	Director (Fin.), BEL
d)	Mr. Mahesh V.	Director	Director(R&D), BEL

PRINCIPAL EXECUTIVES AS ON 23rd JULY 2020

CHIEF EXECUTIVE OFFICER	COMPANY SECRETARY	CHIEF FINANCIAL OFFICER
Mr. DCN Srinivasa Rao	Ms. Priya Iyer	Mr. Parthanand Sarkar

BANKERS

1. State Bank of India	2. Axis Bank Ltd.
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AUDITORS

STATUTORY AUDITOR	SECRETARIAL AUDITOR	COST AUDITOR
M/s Natu & Pathak, Chartered Accountants, Pune	Mr. Abhijit Dakhawe Company Secretary, Pune	M/S Joshi Apte & Associates Cost Accountants, Pune

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TEN YEAR FINANCIAL STATISTICS

(₹ in Millions)

Particulars	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Total Income	534	702	1578	1843	1242	1087	1312	1246	1204	569
Profit after tax	45	82	58	50	37	24	48	116	142	30
Equity capital	183	183	183	183	183	378	592	663	722	839
Reserves & Surplus	173	255	312	362	398	676	1014	1219	1398	1514
Working Capital	299	881	272	(185)	(322)	(86)	35	221	120	204
Capital Employed	366	942	347	37	573	745	892	1024	869	871
Net Worth	356	438	495	545	581	1055	1597	1868	2120	2353

CHAIRMAN'S LETTER

Dear Shareholders,

It gives me immense pleasure to share with you the highlights of performance of your company during the past year and the future outlook for the Company.

HIGHLIGHTS OF THE YEAR 2019-20

Financial Performance

Your company achieved a turnover of ₹ 3721 lakhs during the year 2019-20. During 2019-20, the company has posted a net profit of ₹ 301 lakhs. The lower turnover and profits are mainly on account of non-receipt of orders from the customers. The Net worth of the Company has increased to ₹ 23528 lakhs as on 31.03.2020, registering an increase of 11.00% mainly due to increase in profits and issue of additional equity shares worth ₹ 2833 lakhs (including premium value).

Dividend

Your Directors have recommended a dividend of 30% of PAT for the year 2019-20 which amounts to ₹ 91 Lakhs.

Other achievements

MoU Rating

Your company has been awarded "Very Good" rating for the year 2018-19 in respect of the MoU which BELOP enters with its holding company Bharat Electronics Limited (BEL) for establishing the performance parameters and targets for each year with the approval of the Department of Public Enterprises (DPE).

Credit Rating

During the year 2019-20, ICRA has assigned the following ratings to the company for the year 2019-20

- (i) Long-term rating of [ICRA]AA+(pronounced ICRA double A+) to ₹ 4000 lakhs fund based bank limits.
- (ii) Short-term rating of [ICRA]A1+ (pronounced ICRA A one plus) to ₹ 600 lakhs non-fund based bank limits.

The long term rating of [ICRA]AA+ is with a stable outlook. These ratings indicate the high credit quality in the long- and short-term.

RESEARCH AND DEVELOPMENT

The Company's D&E Department, along with relevant experienced Executives from manufacturing Departments, are driving and executing the developments towards products, process and upgradation of manufacturing and Test Equipment.

- ❖ The R & D team has also carried out the following activities in specific areas viz. Establishing Bulk Manufacture of Auto gated Power Supply Unit with alternate design to overcome obsolescence of an electronic component in the existing design, Design of Image Intensifier System (Ultra Violet Sensitive) and Design of Dewar Assembly for Cooled Thermal Imager applications.

On account of the above R&D efforts, the company has progressed in identification of additional products and improving market potential of the existing products of the Company. The Company is also in the process of upgrading the existing Products, to provide better product quality and increased productivity in the manufacture and supply.

The company is also taking efforts to develop new products by using its competencies and skill.

FUTURE OUTLOOK

The XR-5 project is in the final stages of implementation and the XR-5 grade I.I. Tubes of inverting and non-inverting configuration are already under trial production.

BELOP has initiated action to diversify into related areas to improve business opportunities and to have variety of products in it's portfolio.

PERFORMANCE IN 2020-21

Your company has an order book position of ₹ 6.96 Crores as on 30.06.2020. However, the company expects to receive further orders and execute them during the year and is expected to achieve a sales of around ₹ 70 Crores for the year 2020-21.

GOVERNANCE AND SUSTAINABILITY

Your company endeavours to uphold the best practices in corporate governance. A report on compliance of the guidelines on Corporate Governance as per the guidelines issued by the Department of Public Enterprises for CPSEs forms part of the Board's Report.

ACKNOWLEDGEMENTS

I am grateful to the Board of Directors for their support and guidance. I deeply appreciate the support provided by the holding company, our customers and our business associates. The dedication and commitment of our employees and officers at all levels continues to be the major strength of our company. We shall make continuous efforts to build on these strengths to face future challenges and sustain the momentum for profitable growth.

Best Wishes,

Sincerely,

-sd-
(M.V. Gowtama)
Chairman

Place : Bengaluru
Date : 10th August 2020

BOARDS' REPORT'

To the Members,

I have great pleasure in presenting to you, on behalf of the Board of Directors, the **30th Annual Report** highlighting the Company's performance in various metrics through the period along with the Audited Accounts for the year ended 31st March 2020 together with the reports of the Statutory Auditors and the Comptroller and Auditor General of India thereon.

1 Financial Highlights

The company has achieved turnover (Gross) of ₹ 3721 lakhs and has made a Profit for the year of ₹ 301 Lakhs and Total Comprehensive Income of ₹ 37 Lakhs during the year.

The summary of the company's financial results is given below: -

₹ in Lakhs

Particulars	2019-2020	2018-2019
Total Income	5690	12042
Profit Before Depreciation, Finance Costs and Tax	2606	4376
Finance Costs	264	409
Depreciation	2127	2101
Profit Before Tax	215	1866
Provision for Taxation	(86)	448
Profit for the year	301	1418
Total Comprehensive Income	37	1327

2 Dividend

The Directors have recommended a dividend of 30% of PAT for the year 2019-20 which amounts to ₹ 0.91 Cr.

3 Order Book Position

The order status of the company as on 01.04.2020 was ₹ 4.45 Crores as compared to ₹ 3.74 Crores as on 01.04.2019. During the year the company has received orders worth ₹ 36.80 Cr.

4 Future Outlook

The XR-5 project is in the final stages of implementation.

BELOP has initiated action to diversify into related areas and also new areas to improve business opportunities and to have variety of products in its portfolio.

5 Finance

During the financial year 2019-20, your company has met its fund requirements towards incremental working capital and additional investments on upgradation of infrastructure and capital equipments mainly from internal resources. Borrowing has been minimised through close monitoring of cash flows and efficient cash management. BEL has also committed to fund the XR-5 project cost by way of infusion of equity and by way of loan.

6 Credit Rating

During the year 2019-20, ICRA has assigned the following ratings to the company for the year 2019-20

- (i) Long-term rating of [ICRA]AA+(pronounced ICRA double A+) to ₹ 4000 lakhs fund based bank limits.
- (ii) Short-term rating of [ICRA]A1+ (pronounced ICRA A one plus) to ₹ 600 lakhs non-fund based bank limits.

The long term rating of [ICRA]AA+ is with a stable outlook. These ratings indicate the high credit quality in the long- and short-term. Both the ratings are valid till 29th December 2020. These ratings will help the company in obtaining the better terms for the various working capital facilities being availed from the Consortium Banks.

7 Research & Development (R&D)

The Company's D&E Department, along with relevant experienced Executives from manufacturing Departments, are driving and executing the developments towards products, process and upgradation of manufacturing and Test Equipment.

During the year, the R&D team has carried out the following activities in specific areas as outlined below:-

- ❖ Establishing Bulk Manufacture of Autogated Power Supply Unit with alternate design to overcome obsolescence of an electronic component in the existing design.
- ❖ Design of Image Intensifier System (Ultra Violet Sensitive). The system has strategic, and commercial applications.
- ❖ Design of Dewar Assembly for Cooled Thermal Imager applications.
- ❖ On account of the above R&D efforts, the company has progressed in identification of additional products and improving market potential of the existing products of the Company. The Company is also in the process of upgrading the existing Products, to provide better product quality and increased productivity in the manufacture and supply.

The company is also taking efforts to develop new products by using its competencies and skill.

8 MoU with Government

BELOP has been signing a Memorandum of Understanding(MoU) with it's holding company Bharat Electronics Limited (BEL) and the performance parameters and targets for each year are finalised with the approval of the Department of Public Enterprises (DPE). The Directors are pleased to inform you that for the year (2018-19) the company's performance has been rated as '**Very Good**'. As per DPE directives, the MoU rating for the year 2019-20 would be finalised by the holding company in the third quarter of the year.

9 Human Resources

Your company employed 134 persons as on 31 March 2020 and there was no change as compared to the previous year. Of these employees, 36 were executives and 5 were women employees. No employee was inducted during the year. One employee left and one employee died during the year.

10 Industrial Relations

The pay revision for non-executives is due with effect from 1st April 2017. The negotiations based on the government guidelines in respect of pay revision of non-executives in CPSE's is underway between the Pay Revision Negotiation Committee and the Workers Union.

Industrial relations during the year were cordial.

11 Environment Management

BELOP maintains clean surroundings and green environment at it's premises. The company also undertakes, measures for stringent pollution control, waste water treatment, zero effluent discharge, energy conservation, water conservation, systematic management and disposal of hazardous and other forms of waste.

The Sustainability Report at **Annexure 4** to the Board's Report contains further details on Environment Management.

12 Safety

The company has a structured organisation for safety of it's personnel, plant and machinery. The Safety Committee reviews safety requirements and safety performance on a regular basis.

During the year the following activities have been carried out:-

- ❖ Safety Audit as per IS: 14489-1998.
- ❖ Purchase & installation of Fire Extinguishers, Smoke Detectors, Manual Call Points & Fire Alarm Hooters in Unit – II Building to ensure Fire Safety.
- ❖ Installation of Earthing Pits to ensure Electrical Safety. Qty – 04 Nos.
- ❖ HPT & Refilling of Fire Extinguishers as per IS 2190:2010 , Qty – 39 Nos to ensure Fire Safety.
- ❖ Provision of ESD Flooring of approx. 100 Sq.Mtrs in Production Areas.
- ❖ Periodical checking all the Safety Gadgets, PPEs being issued to the employees,
- ❖ Conduct of health check up for the employees.

13 Quality

The company has introduced Integrated Management System, based on QMS ISO 9001 : 2015 and EMS ISO 14001:2015 Standards. The company has got Certified for Integrated Management System, based on QMS ISO 9001:2015 and EMS ISO 14001:2015 Standards from M/s TUV SUD South Asia (P) Ltd, Pune in the month of January 2019.

14 Vigilance

A Vigilance Officer for BELOP has been appointed from the year 2012-13 by Chief Vigilance Officer, BEL. The Vigilance Department examines procurements, contracts and processes on continual basis, conducts regular and surprise inspections and investigates instances of any suspected transactions referred to it. Any employee or third parties can refer any suspected transaction to the notice of Vigilance Officer for investigation.

Performance of the Vigilance Department during the year has been satisfactory. All the executives of the company have filed their Annual Property Returns (APR's) till the date mandated and 40% of the APR's have been scrutinised and found in order. The Details of POs as per vigilance criteria are published in BELOP website since January 2020. 51 Regular checkups and 25 Surprise inspections have been conducted during the year. ISO audit of vigilance was carried by BEL-CO-VIG. The Vigilance Awareness Week 2019 was conducted during the period. There is no case pending under investigation.

15 Integrity Pact

The Central Vigilance Commission has taken an initiative of introduction of the Integrity Pact for large value contracts in all Government Organisations for eradication of corruption in procurement activity. In line with the directives from the Ministry of Defence and the Central Vigilance Commission, during the year 2017-18, BELOP has entered into an Integrity Pact with all the vendors/suppliers/contractors/service providers for all Orders/Contracts of value ₹ 300 lakhs and above. Two orders above ₹ 1 Crore with Integrity pact has been reviewed and reported to CO-VIG.

16 Implementation of RTI Act (RTIA)

The company has designated certain executives as Public Information Officer, Asst. Public Information Officer and Appellate Authority as specified under the Right to Information Act, 2005. During the year 2019-20, the company received one request for information under the RTI Act, 2005 and the requisite information was furnished within the stipulated time.

17 Directorate

Mr. Koshy Alexander and Mr. Mahesh V were appointed as a Director, retiring by rotation at the 29th Annual General Meeting of the company held on 9th September 2019. In accordance with the requirements of the Companies Act, 2013 and Articles of Association of the company, Mrs. Anandi Ramalingam retires by rotation and being eligible offers herself for re-appointment.

18 Board Meetings/ Change in Directors and Key Managerial Personnel

During the year seven Board meetings were held, the details of which form part of the Corporate Governance Report.

The details of changes with regard to the Directorate and Key Managerial Personnel of the company during the financial year are as follows :-

Sr. No.	Name of Director/KMP	Designation	Date of appointment/cessation	Remarks
1	Mr. Mahesh V.	Director	Appointed on 05.07.2019	Appointed initially as Additional Director in accordance to the nomination by BEL. He was reappointed as Director retiring by rotation at the 29 th AGM on 09.09.2019 .

19 Directors' responsibility statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year ended on that date;
- c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the directors have prepared the annual accounts on a going concern basis;
- e) that proper internal financial controls were in place and such financial controls were adequate and were operating effectively;
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

20 Significant and material orders

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

21 Events Subsequent to the Date of Financial Statements:

Material changes and commitments affecting the financial position of the company which have occurred between 31st March, 2020 and date of signing this report is NIL.

22 Statutory Auditors

The Comptroller and Auditor General of India has appointed M/s Natu & Pathak, Chartered Accountants, Pune as the statutory auditors for the year 2019-20 pursuant to the provisions of Section 139(5) of the Companies Act, 2013. The internal audit of the company for the year 2019-20 was conducted by the internal audit team of BEL.

23 Auditors' Report

The Auditors' Report on the Annual accounts for the year 2019-20 and the "Non Review Certificate" of the Comptroller & Auditor General of India for the year 2019-20 under Section 143(6)(b) of the Companies Act, 2013 are appended to this report.

24 Secretarial Auditors

Pursuant to Section 204 of the Companies Act, 2013 and the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. Abhijit Dakhawe, practising Company Secretary as the Secretarial Auditor for the year 2019-20. The Secretarial Audit Report submitted by Mr. Abhijit Dakhawe is enclosed at **Annexure 7**.

BELOP would also be initiating steps to ensure compliance with DPE guidelines on Corporate Governance.

25 Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies(Cost Records and Audit) Rules, 2014 (as amended), the cost audit records maintained by the Company in respect of its manufacturing activities are required to be audited by the Cost Auditor. The Board on the recommendation of the Audit Committee, has appointed M/s Joshi Apte & Associates, Cost Accountants as Cost Auditor as per Section 148 of the Companies Act, 2013, read with applicable rules made thereunder for conducting the audit of Cost Accounting Records of the Company for the Financial Year 2019-20. Their remuneration is subject to approval by the shareholders

26 Composition of the Audit Committee

The composition of the Audit Committee is as follows :

- | | | |
|----|---------------------------------------|----------|
| 1) | Mr. Koshy Alexander | Chairman |
| 2) | Mrs. Anandi Ramalingam | Member |
| 3) | Mr. R. N. Bagdalkar (upto 31.05.2019) | Member |
| 4) | Mr. Mahesh V(w.e.f. 05.07.2019) | Member |

27 Related Party Transactions

There were no materially significant related party transactions with the company's promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the company. Transactions with related parties that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. All related party transactions are placed before the Audit Committee as also the Board for approval, if required. Members may refer to the notes to the accounts for details of related party transactions.

28 Loans/Guarantees/Investments

The particulars of loans, guarantees and investments under Section 186 of the Companies Act, 2013 are 'NIL'.

29 Extract of Annual Return

In accordance with Section 134(3)(a) of the Companies Act, 2013 an extract of the Annual Return in Form MGT 9 is annexed herewith as **Annexure 5**.

30 Remuneration Policy

The Board has on the recommendation of the Nomination & Remuneration Committee framed a Draft Policy relating to the remuneration for the directors, key managerial personnel and other employees. The details are set out in the Corporate Governance Report at **Annexure 2**.

31 Internal Financial Controls

The company has in place adequate internal financial controls with reference to financial statements. A detailed note on internal financial controls is provided in the Management Discussion and Analysis Report.

32 Reporting of Frauds by Auditors:

During the year under review, no frauds were reported by the Auditors of the Company.

33 Compliance with applicable secretarial standards:

During the year under review, the Company has complied with applicable Secretarial Standards.

34 Management Discussion and Analysis Report

The Management Discussion and Analysis Report as per the Government(DPE) Guidelines on Corporate Governance for Central Public Sector Enterprises(CPSEs), is attached to this Report at **Annexure 1**.

35 Corporate Governance Report

A report on Corporate Governance as per the DPE guidelines for Central Public Enterprises is attached to this Report at **Annexure 2**.

36 Risk Management

The measures taken for managing risks is set out in the Corporate Governance Report.

37 Corporate Social Responsibility

As per the provisions of Section 135 of the Companies Act, 2013 and The Companies(Corporate Social Responsibility) Rules,2014 it is recommended that the company should undertake CSR activities and spend at least two percent of the average net profits of the three preceding financial years on CSR activities.

Pursuant to Rule 8 of The Companies(Corporate Social Responsibility) Rules, 2014 a report on CSR activities for the financial year 2018-19 is annexed herewith as **Annexure 3**.

38 Sustainability Report

As required under the Guidelines on "Sustainable Development" issued by the Department of Public Enterprises, Govt. of India a separate chapter on the company's efforts on "Sustainable Development" is annexed to this Report at **Annexure 4**.

39 Particulars of Employees

During the financial year there were no employees in the company who were employed throughout the financial year and in receipt of the remuneration, in aggregate more than ₹ 60 lakhs per annum or who were employed for part of the financial year and in receipt of the remuneration, in aggregate more than ₹ 5 lakhs per month.

40 Disclosure under Sexual harrasment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The company is an equal opportunity employer and consciously strives to build a work culture that promotes dignity of all employees. The company has constituted an internal complaints committee to redress complaints relating to sexual harassment. No complaint on sexual harassment has been received during the year. During the year the company has Provided In-house Training Program on "Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal)".

41 Other Disclosures

Information required to be disclosed in accordance with Section 134(3)(m) of the Companies Act, 2013 read with Companies(Accounts) Rules,2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is given at **Annexure 6**.

42 Acknowledgement

Your Directors place on record their appreciation for the valuable support received from all the Customers particularly the Defence Services and the para military forces and also the Ministry of Defence, Department of Defence Production and look forward to their continued support and co-operation in future. Your Directors also appreciate the co-operation extended by M/s Photonis for implementation of ToT at BELOP and look forward to a continued fruitful association in future. Your Directors express their sincere thanks to the Comptroller and Auditor General of India, Chairman, Members and Employees of the Audit Board, Statutory Auditors, Cost Auditors, Company's Bankers and Vendors. Your Directors appreciate the sincere efforts put in by all the employees at all levels which enabled your company to achieve the good performance during the year. Your Directors express their appreciation and gratitude for the support received from the holding Company, M/s Bharat Electronics Limited and look forward to it's continued support and participation in sustaining the growth of the company in the coming years.

For and on behalf of the Board

Place :- Bengaluru

Date :- 23rd July 2020

**-sd-
M.V. GOWTAMA
Chairman**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**A) Industry Structure and Developments, Strengths, Weaknesses, Opportunities and Threats and Major Initiatives undertaken and planned to ensure sustained performance and growth****a) General outlook of economy, industry in which the Company operates, market conditions and how these impact the Company, measures taken / action plan to protect the interest of the Company;**

The Indian Economy is estimated to become fifth largest in the world as per World Economic Outlook (WEO) of October 2019. The Union Budget 2019-20, had articulated about India becoming 5 trillion USD economy by 2024-25. Given the challenges in Global Economies like trade tensions between the world's largest economies, protectionism etc., the Global output growth is estimated to be slower. As per Second Advance Estimates released by Central Statistics Office (CSO) in February 2020, the Indian economy growth is estimated to be 5% in 2019-20, compared to 6.1% in 2018-19. However, there is growth in macroeconomic stability of India for the last five years, but the challenge faced by the financial sectors in India has put an undue pressure on the Indian economy.

The Balance of Payment has improved due to higher capital flows by way of FDI and Foreign Portfolio Investment (FPI) to the country leading to increase in foreign exchange reserves (USD 302 billion in end March 2019 to USD 461.2 billion as on 10 January 2020). The Current Account Deficit (CAD) has been narrowing leading to reduction in external indebtedness and independent domestic Policy.

The unprecedented and unforeseen crisis due to the virulent novel Corona Virus (Covid-19) has shaken the entire human kind across the world. However, due to Covid-19, the real impact on the Indian economy is to be seen in the near future as the situation is evolving.

The pandemic Covid-19 which started in China has affected the whole world and the economies are reeling under the lockdown of various Industries across sectors including Defence.

b) SWOT Analysis**❖ Strengths:**

- Availability of State of the Art Technology, Infrastructure and trained Manpower to manufacture high performance I.I Tubes indigenously
- Over two decades of experience resulting in excellent domain knowledge and core competencies in the area of Image Intensifier Tubes
- Established Vendor base for supply of Raw Materials and Components for sustained manufacture of I.I. Tubes.
- Strong D&E and Project Team for continual upgradation of Processes, Manufacturing and Test Infrastructure to provide better Product to the Customers.
- Strong customer support due to long term commitment to customers
- Good work ethics
- Quality Management System (QMS) certified to ISO 9001:2015
- Environmental Management System (EMS) certified to EMS ISO 14001:2015

❖ **Weaknesses:**

- Lack of diversified product portfolio, dependence on single product
- Major Raw Materials & Components (RM&Cs) are not available in the Country. Needs increased technical efforts to develop indigenous sources for supply of import substitutes for RM&Cs.

❖ **Opportunities:**

- Growing Defence and Security needs
- Potential Market for High Performance I.I. Tubes for minimum 8-10 Years considering enhanced Defence and internal Security needs of the Country.
- Government's emphasis on Make in India manufacture of defence equipments
- Increased impetus on modernization of central paramilitary forces

❖ **Threats:**

- Increasing competition from Private players
- Low Prices of NVD's quoted by competition using refurbished I.I. Tube or using I.I. Tubes with low image quality on account of image quality requirements not being specified by user department
- Rapid changes in night vision technology
- Policy interventions favouring Private sector

c) [Major initiatives undertaken and planned to ensure sustained performance and growth:](#)a) [Technology updation and R & D](#)

BELOP has commenced supply of XD-4 I.I. Tubes through in-depth manufacturing to its customers from December 2014 onwards. The company is also making efforts for upgradation of its manufacturing & Test Infrastructure through inhouse R & D. In order to meet the requirements of further enhanced performance Tubes by the Indian Army, the Company has entered, into a ToT Agreement with M/s Photonis France SAS, France and their Sister Company, M/s Imaging Sensors International, France for the manufacture XR-5 I.I. Tubes during May 2014. The XR-5 project is nearing completion.

The Company is also making systematic efforts to diversify into associated / new products to increase the Sales / reduce the risk of incurring fixed expenditure during the period of non-receipt / delayed receipt of Customer Orders.

d) [Specific Measures on Risk Management, Cost Reduction and Indigenisation](#)a) [Risk Management](#)

The Company has an established Risk Management Policy, which outlines a framework for risk identification, evaluation, prioritization and treatment of various risks associated with different areas of operation such as technology, product, market, human resources, finance and other operations. The company has put in place a comprehensive 'Risk Management Framework' for the continuous identification, updation, evaluation, prioritization and management of risks. Under this framework, at Apex Level there is Risk Management Committee(RMC) headed by the Chief Executive Officer(BELOP) and members drawn from important functional areas like manufacturing, Marketing, Design and Engineering, Finance and HR.

The Risk Champion (RC) is at the level of Sr. DGM. The RMC reviews the risk management efforts in the company as a whole on a quarterly basis. The RMC submits quarterly report to the management and the Audit Committee. The company reports about the status of RM to the Board annually.

Certain risks which have been identified are being addressed by introducing suitable risk mitigation processes. Similarly, in case of any key managerial decisions the risk factors are highlighted for the decision making authority to take informed decision.

b) Cost Reduction and Indigenisation

The company's Cost Reduction activities focus both on manufacturing and non-manufacturing areas and encompass all facets of business like production, administration, finance, services etc. The company has carried out various activities in manufacturing and sub-contract area which has resulted in increase in the quality and productivity and in consequent cost reduction.

B) Internal Control System and it's adequacy

The company has an adequate system of Internal Control commensurate with it's size and nature of it's operations. These have been designed to provide measures with a view to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statues, safeguarding assets from unauthorised use or losses, executing transactions with proper authorisation and ensuring compliance of company's policies and procedures issued from time to time.

The internal audit of the company for the year 2019-20 was conducted by the internal audit team of BEL.

Your company has an Audit Committee which reviews the Internal Control Systems and the significant audit observations submitted by the internal audit. The Audit Committee meets the company's Statutory Auditors to ascertain, inter alia, their views on the financial statements, including the financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal control systems followed by the company. The adequacy of the Internal Control procedures is reviewed and reported by the Statutory Auditors in their Audit Report. BELOP being a Government Company is subject to audit by the Comptroller and Auditor General of India.

C) Financial/Operational Performance

1. Strategy & Objectives

The main objectives of the financing strategy of the company are as follows:-

- (i) To make available funds by effective cash flow management with a view to have least borrowing and consequently least interest cost;
- (ii) To maintain the highest credit rating in the short term to be able to raise funds at most economical rates as and when required;
- (iii) To effectively execute tax planning thereby improving the post tax yield;
- (iv) To meet the expectations of the various stakeholders;
- (v) To maintain highest standards of financial reporting by following the mandatory accounting standards

Each of the objectives listed continue to be accorded the highest priority by BELOP. During the financial year, the company made efforts to fund the working capital needs and the funding for capital expenditure from the internal resources to the maximum extent and minimising the borrowing for working capital from banks. During the year the company has also partially repaid the working capital loan obtained from the holding company.

2. Performance Highlights

Particulars	2019-20	2018-19
Gross Sales	3721	10325
Total Expenditure Before Financing Costs	5211	9767
Profit Before Financing Costs and Tax	479	2275
Operating Margin(PBIT/Gross Sales) Ratio%	12.87	22.03
Profit After Tax	301	1327
No.of Days Inventory/Value of Production(DPE Method)	311	111
No. of Days Trade Receivables/Turnover	7	29
Current Ratio	1.35	1.14
Debt Equity Ratio	0.42	6.10

3. Analysis of Financial performance of 2019-20

- Turnover(Net) decrease 63.96% from ₹ 10325 Lakhs in 2018-19 to ₹ 3721 Lakhs in 2019-20.
- Value of Production has decreased by ₹ 4774 Lakhs from ₹ 9728 Lakhs in 2018-19 to ₹ 4954 Lakhs in 2019-20.
- PAT has decreased by 78.77% from ₹ 1418 Lakhs in 2018-19 to ₹ 301 Lakhs in 2019-20.
- PAT to Turnover(net) Ratio in 2019-20 is 8.09%.
- Turnover(Net) per Employee has decreased by 62.66% from ₹ 75 Lakhs in 2018-19 to ₹ 28 Lakhs in 2019-20.
- Earnings per share is ₹ 3.99.
- Net worth has grown by 11.00% from ₹ 21196 Lakhs in 2018-19 to ₹ 23528 Lakhs in 2019-20.

D) Development in Human Resources

The company has provided training on technical and quality related topics of total 255 mandays amounting to an average of 1.88 mandays per employee.

CORPORATE GOVERNANCE REPORT**Philosophy and Code of Governance**

BELOP's philosophy of Corporate Governance is based on the principles of honesty, integrity, accountability, adequate disclosures, legal compliances, transparency in decision-making and avoiding conflicts of interest. BELOP believes in customer satisfaction, financial prudence and commitment to values. Our corporate structure, business and disclosure practices have been aligned to our Corporate Governance philosophy.

Board of Directors**Composition**

Pursuant to the Companies Act, 2013, BELOP being a wholly owned subsidiary of Bharat Electronics Limited is a 'Government Company'.

At present, the Board of Directors comprises of four Directors including the Chairman. The Chairman of the BEL Board is the Chairman of the Board and BELOP. All the four Directors are nominated by BEL (as per the Articles of Association) of BELOP.

The composition of the Board of Directors is given below :-

a) Shri. M.V. Gowtama, Chairman	CMD, BEL & Chairman, BELOP
b) Mrs. Anandi Ramalingam	Director (Mktg.), BEL & Director, BELOP
c) Mr. Koshy Alexander	Director (Fin.), BEL & Director, BELOP
d) Mr. R.N. Bagdalkar (upto 31.05.2019)	Director (HR), BEL & Director, BELOP
e) Mr. Mahesh V (w.e.f. 05.07.2019)	Director (R & D), BEL & Director, BELOP

Meetings and Attendance

During the financial year ended 31.03.2020, seven Board Meetings were held and the maximum interval between any two meetings was 93 days. The Board Meetings were held on 21.05.2019, 26.07.2019, 21.08.2019, 09.09.2019, 25.10.2019, 27.01.2020 and 20.03.2020. Details of attendance of the Directors at the Board Meetings, Annual General Meeting and the number of other Directorships/Committee memberships held by them during 2019-20 etc. are given below:-

Sr. No.	Directors	Meetings held during respective tenure of Director	No. of Board Meetings attended	Attendance at the last AGM held on 9th September 2019	No. of other directorships held	* Number of Committee membership across all companies	
						As Chairman	As Member
1	Mr. M.V. Gowtama	7	7	Yes	1	Nil	Nil
2	Mrs. Anandi Ramalingam	7	7	Yes	2	0	2
3	Mr. Koshy Alexander	7	7	Yes	3	2	1
4	Mr. R.N. Bagdalkar	1	1	No	1	0	1
5	Mr. Mahesh V	6	5	Yes	1	0	2

* Membership of Audit Committee and Stakeholders' Relationship Committee alone are considered.

Code of Conduct

Board of Directors of your company has laid down a Code of Conduct for all Board members and senior management personnel of the company as per the Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises (DPE Guidelines). All Board members and senior management personnel have affirmed compliance with the Code of Conduct during the year 2019-20. A declaration to this effect signed by the Chairman is attached to this Report.

Audit Committee

The composition of the Company's Audit Committee is three Directors as specified in Section 177 of the Companies Act, 2013. In addition, the Statutory Auditor of the Company and the Internal Auditor attend the meetings of the Audit Committee. The Company Secretary is the Secretary to the Audit Committee. The Chairman of the Audit Committee attended the Annual General Meeting of the Company held on 9th September 2019. The terms of reference of the Audit Committee are as specified in Section 177 of the Companies Act, 2013 and as per the DPE guidelines.

Some of the important functions performed by the Audit Committee are as follows:

- Oversight of the Company's financial reporting process and the disclosure of financial information to ensure that the financial statement is correct, sufficient and credible
- Reviewing the quarterly unaudited financial statements
- Approval of remuneration to statutory auditors
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company
- Reviewing the Management Discussion & Analysis Report on financial and operational performance
- Reviewing the adequacy and effectiveness of the Company's system and internal controls and Governance and audit Processes and risk management systems-
- Reviewing and discussing with the Management the company's major financial risk exposures and steps taken by the Management to monitor and control such exposure
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- To grant approval for transactions with related parties including any subsequent modifications thereto
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the company, wherever it is necessary.

During the year ended 31.03.2020, the Audit Committee met six times on 21.05.2019, 26.07.2019, 09.09.2019, 25.10.2019, 27.01.2020 and 20.03.2020.

The composition of the Audit Committee is as outlined below:-

1) Mr. Koshy Alexander	Chairman
2) Mrs. Anandi Ramalingam	Member
3) Mr. R.N. Bagdalkar (upto 31.05.2019)	Member
4) Mr. Mahesh V (w.e.f. 05.07.2019)	Member

The attendance of the Chairman and members of the Audit Committee in the above meetings was as follows:-

Name	Meetings held during respective tenure of Director	No. of meetings attended
Mrs. Anandi Ramalingam	6	6
Mr. Koshy Alexander	6	6
Mr. R.N. Bagdalkar	1	1
Mr. Mahesh V	5	4

Risk Management

The company has put in place a comprehensive 'Risk Management Framework' for the continuous identification, updation, evaluation, prioritization and management of risks. Under this framework, at Apex Level there is Risk Management Committee(RMC) headed by the Chief Executive Officer(BELOP) and members drawn from important functional areas like manufacturing, Marketing, Design and Engineering, Finance and HR. The Risk Champion (RC) is at the level of Sr.DGM. The RMC reviews the risk management efforts in the company as a whole in a quarterly basis. The RMC submits quarterly report to the management and the Audit Committee. The company reports about the status of RM to the Board annually.

Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee is as outlined below:-

- | | |
|---|-------------|
| 1) Mr. R.N. Bagdalkar (upto 31.05.2019) | Chairman** |
| 2) Mr. Mahesh V (w.e.f. 05.07.2019) | Chairman*** |
| 3) Mrs. Anandi Ramalingam | Member |
| 4) Mr. Koshy Alexander | Member |

Chairman upto 31.05.2019 *Chairman w.e.f. 05.07.2019

During the year ended 31.03.2020 the NRC Committee met four times on 21.05.2019, 26.07.2019, 25.10.2019 and 27.01.2020.

The attendance of the Chairman and members of the Nomination and Remuneration Committee in the above meetings was as follows:-

Name	Meetings held during respective tenure of Director	No. of meetings attended
Mr. R. N. Bagdalkar	1	1
Mrs. Anandi Ramalingam	4	4
Mr. Koshy Alexander	4	4
Mr. Mahesh V	3	2

Some of the functions of the Nomination and Remuneration Committee is as follows:-

- Recommending policy to the Board in line with the provisions of the Companies Act, 2013, DPE guidelines and Presidential directives/guidelines issued by the Government of India.
- Recommendation to the Board of all pay related matters

Remuneration Policy

a) Remuneration to Directors

BELOP would fix the remuneration of Directors whenever required, in a manner that is compliant with the prescriptions laid down by Government of India communicated from the Ministry of Defence, from time to time.

b) Remuneration to Key Managerial Personnel(KMP) and other Employees

BELOP would ensure the following while fixing the remuneration of the Key Managerial Personnel(KMP) and other Employees

- The company shall abide by any directives issued by the Government of India in this regard
- The level and composition of remuneration fixed would be reasonable and sufficient to attract, retain and motivate the employees required to run the company successfully.

- iii) The level of remuneration would meet the appropriate benchmarks and there would exist a clear relationship between performance and remuneration.
- iv) The remuneration would comprise of a fixed pay and incentive pay in a judicious proportion appropriate to the working of the company and enabling the company to achieve it's short-term and long term performance objectives and goals.

Remuneration to Directors

The Company does not pay any remuneration to its Directors. The Company has not issued any stock options to its Directors.

Corporate Social Responsibility Committee

In pursuant to the provisions of section 135 of the Companies Act, 2013 the Corporate Social Responsibility Committee has been constituted.

The salient terms of reference of the Corporate Social Responsibility Committee (CSR) include

- a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII.
- b) To recommend the amount of expenditure to be incurred on the activities referred to in clause 'a'
- c) To monitor the Corporate Social Responsibility Policy of the company from time to time.

The composition of the Corporate Social Responsibility Committee is as outlined below:-

- | | |
|---|----------|
| 1) Mrs. Anandi Ramalingam | Chairman |
| 2) Mr. Koshy Alexander | Member |
| 3) Mr. R.N. Bagdalkar (upto 31.05.2019) | Member |
| 4) Mr. Mahesh V (w.e.f. 05.07.2019) | Member |

During the year ended 31.03.2020, the CSR Committee met four times 21.05.2019, 26.07.2019, 25.10.2019 and 27.01.2020.

The attendance of the Chairman and members of the Corporate Social Responsibility Committee in the above meetings was as follows:-

Name	Meetings held during respective tenure of Director	No. of meetings attended
Mr. R.N. Bagdalkar	1	1
Mrs. Anandi Ramalingam	4	4
Mr. Koshy Alexander	4	4
Mr. Mahesh V	3	2

The details of the various CSR activities is furnished at **Annexure 3**.

Directors' Shareholding

No Director holds Equity shares in the company as on 31.03.2020.

Other Board Subcommittees

Your Directors have constituted the following Subcommittees of the Board:-

Investment Committee consisting of the Chairman, two Directors, CEO, and Head of Finance to approve investment of short-term surplus funds.

Related Party Transactions

All transactions with related parties were in the ordinary course of business and on an arms length pricing basis.

General Body Meetings

Details of last three Annual General Meetings are as follows:-

Year	Location	Date & Time
2016-17	Registered Office	9 th September 2017 at 12.30 PM
2017-18	Registered Office	20 th September 2018 at 14.30 PM
2018-19	Registered Office	9 th September 2019 at 13.00 PM

All the resolutions, including special resolutions, set out in the respective notices of last three Annual General Meetings were passed by the shareholders. No resolutions were put through postal ballot last year.

Disclosures

- The Company has not entered into any materially significant related party transactions that may have potential conflict with the interests of the Company at large. Nonetheless, transactions with related parties have been disclosed in point No. 6 of Note 40 of Notes to Accounts in the Annual Report.
- No other expenses, which are personal in nature, were incurred for the Board of Directors and Top Management.
- No items of expenditure, other than those directly related to its business or incidental thereto, and those spent towards the welfare of its employees/ex employees, were debited in books of accounts.
- Administrative and office expenses as a percentage of total expenses and reasons for increase, if any:

Administrative and office expenses were 2.46 % of the total expenses for the year 2019-20 as against 1.24 % in the previous year.

MCA-21 Compliance

The e-governance initiative of the Ministry of Corporate Affairs in the administration of the Companies Act, 1956 (MCA-21) provides the public, corporate entities and others an easy and secure online access to the corporate information including the filing of documents and public access to the information required to be in public domain under the statute, at any time and from anywhere. The Company has complied with all mandatory e-filing requirements under MCA-21, during 2019-20.

Presidential Directives and Guidelines

The company is required to follow the Presidential Directives and guidelines issued by the Government of India from time to time regarding reservation for SC's, ST's and OBC's in letter and spirit. The company has implemented the above presidential directives and guidelines including appointment of Liaison Officer for SC/ST & OBC.

Shareholding Pattern as on 31st March 2020

Sr.No.	Category	No. of Share holders	No. of Shares	% Holding
1	Promoter – M/s Bharat Electronics Limited	1	83,86,259	100.00

Top 10 Shareholders as on 31st March 2020

Sr.No.	Name	No. of Shares	% Holding
1	Promoter –M/s Bharat Electronics Limited	83,86,259	100.00

Credit Rating

ICRA has assigned the following credit ratings of the Company for 2019-20:

- (i) Long-term rating of [ICRA]AA+ (pronounced ICRA double A plus) to ₹ 4000 lakhs fund based bank limits.
- (ii) Short-term rating of [ICRA]A1+ (pronounced ICRA A one plus) to ₹ 600 lakhs non-fund based bank limits.

The outlook on the long-term rating is 'stable'. These ratings are valid till 29th December 2020.

CEO/CFO Certification

In terms of the requirements of DPE Guidelines, the CEO/CFO certificate has been obtained and placed before the Audit Committee and the Board.

Compliance

The company has been submitting quarterly compliance report on Corporate Governance to the DPE.

The DPE guidelines on Corporate Governance for CPSEs provide that the CPSEs would be graded on the basis of their compliance with the guidelines.

Registered Office/Address for Correspondence

BEL Optronics Devices Ltd.

Registered Office : EL-30,'J', Block, MIDC, Bhosari Industrial Area, Pune- 411026

Phone: (020) 27130981/2/3/4; Fax: (020) 27130589; e-mail: info@belop.co.in

Declaration

Pursuant to the Department of Public Enterprises(DPE) Guidelines on Corporate Governance for Central Public Sector Enterprises as contained in the DPE OM No. 18(8)/2005-GM dt. 14th May 2010, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Business Conduct & Ethics for Board Members, KMP's & Senior Management of BEL Optronics Devices Limited for the year ended 31st March 2020.

For BEL OPTRONIC DEVICES LIMITED

-sd-

**M.V. Gowtama
Chairman**

Place:- Bengaluru

Date :- 23rd July 2020

REPORT ON CSR ACTIVITIES**1. A brief outline of the company's CSR policy:-**

- a) BELOP recognises and accepts the Corporate Social Responsibility it shoulders whereby it resolves to serve the environment that has sustained the activities and endeavours of BELOP over the years.
- b) BELOP is committed to its stakeholders to conduct CSR activities in an economically, socially and environmentally sustainable manner that is transparent and ethical.

2. The Composition of the CSR Committee :-

- | | | |
|----|--------------------------------------|----------|
| 1) | Mrs. Anandi Ramalingam | Chairman |
| 2) | Mr. Koshy Alexander | Member |
| 3) | Mr. R.N. Bagdalkar (upto 31.05.2019) | Member |
| 4) | Mr. Mahesh V (w.e.f. 05.07.2019) | Member |

3. Average net profit of the company for last three financial years:-

Average net profit is ₹ 1371.81 lakhs

4. Prescribed CSR Expenditure (two percent of the average net profit of the last three financial years) :-

The company during the financial year 2019-20 is required to spend ₹ 27.44 lakhs.

5. Details of CSR spent during the financial year:-:-

The total amount provided in the books of accounts towards CSR activities for the years 2017-18, 2018-19 and 2019-20 is ₹ 58.08 lakhs.

The actual expenditure incurred during the financial year 2019-20 is ₹ 12.43 lakhs.

The following projects have been undertaken and planned with utilisation of CSR funds from 2017-18 to 2018-19 as outlined below:-

i) Skill Development Activities**a) Development of Smart Classroom at ITI, Khed, Pune - Total Cost - ₹ 11.50 lakhs.**

BELOP has completed the project of building Smart Classroom at ITI, Khed, Pune during July 2019 at a total cost of ₹ 8.19 lakhs. The actual expenditure incurred during the financial year 2019-20 is ₹ 8.19 lakhs (2017-18 budget ₹ 6.07 lakhs and 2018-19 budget ₹ 2.12 lakhs). The balance amount of ₹ 3.31 lakhs out of 2018-19 CSR Budget allocated for construction of Smart Classroom has been re-allocated for construction of School at Khed.

b) Building of school - Total Cost - ₹ 43.14 lakhs.

BELOP has identified a school under the control of Zilla Parishad in Khed Taluka in Pune district. The present classrooms are in run down condition and it is proposed to build new classrooms as part of the CSR activity by utilising the available funds of CSR Budget 2018-19 (balance ₹ 15.70 lakhs) and CSR Budget 2019-20 (₹ 27.44 lakhs).

BELOP is in the process of finalising and taking necessary approvals. The proposed school is expected to be completed during 2020-21.

ii) [Swachh Bharat Activities](#)a) [Development of Two Compost Pits alongwith supply of Shredding Machine to two Municipal Gardens in Pimpri Chinchwad Municipal Corporation \(PCMC\) Total Cost ₹ 4.24 lakhs](#)

BELOP has taken up a project for development of Two Compost Pits alongwith supply of Shredding Machine to two Municipal Gardens in Pimpri Chinchwad Municipal Corporation (PCMC) by utilising the balance funds from the CSR Budget for the year 2017-18. Both the projects have been completed during 2019-20 and the same would be handed over to PCMC in 2020-21.

The balance amount of ₹ 0.62 lakhs under the above project was transferred to Swachh Bharat Kosh during 2019-20.

₹ in Lakhs

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State in which projects or programs was undertaken	Amount outlay (budget) Project or programs wise	Amount Spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1.	Construction of Compost Pit in Municipal Garden. Status: Completed	Swachh Bharat	Local : Nehrunagar, Pimpri, Dist : Pune, Maharashtra	4.24	4.24	4.24	Direct
2.	Development of Smart Classroom at ITI, Khed. Status: Completed	Skill Development	Local : Pune, Maharashtra	11.50	8.19	8.19	Direct
3.	Construction of Primary School at Khed out of available funds. Status: Proposed	Education	Local : Khed, Dist : Pune, Maharashtra	43.14	0.00	0.00	Direct

6. [Reasons for not spending the two percent of the average net profit of the last three financial years or any part thereof on CSR activities during the year:-](#)

The total amount provided in the books of accounts towards CSR activities for the years 2017-18, 2018-19 is ₹ 58.08 lakhs. BELOP has completely utilised the CSR funds for the year 2017-18 and partially utilised ₹ 2.12 lakhs from the CSR Budget of 2018-19. The balance CSR funds ₹ 15.70 lakhs of 2018-19 and ₹ 27.44 lakhs of 2019-20 is earmarked towards construction of primary school at Khed. BELOP has been unable to spend the entire amount during 2019-20 due to procedural delays, however it is expected that it would complete the construction of the school by 2020-21.

7. **Responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company is furnished below:-**

[Responsibility Statement](#)

The CSR Committee of BELOP hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

-sd-
(DCN Srinivasa Rao)
Chief Executive Officer, BELOP

-sd-
(Anandi Ramalingam)
Chairman, CSR –Committee, BELOP

Place :- Bengaluru

Date :- 23rd July 2020

SUSTAINABILITY REPORT

Government of India, Department of Public Enterprises (DPE) vide Office Memorandum No. 3(9)-2010-DPE (MoU) dated 23 September 2011 issued guidelines on Sustainable Development for Central Public Enterprises.

Above DPE guidelines define "Sustainable Development" as "Development that meets the needs of the present without compromising the ability of future generations to meet their own needs. Sustainable Development involves an enduring and balanced approach to economic activity, social progress and environmental responsibility.

BELOP which, is certified for ISO 14001:2004, is committed to sustain the environment with growth. It maintains a green environment in its premises and has implemented various environmental management practices.

Sustainable Development Activities

Emissions to Air

Air emissions from process are controlled through appropriate air pollution control Equipment. Air emission stacks are monitored as per Air (Prevention & Control of Pollution) Act, 1981 on quarterly basis.

Water Management

As per MPCB Consent, Company has installed water meters at appropriate locations and is monitoring consumption of water on daily basis.

Noise Pollution

The noise levels in the factory premises are measured periodically, as per MPCB Consent & Act on quarterly basis.

Water Pollution

The industrial effluents are treated in ETP Plant & disposed off as per MPCB norms. The company has also installed Sewage Treatment Plant (STP) for treatment of effluents & recycled water is used for garden purpose.

Further in continuation to our commitment towards efficient use of water, we have planned to implement a treated effluent purification system which will enable us to utilise the same treated effluent for the Cooling towers. The Design is in the final stages of Approval.

Hazardous Waste Management System

The company is disposing its Hazardous Waste as per Hazardous Waste Rules 2008, to MPCB authorised recycler. Regular returns of the same are being submitted in Form IV every year. During the year the company has made efforts to re-use certain hazardous items used in manufacturing processes in order to reduce their consumption and potential impact on the environment. BELOP has signed Selling agency Agreement with MSTC for disposal of Selling of Scrap Materials.

On Site Emergency Plan and Systems

Local & Company wide Mock Drill are conducted periodically & On Site Emergency Plan has been displayed in factory premises at prominent locations

To meet the emerging needs of production and reduce our reliance on the Local State Power Supply, an Additional Diesel generator set (D.G) of 750KVA capacity has been successfully installed and is under operations. This D.G is compliant to all MPCB Norms and meets or exceeds all the statutory requirements set by both the State and Central Government

Ecological Sustainability

The company focuses on planting trees and maintaining a green and clean environment.

Clean Energy

BELOP uses Solar Water heating system for process water requirements and solar power pump for garden irrigation purpose.

Annexure No.5 to the Board's Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i)	CIN :	U32100PN1990GOI058096
ii)	Registration Date:	10 th September 1990
iii)	Name of the Company	BEL Optronics Devices Limited
iv)	Category/Sub-Category of the Company	Company having Share Capital
v)	Address of the Registered office and Contact details	EL 30, J Block, Bhosari Industrial Area, Pune 411026 Tel No.020-27130981/2/3
vi)	Whether Listed Company	No
vii)	Name, Address and contact details of Registrar and Share Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Image Intensifier Tube	3320	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Bharat Electronics Limited	L32309KA1954GOI000787	Holding	100%	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	5,89,176	66,31,367	72,20,543	100.00	17,54,892	66,31,397	83,86,259	100.00	16.14
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total(A) (1)	5,89,176	66,31,367	72,20,543	100.00	17,54,892	66,31,397	83,86,259	100.00	16.14
(2) Foreign									
a) NRI-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total(A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter	5,89,176	66,31,367	72,20,543	100.00	17,54,892	66,31,397	83,86,259	100.00	16.14
(A) = [(A)(1)+(A)(2)]									
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s).	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B) = [(B)(1)+ (B)(2)]	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5,89,176	66,31,367	72,20,543	100.00	17,54,892	66,31,397	83,86,259	100.00	16.14

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Bharat Electronics Ltd	72,20,543	100.00	-	83,86,259	100.00	-	-
	Total	72,20,543	100.00	-	83,86,259	100.00	-	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		-----No Change-----			

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2019)		Shareholding during the year (31.03.2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		-----NIL-----			

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	None of the Directors and KMP Holds Shares in the Company			
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	None of the Directors and KMP Holds Shares in the Company			
3	At the End of the year	None of the Directors and KMP Holds Shares in the Company			

v. Indebtedness of the Company including interest outstanding/accrued but not due for payment

₹ in Lakhs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	2,937.00	-	2,937.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	16.00	-	16.00
Total (i+ii+iii)	-	2,953.00	-	2,953.00
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	(1,313.00)	-	(1,313.00)
Net Change	-	(1,313.00)	-	(1,313.00)
Indebtedness at the end of the financial year				
i) Principal Amount	-	1,633.00	-	1,633.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	7.00	-	7.00
Total (i+ii+iii)	-	1,640.00	-	1,640.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission			
	-as % of profit	Nil	Nil	Nil
	-others, specify	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total (A)	Nil	Nil	Nil

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
1	Independent Directors			
	Fee for attending Board/ committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (B) (1)	Nil	Nil	Nil
2	Other Non-Executive Directors			
	Fee for attending board / committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (B) (2)	Nil	Nil	Nil
	Total (B)= (B)(1)+(B)(2)		Nil	

(C) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

₹ in Lakhs

Sl. No.	Particulars of Remuneration	CEO	Company Secretary & CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	23	16	39
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	13	4	17
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	-as % of profit	-	-	-
	-others, specify	-	-	-
5	Others, please specify	-	-	-
6	Retirement Benefit	7	2	9
7	Total	43	22	65

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made,if any (give Details)	Appeal made,if any (give Details)
A. COMPANY						
Penalty			None			
Punishment						
Compounding						
B. DIRECTORS						
Penalty			None			
Punishment						
Compounding						
C. OTHER OFFICER IN DEFAULT						
Penalty			None			
Punishment						
Compounding						

Annexure No. 6 to the Board's Report

Information required to be disclosed in accordance with Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo.

A CONSERVATION OF ENERGY**i) Energy conservation measures taken during the year 2019-20.**

During the year the company has not taken any energy conservation measures..

ii) The steps taken by the company for utilising alternate sources of energy

During the year the company has not taken any steps for utilising alternate sources of energy.

iii) The capital investment on energy conservation equipments.

During the year there has been no capital investment on energy conservation equipments.

B TECHNOLOGY ABSORPTION**i) Efforts, in brief, made towards Technology absorption, adaptation and innovation**

- ❖ The ToT Project on manufacture of XR-5 Tubes is nearing completion. The major ToT Milestones have been achieved

ii) Benefits derived as a result of the above efforts

- ❖ Commencement of implementation of indigenous manufacturing technology for delivery of high performance I.I. Tubes, Type XR-5, to the Customers.
- ❖ Upgradation of Infrastructure for better productivity, process consistency, and process data traceability, resulting in overall Customer satisfaction and extending the life of the existing Assets

iii) Information regarding technology imported during the last three years

In order to meet the requirements of further enhanced performance Tubes by the Indian Army, the Company has entered during May 2014, into incremental ToT Agreement with M/s Photonis France SAS, France and their Sister Company, M/s Imaging Sensors International, France for the manufacture XR-5 I.I. Tubes. The XR-5 project is nearing completion.

iv) Expenditure on R&D

The Company has incurred an expenditure of approx. ₹ 42 Lakhs during the year 2019-20.

C FOREIGN EXCHANGE EARNING AND OUTGO

No disclosure of the foreign exchange earning and outgo is furnished on account of the notification received from the Government of India, Ministry of Company Affairs.

Annexure No. 7 to the Board's Report

FORM NO. MR-3
Secretarial Audit Report
For the Financial Year Ended 31st March 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
BEL Optronic Devices Limited,
EL 30, J Block, MIDC Bhosari, Pune 411026

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BEL Optronic Devices Limited (CIN: U32100PN1990GOI058096)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year period ended on **31st March 2020** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder *(during the year under review not applicable to the Company)*;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings *(during the year under review not applicable to the Company as the Company does not have any foreign direct investment, overseas direct investment and external commercial borrowings)*;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 *(during the year under review not applicable to the Company as the Company is an unlisted company)*;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 *(during the year under review not applicable to the Company as the Company is an unlisted company)*;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 *(during the year under review not applicable to the Company as the Company is an unlisted company and not proposing to get its securities listed)*;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 *(during the year under review not applicable to the Company as the Company is an unlisted company)*;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *(during the year under review not applicable to the Company as the Company is an unlisted company and not proposing to get debt securities listed)*;

- (f) 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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (*during the year under review not applicable to the Company as the Company has not done delisting of shares*); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (*during the year under review not applicable to the Company as the Company is an unlisted company*);
- (vi) As informed to me, no other law is applicable specifically to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

I have not examined compliance with the applicable clauses of the following *since it is not applicable to the Company* during the period under review:

- (i) The Listing Agreements entered into by the Company with Stock Exchange(s);

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards etc.

I further report that

The Board of Directors of the Company is duly constituted. The Company being wholly owned subsidiary of Bharat Electronics Limited (BEL), all the directors of the Company are nominated by BEL. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board were carried through unanimously. As per the records provided by the Company, none of the member of the Board dissented on any resolution passed at the meeting.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has:

- (a) Allotted 1165716 equity shares of ₹ 100/- each on Rights basis, whereby paid up capital has been increased from ₹ 72,20,54,300/- to ₹ 83,86,25,900/-.

Abhijit Dakhawe
Company Secretary
FCS # 6126
CP No # 4474
UDIN: F006126B000489004

Place: Pune

Date: 22nd July, 2020

Annexure No. 8 to the Board's Report

Form No. AOC-II

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/agreements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis

- (a) Name(s) of the related party and nature of relationship: Not Applicable
- (b) Nature of contracts/arrangements/transactions: Not Applicable
- (c) Duration of the contracts/arrangements/transactions: Not Applicable
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- (e) Justification for entering into such contracts or arrangements or transactions : Not Applicable
- (f) Date(s) of approval by the Board: Not Applicable
- (g) Amount paid as advances, if any: Not Applicable
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Not Applicable

2. Details of material contracts or arrangements or transactions at arm's length basis

- (a) Name(s) of the related party and nature of relationship: Not Applicable
- (b) Nature of contracts/arrangements/transactions: Not Applicable
- (c) Duration of the contracts/arrangements/transactions: Not Applicable
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- (e) Date(s) of approval by the Board: Not Applicable
- (f) Amount paid as advances, if any: None

For and on behalf of the Board
-sd-
M V Gowtama
Chairman

Place : Bengaluru
Date : 23rd July, 2020

Ind AS Financial Statements – 31 March 2020

Ind AS Financial Statements

- Balance Sheet
- Statement of Profit and Loss
- Statement of Cash Flows
- Statement of Changes in Equity
- Notes to the Financial Statements

BALANCE SHEET AS AT MARCH 31, 2020

₹ in Lakhs

Sr. No.	Particulars	Note No.	As at 31 st March, 2020	As at 31 st March, 2019
	ASSET			
(1)	Non-Current Assets			
	(a) Property, Plant and Equipment	1	6,672	7,487
	(b) Capital work-in-progress	2	5,085	5,010
	(c) Other Intangible assets	3	12,175	13,425
	(d) Intangible assets under development	4	8,513	7,016
	(e) Financial assets			
	(i) Trade Receivables	5	-	-
	(ii) Loans	6	36	36
	(iii) Other Financial Assets	7	75	90
	(f) Deferred Tax Assets (net)	21	134	86
	(g) Inventories	8	-	-
	(h) Other Non-Current Assets	9	577	1,001
	Sub Total Non-Current Assets ((a) to (h))		33,267	34,151
(2)	Current Assets			
	(a) Inventories	10	4,222	2,966
	(b) Financial Assets			
	(i) Trade Receivables	11	74	956
	(ii) Cash and Cash equivalents	12	2,625	2,869
	(iii) Bank Balances (other than (ii) above)	13	265	2,442
	(iv) Other Financial Assets	14	20	13
	(c) Current Tax Assets (Net)	15	270	64
	(d) Other Current Assets	16	369	284
	Sub Total Current Assets ((a) to (d))		7,845	9,594
	TOTAL ASSETS		41,112	43,745
	EQUITY AND LIABILITIES			
	EQUITY			
	(a) Equity Share Capital	17	8,386	7,220
	(b) Other Equity		15,142	13,976
	Sub Total Equity ((a) + (b))		23,528	21,196
	LIABILITIES			
(1)	Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	18	99	1,293
	(b) Government Grants-deferred	19	11,307	12,645
	(c) Provisions	20	370	221
	(d) Deferred Tax Liabilities (net)	21	-	-
	Sub Total Non-Current Liabilities ((a) to (d))		11,776	14,159
(2)	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	22	-	622
	(ii) Trade Payables	24		
	A) Total Outstanding Dues of Micro Enterprises and Small Enterprises		25	80
	B) Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises		513	415
	(iii) Other Financial Liabilities	25	1,983	2,892
	(b) Government Grants-deferred	23	1,328	1,328
	(c) Other Current Liabilities	26	44	506
	(d) Provisions	27	1,915	2,262
	(e) Current Tax Liability (Net)	28	-	285
	Sub Total Current Liabilities ((a) to (e))		5,808	8,390
	Sub Total Liabilities (1+2)		17,584	22,549
	TOTAL EQUITY AND LIABILITIES		41,112	43,745

SIGNIFICANT ACCOUNTING POLICIES AND ACCOMPANYING NOTES FORM AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.

As per our report attached

NATU & PATHAK	-sd-	-sd-
Chartered Accountants	M.V.GOWTAMA	ANANDI RAMALINGAM
Firm Reg. No. 112219 W	Chairman	Director
	-sd-	-sd-
	KOSHY ALEXANDER	MAHESH V.
SHREEDHAR PATHAK	Director	Director
Partner	-sd-	-sd-
MEM. NO. 041994	DCN SRINIVASA RAO	PRIYA. S. IYER
Place: Pune	Chief Executive Officer	Company Secretary & CFO
Date : 26 th June, 2020	Place : Bengaluru	
	Date: 25 th June, 2020	

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020 ₹ in Lakhs

Sr. No.	Particulars	Note No.	As at 31 st March, 2020	As at 31 st March, 2019
I	Revenue from operations	29	5,487	11,729
II	Other income	30	203	313
III	Total Income (I+II)		5,690	12,042
IV	Expenses			
	(a) Cost of materials consumed	31	2,058	3,783
	(b) Changes in inventories of finished goods, stock-in-trade and work-in-progress	32	(1,233)	545
	(c) Employee benefit expense	33	1,409	1,363
	(d) Finance costs	34	264	409
	(e) Depreciation and amortisation expense	35	2,127	2,101
	(f) Technical Assistance Fee	36	250	318
	(g) Other expenses	37	600	1,657
	Total expenses (IV) ((a) to (g))		5,475	10,176
V	Profit before exceptional items and tax (III -IV)		215	1,866
VI	Exceptional items		-	-
VII	Profit before tax (V-VI)		215	1,866
VIII	Tax expense :			
	(i) Current tax		-	734
	(ii) Earlier Year Taxes		(52)	-
	(iii) Deferred tax (Including MAT Credit Entitlement)		-	(286)
	(iv) Deferred tax		(34)	-
	Total Tax Expenses (i+ii+iii+iv)		(86)	448
IX	Profit for the year (VII-VIII)		301	1,418
(X)	Other Comprehensive Income			
(A)	Items that will not be reclassified to profit or loss			
	(i) Remeasurements of the defined benefit plans		(264)	(128)
	(ii) Income tax effect on the above		-	37
(B)	Items that will be reclassified to profit or loss			
	Other comprehensive income for the year, net of taxes (A + B)		(264)	(91)
(XI)	Total Comprehensive Income for the period (IX+X)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		37	1,327
(XII)	Earning per equity share			
	(1) Basic	38(1)	3.99	21.05
	(2) Diluted		3.99	21.05

SIGNIFICANT ACCOUNTING POLICIES AND ACCOMPANYING NOTES FORM AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.**As per our report attached**

NATU & PATHAK
Chartered Accountants
Firm Reg. No. 112219 W

-sd-
M.V.GOWTAMA
Chairman

-sd-
ANANDI RAMALINGAM
Director

-sd-
SHREEDHAR PATHAK
Partner

-sd-
KOSHY ALEXANDER
Director

-sd-
MAHESH V.
Director

MEM. NO. 041994
Place: Pune
Date : 26th June, 2020

-sd-
DCN SRINIVASA RAO
Chief Executive Officer
Place : Bengaluru
Date: 25th June, 2020

-sd-
PRIYA. S. IYER
Company Secretary & CFO

STATEMENT OF CASH FLOW FOR THE PERIOD 01.04.2019 TO 31.03.2020

₹ in Lakhs

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Cash Flow From Operating Activities		
Profit before tax	215	1,866
Adjustments for :		
Depreciation & amortisation expense	2,127	2,101
Interest Income	(193)	(112)
Finance costs	264	409
Amortisation of government grants-deferred	(1,338)	(1,329)
Remeasurements of the defined benefit plans	(264)	(128)
Adjustment for Fair Valuation of Loan	20	51
Change In Operating Assets And Liabilities		
(Increase) /decrease in trade receivables	882	432
(Increase) /decrease in inventories	(1,256)	230
Increase /(decrease) in trade payables	43	(1,247)
Increase /(decrease) in other financial liabilities	(1,448)	(1,112)
(Increase)/ decrease in other financial assets	8	(59)
(Increase) /decrease in other non current assets	423	440
(Increase) /decrease in other current assets	(85)	301
Increase /(decrease) in provisions	(198)	1,263
Increase/(decrease) in other current liabilities	(463)	(355)
Cash flow from/ (used) in operations	(1,263)	2,751
Income taxes paid	(451)	(488)
Cash Flow Before Extraordinary Items	-	-
Net Cash flow from/(used) in operating activities: (A)	(1,714)	2,263
Cash Flow From Investing Activities :		
Purchase of Property, Plant and Equipment	(137)	(383)
Intangibles Assets under Development	(1,497)	(1,872)
Investment in Term Deposits	2,177	(2,174)
Interest received	193	112
Net cash inflow from/ (used) in from investing activities (B)	736	(4,317)
Cash Flow From Financing Activities		
Proceeds/(Repayment) from borrowings- Term Loan	(700)	817
Proceeds/(Repayment) from borrowings- Working Capital	(622)	(2,617)
Finance Costs	(264)	(409)
Dividend Paid (including tax on dividend)	(513)	(417)
Proceeds from issue of shares	2,833	1,449
Net cash inflow from/(used) in financing activities (C)	734	(1,177)
Net Increase/(Decrease) In Cash And Cash Equivalents((A)+(B)+(C))	(244)	(3,231)
Cash and Cash Equivalents at the beginning of the year	2,869	6,100
Cash and cash equivalents at the end of the year	2,625	2,869
<i>Reconciliation of cash and cash equivalents as per Cash flow statement</i>		
Reconciliation of cash and cash equivalents as per above comprise of following :		
Cash and cash equivalents (Note 12)	2,625	2,869
Balance as per statement of cash flows	2,625	2,869
SIGNIFICANT ACCOUNTING POLICIES AND ACCOMPANYING NOTES FORM AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.		
As per our report attached		
NATU & PATHAK Chartered Accountants Firm Reg. No. 112219 W	-sd- M.V.GOWTAMA Chairman	-sd- ANANDI RAMALINGAM Director
-sd- SHREEDHAR PATHAK Partner	-sd- KOSHY ALEXANDER Director	-sd- MAHESH V. Director
MEM. NO. 041994 Place: Pune Date : 26 th June, 2020	-sd- DCN SRINIVASA RAO Chief Executive Officer Place : Bengaluru Date: 25 th June, 2020	-sd- PRIYA. S. IYER Company Secretary & CFO

RECONCILIATION BETWEEN THE OPENING AND CLOSING BALANCES IN BALANCE SHEET FOR FINANCIAL LIABILITIES ARISING FROM FINANCING ACTIVITIES

₹ in Lakhs

Particulars	Balance as on 01.04.2019	Cash Flows during the Year	Non- Cash Changes during the year		Balance as on 31.03.2020
			Foreign Exchange Movement	Fair Value Changes	
Nil					

₹ in Lakhs

Particulars	Balance as on 01.04.2018	Cash Flows during the Year	Non- Cash Changes during the year		Balance as on 31.03.2019
			Foreign Exchange Movement	Fair Value Changes	
Short Term Borrowing (Buyers Credit)	1,370	(1,345)	(25)	-	-

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2020

A. EQUITY SHARE CAPITAL

₹ in Lakhs

Balance as on 01.04.2019		Note No	Changes in equity capital during the year		Balance as on 31.03.2020	
No. of Shares	Amount	17	No. of Shares	Amount	No. of Shares	Amount
72,20,543	7,220			11,65,716	1,166	83,86,259

B. OTHER EQUITY

₹ in Lakhs

Particulars	Note No	Reserves and Surplus		Items of Other Comprehensive Income	Other Reserves	Total Equity
		Securities Premium	Retained Earnings			
Balance as on 1st April 2019		7,212	6,697	(144)	211	13,976
Issue of Equity Shares during the year		1,667	-	-	-	1,667
Profit for the year		-	301	-	-	301
Other comprehensive income for the year (net of tax)		-	-	(264)	-	(264)
Capital Contribution on account of below market rate borrowings		-	-	-	2	2
Balance as at 31st March 2020		8,879	6,998	(408)	213	15,682
Expenditure towards Corporate Social Responsibility (CSR)	38(2)	-	(27)	-	-	(27)
Dividends	17	-	(426)	-	-	(426)
Dividend Distribution Tax	17	-	(87)	-	-	(87)
Balance as at 31st March 2020		8,879	6,458	(408)	213	15,142

1.The Securities Premium would be utilised as mandated under the Companies Act, 2013.

2.The Retained Earnings are Free Reserves of the Company.

Significant Accounting Policies and Accompanying Notes form an integral part of the Financial Statements.

As per our report attached

NATU & PATHAK
Chartered Accountants
Firm Reg. No. 112219 W

-sd-

SHREEDHAR PATHAK
Partner

MEM. NO. 041994

Place: Pune

Date : 26th June, 2020

-sd-

M.V.GOWTAMA
Chairman

-sd-

KOSHY ALEXANDER
Director

-sd-

DCN SRINIVASA RAO
Chief Executive Officer
Place : Bengaluru

Date: 25th June, 2020

-sd-

ANANDI RAMALINGAM
Director

-sd-

MAHESH V.
Director

-sd-

PRIYA. S. IYER
Company Secretary & CFO

SIGNIFICANT ACCOUNTING POLICIES**CORPORATE INFORMATION**

The accompanying financial statements comprise the financial statements of BEL Optronic Devices Ltd., Pune (BELOP) (the Company). The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at Pune, Maharashtra. The Company is a wholly owned subsidiary of Bharat Electronics Limited (BEL). The Company is engaged in manufacture of Image Intensifier Tubes and associated high voltage Power Supply Units for use in defence system.

1. Basis of Preparation and Statement of Compliance

The financial statements are prepared and presented in accordance with Generally Accepted Accounting Principles in India (GAAP), on the accrual basis of accounting. GAAP comprises the mandatory Indian Accounting Standards (Ind-AS) [as notified under Section 133 of the Companies Act, 2013 read Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015], to the extent applicable, the provisions of the Companies Act, 2013 and these have been consistently applied.

2. Use of Estimates

The preparation of the financial statements in conformity with GAAP, requires that the management makes estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liability as at the date of financial statements and reported amounts of revenue and expenses during the reporting period. Although such estimates are made on a reasonable and prudent basis taking into account all available information, actual results could differ from these estimates and such differences are recognised in the period in which the results are ascertained.

3. Basis of Measurement

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

1. Derivative financial instruments, if any.
2. Financial assets and liabilities those are qualified to be measured at fair value.
3. The defined benefit asset/liability is recognised as the present value of defined benefit obligation less fair value of plan assets.

4. Functional and presentation currency

The financial statements are presented in Indian Rupee (INR) which is the functional and the presentation currency of the Company.

5. Revenue Recognition**A. REVENUE FROM CONTRACT WITH CUSTOMERS-**

i. Revenue is recognized when (or as) the company satisfies a performance obligation by transferring a promised goods or services (i.e., an Asset) to a Customer.

ii. Satisfaction of performance obligation at a point in time

- a. The company recognises the revenue at a point in time when it satisfies the performance obligations.
- b. The performance obligation is satisfied when the customer obtains control of the asset. The indicators for transfer of control include the following :

- the company has transferred physical possession of the asset.
- the customer has legal title to the asset.
- the customer has accepted the asset.
- when the company has a present right to payment for the asset.
- the customer has the significant risks and rewards of ownership of the asset. The transfer of significant risks and rewards ownership is assessed based on the Inco-terms of the contracts.

Ex-Works contract – In case of Ex-works contract, revenue is recognised when the specified goods are unconditionally appropriated to the contract after prior inspection and acceptance, if required.

FOR Contracts – In the case of FOR contracts, revenue is recognised when the goods are handed over to the carrier for transmission to the buyer after prior inspection and acceptance, if stipulated, and in the case of FOR destination contracts, if there is a reasonable expectation of the goods reaching destination within the accounting period.

iii. Measurement

a. Revenue is recognized at the amount of the transaction price that is allocated to the performance obligation.

The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amount collected on behalf of third parties.

In case of price escalation and ERV where additional consideration is to be determined and approved by the customers, such additional revenue is recognised on receipt of confirmation from the customer(s)

b. Penalties

Penalties (including levy of liquidated damages for delay in delivery) specified in a contract are not treated as an inherent part of Transaction Price if the levy of same is subject to review by the customer.

c. Significant financing component

Advances received towards execution of Defence related projects are not considered for determining significant financing component since the objective is to protect the interest of the contracting parties.

In respect of other contracts, the existence of significant financing component is reviewed on a case to case basis.

B. OTHER INCOME

Recognition of other income is as follows

i. Interest Income

Interest income is recognised using the effective interest rate method.

ii. Other Income

Other income not specifically stated above is recognised on accrual basis.

6. INVENTORIES

- (i) Raw materials, stores & spares and goods in transit have been valued at lower of cost and net realisable value and Cost of material is determined on weighted average basis.
- (ii) Work-in-Progress has been valued at the lower of cost and net realizable value. Cost includes materials, direct labour and appropriate overheads.
- (iii) Finished Goods have been valued at the lower of cost and net realisable value

7. DEPRECIATION/AMORTISATION

DEPRECIATION

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. The Company, based on technical assessments made by technical experts and Management estimates the useful life of the assets in the manner prescribed in Schedule II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Where cost of a part of the asset is significant to total cost of the asset and estimated useful life of that part is different from the estimated useful life of the remaining asset, estimated useful life of that significant part is determined separately and the significant part is depreciated on straight-line method over its estimated useful life. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on certain items of Plant & Machinery is charged over the estimated useful life which are different from the useful life prescribed in Schedule II to the Companies Act, 2013.

AMORTISATION

Amortisation is calculated to write off the cost of intangible assets using the straight line method over their estimated useful lives and is generally recognised in Statement of Profit & Loss. Amortisation methods, useful lives are reviewed at each reporting date and adjusted if appropriate.

8. DISPOSAL OF PROPERTY, PLANT AND EQUIPMENT

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit & Loss when the asset is derecognised.

9. EMPLOYEE BENEFITS

- (i) All employee benefits payable wholly within twelve months of rendering the related services are classified as short term employee benefits and they mainly include
 - (a) Wages & Salaries; (b) Short-term compensated absences; (c) Incentives and bonuses which are valued on undiscounted basis and recognised during the period in which the related services are rendered.
- (ii) Incremental liability for payment of long term compensated absences such as Annual Leave is determined as the difference between present value of the obligation determined annually on actuarial basis using Projected Unit Credit method and the carrying value of the provision contained in the balance sheet and provided for.
- (iii) Defined contribution to Employee Provident Fund and Pension Scheme are made on a monthly accrual basis at the applicable rates. Defined contribution to Superannuation Scheme is made on yearly basis at the applicable rates.
- (iv) Gratuity: Incremental liability for payment of gratuity to employees is determined as the difference between present value of the obligation determined annually on actuarial basis using Projected Unit Credit Method and the fair value of plan assets funded in an approved trust set up for the purpose for which lumpsum contribution are made.
- (v) Actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other Comprehensive Income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Statement of Profit & Loss.

10. INCOME TAXES

Income tax comprises of current and deferred tax.

(i) CURRENT INCOME TAX

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date. Current tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit & Loss.

Deferred tax relating to items recognised outside Statement of Profit & Loss is recognised outside Statement of Profit & Loss.

(ii) DEFERRED TAX

Deferred tax is provided using the Balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

11. FOREIGN CURRENCY TRANSACTIONS.

Transactions in foreign currencies are initially recorded by the Company at their respective currency exchange rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency exchange rate at the reporting date. Differences arising on settlement or translation of monetary items are recognised in Statement of Profit & Loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the functional currency exchange rate at the dates of the initial transactions.

12. FORWARD CONTRACTS

Derivative financial instruments such as forward currency contracts, use for hedging foreign currency risk are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

13. BORROWING COSTS.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. General borrowing costs are capitalised to qualifying assets by applying a capitalisation rate to the expenditure on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to general borrowings outstanding, other than specific borrowings. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

14. PROPERTY, PLANT AND EQUIPMENT, CAPITAL WORK IN-PROGRESS

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is initially measured at cost and subsequently at cost less accumulated depreciation and impairment losses, if any.

Cost for this purpose includes all attributable costs for bringing the asset to its location and condition. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset, if the recognition criteria for a provision are met.

CAPITAL WORK-IN-PROGRESS

The cost of fixed assets not ready for their intended use as at each balance sheet date is disclosed as capital work-in-progress.

Capital work-in-progress comprises supply-cum-erection contracts, the value of capital supplies received at site and accepted, capital goods in transit and under inspection and the cost of Property, Plant and equipment that are not yet ready for their intended use as at the balance sheet date.

15. INTANGIBLE ASSETS, INTANGIBLE ASSETS UNDER DEVELOPMENT

The cost of license fee, technical know how etc acquired for transfer of technology resulting in significant future economic benefits is recognised as an Intangible Asset in the books of accounts when the same is ready for use. Intangible Assets that are not yet ready for their intended use as at the Balance Sheet date are classified as "Intangible Assets under Development".

Cost of Developmental work which is completed, wherever eligible, is recognised as an Intangible Asset.

Cost of Developmental work under progress, wherever eligible, is classified as "Intangible Assets under Development".

16. EXPENDITURE ON TECHNICAL KNOW HOW

Expenditure incurred on technical know-how is charged off to Statement of Profit and Loss on incurrence unless it qualifies for recognition as an Intangible Asset /Part of Tangible Assets either separately on its own or in combination with other assets / expenses.

17. RESEARCH & DEVELOPMENT EXPENDITURE

- (i) Expenditure on Research activity is recognized as an expense in the period when it is incurred.
- (ii) Development expenditure (other than on specific development- cum sales contracts and Developmental, projects initiated at customer's request), is charged off as expenditure when incurred. Developmental expenditure on development – cum – sale contracts and on Developmental projects initiated at customer's request are treated at par with other sales contracts.

Developmental projects are reviewed periodically and the amount carried forward, if any, is charged off in the event of the project being declared closed by the customer / end user without any commitment to place order.

- (iii) Expenditure incurred towards other developmental activity (including joint developmental activity in collaboration with external agencies) where the research results or other knowledge is applied for developing new or improved products or processes, are recognised as an Intangible Asset if the recognition criteria specified in IND-AS 38 are met and when the product or process developed is expected to be technically and commercially usable, the company has sufficient resources to complete development and subsequently use or sell the intangible asset, and the product or process is likely to generate future economic benefits.
- (iv) R&D expenditure on Fixed Assets is capitalised.

18. GOVERNMENT GRANTS

Grants from Government are measured at fair value and initially recognized as Deferred Income.

The amount lying in Deferred Income on account of acquisition of Fixed Assets is transferred to the credit of Statement of Profit & Loss in proportion to the depreciation charged on the respective assets to the extent attributable to Government Grants utilised for the acquisition.

The amount lying in Deferred Income on account of Revenue Expenses is transferred to the credit of Statement of Profit & Loss to the extent of expenditure incurred in the ratio of the funding to the total sanctioned cost, limited to the Government grant received.

19. FINANCIAL ASSETS

INITIAL RECOGNITION AND MEASUREMENT

All financial assets are recognized initially at fair value. In the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are included in the cost of the asset.

SUBSEQUENT MEASUREMENT

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost,
- Debt instruments at fair value through other comprehensive income (FVTOCI),
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL),
- Equity instruments measured at fair value through other comprehensive income FVTOCI.

DERECOGNITION

A financial asset or part of a financial asset is derecognised. The rights to receive cash flows from the asset have expired.

TRADE RECEIVABLES AND OTHER RECEIVABLES

Receivables are initially recognised at fair value, which in most cases approximates the nominal value. If there is any subsequent indication that those assets may be impaired, they are reviewed for impairment.

20. CASH AND CASH EQUIVALENTS

Cash comprises of cash on hand and demand deposits. Cash equivalents are short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash, which are subject to an insignificant risk of change in value. Bank overdrafts, if any, are classified as borrowings under current liabilities in the Balance Sheet.

21. IMPAIRMENT OF FINANCIAL ASSETS

In accordance with Ind-AS 109, the Company applies the expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets with credit risk exposure.

- a. Time barred dues from the government / government departments / government companies are generally not considered as increase in credit risk of such financial asset.
- b. Where dues are disputed in legal proceedings, provision is made if any decision is given against the Company even if the same is taken up on appeal to higher authorities / courts.
- c. Dues outstanding for significant period of time are reviewed and provision is made on a case to case basis.

Impairment loss allowance (or reversal) is recognised as expense/(income) in the Statement of Profit or Loss.

22. FINANCIAL LIABILITIES**(i) INITIAL RECOGNITION AND MEASUREMENT**

Financial liabilities are classified, at initial recognition, at fair value through profit or loss as loans, borrowings, payables, or derivatives, as appropriate.

Loans, borrowings and payables, are stated net of transaction costs that are directly attributable.

(ii) SUBSEQUENT MEASUREMENT

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined in Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the Statement of Profit & Loss.

(iii) LOANS AND BORROWINGS

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognized as well as through the EIR amortisation process. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

(iv) TRADE AND OTHER PAYABLES

Liabilities are recognised for amounts to be paid in future for goods or services received, whether billed by the supplier or not.

23. RECLASSIFICATION OF FINANCIAL INSTRUMENTS

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. If the Company reclassifies financial assets, it applies the reclassification prospectively.

24. OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

25. LEASES**Company as a Lessee:-**

Contracts with third party, which give the company the right of use in respect of an Asset, are accounted in line with the provisions of Ind AS 116 – Leases, if the recognition criteria as specified in the Accounting standard are met.

Lease payments associated with Short terms leases and Leases in respect of Low value assets are charged off as expenses on straight line basis over lease term or other systematic basis, as applicable.

At commencement date, the value of "right of use" is capitalised at the present value of outstanding lease payments plus any initial direct cost and estimated cost, if any, of dismantling and removing the underlying asset and presented as part of Plant, property and equipment.

Liability for lease is created for an amount equivalent to the present value of outstanding lease payments and presented as Borrowing. Subsequent measurement, if any, is made using cost model.

Each lease payment is allocated between the liability created and finance cost. The finance cost is charged to the Statement of Profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the company's incremental borrowing rate.

Lease modifications, if any, are accounted as a separate lease if the recognition criteria specified in the standard are met.

26. CASH DIVIDEND AND NON-CASH DISTRIBUTION TO EQUITY SHAREHOLDERS

The Company recognises a liability to make cash or non-cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company.

27. PROVISION FOR WARRANTIES

Provision for Expenditure on account of performance guarantee and replacement / repair of goods sold is made on the basis of trend based estimates.

28. PROVISIONS

- i. Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit & Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

- ii. A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

29. CONTINGENT LIABILITIES/ASSETS

Contingent Liabilities/Assets to the extent the Management is aware, are disclosed by way of notes to the financial statements.

30. CASH FLOW STATEMENT

Cash flow statement has been prepared in accordance with the indirect method prescribed in Ind AS-7 on Statement of Cash Flows.

31. EVENTS AFTER THE REPORTING PERIOD

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue. Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

32. EARNINGS PER SHARE

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary equity holders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

33. IMPAIRMENT OF ASSETS:

The assessment for the impairment of assets is done with reference to the Company [Cash Generating Unit (CGU)] at each Balance Sheet date if events or changes in circumstances, based on internal and external factors, indicate that the carrying value may not be recoverable in full. The loss on account of impairment, which is the difference between the carrying amount and recoverable amount, is accounted accordingly. Recoverable amount of a CGU is its Net Selling Price or Value in use whichever is higher. The value in use is arrived at on the basis of estimated future cash flows discounted at company's pre-tax borrowing rate.

34. ERRORS AND ESTIMATES

The Company revises its accounting policies if the change is required due to a change in Ind-AS or if the change will provide more relevant and reliable information to the users of the financial statements. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognised assets or liabilities or to Statement of Profit & Loss is applied prospectively in the period(s) of change.

Discovery of material errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

As per our report attached

NATU & PATHAK
Chartered Accountants
Firm Reg. No. 112219 W

-sd-

SHREEDHAR PATHAK
Partner

MEM. NO. 041994

Place: Pune

Date : 26th June, 2020

-sd-

M.V.GOWTAMA
Chairman

-sd-

KOSHY ALEXANDER
Director

-sd-

DCN SRINIVASA RAO
Chief Executive Officer
Place : Bengaluru
Date: 25th June, 2020

-sd-

ANANDI RAMALINGAM
Director

-sd-

MAHESH V.
Director

-sd-

PRIYA. S. IYER
Company Secretary & CFO

₹ in Lakhs

NOTE 1: PROPERTY, PLANT AND EQUIPMENT YEAR ENDED 31ST MARCH 2020

Particulars	Gross Carrying Amount			Accumulated Depreciation			Net Carrying Value		
	As at 1st April 2019	Additions / Adjustments	Deduction / Reclassification & Adjustments	As at 31st March, 2020	As at 1st April 2019	Charge for the year	Deduction / Reclassification & Adjustments	As at 31st March, 2020	As at 31st March, 2019
TANGIBLE ASSETS									
Leasehold Land	18	-	-	18	1	-	-	1	17
Buildings	480	-	-	480	113	30	-	143	367
Plant & Machinery	9,873	46	-	9,919	2,922	816	-	3,738	6,951
Office Equipment	21	2	-	23	9	4	-	13	12
Electrical installation	130	-	-	130	36	15	-	51	94
Furniture & Fixtures	49	9	-	58	19	5	-	24	30
Computer Systems	36	5	-	41	20	7	-	27	16
Total	10,607	62	-	10,669	3,120	877	-	3,997	7,487
Previous Year	10,297	311	1	10,607	2,269	851	-	3,120	8,028

- Plant and Machinery (Gross Carrying Value) includes Assets to the tune of ₹ 33/- (Previous Year ₹ 33/-) which is funded out of grant under TPDUP Project.
- Plant and Machinery (Gross Carrying Value) includes Assets to the tune of ₹ 5,611/- (Previous Year ₹ 5,611/-) which is funded out of grant received for implementation of Transfer of Technology for XD- 41.I. Tubes.
- Depreciation on Plant and Machinery of ₹ 816/- includes depreciation on ToT equipments (XD-4) of ₹ 550/-.
- Depreciation is provided on Straight Line Method (SLM) in accordance with Schedule II of the Companies Act, 2013.
- The useful life of assets for calculation of depreciation other than those under Schedule II of the Companies Act, 2013 are as under:
 - Plant and Machinery (Continuous Process plant) 15 Years
 As per the terms of the Technology License Agreement, the Linear Transfer Lines (continuous process plant) are supported by the ToT provider for a period of 15 years.
- It is ascertained on the basis of Technical Assessment by the Management that the Linear Transfer Lines would be used for a period of 15 Years.
- Additional Depreciation of 50% and 100% has been charged on Plant & Machinery items in respect of double shift working and triple shift working respectively.
- The Company has acquired 13680 square meter of land on lease from MIDC for 95 years at a cost of ₹ 21/- on 25.11.1991 with renewable option of further 95 years on new terms and conditions.
Cost of leasehold land capitalised is ₹ 23/- & Gross Carrying Amount is ₹ 18/-
- Depreciation on Lease Hold Land is ₹ 24,614/- wrt Current year which is rounded off.
- Refer Note No 40 for Hypothecation Note.

NOTE 2 - CAPITAL WORK IN PROGRESS

Particulars	₹ in Lakhs	
	As at 31st March 2020	As at 31st March 2019
Plant and machinery		
Opening balance	5,010	4,936
Add: Addition during the year	79	128
Less: Amount capitalised during the year	4	54
Total	5,085	5,010

1. Plant and Machinery mainly contains LTL amounting to ₹4,968

NOTE 3 - INTANGIBLE ASSETS FOR THE YEAR ENDED 31ST MARCH 2020.

Particulars	Gross Carrying Amount			Accumulated Amortisation			Net Carrying Value		
	As at 1st April 2019	Additions / Adjustments	Deduction / Reclassification & Adjustments	As at 31st March, 2020	As at 1st April 2019	Charge for the year	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
License Fee (XD-4)	18,424	-	-	18,424	5,000	1,250	6,250	12,174	13,424
Computer Operating System	2	-	-	2	1	-	1	1	1
Total	18,426	-	-	18,426	5,001	1,250	6,251	12,175	13,425
Previous Year	18,426	-	-	18,426	3,751	1,250	5,001	13,425	14,676

- Intangible Assets (Gross Carrying amount) includes ₹ 13,689/- (Previous Year ₹13,689/-) which is funded out of grant received for implementation of Transfer of Technology (ToT) XD-4.
- Amortisation is calculated on straight -line basis over the estimated useful lives of asset.
- Amortisation of Computer Operating System is ₹ 18,863/- wrt current year and previous year which is rounded off.

NOTE 4 - INTANGIBLE ASSETS UNDER DEVELOPMENT

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
TOT (XR-5)		
Opening balance	7,016	5,132
Add: Addition during the year	1,497	1,884
Less : Amount capitalised during the year	-	-
Total	8,513	7,016

The additions to intangible assets under development are on account of the license fees paid under the XR-5 Agreement.

NOTE 5 - TRADE RECEIVABLES- NON CURRENT

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
Trade Receivable Considered Good -Secured	-	-
Trade Receivable Considered Good -Unsecured	-	-
Trade Receivable having Significant Increase in Credit Risk	-	-
Trade Receivable , Credit Impaired		
1. From Related Party	140	140
Less: Provision for doubtful debts	140	140
Sub Total (1)	-	-
2.From Others	20	22
Less: Provision for doubtful debts	20	22
Sub Total (2)	-	-
Total	-	-

The movement in the allowance for doubtful receivable is presented as follows.

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
Balance at the beginning of the year	162	357
Expected Credit loss provision during the year	-	21
Written off during the year	-	216
Credited to Profit or Loss	2	-
Balance at the end of the year	160	162

Refer Note No 40 for Related Party Disclosure.

NOTE 6 - LOANS- NON CURRENT

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
Security Deposits		
- Considered Good, Secured	-	-
- Considered Good,Unsecured		
Deposits with MSEB	31	31
Deposits for water supply	1	1
Other deposits	4	4
- Significant Increase in Credit Risk	-	-
- Credit Impaired	-	-
Total	36	36

Refer Note No. 39 for fair value measurements

NOTE 7 - OTHER FINANCIAL ASSETS- NON CURRENT

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
Term deposits with more than 12 months maturity	71	19
Margin Money held With Bank	-	70
Interest Accrued on term Deposits	4	1
Total	75	90

Refer Note No. 39 for fair value measurements

NOTE 8 - INVENTORIES- NON CURRENT

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
Inventories		
Raw materials	20	20
Less: Provision for obsolescence	20	20
Total	-	-

NOTE 9 - OTHER NON CURRENT ASSETS

₹ in Lakhs

Particulars	As at 31st March 2020		As at 31st March 2019	
Capital Advances		439		810
Prepaid Expenses		1		1
Advance service tax paid on (XR-5)		32		53
Advance TDS (XR-5)		48		80
Advances to suppliers				
Unsecured considered doubtful	22		22	
Less: Provision for doubtful advances	22	-	22	-
Deposits				
Deposit with Excise Authorities	-		-	
Deposit with Sales Tax Authorities	-		-	
Deposit with Court (Octroi)	14		14	
Deposit for Octroi	23		23	
Deposit with Service tax authorities	20	57	20	57
Total		577		1,001

1. Deposit with Excise Authorities of ₹ 1,000/- wrt current year & previous year is rounded off.

2. Deposit with Sales Tax Authorities of ₹ 10,000/- wrt previous year is rounded off.

NOTE 10 - INVENTORIES- CURRENT

₹ in Lakhs

Particulars	As at 31st March 2020		As at 31st March 2019	
Raw materials	679		916	
Goods In Transit (RMC)	10		89	
Stores & consumables	237		204	
Work- in- Progress	2,945	3,871	1,712	2,921
Machinery spares		351		45
Total		4,222		2,966

Notes

1) * Raw material and components include ₹ __/- (Previous year ₹ 7/-) being material with sub-contractors which is subject to confirmation and reconciliation.

* Raw material and components include ₹ 33,678/- wrt to current year is rounded off.

NOTE 11 - TRADE RECEIVABLES- CURRENT

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
Trade Receivables Considered Good, Secured	-	-
Trade Receivables Considered Good, Unsecured		
- From related party	73	377
- From others	1	579
Trade Receivable having Significant Increase in Credit Risk	-	-
Trade Receivable , Credit Impaired	-	-
Total	74	956

1.Refer Note No. 39 for fair value measurements & Classification of Financial Instruments.

2.Refer Note No 40 for Related Party Disclosure & for Security Hypothecation.

3.Movement of Trade Receivable for the year 2019-20

₹ in Lakhs

Particulars	Sales from Products	Income from Services
Opening Balance Net Debtors (A)	955	1
Additions		
Against Sales recognised during the year	4,363	28
Total - (B)	4,363	28
Deductions		
Collection made during the year	5,008	27
Advance adjusted during the year out of revenue recognised	-	-
Impairment of Debtors (Provisions)	-	-
Change in transaction price recognised during/previous year	-	-
Others (if any)	236	1
Total -(C)	5,244	28
Grand Total (Closing Balance) D = (A+B-C)	74	-

Movement of Trade Receivable for the year 2018-19

₹ in Lakhs

Particulars	Sales from Products	Income from Services
Opening Balance Net Debtors (A)	1,386	1
Additions		
Against Sales recognised during the year	12,122	62
Total - (B)	12,122	62
Deductions		
Collection made during the years	12,045	61
Advance adjusted during the year out of revenue recognised	235	-
Impairment of Debtors (Provisions)	21	-
Change in transaction price recognised during/previous year	-	-
Others (if any)	252	1
Total -(C)	12,553	62
Grand Total (Closing Balance) D = (A+B-C)	955	1

4. Satisfaction of performance obligation viz-a-viz payment**Payment Terms :**

- a. Contracts from Government/Government Departments, PSU's Typically payments are made in either of the following terms :-
 - i) 90% within seven days and 10% after inspection and acceptance.
 - ii) 30 days credit from date of supply.
 - iii) 15% Advance Payment alongwith release of order, 35% after procurement of bulk materials, 35% after completion of bulk assembly and fabricated parts, 10% against proof of despatch, 5% after completion of inspection within sixty days of receipt of stores.
- b. Contracts with private customers :- Advance payment before despatch of goods.
- c. Advance received from customer are classified as contract liability and Progressively adjusted on completion of performance obligation. Balance amount receivable after adjusting advance is classified as Trade Receivable.

NOTE 12- CASH AND CASH EQUIVALENTS

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
1. Cash and cash equivalents		
a. Balances with banks		
In current accounts	14	35
In cash credit account	3	10
In term deposits (Original Maturity upto 3 months)	2,607	2,822
b. Cash and Stamps On Hand	1	2
Total	2,625	2,869

1. The cash and cash equivalents includes term deposits with original maturity period up to three months. Term deposits with original maturity period beyond three months but up to maturity period of 12 months have been included in Bank Balances in Note No .13
Refer Note No. 39 for fair value measurements

For the purpose of the cash flow statement, cash and cash equivalents comprise the following:

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
Balances with Banks	2,624	2,867
Cash and stamp on hand	1	2
Total	2,625	2,869

NOTE 13- BANK BALANCES

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
In Term deposit (Original Maturity of more than 3 months and less than 12 months)	265	2,223
Margin Money Held With Bank	-	219
Total	265	2,442

- Term Deposit with Original Maturity period of more than 12 months is shown under Note No.7
- Term Deposit with Original Maturity period of Upto 3 months is shown under Note No.12.
- For an understanding of the Company's cash management policies, refer liquidity risk note No .39 (vi)
- Refer Note No. 39 for fair value measurements

NOTE 14 - OTHER FINANCIAL ASSETS

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
Interest accrued on Term deposit	16	11
Other Receivables	-	-
Stipend receivables (trainees)	4	2
Total	20	13

1. Other Receivables of ₹ 7,875/- wrt current year & ₹ 6,763/- wrt previous year is rounded off.
Refer Note No. 39 for fair value measurements

NOTE 15 - CURRENT TAX ASSETS (NET)

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
Balances with Income Tax Authorities Towards Refund	114	64
Advance Payment of Income Tax	156	-
Total	270	64

NOTE 16 - OTHER CURRENT ASSETS

₹ in Lakhs

Particulars	As at 31st March 2020		As at 31st March 2019	
Prepaid expenses		15		19
Advance to suppliers		90		237
Other Advances				
Advance TDS (XR-5)		9		15
Advance service tax paid on (XR-5)		6		10
Balance with revenue authorities				
FBT refund due	-		-	
GST input tax credit	187		2	
GST TDS	62	249	1	3
Total		369		284

1. FBT refund due of ₹ 45,928/- wrt current year & previous year is rounded off.

NOTE 17 - EQUITY SHARE CAPITAL

₹ in Lakhs

Particulars	As at 31 st March 2020	As at 31 st March 2019
Authorised Capital: 1,00,00,000/- (Previous period 1,00,00,000/-) equity shares of ₹100/- each	10,000	10,000
Issued Capital: 83,86,259 (Previous period 72,20,543) equity shares of ₹100/- each	8,386	7,220
Subscribed and Paid - up Capital: 83,86,259 (Previous period 72,20,543) equity shares of ₹100/- each fully paid up	8,386	7,220

₹ in Lakhs

Reconciliation of the no. of shares outstanding at the beginning and at the end of the year:	As at 31 st March 2020		As at 31 st March 2019	
	No of shares	Amount	No of shares	Amount
No of equity shares outstanding at the beginning of the year	72,20,543	7,220	66,31,367	6,631
Add: Additional equity shares issued during the year	11,65,716	1,166	5,89,176	589
Less: Equity Shares forfeited/Bought back during the year	-	-	-	-
No of equity shares outstanding at the end of the year	83,86,259	8,386	72,20,543	7,220

Notes:

- Out of the above, 83,86,259/- Equity Shares of ₹ 100 each (Previous Year 72,20,543) are held by Bharat Electronics Ltd (BEL) the Holding Company, and it's nominees. BELOP is a wholly owned subsidiary of BEL with effect from 30th July 2015.
- Details of the Number of shares held by each shareholder holding more than 5% shares in the company are as follows :

₹ in Lakhs

Particulars	2019-20		2018-19	
	Number of shares	% of Shareholding	Number of shares	% of Shareholding
Equity Shares: Bharat Electronics Limited	83,86,259	100	72,20,543	100

Terms, Rights, preferences and restrictions attaching to each class of shares

- The Company has only one class of shares viz, Equity Shares.
- Each holder of Equity Shares is entitled to one vote on show of hands and in poll in proportion to the Number of shares held.
- Each Shareholder has a right to receive the dividend declared by the Company.
- On winding up of the Company, the equity shareholders will be entitled to get the realised value of the remaining assets of the Company, if any, after distribution of all preferential amounts as per law. The distribution will be in proportion to the number of equity shares held by the shareholders.

FINAL DIVIDEND

₹ in Lakhs

Particulars	For the Year Ended 31 st March 2020	For the Year Ended 31 st March 2019
Final Dividend for FY 2018-19 & 2017-18	426	346
Dividend Distribution Tax For FY 2018-19 & 2017-18	87	71

NOTE 18- BORROWINGS

₹ in Lakhs

Particulars	As at 31 st March 2020	As at 31 st March 2019
Loan from Related Party		
Bharat Electronics Limited (Holding Company)		
Term Loan	99	1,293
Total	99	1,293

Refer Note No 40(1) (ii) and (iii) for details.

Refer Note No. 39 for fair value measurements

NOTE 19 - GOVERNMENTS GRANTS

₹ in Lakhs

Particulars	As at 31 st March 2020	As at 31 st March 2019
TOT (XD-4) PROJECT	11,307	12,645
Total	11,307	12,645

NOTE 20 - PROVISIONS

₹ in Lakhs

Particulars	As at 31 st March 2020	As at 31 st March 2019
Long-term compensated absences	370	221
Total	370	221

The movement in the provisions during the year is as follows.

₹ in Lakhs

Particulars	As at 01.04.2019	Additions	Utilisation	As at 31.03.2020	
				Long-term	Short-term
Long-term compensated absences	237	176	20	370	23
Total	237	176	20	370	23

NOTE NO. 21**I) DEFERRED TAX LIABILITIES/(ASSETS) (NET)**

₹ in Lakhs

Nature of timing difference	As at 31st March 2020	As at 31st March 2019
Deferred Tax Liabilities	815	928
Deferred Tax Assets	949	1,014
Total	(134)	(86)

II) AMOUNT RECOGNISED IN STATEMENT OF PROFIT & LOSS

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
Income Tax Expenses		
Current Tax (Including MAT Credit)	-	734
Less Deferred Tax	(34)	235
Less MAT Credit Entitlement	-	51
Less Earlier Year Taxes	(52)	-
Income Tax Expenses	(86)	448

1. MAT Credit Entitlement of ₹(51)/- related to Earlier Years for 2018-19

III) INCOME TAX RECOGNISED IN OTHER COMPREHENSIVE INCOME

₹ in Lakhs

Particulars	31.03.2020			31.03.2019		
	Before Tax	Tax (expense) benefit	Net of Tax	Before Tax	Tax (expense) benefit	Net of Tax
Remeasurement (losses)/gains on post employment defined benefit plans	(264)	-	(264)	(128)	37	(91)
Total	(264)	-	(264)	(128)	37	(91)

DEFERRED TAX LIABILITY (NET)**IV) Deferred Tax Assets and Liabilities are attributable to the following :**

₹ in Lakhs

Particulars	Deferred Tax (Assets)		Deferred Tax Liability		Net Deferred Tax (Assets)/Liability	
	31.03.2020	31.03.2019	31.03.2020	31.03.2019	31.03.2020	31.03.2019
Trade Receivables-Provision	(42)	(47)	-	-	(42)	(47)
Provision others	(260)	(425)	-	-	(260)	(425)
Employee Benefits	(102)	(69)	-	-	(102)	(69)
Intangible Assets	-	-	538	593	538	593
Trade Payables	(6)	(6)	-	-	(6)	(6)
Plant Property and Equipment	-	-	277	335	277	335
Bonus	-	(1)	-	-	-	(1)
Super Annuation	(12)	(7)	-	-	(12)	(7)
Tax Loss	(54)	-	-	-	(54)	-
MAT Credit	(473)	(459)	-	-	(473)	(459)
Total	(949)	(1,014)	815	928	(134)	(86)

NOTE NO. 21

V) MOVEMENT OF DEFERRED TAX ASSETS & LIABILITIES

₹ in Lakhs

Particulars	Balance as on 01.04.2019	Recognised in P&L during 2019-20	Recognised in OCI during 2019-20	Balance as on 31.03.2020
Trade Receivables -Provision	(47)	5	-	(42)
Provision others	(425)	165	-	(260)
Employee Benefits	(69)	(33)	-	(102)
Intangible Assets	593	(55)	-	538
Trade Payables	(6)	-	-	(6)
Plant Property and Equipment	335	(58)	-	277
Bonus	(1)	1	-	-
Super Annuation	(7)	(5)	-	(12)
MAT Credit	(459)	-	-	(473)
Tax Loss	-	(54)	-	(54)
Total	(86)	(34)	-	(134)

Note : MAT Credit availed during the year is ₹14 related to earlier year. Hence No Impact on P & L during 2019-20

₹ in Lakhs

2018-19		Reconciliation of Effective Tax rate	
	Particulars	Amount	Tax Effect
I	Tax at Normal Rate		
1	Book profit	1,866	
2	Tax rate @29.12%		543
	Tax Provision expenses as per Books		
3	Tax Provision for Current Year		734
4	Less: Deferred Tax (including MAT credit)		(286)
5	Net Provision for Taxes		448
	Difference (2-5)		(95)
	Effect of		
	Non deductible Expenses		(95)
	Total		(95)

₹ in Lakhs

2019-20		Reconciliation of Effective Tax rate	
	Particulars	Amount	Tax Effect
I	Tax at Normal Rate		
1	Book profit	215	
2	Tax rate @26%		56
	Tax Provision expenses as per Books		
3	Tax Provision for Current Year		-
4	Less: Deferred Tax		(34)
5	Earlier Year Taxes		(52)
6	Net Provision for Taxes		(86)
	Difference (2-6)		142
	Effect of		
	Non deductible Expenses		(142)
	Total		(142)

vii) TAX LOSSES CARRY FORWARD

₹ in Lakhs

Sr. No.	Particulars	31.03.2020	31.03.2019
1	Tax Losses Carry forward	209	NIL

viii) There are no items on which deferred Tax has not been created.

NOTE 22 - BORROWINGS

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
Loan from related party		
Bharat Electronics Limited (Holding Company)	-	622
Total	-	622

Refer Note No 40(1) (ii) & (iii) for details.

Refer Note No. 39 for fair value measurements.

NOTE 23 - GOVERNMENTS GRANTS

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
TOT (XD-4) PROJECT	1,328	1,328
Total	1,328	1,328

NOTE 24- TRADE PAYABLES

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
(1) Dues to micro and small enterprises	25	80
(2) Dues to creditors other than micro and small enterprises	513	415
Total (1+2)	538	495

i) Micro and Small Enterprises (MSE)

The information under MSMED Act, 2006 has been disclosed to the extent such vendors have been identified by the company during the year. The details of amounts outstanding to them based on available information with the Company is as under :

₹ in Lakhs

Particulars	2019-20	2018-19
Amount due and Payable at the year end		
- Principal	-	-
- Interest on above Principal	-	-
Payments made during the year after the due date		
- Principal	4	23
- Interest	-	-
Interest due and payable for principals already paid	-	-
Total Interest accrued and remained unpaid at year end	-	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as deductible expenditure under section 23 of MSMED Act, 2006.	-	-

ii) Interest Due and payable for principals already paid ₹ 366/- wrt current year is rounded off & ₹ 22,111/- as on 31.03.2020 is rounded off.

iii) The information is given in respect of such suppliers to the extent they could be identified as a Micro & Small Enterprises on the basis of information available with the Company.

iv) Refer Note No. 39 for fair value measurements

NOTE 25 - OTHER FINANCIAL LIABILITIES

₹ in Lakhs

Particulars	As at 31st March 2020	As at 31st March 2019
Current Maturities of Long Term Debt (Loan From BEL)	1,534	1,022
Capital Creditors	255	1,715
Accrued Interest on Loan from BEL	7	16
EMD Deposits	2	2
Security Deposits	48	51
Outstanding Liabilities	137	86
Interest Payable to MSME	-	-
Total	1,983	2,892

1. Interest Payable to MSME of ₹ 22,111/- wrt current year & ₹ 21,745/- wrt previous year is rounded off.
Refer Note No. 39 for fair value measurements

NOTE 26 - OTHER CURRENT LIABILITIES

₹ in Lakhs

Particulars	As at 31st March 2020		As at 31st March 2019	
Advances from Customers		4		-
Statutory Dues Payable				
TDS Payable	28		33	
GST Payable	-		463	
Other Statutory Dues Payable	12	40	10	506
Total		44		506

1. Advances From Customer of ₹ 37,994/- wrt Previous year is rounded off.
2. GST Payable of ₹18,558/- wrt Current year is rounded off.

2. MOVEMENT OF ADVANCES FROM CUSTOMERS.

₹ in Lakhs

Particulars	2019-20	2018-19
Opening Balance (A)	-	236
Receipt of advance from Customer during the year	4	-
Total - (B)	4	-
Contract liability adjusted against- Revenue recognised during the year out of Opening balance	-	235
Total -(C)	-	235
Grand Total (Closing Balance) D = (A+B-C)	4	-

1. Advances From Customer is ₹ 37,994/- wrt Previous year which is rounded off.

NOTE 27 - PROVISIONS

₹ in Lakhs

Particulars	As at 31st March 2020		As at 31st March 2019	
Provision for Performance Warranty		1,001		1,461
Provisions towards employee benefits				
Long-term compensated absences	23		16	
Gratuity	300		145	
Annual incentive	96		168	
Provision for Bonus	2		2	
Pay revision	493	914	470	801
Total		1,915		2,262

MOVEMENT OF PROVISIONS FOR THE YEAR 2019-20**I) PROVISION FOR PERFORMANCE WARRANTY**

Particulars	As at 31 st March 2020	As at 31 st March 2019
Carrying Amount at the beginning of the year	1,461	698
Add: Additional Provision made during the year	-	945
Less : Amounts Used during the year	41	182
Less : Unused amounts reversed during the year	419	-
Carrying Amounts at the end of the year	1,001	1,461

Brief description of the nature of the obligation and the expected timing of any resulting outflows of economic benefits :

1) Warranty Provision:

Costs are accrued at the time of sale of products. Provisions towards warranty is based on the past experience. The provision is discharged over the warranty period of 24/48 months from the date of sale.

Based on the Assessment of the Management, No Provision towards warranty costs has been made during the year.

II) PROVISIONS TOWARDS EMPLOYEE BENEFIT

₹ in Lakhs

Particulars	Annual Incentive	Provision for Bonus	Pay Revision
Carrying Amount at the beginning of the year 01.04.2019	168	2	470
Add: Additional Provision made during the year 2019-20	2	2	153
Less : Amounts Used during the year 2019-20	74	2	130
Less : Unused amounts reversed during the year 2019-20	-	-	-
Carrying Amounts at the end of the year 31.03.2020	96	2	493

Bonus Provision towards Executives of ₹ 48,255/- has been written off during the year due to implementation of Pay Revision is rounded off.

₹ in Lakhs

Particulars	Annual Incentive	Provision for Bonus	Pay Revision
Carrying Amount at the beginning of the year 01.04.2018	87	2	270
Add: Additional Provision made during the year 2018-19	93	2	260
Less : Amounts Used during the year 2018-19	6	2	-
Less : Unused amounts reversed during the year 2018-19	6	-	60
Carrying Amounts at the end of the year 31.03.2019	168	2	470

EMPLOYEE BENEFITS**Ind AS-19****GRATUITY****Details of Employee Benefits as required by the Ind AS 19 Employee Benefits are as under :
Defined Benefit Plan**

- i) Actuarial gains and losses in respect of defined benefit plans recognised in the statement of Profit & Loss is ₹ 36/- (Previous Year ₹ 17/-)
- ii) Actuarial gains and losses in respect of defined benefit plans recognised in the statement Other Comprehensive Income is ₹ 264/- (Previous Year ₹ 128/-)
- iii) Gratuity is a benefit to an employee based on 15 days last drawn salary for each completed year of service.
- iv) Gratuity plan is funded.

₹ in Lakhs

Particulars		Gratuity	
(A)	Changes in the present value of defined obligation representing reconciliation of opening and closing balances thereof are as follows	Current year	Previous Year
1	Present Value of Defined Benefit Obligation at the Beginning of the period	515	343
2	Interest Cost	40	27
3	Current Service Cost	24	16
4	Past Service Cost	-	-
5	Liability Transferred In/ Acquisitions	-	-
6	(Liability Transferred Out / Divestment)	-	-
7	Losses (gains) on Curtailment	-	-
8	Liabilities extinguished on settlements	-	-
9	(Benefit Paid Directly by the Employer)	-	-
10	(Benefit Paid From the Fund)	(4)	-
11	The Effect of Changes in Foreign Exchange Rates	-	-
12	Actuarial (gains) / losses on obligations -Due to Change in Demographic Assumptions	-	-
13	Actuarial (gains) / losses on obligations- Due to Change in Financial Assumptions	210	117
14	Actuarial (gains) / losses on obligations- Due to Experience	59	12
15	Present value of Defined Benefit Obligation as on Balance Sheet date	844	515

₹ in Lakhs

(B)	Changes in the present value of defined obligation representing reconciliation of opening and closing balances thereof are as follows	Current year	Previous Year
1	Fair value of Plan assets at the Beginning of the period	369	339
2	Interest Income	29	26
3	Actual contributions by Employers	145	4
4	Expected contributions by Employees	-	-
5	Assets Transferred In/ Acquisitions	-	-
6	(Assets Transferred Out / Divestment)	-	-
7	(Benefit Paid From the Fund)	(4)	-
8	(Assets Distributed on Settlements)	-	-
9	Effects of Asset Ceiling	-	-
10	The Effect of Changes in Foreign Exchange Rates	-	-
11	Return on Plan Assets, Excluding Interest Income	5	-
12	Fair value of Plan assets at the End of the Period	544	369

₹ in Lakhs

(C)	Amount Recognised in the Balance Sheet	Current year	Previous Year
1	Present value of Plan assets at the end of the period	(844)	(515)
2	Fair Value of Plan assets at the end of the year	544	369
3	Funded Status [Surplus / (Defecit)]	(300)	(146)
4	Net Asset/(Liability) recognized in the Balance Sheet	(300)	(146)

₹ in Lakhs

(D)	Reconciliation of Present Value of Defined Benefit Obligation and fair value of plan assets showing amount recognized in the Balance Sheet :	Current year	Previous Year
1	Present Value of Defined Benefit Obligation at the end of the period	(844)	(515)
2	Fair value of plan assets at the end of the period	544	369
3	Funded status [Surplus/(Defecit)]	(300)	(146)
4	Unrecognized Past Service Costs	-	-
5	Net asset/(Liability) recognized in Balance Sheet	(300)	(146)

₹ in Lakhs

(E)	Expenses Recognised in the Statement of Profit or Loss for current Period	Current year	Previous Year
1	Current Service cost	25	17
2	Interest cost	11	-
3	Past Service cost	-	-
4	(Expected Contributions by the Employees)	-	-
5	Losses (gains) on Curtailments & Settlements	-	-
6	Net Effect of Changes in Foreign Exchange Rates	-	-
7	Total expense recognised in the Statement of Profit & Loss under Contribution to Gratuity Fund	36	17

₹ in Lakhs

(F)	Expenses Recognised in the Other Comprehensive Income (OCI) for Current Period	Current year	Previous Year
1	Actuarial (Gains)/Losses on the Obligation for the period	269	(128)
2	Return Plan Assets, Excluding Interest Income	(5)	-
3	Change in Asset Ceiling	-	-
4	Net (Income)/Expenses for the Period Recognised in OCI	264	(128)

(G) In respect of Funded Benefits with respect to gratuity and superannuation, the fair value of Plan assets represents the amounts invested through "Insurer Managed Funds"

₹ in Lakhs

(H)	Principal Actuarial Assumptions :	Current year	Previous Year
1	Discount Rate (%)	6.83%	7.76%
2	Expected Return on plan assets (%)	6.83%	7.76%
3	Salary Escalation (%)	10.50%	8.00%
4	Rate of Employee Turnover	2.00%	2.00%

- a) The Discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated terms of the obligations.
- b) Expected Rate of Return of Plan Assets : This is based on the expectation of the average long term rate of return expected on investments of the Fund during the estimated term of obligations.
- c) Salary Escalation Rate : The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

₹ in Lakhs

(I)	Sensitivity Analysis		
		Current year	Previous Year
	Projected Benefit Obligation on Current Assumptions	844	515
1	Delta Effect +1% Change in Rate of Discounting	(70)	(42)
2	Delta Effect -1% Change in Rate of Discounting	80	48
3	Delta Effect +1% Change in Rate of salary increase	76	47
4	Delta Effect -1% Change in Rate of salary increase	(69)	(43)
5	Delta Effect +1% Change in Rate of Employee Turnover	(15)	(1)
6	Delta Effect -1% Change in Rate of Employee Turnover	17	1

(J) Investment of Gratuity Fund is with Insurance Company

LEAVE ENCASHMENT

Ind AS-19

The company has a leave encashment scheme which is a non-funded scheme.

As per the scheme all employees of the company are entitled to encash their accumulated Annual Leave subject to the retention of minimum leave as prescribed for each grade, The encashed leave is payable at the rate of (Basic+DA)/30 per day.

The liability for payment of long term compensated absence such as annual leave valued on actuarial basis is ₹ 393/- as on 31.03.2020. The actuarial valuation has been done using PUC method.

Particulars	31.03.2020	31.03.2019
Retirement Age	58 years	58 years
Attrition Rate	2%	2%
Future Salary Rise	10.50%	8%
Rate of Discounting	6.83%	7.76%
Mortality Table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

The amount of Liability on long term compensated absences has been bifurcated between current and non-current based on the report of Actuary.

Current Liability : ₹ 23/-

Non Current Liability : ₹ 370/-

Total : ₹ 393/-

NOTE 28 - CURRENT TAX LIABILITIES

₹ in Lakhs

Particulars	As at 31 st March 2020	As at 31 st March 2019
Provision for income tax (Net of advance tax)	-	266
Interest on Income Tax	-	19
Total	-	285

NOTE 29 - REVENUE FROM OPERATION

₹ in Lakhs

Particulars	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
(a) Sale of products	3,697		10,273	
(b) Sale of services	24	3,721	52	10,325
(c) Other Operating Revenue				
(i) Excess Provision Written Back				
- Warranty for Replacement	419		-	
- PPI & PRP	-		6	
- Pay Revision	-		60	
- Others	9	428	9	75
(d) Government Grant		1,338		1,329
Total Revenue (a+b+c+d)		5,487		11,729

i) Break up of revenue recognised against contracts with customers for 2019-20 ₹ in Lakhs

Particulars	Government of India /PSU				Others
	Defence	Non-Defence	Domestic	Exports	Offset Business
Sale of Product	3,681	-	16	-	-
Income from Services	17	7	-	-	-
Total	3,698	7	16	-	-

i) Break up of revenue recognised against contracts with customers for 2018-19 ₹ in Lakhs

Particulars	Government of India /PSU				Others
	Defence	Non-Defence	Domestic	Exports	Offset Business
Sale of Product	9,207	2	1,064	-	-
Income from Services	-	52	-	-	-
Total	9,207	54	1,064	-	-

ii) Reconciliation of Revenue Recognised in Statement of Profit and Loss with contract Price for 2019-20.

₹ in Lakhs

Particulars	Amount	Amount
Revenue as per Statement of P&L Account		
Sale from Products	3,697	
Income from service	24	
Total (a)		3,721
Adjustments(b)		-
Contract price (a-b)	-	3,721

ii) Reconciliation of Revenue Recognised in Statement of Profit and Loss with contract Price for 2018-19.

₹ in Lakhs

Particulars	Amount	Amount
Revenue as per Statement of P&L Account		
Sale from Products	10,273	
Income from service	52	
Total (a)		10,325
Adjustments (b)		-
Contract price (a-b)		10,325

iii Satisfaction of Performance Obligation

- In majority of the contract performance obligation is satisfied "at a point in time" which is primarily determined on customer obtaining control of the asset. One of the prime indicator considered for this is transfer of significant risk and rewards to the customer based on Inco terms.
- Company's Contract normally do not contain significant financial component and any advance payment received and /or amount retained by customer is with intention of protecting either parties to the contract.

- c. The company's turnover mainly includes supply of Image Intensifier Tubes.
- d. Contract entered into with customer, typically do not have a return/refund clause.
- e. Warranties provided are primarily in the nature of performance warranty.
- f. For revenue recognition in respect of performance obligation satisfied at a "point in time" the following criteria is used for determining whether customer has obtained "Control on asset"
- Terms of delivery as per the contract
 - Customer has legal title to the asset
 - The entity has transferred physical possession of the asset
 - Customer has accepted the asset
 - Entity has the present right to payment for the asset
- g. Transaction price is typically determined based on contract entered into with customer.
- h. No non-cash consideration are received/given during the current/previous year.

NOTE 30 - OTHER INCOME

₹ in Lakhs

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Interest on term deposits	190	99
Interest others	3	13
Net gain on foreign currency transaction and translation (net) @	-	192
Miscellaneous income	4	7
Sale of Scrap	6	2
Total	203	313

@ The foreign exchange Gain /(loss) is on account of rate variations arising on transactions in foreign currency between the date of recording of such transactions and the settlement/ the reporting date.

NOTE 31 - COST OF MATERIAL CONSUMED

₹ in Lakhs

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
1) Raw material and components consumed		
Opening stock	936	607
Add: Purchases	1,698	3,831
	2,634	4,438
Less : Closing stock	699	936
Sub - Total (1)	1,935	3,502
2) Stores and consumables consumed		
Opening stock	204	121
Add: Purchases	156	364
	360	485
Less : Closing stock	237	204
Sub -Total (2)	123	281
Total (1+2)	2,058	3,783

NOTE 32 - CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN -TRADE AND WORK-IN-PROGRESS

₹ in Lakhs

Particulars	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
Work-in Progress				
Opening stock	1,712		2,257	
Closing stock	2,945	(1,233)	1,712	545
Finished Goods				
Opening stock	-		-	
Closing stock	-	-	-	-
Total Decrease / (Increase)		(1,233)		545

NOTE 33 - EMPLOYEE BENEFIT EXPENSES

₹ in Lakhs

Particulars	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Salaries and allowances		1,065	
Leave encashment		181		94
Contribution to provident fund and other funds				
Provident fund	74		63	
Superannuation fund	21		12	
Gratuity	36		17	
Other funds	4	135	4	96
Administration and EDLI charges on PF		4		4
Staff welfare expenses		24		31
Total		1,409		1,363

NOTE 34 - FINANCE COSTS

₹ in Lakhs

Particulars	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Interest others		-	
Interest on Short Term funding by BEL		181		221
Interest on Loans from BEL		49		133
Interest on Cash Credit		-		7
Interest on Buyers Credit		-		1
Interest on Income Tax		-		19
Interest levied on Delayed Payment of IGST & BCD		-		1
Interest Levied on Delayed Payment to MSME		-		-
Sub-Total (1)		230		383
Other borrowing cost				
Loan processing charges		34		26
Sub-Total (2)		34		26
Total (1+2)		264		409

1. Interest Others of ₹ 45,242/- wrt current year is rounded off.
2. Interest levied on Delayed Payment of IGST & BCD ₹ 8,274/-wrt current year is rounded off.
3. Interest on MSME of ₹ 366/- wrt current year and ₹ 6,595/-wrt previous year is rounded off.
4. The amount of interest capitalised on loan from BEL during the Year is ₹ 126/- (Previous year ₹ 131/-) which is not included above. Capitalisation Rate 7.74% p.a. (Previous year 8.86% p.a.)

NOTE 35 - DEPRECIATION / AMORTISATION

₹ in Lakhs

Particulars	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Depreciation on Property, Plant & Equipments		877	
Amortisation on Intangible Assets		1,250		1,250
Total		2,127		2,101

NOTE 36 - TECHNICAL ASSISTANCE FEE (XR-5 TOT)

₹ in Lakhs

Particulars	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Technical assistance fees		250	
Total		250		318

NOTE 37 - OTHER EXPENSES

₹ in Lakhs

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Power and fuel	264	299
Water charges	3	3
Royalty	19	19
Travelling & conveyance	25	23
Communication	5	7
Printing and stationery	4	5
Insurance	15	13
Rates & taxes	21	31
Bank charges	9	9
Legal & professional charges	22	19
Loss on foreign exchange (net)**	26	-
Write-off of fixed assets	-	1
Repairs		
Machinery	7	98
Building	13	3
General maintenance expenses	144	133
Provision for Doubtful Debts	-	21
Bad Debts	-	1
Provision for Doubtful Advances	-	2
Provision for repairs during warranty period	-	945
Miscellaneous expenses	23	25
Total	600	1,657

1. ** The Foreign Exchange Loss is on account of rate variations arising on transactions in foreign currency between the date of recording of such transactions and the settlement/the reporting date.

NOTE 38(1) - EARNING PER SHARE

- (a) The amount used as the numerator in calculating basic and diluted earning per share is the net profit after tax for the year disclosed in the Statement of Profit and Loss.
- (b) The weighted average number of equity shares used as the denominator in calculating both basic and diluted earnings per share is 7539045 Shares.

₹ in Lakhs

Earning Per Share	2019-20	2018-19
Earning Per Share (Basic & Diluted) from continuing Operation	3.99	21.05
Earning Per Share (Basic & Diluted) from discontinuing Operation	-	-
Amount used as the numerators in calculating basic & diluted earnings per share	301	1,418
Weighted average number of equity shares used in computing basic and diluted earnings per share	75,39,045	67,37,903

NOTE 38(2)- DISCLOSURE RELATING TO CSR EXPENDITURE

₹ in Lakhs

Particulars	In Cash	Yet To be Paid In Cash	Total	Appropriation For Unspent Amount	CSR Grant Total
i. Construction / Acquisition on any asset	-	-	-	-	-
	-	-	-	-	-
ii. Purpose other than (i) above	-	-	-	27	27
	-	-	-	18	18

NOTE NO. 39
FINANCIAL RISK MANAGEMENT

(i) RISK MANAGEMENT FRAMEWORK AND POLICIES

The Company is broadly exposed to credit risk, liquidity risk and market risk (fluctuations in exchange rates, interest rates and price risk) as a result of financial instruments.

The Board of Directors has the overall responsibility for the establishment, monitoring and supervision of the Company's risk management framework. For this purpose, the Board has set up a Risk Management Committee which is responsible for developing and monitoring the risk management policies. The Company has an established Risk Management Policy that outlines risk management structure and provides a comprehensive frame work for identification, evaluation, prioritization and treatment of various risks associated with different areas of financial and operations.

(ii) MARKET RISK

Market risk is the risk due to changes in market prices – such as foreign exchange rates, interest rates that affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Company's activities expose it primarily to the financial risks of changes in foreign exchange rates and interest rate movements (refer to notes below on currency risk and interest risk).

(iii) CURRENCY RISK

BELOP is exposed to foreign exchange risk arising from foreign currency transactions primarily relating to purchases and sales made in foreign currencies such as US Dollar (USD), Euro, SGD, CHF, GBP. Foreign exchange risk arises from existing and future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (INR).

The Company's Risk Management Committee reviews the Company's exposure to this risk on a regular basis.

The Company's export proceeds which are realized in USD are received in an Export Earners Foreign Currency account (EEFC) which is then utilised for payments in USD foreign currency, thereby mitigating the currency risk on exports.

In case of customer orders, the ERV clause is built-in the contract which eliminates the foreign currency fluctuation risk.

The company has not entered into any derivative contracts during the financial year 2019-20. As on 31 March 2020, there are no outstanding derivative contracts.

Company's exposure to currency risk is as follows: -

₹ in Lakhs

Particulars	31 st March 2020		31 st March 2019	
	Euro	USD	Euro	USD
Bank Balance	-	-	-	-
₹	-	-	-	-
Bank Loans - Secured	-	-	-	-
₹	-	-	-	-
Trade Payables	8/-	-	25/-	-
₹	634/-	16/-	1,812/-	25/-
Net Exposure i.r.o recognised assets and liabilities	8/-	-	25/-	-
₹	634/-	16/-	1,812/-	25/-

1. USD 713 - ₹ 48,767/- wrt previous year is rounded off.
2. Trade Payable in USD 22,218/- wrt current year & USD 34,596 wrt previous year is rounded off.
3. Net Exposure in USD 22,218/- wrt current year is rounded off & USD 33,383/- wrt previous rounded off.

(iv) FOREIGN CURRENCY SENSITIVITY

A reasonably possible strengthening/(weakening) of the Indian Rupee against major currency Euro as at 31 March 2020 would have affected the measurement of financial instruments denominated in a foreign currency and affected Profit or Loss and Equity by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

₹ in Lakhs

Particulars	Impact on Profit and Equity	
	31.03.2020	31.03.2019
Currency Wise – Euro Rate Increase by 5%	-34.62	-98.09
Currency Wise – Euro Rate Decrease by 5%	34.62	98.09

(v) INTEREST RATE RISK

Interest rate risk can either be fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing instruments will fluctuate because of fluctuations in market interest rate.

- a) The company has been sanctioned working capital loan for ₹ 5,000 by BEL. The interest is charged monthly at the rate of yield earned by BEL on the deposits made with banks upto previous month. However, the company has repaid the entire outstanding amount during 2019-20.
- b) The company has been sanctioned Term loan for ₹ 4,600/- by BEL for execution of the XR-5 project. The interest is charged monthly at the rate of yield earned by BEL on the deposits made with banks upto previous month or the interest rate of yield on a Government of India bond of five year tenure whichever is higher.
- c) BELOP has also been sanctioned fund based and non-fund based working capital limits of ₹ 4,600/- by the consortium bankers of SBI (Lead bank) and Axis Bank. The rate of interest is 8.80% p.a. (Axis Bank) and 8.70% p.a. (SBI). The rate of interest charged by SBI and Axis Bank are linked to their base rate which is subject to fluctuations. Outstanding as on 31st March 2020 is NIL in respect of which interest payable is based on SBI and Axis Bank's base rate (as per the terms and conditions, both SBI and Axis Bank are eligible to reset the interest charged on periodic basis).

(vi) LIQUIDITY RISK

Liquidity Risk is the risk that a Company could encounter if it faces difficulty in meeting the obligations associated with financial liabilities by delivering cash and other financial asset or the risk that the Company will face difficulty in raising financial resources required to fulfill its commitments. The Company's exposure to liquidity risk is very minimal as it has a prudent liquidity risk management process in place which ensures maintaining adequate cash to pay its liabilities when they are due. To ensure continuity of funding, the Company has access to short-term bank facilities in the nature of cash credit facility to fund its ongoing working capital requirements.

The Company meets its liquidity requirement mainly through internally generated cash flows which is monitored by mapping expected cash inflows, to meet the liabilities.

The amounts disclosed are contractual undiscovered cash flows. The tables below analyse the company's financial liabilities based on their contractual maturities.

Note No. 39 – Financial Risk Management – Liquidity Risk (Point No. VI)**(I) Maturities of Financial Liabilities: -**

The table below reflects the all financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed are gross and undiscounted cash flows.

As at 31 March 2020**₹ in Lakhs**

Sr. No	Contractual maturities of financial liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
I	Borrowings	-	-	-	99	-	99
II	Current Maturities of Long Term Debt (Loan from BEL)	383	383	768	-	-	1,534
III	Trade Payables	538	-	-	-	-	538
IV	Other Financial Liabilities:-						
A	Other Payable	255	-	-	-	-	255
B	Security Deposits	50	-	-	-	-	50
C	Outstanding Expenses	137	-	-	-	-	137
D	Interest On Borrowing	7	-	-	-	-	7
E	Interest On MSME	-	-	-	-	-	-

Note:- Interest On MSME of ₹ 22,111/- wrt current year is rounded off.

As at 31 March 2019**₹ in Lakhs**

Sr. No	Contractual maturities of financial liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
I	Borrowings	312	310	-	1,293	-	1,915
II	Current Maturities of Long Term Debt (Loan from BEL)	-	255	767	-	-	1,022
III	Trade Payables	495	-	-	-	-	495
IV	Other Financial Liabilities:-						
A	Other Payable	1,715	-	-	-	-	1,715
B	Security Deposits	53	-	-	-	-	53
C	Outstanding Expenses	86	-	-	-	-	86
D	Interest On Borrowing	16	-	-	-	-	16
E	Interest On MSME	-	-	-	-	-	-

Note:- Interest On MSME of ₹ 21,745/- wrt current year is rounded off.

(vii) CREDIT RISK

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises from credit exposures from customers, cash and cash equivalent with banks, security deposits and loans.

The credit risk of the Company is managed at a corporate level with directives of the risk management committee.

Significant amount of trade receivables are due from Government / Government Departments, Public Sector Companies (PSUs) consequent to which the Company does not have a credit risk associated with such receivables. In case of non Government trade receivables, sales are generally carried out based on Letter of Credit or established by the customer or by advance payments thereby reducing the credit risk.

Advance payments are made in very special cases without bank guarantee after obtaining permission of the Board but the amount of advance payments is very minimal as compared to the total payments. Impairment losses on financial assets (representing mainly liquidated damages leviable for delayed deliveries and other disallowances) have been made after factoring contractual terms, etc. and other indicators to reflect expected credit loss.

The cash and cash equivalent with banks are in the form of short term deposits with maturity period of upto 1 year. The Company maintains its short-term deposits with nationalised /scheduled commercial banks and its consortium bankers only. The Company has not incurred any losses on account of default from banks on deposits.

The credit risk in respect of other financial assets is negligible as they comprise of term deposits held with banks.

(viii) CAPITAL MANAGEMENT

The Company's Capital Management objective is to maintain a strong capital base and optimal capital structure to provide adequate returns to the shareholders and ensure the ability of the company to continue as a going concern. The company has a conservative approach for raising capital through debt. In order to meet the requirements of XR-5 project, the company has raised funds by way of rights issue during and by way of loan from 2015-16 to 2019-20.

The Company plans to follow a Dividend Distribution Policy which proposes payments of dividend and retention of surplus for future growth and enhancing shareholders wealth.

The company's borrowing as on 31st March 2020 is outlined below:-

₹ in Lakhs

Sr. No.	Particulars	Amount Outstanding as on 31 st March 2020 ₹ in lakhs	Remarks
1	Working Capital Loan from BEL	Nil	Refer Note No. 22 of Balance Sheet
2	Term Loan from BEL (XR-5 Project)	1,633	Refer Note No.18 and 25 of Balance Sheet.

The Gearing Ratio is given below:-

₹ in Lakhs

Particulars	As at 31 st March 2020	As at 31 st March 2019
Net debt	1,633	2,937
Total equity	23,528	21,196
Net debt to equity ratio	0.07	0.14

Note No. 39 –Financial Risk Management (ix)**Financial Instruments - Fair Value Measurements****1.Accounting classification and fair values**

The following tables show the carrying amount and fair values of financial assets and liabilities:

a) Financial Assets

₹ in Lakhs

Sr.No.	Particulars	31 st March 2020			31 st March 2019		
		FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
	Financial Assets measured at fair value	-	-	-	-	-	-
	Total	-	-	-	-	-	-
	Financial Assets not measured at fair value						
I	Trade Receivables	-	-	74	-	-	956
II	Loans						
A	Security deposits	-	-	36	-	-	36
III	Cash and cash equivalents	-	-	2,625	-	-	2,869
IV	Other Bank Balances	-	-	265	-	-	2,442
V	Other Financial Assets						
A	Term Deposit	-	-	71	-	-	89
B	Interest On Term Deposits	-	-	20	-	-	12
	Total	-	-	3,091	-	-	6,404

b. Financial Liabilities

₹ in Lakhs

Sr.No.	Particulars	31 st March 2020			31 st March 2019		
		FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
	Financial Liabilities measured at fair value	-	-	-	-	-	-
	Total	-	-	-	-	-	-
	Financial Liabilities not measured at fair value						
I	Borrowings	-	-	99	-	-	1,915
II	Current Maturities of Long Term Debt (Loan from BEL)	-	-	1,534	-	-	1,022
III	Trade Payables	-	-	538	-	-	495
IV	Other Financial Liabilities						
A	Other Payable	-	-	255	-	-	1,715
B	Security Deposits	-	-	50	-	-	53
C	Outstanding Expenses	-	-	137	-	-	86
D	Interest On Borrowing	-	-	7	-	-	16
E	Interest On MSME	-	-	-	-	-	-
	Total	-	-	2,620	-	-	5,302

Note:- Interest On MSME of ₹ 22,111/- wrt current year is rounded off. (Previous Year ₹ 21,745/-)

GENERAL NOTES TO ACCOUNTS**NOTE NO. 40****1 BORROWINGS****i) WORKING CAPITAL LOAN FROM BANKS**

- a) The company has been sanctioned working capital limit of ₹ 4,600/- by the consortium bankers of SBI (Lead bank) and Axis Bank. The rate of interest is 8.80% p.a. (Axis Bank) and 8.70% p.a.(SBI).
- b) The above sanctioned limits are also secured by Hypothecation of raw materials, stock-in-process, finished stocks, stores and spares, book debts and other current assets (except spare parts relating to plant and machinery) by way of first charge as outlined below. The sanctioned limits are also secured by first pari passu charge by way of equitable mortgage on Land & Building.

Sr. No	Particulars	31.03.2020	31.03.2019
1	Inventories	4,222	2,966
2	Trade Receivables	74	956
3	Cash & Cash Equivalent	2,625	2,869
4	Bank Balance	265	2,442
5	Other Financial Assets	20	13
6	Other Current Assets	369	284
	Total Current Assets	7,575	9,530

ii) WORKING CAPITAL LOAN FROM BEL ₹ 50 CRORES

BELOP has repaid the outstanding working capital Loan of ₹ 622/- during 2019-20. The outstanding loan amount as on 31.03.2020 is ₹ Nil/-(₹ 622/-).

iii) TERM LOAN FOR XR-5 PROJECT FROM BEL

BEL has sanctioned a Term Loan of ₹ 4,600/- to BELOP for XR-5 Project. After reschedulement, the principal payments are payable in 36 equal installments from August 2019. The outstanding loan amount as on 31.03.2020 is ₹ 1,633/- (₹ 2,315/-). The interest is charged monthly at the rate of yield earned by BEL on the deposits made with banks upto previous month or the interest rate of yield on a Government of India bond of five year tenure whichever is higher.

2. DETAILS OF THE XR-5 PROJECT

The XR-5 project was under implementation during the year. The License Fees paid is shown as intangible assets under development. The technical assistance rendered under the project during the year has been charged to the Statement of Profit and Loss.

FUNDING OF THE XR-5 PROJECT

In order to enhance the specifications of the I.I. Tubes to meet the customer requirements, BELOP has entered into an Agreement with M/s Photonis, France for ToT for XR-5 I.I. Tubes during May 2014. BEL has committed to fund the basic project cost of Euro 22.95 Million by way of infusion of equity and the balance amount of the project cost amounting to approx. ₹ 4,600/- towards related taxes and duties and towards infrastructure upgradation at BELOP by way of loan.

RIGHTS ISSUE

During the year as part of the funding for the XR-5 project, BELOP has made rights issue for 11,65,716 (5,89,176) equity shares at a premium and the same has been subscribed and shares have been allotted.

AVAILMENT OF LOAN

During the year as part of the funding for the XR-5 project, BELOP has availed loan of ₹ 320/- (₹ 817/-) (against sanctioned term loan of ₹ 4,600/-) from BEL towards funding of the XR-5 project.

3. Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 3/- (Previous Year ₹ 17/-).

4. DETAILS OF GRANT TRANSFER IN RESPECT OF TOT (XD-4)

Sr. No	Particulars	₹ in Lakhs	
		2019-20	2018-19
1	Depreciation	550	538
2	Amortization of License Fee	1,250	1,250
3	Total	1800	1,788
4	% of Grant Transfer	74.30%	74.30%
5	Grant Transfer (3*4)	1,338	1,329

BELOP has entered into an Agreement with M/s Photonis, France for transfer of technology for manufacture of Higher Specification I.I Tubes at BELOP which is funded by way of Grant. The percentage of grant to ToT Cost is 74.30% of the expenses incurred in the year 2019-20 towards ToT has been transferred to income in the Statement of Profit and Loss.

5. PAYMENT TO AUDITORS (NET OF GST)

₹ in Lakhs

Sr. No	Particulars	2019-20	2018-19
1	Statutory Audit Fees	1.50	1.50
	Total	1.50	1.50

6. RELATED PARTY DISCLOSURES:**A) Name of the related party and nature of relationship where control exists:**

Name of Related Party	Nature of Relationship
Bharat Electronics Limited	Holding Company

B) Related Party Transactions with holding Company Bharat Electronic Limited

₹ in Lakhs

Nature of Transactions	Amount of Transactions	Amount of Transactions	Amount Outstanding at the end of year 31.03.2020		Amount Outstanding at the end of year 31.03.2019	
	2019-20	2018-19	Debit (₹)	Credit (₹)	Debit (₹)	Credit (₹)
	(₹)	(₹)				
Sales	566	3,695	-	-	-	-
Purchases	-	-	-	-	-	-
Interest Paid	356	485	-	-	-	-
Internal Audit Fees	1	1	-	1	-	1
Equity Contribution (Including Securities Premium)	2,833	1,449	-	17,265	-	14,432
Dividend Paid	426	346	-	-	-	-
Trade Receivables**	-	-	213	-	517	-
Working Capital Loan from BEL	-	-	-	-	-	622
Term Loan From BEL	-	-	-	1633	-	2,315
Interest on BEL Loan (Working Capital)	-	-	-	-	-	3
Interest on Term Loan from BEL	-	-	-	7	-	13

** Debtors includes ₹ 140/- (Previous Year ₹ 140/-) for which provision for doubtful debts has been made.

- BELOP has entered into an agreement with BEL on 30th April 2013 for temporary funding of TOT cost by BEL for ₹ 104.16/- and as per the terms of the agreement BELOP is required to compensate BEL for the cost of Funds.
- Two Officials are on deputation from, BEL i.e. Holding Company and salaries etc is paid by the BEL Optronics Devices Limited during the year as per the terms and conditions of employment.
- BEL Optronics Devices Limited has also borne the proportionate salary paid to a vigilance officer appointed by BEL.

Transaction with Government and Government Related Entities :-

As BELOP is a government entity under the control of Ministry of Defence (MoD) and has availed exemption from detailed disclosures required under IND-AS 24 with respect to related party transactions with government and government related entities. An amount of ₹ 20/- (previous year ₹ 600/-) is outstanding as Trade Receivables as on 31.03.2020.

C) KEY MANAGEMENT PERSONNEL ARE AS FOLLOWS:

Sr.No	Name of Key Management Personnel	Designation
1	Mr. M.V. Gowtama	CMD, BEL and Chairman, BELOP
2	Mrs. Anandi Ramalingam	Director (Mktg.), BEL and Director, BELOP
3	Mr. Koshy Alexander	Director (Finance), BEL & Director BELOP
4	Mr. R.N. Bagdalkar (Upto 31.05.2019)	Director (HR), BEL & Director BELOP
5	Mr. Mahesh V (From 05.07.2019)	Director (R & D), BEL & Director BELOP
6	Mr. DCN Srinivasa Rao	Chief Executive Officer, BELOP
7	Ms. Priya .S. Iyer	Company Secretary & CFO, BELOP

The above five Directors are Part time directors and no remuneration has been paid by the company to them during this year. The remuneration paid to CEO, BELOP and to the Company Secretary & CFO, BELOP is given below:-

₹ in Lakhs

Sr.No.	Particulars	Short-term benefits		Retirement Benefits		Total	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1	Mr. DCN Srinivasa Rao	38	36	7	7	45	43
2	Ms. Priya .S. Iyer	20*	10	2	2	22	12

*Includes arrears for the period 01.01.2017 to 31.03.2019

- As per the IND-AS Accounting Standard – 108 on “Operating Segments” Ministry of Corporate Affairs vide Notification no. 463 (E) dated 5th June, 2015 as amended has exempted the Companies engaged in Defence Productions from the requirement of Segment Reporting.
- The company which is a single composite cash generating unit has on the basis of assessment of internal and external factors found that there are no indications of impairment of its assets and hence no provision for the same is considered necessary.
- The company has incurred an expenditure on Research and Development during the year which are in the respective natural Classification is given below :

₹ in Lakhs

Particulars	2019-20	2018-19
Material	40	1
Capital Expenditure	-	60
Employee Remuneration & Benefits	2	-
Gross Expenditure	42	61

- The pay revision of non-executives is due from 01.04.2017 .Pending conclusion of negotiations with the BELOP Workers Union and the Pay Revision Negotiation Committee, provision for payment of arrears to the non-executives with effect from 01.04.2017 based on management estimates has been made in the books of accounts.
- A new superannuation Scheme for it's executives with effect from 01.04.2017 has been approved by the Board and has been submitted to the Ministry of Defence for it's approval.

12. CONTINGENT LIABILITIES

₹ in Lakhs

Sr. No.	Particulars	For the year ended 31.03.2020 (₹)	For the year ended 31.03.2019 (₹)
a)	Outstanding Letters of Credit	35	95
b)	Outstanding Bank Guarantees (Counter Guarantee given against same by Company)	83	354
c)	Octroi Demand disputed by the Company and deposited with Sr. Divisional Bench of Pune Court in the financial year 2005-06. Presently the case is pending with Small Causes Court, Pune.	14	14
d)	Service tax disputed by the company	198	199
e)	Sales tax disputed by the company	Nil	1
f)	Provisional Liquidated damages upto 31 st March unexecuted customer orders where the delivery date has expired.	Nil	Nil
g)	Appeal filed by the Income Tax Department in Mumbai, High Court against order by ITAT in favour of the company in respect benefits availed under Section 10B of the Income Tax Act, 1961.***	Nil	387
h)	Total (a to g)	330	1,050

*** The appeal has been dismissed by the Mumbai High Court

13. Value of Remaining Performance Obligation (Pending Orders to be executed)

Unrecognised revenue from contracts with Customer which are partially satisfied or unsatisfied (Pending Orders to be executed)

Particulars	Total Amount	Within a Year	2-3 Years	1-2 Years	More than 3 years
Unexecuted Order Value	470	470	-	-	-
Total	470	470	-	-	-

14. Previous year's figures have been regrouped/ reclassified where ever considered necessary. Figure in brackets relate to previous year.

15. All the figures in the Financial Statement are rounded off to nearest lakhs unless otherwise mentioned.

INDEPENDENT AUDITORS' REPORT**TO THE MEMBERS OF BEL OPTRONIC DEVICES LIMITED****1. Opinion**

We have audited the accompanying Standalone Ind AS Financial Statements of **BEL OPTRONIC DEVICES LIMITED** which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the company as at March 31, 2020, and profit, its cash flows and the changes in the equity for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

3. Responsibility of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, cash flow and changes in equity of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate **internal financial controls**, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with standards on auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

4. Report on Other Legal And Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by the section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the company.
 - (c) The Balance sheet, Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
 - (e) On the basis of written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**" and,
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us.
 - a. The Company has disclosed the impact of pending litigations on its financial position in the Ind AS financial statements. – Refer Note 40(12) to the financial statements
 - b. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - c. The provisions related to the said clause relating to transfer of amounts, required to be transferred, to the investor education and protection fund by the company are not applicable to the company.
3. As required by Section 143(5) of the Act, we have considered the directions issued by the Comptroller and Auditor General of India, the action taken thereon and its impact on the Standalone Ind AS financial statements of the company (Annexure C).

- sd-

CA. SHREEDHAR PATHAK
Partner
(Membership No. 041994)

For and on behalf of
NATU & PATHAK
Pune,
Chartered Accountants
(ICAI Firm Regn. No. 112219W)

Pune,
26th June 2020

UDIN - 20041994AAAABU3409

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 5(1) under 'Report on other legal and regulatory requirements' section of our report of even date on the financial statements of BELOPTRONIC DEVICES LIMITED)

1. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - a) The company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years.
 - b) In accordance with this programme certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regards to the size of the company and the nature of its assets.
 - c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deed of immovable properties are held in the name of the company.
2. The inventory has not been physically verified at the year-end by the management because of lock down of factory from 24/03/2020 to 17/05/2020. The company has physically verified the inventory on 18/05/2020, on reopening of the factory, and no material discrepancies were noticed between books of accounts and physical verification.
3. The company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the financial year. As such the provisions of clause 3(iii) of the Companies (Auditor's report) Order, 2016 are not applicable to company.
4. The Company has not given any loans, investments and guarantees, to a person specified under provisions of Section 185 and 186 of the Companies Act, 2013.
5. The Company has not accepted any deposits from the public and as such the question of compliance with the provisions of section 73 to 76 of the Companies Act, 2013 with regards to the deposits accepted from public does not arise. Therefore, the provisions of clause 3(v) of the Companies (Auditor's report) Order, 2016 are not applicable to company.
6. The Central Government has prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 according to its turnover and the same has been maintained by the company. We have relied on the certificate given by an independent professional appointed by the company in this behalf.
7.
 - a. According to the information and explanation given to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, labour welfare fund, employees' state insurance, income tax, custom duty, goods & service tax, cess and other material statutory dues applicable to it.

According to the information and explanation given to us, no undisputed amount payable in respect of provident fund, labour welfare fund, employees' state insurance, income tax, custom duty, goods & service tax and cess were in arrears as at 31st March, 2020 for a period of more than six months from the date they become payable.
 - b. According to the information and explanations given to us, there are no dues of income tax, service tax, custom duty, value added tax, goods and service tax, cess which have not been deposited on account of any dispute except service tax as specified in the table below.

According to information and explanation given to us, the following dues have not been deposited by the Company on account of dispute:

Sr. No	Nature of Dues	Forum where dispute is pending	Financial Year	31 st March, 2020
1.	Service tax	CESTAT	2014-2015	12,62,327
2.	Service tax	CESTAT	2016-2017	1,69,18,951
3.	Service tax	CESTAT	2015-2016	15,83,123

8. The Company has not defaulted in the repayment of loans or borrowings from financial institutions, banks, government or dues to the debenture holders.
9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). The term loans were applied for the purposes for which those are raised.
10. To the best of our knowledge and according to the information and explanation given to us, no fraud by the company and no fraud on the company by officers or employees has been noticed or reported during the year.
11. According to the information and explanation given to us and based on our examination of the records of the company, the company being a Government Company (as defined in Section 2(45) of the Companies Act, 2013, Notification GSR 463(E) dated June 5, 2015) provisions of Section 197 of the said Act are not applicable to the Company.
12. In our opinion and according to the information and explanations given to us, the company is not a Nidhi company Accordingly, paragraph 3(xii) of the Order is not applicable.
13. In our opinion and according to the information and explanations given to us and of the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
14. According to information and explanations given to us and based in our examinations of the records of the Company, the company has made private placement of right shares of 11,65,716 nos. of equity shares of face value of ₹100/- each at premium of ₹143/- aggregating to ₹ 28,32,68,988/- to Bharat Electronics Limited during the year under review.
15. According to information and explanations given to us and based in our examinations of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected to its directors, and hence provisions of Section 192 of Companies Act, 2013 are not applicable to the Company.
16. The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

- sd-

CA. SHREEDHAR PATHAK
Partner
(Membership No. 041994)

For and on behalf of
NATU & PATHAK
Pune,
Chartered Accountants
(ICAI Firm Regn. No. 112219W)

Pune,
26th June 2020

UDIN - 20041994AAAAABU3409

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 5(2)(f) under 'Report on other legal and regulatory requirements' section of our report of even date on the Standalone Ind AS Financial Statements of BELOPTRONIC DEVICES LIMITED)

1. Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of BELOPTRONIC DEVICES LIMITED as of 31st March, 2020 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

2. Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

3. Auditors' Responsibility for Internal Financial Controls

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

4. Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

5. Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

6. Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting. Such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

- sd-

CA. SHREEDHAR PATHAK
Partner
(Membership No. 041994)

For and on behalf of
NATU & PATHAK
Pune,
Chartered Accountants
(ICAI Firm Regn. No. 112219W)

Pune,
26th June 2020

UDIN - 20041994AAAABU3409

ANNEXURE - C TO THE INDEPENDENT AUDITORS' REPORT

Response to the directions issued by the Comptroller and Auditor-General of India under Sec 143(5) of the Companies Act, 2013.

Based on Management response and our review of accounts, we submit the following :

Sr. No.	Directions	Response
1.	Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	The company has system in place to process all the accounting transactions through IT system. There are no accounting transactions that are processed outside the IT system, so the question of any financial implication does not arise.
2.	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts /loans/interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated.	Based on our review of books of accounts and management confirmation there are no such cases of any restructuring of an existing loan or cases of waiver/write off of debts /loans/interest etc. made by a lender to the company.
3.	Whether funds received/receivable for specific schemes from central/ state agencies were properly accounted for/ utilized as per its term and conditions? List the cases of deviation.	Based on our review of books of accounts, the company has not received any funds from central/state agencies during the year under review.

- sd-

CA. SHREEDHAR PATHAK
Partner
(Membership No. 041994)

For and on behalf of
NATU & PATHAK
Pune,
Chartered Accountants
(ICAI Firm Regn. No. 112219W)

Pune,
26th June 2020

UDIN - 20041994AAAABU3409



लोकहितार्थं सत्यनिष्ठा
Dedicated to Truth in Public Interest

Insp./BELOP A/cs(2019-20)/2020-21/
सं./No.:

प्रधान निदेशक वाणिज्यिक लेखापरीक्षा एवं पदेन सदस्य
लेखापरीक्षा बोर्ड का कार्यालय, बेंगलूरु - 560 001
OFFICE OF THE PRINCIPAL DIRECTOR OF COMMERCIAL
AUDIT and ex-Officio MEMBER, AUDIT BOARD,
BENGALURU - 560 001.

दिनांक/DATE: 14 August 2020

To
Shri M. V. Gowtama,
Chairman,
M/s.BEL Optronics Devices Limited,
EL 30, J Block, Bhosari Industrial Area,
Pune - 411 026

Sir,

Sub: Comments of the Comptroller and Auditor General of India under
section 143(6) (b) of the Companies Act, 2013.


I forward herewith Non review Certificate of the Comptroller and Auditor General of
India under Section 143(6) (b) of the Companies Act, 2013 on the accounts of M/s. BEL
Optronics Devices Limited Pune for the year ended 31 March 2020.

It may please be ensured that the Comments are:

- (i) printed in toto without any editing;
- (ii) placed next to the Statutory Auditors' Report in the Annual Report of the
Company with proper indication in the index;
- (iii) Placed before the AGM as required under proviso to Section 143(6) (b) of the
Companies Act, 2013.

The receipt of this letter may please be acknowledged.

Yours faithfully,


(Arun Kumar V.M.)
Deputy Director (Admin)

Encl: As above.

भारतीय लेखापरीक्षा तथा लेखा विभाग
INDIAN AUDIT & ACCOUNTS DEPARTMENT

पहला तल, बसव भवन, श्री बसवेश्वर रोड, बेंगलूरु - 560 001
1st Floor, Basava Bhavan, Sri Basaveswara Road, Bengaluru - 560 001

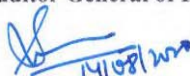
☎ वा/Phone : 2226 7648 / 2226 1188

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE
FINANCIAL STATEMENTS OF M/s. BEL OPTRONIC DEVICES LIMITED PUNE
FOR THE YEAR ENDED 31 MARCH 2020**

The preparation of Financial Statements of **M/s. BEL Optronics Devices Limited Pune** for the year ended 31 March 2020 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 26 June 2020.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the Financial Statements of **M/s. BEL Optronics Devices Limited Pune** for the year ended 31 March 2020 under section 143 (6) (a) of the Act.

For and on behalf of the
Comptroller & Auditor General of India


(Santosh Kumar)

Pr. Director of Commercial Audit

Place: Bengaluru

Dated: 14 August 2020

Visit of Master General of Ordnance to BELOP on 28th February 2020



Lt. Gen S.K. Upadhay, PVSM, SVSM, SM, VSM, MGO (fourth from left), Mr. DCN Srinivasa Rao, CEO, BELOP, (fourth from right), Mr. Rajasekhar M V, Chief Scientist, CRL, Bengaluru, BEL, (third from right), Lt. Col. M. K. Singh (Retd.), AGM (PS-Army/CO) (third from left), Mr. Nitin Arey, Sr. DGM (Commercial), BELOP (first from right), Mr. Anil Dixit, Sr. DGM (Prod.), BELOP (second from right) with officials of Ministry of Defence.

Visit of Director General of Perspective Planning to BELOP on 26th August 2019



Lt. Gen Taranjit Singh, AVSM, VSM, DGPP, IHQ of MoD (Army) (fourth from right), Mr. Mahesh V, Director(R & D), BEL & Director, BELOP (fourth from left), Mr. DCN Srinivasa Rao, CEO, BELOP (fifth from left), with officials of BELOP and Directorate of Perspective Planning, MoD.

BEL OPTRONIC DEVICES LIMITED

Govt. of India Enterprise Ministry of Defence

A subsidiary of Bharat Electronics Limited (BEL)

C. I. N. U32100PN1990GOI058096

Regd. & Head Office : EL.-30, 'J' Block,

Bhosari Industrial Area, Pune - 411 026 (India)

Phone : (020) 27130981 (4 Lines),

27130604, 27130220, 27130355

Fax : (020) 27130589

E-mail : info@belop.co.in