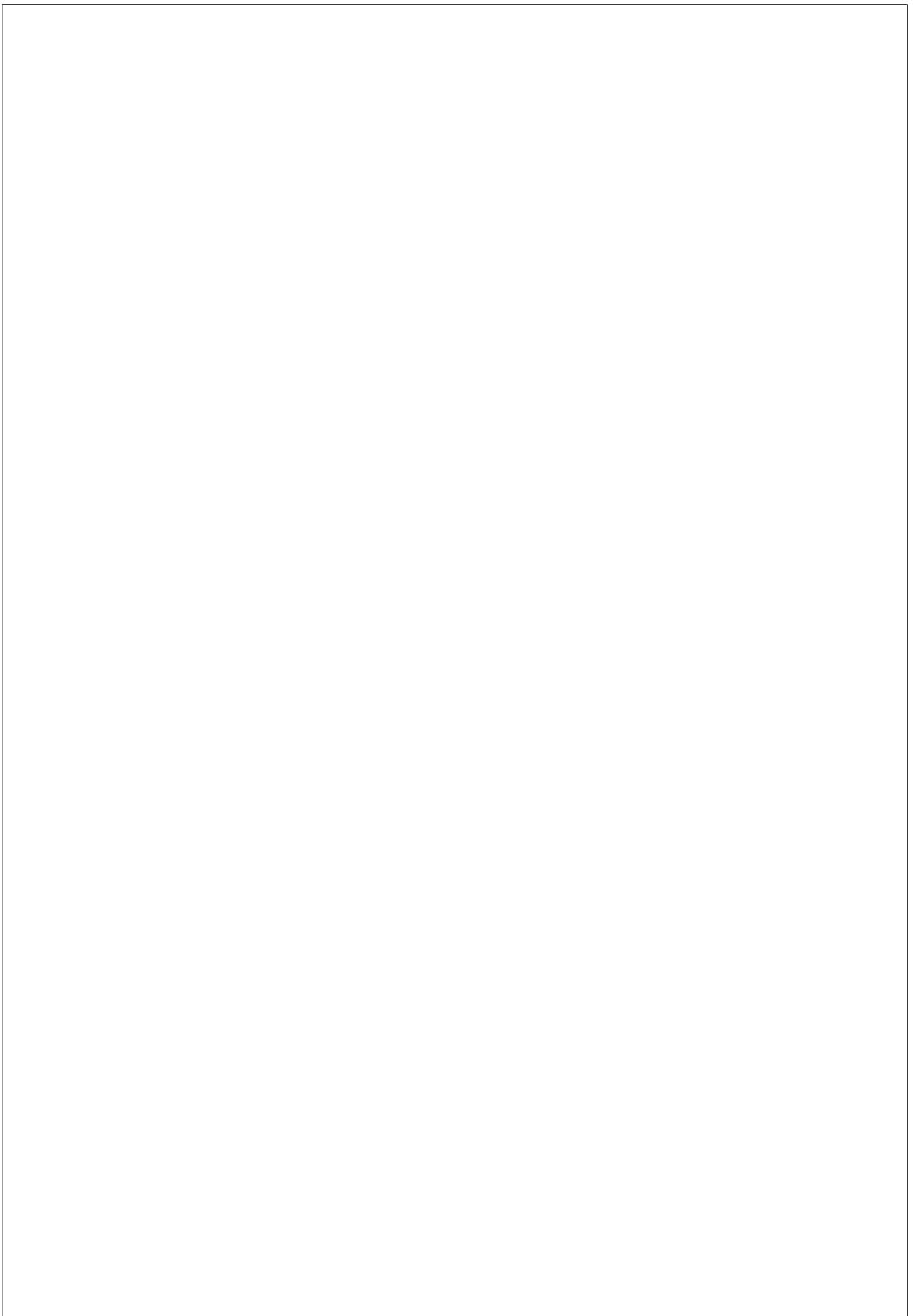


Annual Report 2016-17





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Chairman's Letter

Dear Shareholders,

It is a matter of pleasure to communicate with you directly and to share with you, the status of your company during the past year and future outlook for the Company.

The Company has initiated co-development activities of PHAROS, a Multi-Target Tracking Radar, STAR 2000 Upgrade and Air Traffic Management Radar AMC has been taken up on the business front.

Governance and Sustainability

Your company endeavours to uphold the best practices in the 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 would like to thank my fellow Directors on the Board for their wisdom and guidance. I deeply appreciate our shareholders, customers, prospective customers and our business associates for their continuing support. I also wish to express my sincere gratitude to all the officers and employees of BEL-THALES Systems Limited for their dedication and commitment which is responsible for driving growth in the company. It shall be our continuous endeavour to build on these strengths to face future challenges in the journey of profitable growth.

Best Wishes.

Sincerely,

**Dr. Ajit T Kalghatgi
Chairman**

Bengaluru
August 08, 2017

Vision, Mission and Values

Vision

- To be a leading technology and service provider for Radars in civilian and select defence sectors in Indian and Global market.

Mission

- To be a lean and agile enterprise in Developing, Evolving and Customising Radars and related services to meet challenges faced by the Customer.

Values

- Putting customers first
- Working with transparency, honesty & integrity
- Trusting & respecting individuals
- Fostering team work
- Striving to achieve high employee satisfaction
- Encouraging flexibility and innovation
- Proud of being a part of the organisation

Board of Directors, KMP, Auditors & Bankers

Board of Directors

Chairman

Dr. Ajit T Kalghatgi

Directors

Mr. Girish Kumar

Mr. Emmanuel de ROQUEFEUIL

Key Managerial Personnel

Chief Executive Officer

Mr. Rajiv Kumar Sikka

Chief Financial Officer

CMA. Bathina Srinivasa Rao

Company Secretary

CS. Harish M V

Statutory Auditors

Venkat, Kollali & Murthy,
Bengaluru

Bankers

State Bank of India,
Jalahalli Branch, Bengaluru.

Board's Report

To,
The Members of BEL-THALES Systems Limited.

Your Directors have pleasure in presenting their Third Annual Report on the business and operations of the Company together with the Audited Standalone Ind AS Financial Statements for the financial year ended March 31, 2017.

Financial Highlights

During the year under review, the performance of your company is as under:

Particulars	Rs. in Lakhs	
	Year ended March 31, 2017	Year ended March 31, 2016
Total Revenue	394.41	96.42
Total Expenses	476.29	339.92
Profit / (Loss) Before Tax	(81.88)	(243.50)
Less: Tax Expense	(0.14)	1.24
Profit / (Loss) After Tax	(81.74)	(244.74)
Add : Balance B/F from the previous year	(409.62)	(164.88)
Balance Profit / (Loss) C/F to the next year	(491.36)	(409.62)

State of Company's Affairs and Future Outlook

The primary focus of the Company is to Design, Develop, Market, Supply and Support of Civilian and select Defence Radars for Indian and Global Markets.

The Company is expected to grow as a center for Development, Upgradation and Customisation of Products and Solutions.

Dividend

Since the company neither has profit during the year nor any accumulated profits, the Directors regret their inability to propose any dividend.

Amount transferred to Reserves

It is not proposed to carry any amount to any reserves of the Company for the year.

Changes in Share Capital

During the Financial Year 2016-17, the Share Capital of the Company has been increased from Rs. 2,240.00 Lakhs to Rs. 5,761.54 Lakhs, pursuant to allotment of 35,21,537 Equity Shares of Rs. 100 each under Rights Issue.

FDI Approval

Consequent to Rights Issue of Equity Share Capital, your Company received Foreign Direct Investment (FDI) as per the approval accorded by Foreign Investment Promotion Board (FIPB). Your Company completed all compliances relating to Foreign Exchange Management Act, 1999 (FEMA) in respect of the same and consequently, the Reserve Bank of India (RBI) has approved the receipt of the FDI and shares allotment has been made by the Company.

Extract of Annual Return

The extract of Annual Return in format MGT - 9, for the Financial Year 2016-17 is enclosed at **Annexure 1**.

Number of Board Meetings

During the Financial Year 2016-17, four meetings of the Board of Directors of the company were held on May 02, 2016, July 26, 2016, October 24, 2016 and January 16, 2017.

Particulars of Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013

There were no loans given, guarantees provided, investments in securities and acquisition made pursuant to Section 186 of the Companies Act, 2013 during the year under review and hence, the said disclosure requirements are not applicable.

Particulars of the Contracts or Arrangements made with Related Parties made pursuant to Section 188 of the Companies Act, 2013

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 at large. 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 / Board for approval. Members may refer to the notes to the accounts for details on Related Party Transactions.

Explanation to the Statutory Auditor's Remarks

There was no qualification, reservation, adverse remark or disclaimer made by the Statutory Auditor in his Report.

Explanation to the Secretarial Auditor's Remarks

The Secretarial Auditor in his Report observed the following:

1. The composition of the Board of Directors of the Company during the Financial Year 2016-17 did not comply with the provisions of Section 149 of the Act with regard to appointment of Independent Directors and consequently no separate meeting of Independent Directors was held during the period under audit, and the composition of the Audit Committee and the Nomination and Remuneration Committee was also not as per the requirement of the Act.

Explanation by the Board: It is informed that the Company approached Bharat Electronics Limited (the Holding Company) for appointment of Independent Directors and it is also understood that application has been made to the Government for categorization of the Company by Bharat Electronics Limited and the same is under consideration by the Government. It is informed that upon appointment of Independent Directors, they will be inducted to the Audit Committee and Nomination and Remuneration Committee.

2. Article 78.1 of the Articles of Association of the Company stipulates: "The Board of Directors shall consist of nine members ["Director(s)"]. Unless the Shareholders agree otherwise, there shall be:
 - (a) three Directors proposed by BEL;
 - (b) one Director proposed by THALES;
 - (c) one Fulltime Director, acting as Managing Director & Chief Executive Officer ("MD & CEO"), to be selected by Public Enterprise Selection Board and appointed on the terms and conditions (including remuneration) as per relevant Government of India Guidelines;
 - (d) one Director proposed by the Indian Government ("IG Director"); and
 - (e) three Independent Directors proposed by Administrative Ministry (MoD), Government of India."

As against above, during the audit period, the Company had only four Directors (three Directors proposed by BEL and one Director proposed by THALES) from 01.04.2016 till 19.08.2016 and only three Directors (two Directors proposed by BEL and one Director proposed by THALES), for the balance period.

Explanation by the Board: It is informed that in respect of three directors proposed by BEL, Director (Research & Development) and Director (Finance) of BEL should necessarily be on the BTSL Board, besides one more Director of BEL. Mr. P R Acharya, Director (Finance) resigned from BEL w.e.f. 19.08.2016 and subsequently, BEL withdrew his nomination on BTSL Board. At present, the post of Director (Finance) is vacant in BEL. BEL informed that on filling up the post, the incumbent new Director (Finance) will be nominated on BTSL Board. It is also informed that BTSL being a Government Company, Directors in respect of (c), (d) and (e) above are to be appointed by the Government and in accordance with the provisions under Article 78.5 of the Articles of Association of the Company and as per existing Government guidelines, it is understood that application has been made to the Government for categorization of the Company by Bharat Electronics Limited (the Holding Company) and the same is under consideration by the Government."

Material Changes affecting the Financial Position of the Company

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and the date of this Board's Report.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information pertaining to conservation of energy is not applicable since the Company currently does not own or started any manufacturing facility.

Technology Absorption, Adaptation and Innovation

1. Efforts in brief, made towards technology absorption, adaptation & innovation

During the FY 2016-17, two major programs (PHAROS co-development and Passive Radar Demonstrator) started in BEL-THALES Systems Limited. As part of these two programs, specific trainings have been scheduled and organized in the relevant THALES entities, i.e., Thales Nederland B.V. and Thales Air Systems S.A.S.

These trainings, which are part of the programs, have allowed to learn and acquire the skill sets necessary to perform the development activities as defined within the contracts. And in that way, they included some parts of technology absorption.

2. Benefits derived as a result of the above efforts

To learn and acquire the skill sets necessary to perform the development activities as defined in the contracts.

3. The Company has not imported any technologies during the year 2016-17.

4. Expenditure on R&D

During the FY 2016-17, the Company has spent a sum of Rs. 277.84 Lakhs on Development (Capital - Intangible Assets Under Development).

Foreign Exchange Earnings / Outgo

Earnings : Rs. 50.24 Lakhs

Outgo : Rs. 3.47 Lakhs (On account of other matters in respect of Foreign Tours)

Details of Subsidiaries, Joint Ventures or Associate Companies

The Company has not acquired or disinvested any subsidiaries, joint ventures or associate companies during the year under review.

Risk Management Policy

In the opinion of the Board, there are no elements of risk threatening the Company's existence. The Company does not yet have a Risk Management Policy.

Details of Directors and Key Managerial Personnel

Mr. P C Jain, Director superannuated from Bharat Electronics Limited and subsequently, BEL withdrew his director nomination. He ceased to be a Director of the Company with effect from July 31, 2016.

Mr. Girish Kumar was appointed as Additional Director (upon receipt of Director Nomination from Bharat Electronics Limited) by the Board of Directors with effect from August 03, 2016. The Second Annual General Meeting held on September 01, 2016 appointed Mr. Girish Kumar as a Director.

Mr. P R Acharya, Director resigned from Bharat Electronics Limited and subsequently, BEL withdrew his director nomination. He ceased to be a Director of the Company with effect from August 19, 2016.

Mr. Antoine CAPUT, Director resigned from Thales India Private Limited and subsequently, TIPL withdrew his director nomination. He ceased to be a Director of the Company with effect from February 16, 2017.

Mr. Emmanuel de ROQUEFEUIL was appointed as Additional Director (upon receipt of Director Nomination from THALES) by the Board of Directors with effect from February 16, 2017.

Mr. Girish Kumar, Director is retiring by rotation at the ensuing Third Annual General Meeting.

Details of Significant and Material Orders passed by the Regulators / Courts / Tribunal

There were no significant and material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations.

Statement in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements

The Company has in place, adequate internal financial controls with reference to financial statements.

Deposits

The Company is not having any deposits under Chapter V of the Companies Act, 2013 and hence, disclosure under Rule 8 (5) (v) and (vi) of the Companies (Accounts) Rules, 2014 are not applicable.

Declaration by Independent Directors

The Company does not have any independent directors during the financial year and hence, the declaration by Independent Directors is not applicable.

Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS. Venugopalan V, Practicing Company Secretary (PCS Registration No. 16910) for the financial year 2016-17 to undertake the Secretarial Audit of the Company. The Secretarial Audit Report in MR - 3 format is annexed to this report at **Annexure 2**.

Corporate Social Responsibility

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 relating to Corporate Social Responsibility are not applicable to the Company.

Audit Committee

With the increase in the paid up Share Capital of the Company, the formation of the Audit Committee provisions of Section 177 of the Companies Act, 2013 are applicable to the Company for the first time from the FY 2016-17. Since the Independent Directors are not appointed on the Board of the Company, the Audit Committee was formed on May 02, 2016 with the existing Directors and will be reconstituted once the Independent Directors are appointed on the Board.

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

- the recommendation for remuneration of auditors of the company
- review and monitor the auditor's independence and performance, and effectiveness of the audit process
- examination of the financial statement and the auditors' report thereon
- approval or any subsequent modification of transactions of the company with related parties
- scrutiny of inter-corporate loans and investments
- valuation of undertakings or assets of the company, wherever it is necessary
- evaluation of internal financial controls and risk management systems
- monitoring the end use of funds raised through public offers and related matters
- any other roles and responsibilities as assigned by the Board from time to time or under the Companies Act, 2013

All the Recommendations made by the Audit Committee were accepted by the Board.

Refer Annexure 4 - Report on Corporate Governance for details about composition of the Audit Committee along with the members' attendance.

Nomination & Remuneration Committee Policy

With the increase in the paid up Share Capital of the Company, the formation of the Nomination and Remuneration Committee provisions of Section 178 of the Companies Act, 2013 are applicable to the Company for the first time from the FY 2016-17. Since the Independent Directors are not appointed on the Board of the Company, the Nomination and Remuneration Committee was formed on May 02, 2016 with the existing Directors and will be reconstituted once the Independent Directors are appointed on the Board.

Some of the important functions performed by the Nomination and Remuneration Committee are as follows:

- identify persons who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board, their appointment and removal
- formulate the criteria for determining qualifications, positive attributes and recommend to the Board a policy, relating to the remuneration for key managerial personnel and other employees
- any other roles and responsibilities as assigned by the Board from time to time or under the Companies Act, 2013

There was no Nomination and Remuneration meeting held during the financial year 2016-17.

The Nomination and Remuneration Committee was reconstituted w.e.f. February 16, 2017 with the following members:

1. Mr. Girish Kumar
2. Dr. Ajit T Kalghatgi
3. Mr. Emmanuel de ROQUEFEUIL

Disclosure on Establishment of Vigil Mechanism

The provisions of Section 177 (9) and (10) of the Companies Act, 2013 relating to Establishment of Vigil Mechanism is not applicable to the Company and hence, the said disclosure requirements are not applicable.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report is attached at **Annexure 3**.

Corporate Governance

The Report on Corporate Governance is attached at **Annexure 4**.

Sustainability Report

Pursuant to the Guidelines on “Corporate Social Responsibility and Sustainability” issued by the Department of Public Enterprises, Government of India, the Report on Sustainability is attached at **Annexure 5**.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

There are no cases filed during the financial year with respect to Sexual Harassment of Women at Workplace and hence, the said disclosure requirements are not applicable.

Disclosure Requirements under the Employment and Labour Laws

There are no complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the financial year and hence, the said disclosure requirements are not applicable.

Details in Respect of Fraud Reporting by Auditors

There are no frauds reported for the period under review by the Auditor’s under section 143(12) of the Companies Act, 2013 other than those which are reportable to the Central Government and hence, the said disclosure requirements are not applicable.

Statutory Auditors

Pursuant to Section 139 (5) of the Companies Act, 2013, the Comptroller and Auditor General of India appointed Venkat, Kollali & Murthy, Chartered Accountants (Firm Registration Number: 004603S) as Statutory Auditors for the Financial Year 2016-17. Auditors have confirmed their eligibility under section 141 of the Companies Act, 2013 & given their written consent for the reappointment.

MCA-21 Compliance

The e-governance initiative of the Ministry of Corporate Affairs in the administration of the Companies Act, 2013 (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 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 for the Financial Year 2016-17.

Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your directors confirm that:

- a. in the preparation of the annual accounts for the financial year ended March 31, 2017, the applicable accounting standards had been followed with proper explanation relating to material departures, if any;
- b. 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 as at March 31, 2017 and of its loss of the Company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis; and
- e. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Board expresses its gratitude for the support received from the employees of the Company, the holding company Bharat Electronics Limited and the Joint Venturers Thales India Private Limited and Thales Air Systems S.A.S.

Directors place on record for the valuable support received and express their sincere thanks to the Comptroller and Auditor General of India, Chairman, Members and Employees of the Audit Board, Reserve Bank of India, Ministries of Government of India, various departments of Central & State Governments, Statutory Auditors, Bankers, Customers and Vendors.

Directors express their appreciation and gratitude to all the stakeholders for the trust and confidence reposed in the Company and look forward to their continued support and participation in sustaining the growth of the Company in the coming years.

For and on behalf of the Board of Directors

Dr. Ajit T Kalghatgi
Chairman
(DIN: 05300252)

Bengaluru
August 08, 2017

Annexure 1 - Extract of Annual Return

FORM NO. MGT-9

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2017**

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

I. REGISTRATION & OTHER DETAILS:

i	CIN	U32106KA2014GOI076102
ii	Registration Date	August 28, 2014
iii	Name of the Company	BEL-THALES Systems Limited
iv	Category / Sub Category of the Company	Company Limited by Shares / Union Government Company
v	Address of the Registered office & contact details	Registered Office, CNP Area, BEL Industrial Estate, Jalahalli, Bengaluru - 560 013, Karnataka, India. Contact No: 08028381803
vi	Whether listed company	No
vii	Name, Address & contact details of Registrar & Transfer Agent, if any.	NA

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 & Description of the main Products / Services	NIC Code of the Product / Service	% to Total Turnover of the Company
1	The Radar Product Support / Field Support Activities	C 26 26515	100

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	Bharat Electronics Limited	L32309KA1954GOI000787	Holding	74.00	Section 2 (46)

IV . SHAREHOLDING PATTERN (Equity Share capital Break up as % of total Equity)
(i). Category-wise Share Holding

Category of Shareholders	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	-	4	4	-	-	4	4	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt	-	-	-	-	-	-	-	-	-
d) Bodies Corporates	-	21,27,996	21,27,996	95.00	-	54,73,457	54,73,457	95.00	-
e) Bank/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	-	21,28,000	21,28,000	95.00	-	54,73,461	54,73,461	95.00	-
(2) Foreign									
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	1,12,000	1,12,000	5.00	-	2,88,076	2,88,076	5.00	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	1,12,000	1,12,000	5.00	-	2,88,076	2,88,076	5.00	-
Total Shareholding of Promoter									
(A)= (A)(1)+(A)(2)	-	22,40,000	22,40,000	100.00	-	57,61,537	57,61,537	100.00	-
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies Corporates									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	-	-	-	-	-	-	-	-	-
ii) Individuals 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)	-	22,40,000	22,40,000	100.00	-	57,61,537	57,61,537	100.00	-

(ii). Shareholding of Promoters

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding 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 Limited	16,57,596	74.00	-	42,63,534	74.00	-	-
2	Thales India Private Limited	4,70,400	21.00	-	12,09,923	21.00	-	-
3	Thales Air Systems S.A.S.	1,12,000	5.00	-	2,88,076	5.00	-	-
	Total	22,39,996	100.00	-	57,61,533	100.00	-	-

(iii). Change in Promoters' Shareholding (Specify if there is no change)

Sl. No.	Shareholders Name	Share holding 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
1	Bharat Electronics Limited				
	At the beginning of the year	16,57,596	74.00	16,57,596	74.00
	Allotment of Further Issue of Shares on October 24, 2016	26,05,938	-	42,63,534	74.00
	At the end of the year			42,63,534	74.00
2	Thales India Private Limited				
	At the beginning of the year	4,70,400	21.00	4,70,400	21.00
	Allotment of Further Issue of Shares on October 24, 2016	7,39,523	-	12,09,923	21.00
	At the end of the year			12,09,923	21.00
3	Thales Air Systems S.A.S.				
	At the beginning of the year	1,12,000	5.00	1,12,000	5.00
	Allotment of Further Issue of Shares on October 24, 2016	1,76,076	-	2,88,076	5.00
	At the end of the year			2,88,076	5.00

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the end 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
	At the beginning of the year				
	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)			NIL	
	At the end of the year (or on the date of separation, if separated during the year)				

(v). Shareholding of Directors & Key Managerial Personnel

Sl. No	For Each of the Directors & KMP	Shareholding at the end 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
Directors					
1	Dr. Ajit T Kalghatgi				
	At the beginning of the year	1	-	1	-
	Date wise increase / decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc)	-	-	1	-
	At the end of the year			1	-
Key Managerial Personnel					
1	Mr. Rajiv Kumar Sikka				
	At the beginning of the year	1	-	1	-
	Date wise increase / decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc)	-	-	1	-
	At the end of the year			1	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year	NIL			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Additions				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole time director and / or Manager:

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

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Director	(Rs. in Lakhs)
1	Independent Directors	NIL	
	(a) Fee for attending board committee		
	(b) Commission		
	(c) Others, please specify		
	Total (1)		
2	Other Non Executive Directors		
	(a) Fee for attending		
	(b) Commission		
	(c) Others, please specify.		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act.		

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

Sl. No.	Particulars of	Key Managerial Personnel (Rs. in Lakhs)			
		Chief Executive Officer	Chief Financial Officer	Company Secretary	Total
1	Gross Salary				
	(a) Salary as per provisions	33.63	20.87	11.79	66.29
	(b) Value of perquisites	-	-	-	-
	(c) Profits in lieu of salary	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	33.63	20.87	11.79	66.29

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

Annexure 2 – Secretarial Audit Report

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017

[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-THALES Systems Limited,
CIN U32106KA2014GOI076102,
CNP Area, BEL Industrial Estate,
Jalahalli, Bengaluru – 560013,
Karnataka, India.

1. I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BEL-THALES SYSTEMS LIMITED (hereinafter called “the Company” or “BTSL”). 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.
2. 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 authorized 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 31 March, 2017 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:
3. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2017 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder [Not applicable to the Company during the audit period];

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder [Not applicable to the Company during the audit period];
- (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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [Not applicable to the Company during the audit period];
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Not applicable to the Company during the audit period];
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [Not applicable to the Company during the audit period];
- (d) The Securities and Exchange Board of India (Share based employee benefits) Regulations, 2014 [Not applicable to the Company during the audit period];
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not applicable to the Company during the audit period];
- (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 [Not applicable to the Company during the audit period];
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not applicable to the Company during the audit period]; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [Not applicable to the Company during the audit period];

- (vi) The Company has not identified any law as specifically applicable to the company;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s) [Not applicable to the Company during the audit period].

5. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

(i) *The composition of the Board of Directors of the Company during the Financial Year 2016-17 did not comply with the provisions of Section 149 of the Act with regard to appointment of Independent Directors and consequently no separate meeting of Independent Directors was held during the period under audit, and the composition of the Audit Committee and the Nomination and Remuneration Committee was also not as per the requirement of the Act.*

(ii) *Article 78.1 of the Articles of Association of the Company stipulates:*

"The Board of Directors shall consist of nine members ["Director(s)"]. Unless the Shareholders agree otherwise, there shall be:

(a) three Directors proposed by BEL;

(b) one Director proposed by THALES;

(c) one Fulltime Director, acting as Managing Director & Chief Executive Officer ("MD & CEO"), to be selected by Public Enterprise Selection Board and appointed on the terms and conditions (including remuneration) as per relevant Government of India Guidelines;

(d) one Director proposed by the Indian Government ("IG Director"); and

(e) three Independent Directors proposed by Administrative Ministry (MoD), Government of India."

As against above, during the audit period, the Company had only four Directors (three Directors proposed by BEL and one Director proposed by THALES) from 01.04.2016 till 19.08.2016 and only three Directors (two Directors proposed by BEL and one Director proposed by THALES), for the balance period.

During discussions with the Company Officials I was informed that BTSL being a Government Company, these Directors [i.e. (c), (d) and (e) above] are to be appointed by the Government and in accordance with the provisions under Article 78.5 of the Articles of Association of the Company and as per existing Government guidelines, application has been made to the Government for categorization of the Company and the same is under consideration by the Government.

6. I further report that:

6.1 Subject to my observations (i) and (ii) in Paragraph-5 above, during the period under audit, the Board of Directors of the Company is duly constituted with Non-Executive Directors. 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.

- 6.2 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.
- 6.3 Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
7. 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.
8. I further report that during the audit period the Company has increased its Paid up share capital from Rs. 2240.00 lakhs as at the close of the previous financial year to Rs. 5761.54 lakhs, by further allotment of 35,21,537 fully paid up equity shares of Rs.100/- each to the three promoter companies in the same proportion as their existing holding.

Bengaluru	Name and Signature:	VENUGOPALAN VENKITAN
	Designation:	Practicing Company Secretary
4 th May 2017	Stamp :	ACS No.13511; COP No.16910

Note: This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To

The Members,
BEL-THALES Systems Limited,
CIN U32106KA2014GOI076102,
CNP Area, BEL Industrial Estate,
Jalahalli, Bengaluru - 560013,
Karnataka, India.

My report of even date is to be read along with this letter.

- (1) Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
- (2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
- (3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- (4) Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- (5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Bengaluru

4th May 2017

Name and Signature:

Designation:

Stamp :

VENUGOPALAN VENKITAN

Practicing Company Secretary

ACS No.13511; COP No.16910

Annexure 3 - Management Discussion and Analysis Report

1. Strengths, Weaknesses, Opportunities and Threats

a) Strengths

- Strong backing and support of the Joint Venturers (Bharat Electronics Limited (BEL), Thales India Private Limited (TIPL) and Thales Air Systems S.A.S. (TR6)) for business development and growth.
- Availability of the business resources, essential technological capabilities and capital from the Joint Venturers to start business operations.

b) Weaknesses

- Weak defence manufacturing ecosystems due to lack of Electronic System Design and Manufacturing (ESDM) companies.
- Non availability of trained manpower with domain knowledge and expertise in the initial stages.

c) Opportunities

- Technological capabilities acquired with the support of the Joint Venturers will lead to designing, developing and marketing of modern Civilian and Defence Radars, both in India and abroad.
- The existing manufacturing infrastructure, facilities and expertise at BEL will be utilised for producing state of the art Radars with technological inputs from Thales, France.

d) Threats

- Competition from private industry and joint ventures of other leading global Radar manufacturers will lead to the stiff competition in niche civilian market segments as well as the select defence areas targeted.
- Long gestation period of product evaluation and acceptance in the defence segment would be a strain for the newly formed company.
- The company is obliged to keep away from the existing business being addressed by the Joint Venturers as per Joint Venture Agreement.
- Non-existent MSMEs for sourcing components and subsystems for the manufacture of state of the art Radars would be a challenge.

2. Major initiatives undertaken and planned to ensure sustained performance and growth

The Company is making efforts towards co-development and local production of a Ka-Band Multi-Target Tracking Radar to address emerging potential market segment. During the year, the PHAROS completed the Preliminary Design Review (PDR) milestone.

The Company has also taken action to install Passive Radar Demonstrator and setting up of Engineering Factory linked to Thales Nederland B.V. for development of software in the Company's premises.

3. Internal Control Systems and its adequacy

The Company has an adequate system of Internal Control commensurate with its size and nature of its operations. They 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 statutes, 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.

4. Financial / Operational Performance

a) Strategy & Objectives

The main objectives of financial strategy of the company are as follows:

- To make available funds by effective cash flow management.
- To effectively execute tax planning.
- To meet the expectations of various stakeholders.
- To maintain standards of financial reporting by following the mandatory Accounting Standards.

b) Performance Highlights
Rs. in Lakhs

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Total Revenue	394.41	96.42
Total Expenses	476.29	339.92
Profit / (Loss) Before Tax	(81.88)	(243.50)
<i>Less: Tax Expense</i>	(0.14)	1.24
Profit / (Loss) After Tax	(81.74)	(244.74)
<i>Add : Balance B/F from the previous year</i>	(409.62)	(164.88)
Balance Profit / (Loss) C/F to the next year	(491.36)	(409.62)

Annexure 4 - Report on Corporate Governance

Philosophy and Code of Governance

The Company'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 interests. Corporate structure, business and disclosure practices have been aligned to Corporate Governance philosophy.

Board of Directors

Composition

At present, the Board of Directors comprises of three Directors including the Chairman. The Director (R&D) of BEL Board is the Chairman of the Board. Two Directors are nominated by BEL (including Chairman) and one Director is nominated by THALES. One more director to be nominated by BEL (as per the Articles of Association of the Company).

The Composition of the Board of Directors is given below:

- | | |
|---|----------------------------|
| 1. Dr. Ajit T Kalghatgi, Chairman | Director (R&D), BEL |
| 2. Mr. Girish Kumar, Director | Director (BG Complex), BEL |
| 3. Mr. Emmanuel de ROQUEFEUIL, Director | Managing Director, TIPL |

Appointment of Additional Director

Mr. Emmanuel de ROQUEFEUIL was appointed as Additional Director (upon receipt of Director Nomination from THALES) by the Board of Directors with effect from February 16, 2017. Mr. Emmanuel has over three decades experience in the defence and aerospace market. He holds Managing Director position in Thales India Private Limited.

Meetings and Attendance

Board Meetings

During the year, four Board Meetings were held on May 02, 2016, July 26, 2016, October 24, 2016 and January 16, 2017 such that the maximum interval between any two Board Meetings was 90 days. Details of Attendance of the Directors at the Board Meetings,

Annual General Meeting and the number of other Directorships /Committee memberships held by them as on March 31, 2017 are given below:

Sl. No.	Directors	No. of Board Meetings held during respective tenure of Director	No. of Board Meetings attended	Attendance at the last AGM held on September 01, 2016	No. of other Directorships held	Number of Committee Membership across all companies *	
						As Chairman	As Member
1	Dr. Ajit T Kalhatgi	4	4	Yes	2	0	1
2	Mr. P C Jain (Ceased to be a Director w.e.f. July 31, 2016)	2	2		NA		
3	Mr. P R Acharya (Ceased to be a Director w.e.f. August 19, 2016)	2	2		NA		
4	Mr. Girish Kumar (Appt. w.e.f. August 03, 2016)	2	2	No	2	0	0
5	Mr. Antoine Caput (Ceased to be a Director w.e.f. February 16, 2017)	4	4	No	NA		

6	Mr. Emmanuel de ROQUEFEUIL (Appt. w.e.f. February 16, 2017)	0	0	NA	3	0	0
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* Membership of Audit Committee and Shareholders' Grievance Committee is only considered.

Audit Committee Meetings

The Composition of the Audit Committee during the financial year 2016-17 and details of the Members participation at the Meeting are as under:

Name	Attendance at the Audit Committee Meeting held on		
	July 26, 2016	October 24, 2016	January 16, 2017
Mr. P C Jain, Chairman (Ceased to be a Member w.e.f. July 31, 2016)	✓	NA	NA
Mr. P R Acharya (Ceased to be a Member w.e.f. August 19, 2016)	✓	NA	NA
Dr. Ajit T Kalghatgi, Chairman (Appt. w.e.f. October 24, 2016)	NA	✓	✓
Mr. Girish Kumar (Appt. w.e.f. October 24, 2016)	NA	✓	✓
Mr. Antoine Caput (Ceased to be a member w.e.f. February 16, 2017)	✓	✓	✓
Mr. Emmanuel de ROQUEFEUIL (Appt. w.e.f. February 16, 2017)	NA		

Note: The Audit Committee was reconstituted w.e.f. February 16, 2017 with the following members:

1. Dr. Ajit T Kalghatgi, Chairman
2. Mr. Girish Kumar
3. Mr. Emmanuel de ROQUEFEUIL

Details of last two Annual General Meeting are as follows:

AGM No.	Year	Location	Date & Time
First	2014-15	BEL-THALES Systems Limited, CNP Area, BEL Industrial Estate, Jalahalli, Bengaluru - 560013, Karnataka, India.	September 11, 2015 at 09.15 AM
Second	2015-16	BEL-THALES Systems Limited, CNP Area, BEL Industrial Estate, Jalahalli, Bengaluru - 560013, Karnataka, India.	September 01, 2016 at 09.30 AM

All the resolutions, including Special Resolution, set out in the respective Notices of last two Annual General Meeting were passed by the Shareholders. During the last two years, the following Special Resolutions were passed:

- Further Issue of Equity Share Capital was passed in the First Annual General Meeting held on September 11, 2015.
- Further Issue of Equity Share Capital was passed in the Second Annual General Meeting held on September 01, 2016.

No resolutions were put through postal ballot during the year.

Details of Third Annual General Meeting

The Third Annual General Meeting of the Company is proposed to be held on Friday, September 08, 2017 at 09.30 AM and at the Registered Office of the Company, CNP Area, BEL Industrial Estate, Jalahalli, Bengaluru - 560013, Karnataka, India.

Code of Conduct

The Board of Directors of your Company has laid down a Code of Business Conduct and Ethics for Board Members, Key Managerial Personnel and Senior Management of the Company as per Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises. All Board Members, Key Managerial Personnel and Senior Management have affirmed compliance with the Code during the Financial Year 2016-17. A declaration to this effect signed by the Chairman is attached to this Report.

Remuneration

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

Directors' Shareholdings

Dr. Ajit T Kalghatgi, Director holds one share in the Company as Bharat Electronics Limited (the Holding Company) beneficiary holder.

Disclosures

- (a) The Company has not entered into materially significant related party transactions that may have potential conflict with the interests of company at large.
- (b) There were no cases of non-compliance by the company, penalties, strictures imposed on the company by any statutory authority, on any matter related to any guidelines issued by Government during the last three years.
- (c) The Company has complied with the requirements of these Corporate Governance guidelines.
- (d) The Presidential Directives issued by the Central Government have been complied during the year and also in the last two years.
- (e) No items of expenditure, debited in books of accounts, which are not for the purposes of the business or incidental thereto.
- (f) No expenses, which are personal in nature, were incurred for the Board of Directors, Key Managerial Personnel and Top Management.
- (g) Administrative and Office Expenses constitutes 35% as a percentage of Total Expenses and Financial Expenses constitutes 0% as a percentage of Total Expenses. The Company is in the process of getting the orders, no production expenses were incurred during the financial year.

CEO and CFO Certification

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

Registered Office / Address for Correspondence

BEL-THALES Systems Limited,
Registered Office: CNP Area, BEL Industrial Estate, Jalahalli, Bengaluru - 560013,
Karnataka, India.
Phone: 08028381803; Fax: 08028381801;
e-mail: harishmv@bel.co.in / btsl@bel.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, dated May 14, 2010, all Board Members, Key Managerial Personnel and Senior Management of the Company have affirmed compliance with the Code of Business Conduct & Ethics for Board Members, Key Managerial Personnel and Senior Management of BEL-THALES Systems Limited for the Financial Year ended March 31, 2017.

For BEL-THALES Systems Limited

Dr. Ajit T Kalghatgi
Chairman

Bengaluru
August 08, 2017

Annexure 5 - Report on Sustainability

Government of India, Public Enterprises (DPE) vide DPE OM No. 15 (7)/2012 - DPE (GM) - GL -104, dated April 12, 2013 issued guidelines on Corporate Social Responsibility and Sustainability for Central Public Sector Enterprises.

Above DPE guidelines define "Corporate Social Responsibility and Sustainability" as company's commitment to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical.

The Company is committed to sustain the environment with growth. It maintains a green environment in its premises.

The Company premises has total area of 9,114 sft, out of which around 3,800 sft has been utilized for development of environment. During the period, the Company has incurred Rs. 2.27 Lakhs towards maintenance of the garden / environment development. The Company focuses on planting trees and maintaining a green and clean environment.

VENKAT, KOLLALI & MURTHY

CHARTERED ACCOUNTANTS

Partners: S. Venkatadri

V. R. Kollali

C. Sudhakar

No.25, 1 Floor

Gover Road, Cox Town

Bangalore – 560 005

Ph: 25804098/41253519

e-mail: vkmsudha@yahoo.com

INDEPENDENT AUDITOR'S REPORT

To

The Members of BEL-THALES Systems Limited

Report on Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of BEL-THALES Systems Limited ("the Company," which comprise the Balance Sheet as at 31 March, 2017, the Statement of Profit and Loss (including other Comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as " Ind AS financial statements").

Management's Responsibility for the 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, Cash flows and the changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision 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 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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VENKAT, KOLLALI & MURTHY

CHARTERED ACCOUNTANTS

Partners: S.Venkatadri

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Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under,

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. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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.

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VENKAT, KOLLALI & MURTHY

CHARTERED ACCOUNTANTS

Partners: S.Venkatadri

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Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 financial position of the Company as at 31 March, 2017, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(5) of the Act, we report that :

SN.	DIRECTIONS BY C & A G	OBSERVATIONS
1.	Whether the company has clear title/lease deeds for freehold and leasehold respectively? If not please state the area of freehold and leasehold land for which title/lease deeds are not available?	The company does not have fixed assets of land as at the end of the year under audit and hence the question of clear title/lease deeds for freehold and leasehold land respectively is not applicable.
2.	Please report whether there are any cases of waiver/ write off of debts/loans/interest etc., if yes, the reasons there for and the amount involved.	No cases of waiver/write off of debts /loans/ interest etc., were noticed during the course of our audit
3.	Whether proper records are maintained for inventories lying with third parties & assets received as gift/grant(s) from Govt. or other authorities	No instances of inventories lying with third parties and assets received as gift/grant(s) from the Govt. or other authorities by the company were noticed during the course of audit.

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VENKAT, KOLLALI & MURTHY

CHARTERED ACCOUNTANTS

Partners: S.Venkatadri

V.R. Kollali

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3. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder.
- e) As the Company being a Government Company provisions of Sec 164(2) of the Act, relating to disqualification of directors are not applicable.
- 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**".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (audit and Auditors) Rules, 2014 in our opinion and to our best of our information and according to the explanations given to us :
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

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VENKAT, KOLLALI & MURTHY

CHARTERED ACCOUNTANTS

Partners: S.Venkatadri

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- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv) The Company has provided requisite disclosures in its Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 16.3 to the Ind AS financial statements.

For **VENKAT, KOLLALI & MURTHY**

Chartered Accountants

Firm's registration number: 004603S

Place : Bengaluru

Date : 4th May 2017

C. Sudhakar

(C. SUDHAKAR)

Partner

Membership number: 026064



VENKAT, KOLLALI & MURTHY

CHARTERED ACCOUNTANTS

Partners: S.Venkatadri

V.R. Kollali

C. Sudhakar

No.25, 1 Floor

Gover Road, Cox Town

Bangalore - 560 005

Ph: 25804098/41253519

e-mail: vkmsudha@yahoo.com

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal and Regulatory Requirement’ of our report of even date to the Ind AS financial statements of the Company for the year ended 31 March, 2017, we report that :

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) As explained to us and based on our examination of records, the title deeds of immovable properties are held in the name of the Company.

(ii) (a) The company does not hold any inventories and hence the conducting of physical verification of inventory at reasonable intervals by the management is not applicable

b) As there are no inventories, the question of discrepancies noticed on physical verification of the inventory as compared to books records does not arise.

(iii) 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 Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) According to the information furnished by the company and verified by us, the Company has not granted any loans, guarantees and securities to Directors covered u/sec. 185 and also not made any loan or investments, guarantees and securities in entities covered u/sec. 186 of the Companies Act, 2013,

Contd....2..



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(v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

(vi) Since the turnover of the company during the immediately preceding financial year is less than the amount specified under the Companies (Cost Records and Audit) Rules 2014 and the maintenance of Cost Records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company is not applicable

(vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Income-Tax, Sales tax, Service Tax, Duty of Customs, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, , value added tax outstanding on account of any dispute.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

(ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

Contd...3.



VENKAT, KOLLALI & MURTHY

CHARTERED ACCOUNTANTS

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-3-

(x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

(xi) Based upon the audit procedures performed and the information and explanations given by the management, no managerial remuneration has been paid or provided by the company to the directors during the year.

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

(xiii) According to information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable Indian accounting standards.

(xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

(xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

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VENKAT, KOLLALI & MURTHY

CHARTERED ACCOUNTANTS

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(xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

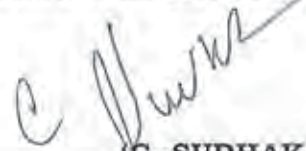
For **VENKAT, KOLLALI & MURTHY**

Chartered Accountants

Firm's registration number: 004603S

Place : Bengaluru

Date : 4th May 2017



(C. SUDHAKAR)

Partner

Membership number: 026064



VENKAT, KOLLALI & MURTHY

CHARTERED ACCOUNTANTS

Partners: S.Venkatadri

V.R. Kollali

C. Sudhakar

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“Annexure B” to the Independent Auditor’s Report of even date on the Ind AS Financial Statements of BEL-THALES Systems Limited**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 BEL-THALES Systems Limited as of March 31, 2017 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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”. 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.

Auditors’ Responsibility

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.

Contd...2...



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-2-

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 judgement, including the assessment of the risks of material misstatement of the 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.

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 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

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VENKAT, KOLLALI & MURTHY

CHARTERED ACCOUNTANTS

Partners: S.Venkatadri

V.R. Kollali

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-3-

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.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, 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.

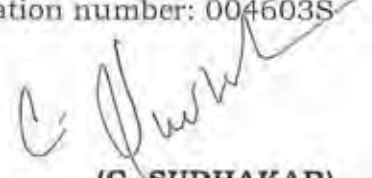
For **VENKAT, KOLLALI & MURTHY**

Chartered Accountants

Firm's registration number: 004603S

Place : Bengaluru

Date : 4th May 2017



(C. SUDHAKAR)

Partner

Membership number: 026064





Insp./BEL-THALES Acc(2016-17)/2017-18/177
सं./No.

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

To
Dr. Ajit T Kalghatgi
The Chairman
M/s. BEL - THALES Systems Limited,
CNP Area, BEL Industrial Estate,
Jalahalli, Bengaluru - 560 013

दिनांक / DATE,

21st July 2017

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 -
THALES Systems Limited, Bengaluru for the year ended 31 March 2017.

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,

21/7/2017
(N. Subramanian)
Director (Admin)

Encl: As above.

भारतीय लेखा तथा लेखापरीक्षा विभाग
INDIAN AUDIT & ACCOUNTS DEPARTMENT
पहला तल, बसव भवन, श्री बसवेश्वर रोड, बंगलूर - 560 001
1st Floor, Basava Bhavan, Sri Basaveswara Road, Bangalore - 560 001

**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 – THALES SYSTEMS LIMITED,
BENGALURE FOR THE YEAR ENDED 31 MARCH 2017**

The preparation of Financial Statements of M/s. BEL – THALES Systems Limited, Bengaluru for the year ended 31 March 2017 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 Auditors appointed by the Comptroller and Auditor General of India under section 139(5) of the Act are 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 04 May 2017.

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 – THALES Systems Limited, Bengaluru for the year ended 31 March 2017 under section 143 (6) (b) of the Act.

For and on behalf of the
Comptroller & Auditor General of India
Prachi Pandey
21.7.17
(Prachi Pandey)
Pr. Director of Commercial Audit

Place: Bengaluru

Dated: 21 July 2017

Balance Sheet as at 31 March 2017

(₹ in Lakhs)

Sl. No.	Particulars	Nota No.	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
I	ASSETS				
(1)	Non-current assets				
	(a) Property, Plant and Equipment	1	75.12	48.32	29.50
	(b) Capital work-in-progress		-	-	2.74
	(c) Intangible assets under development	2	277.84	-	-
	(d) Financial Assets	3	-	-	-
	(i) Trade Receivables	3(a)	-	-	-
	(ii) Loans	3(b)	0.29	0.14	0.14
	(iii) Other Financial Assets	3(c)	2,791.37	-	-
			3,144.62	48.46	32.38
(2)	Current Assets				
	(a) Financial assets	3	-	-	-
	(i) Trade Receivables	3(a)	107.44	-	-
	(ii) Cash & Cash equivalents	3(d)	38.17	141.33	202.98
	(iii) Bank balances other than (ii) above	3(e)	2,096.87	1,650.32	550.00
	(iv) Loans	3(b)	-	-	-
	(v) Other Financial Assets	3(c)	64.58	57.04	21.20
	(b) Other current assets	4	94.59	33.71	2.69
			2,401.65	1,882.40	776.87
	Total Assets		5,546.27	1,930.86	809.25
II	EQUITY AND LIABILITIES				
	Equity				
	(a) Equity Share capital	5	5,761.54	2,240.00	960.00
	(b) Other Equity				
	(i) Reserves & Surplus	6	(491.36)	(409.62)	(164.88)
	Total Equity		5,270.18	1,830.38	795.12
	Liabilities				
(1)	Non-current liabilities				
	(a) Financial Liabilities	7	-	-	-
	(i) Trade payables	7(a)	-	-	-
	(ii) Other financial liabilities (other than specified in item (b))	7(b)	0.24	1.18	0.12
	(b) Provisions		-	-	-
	(c) Deferred tax liabilities (Net)	8	1.79	1.93	0.69
			2.03	3.11	0.81
(2)	Current liabilities				
	(a) Financial liabilities	7	-	-	-
	(i) Trade Payables	7(a)	30.53	-	-
	(ii) Other financial liabilities (other than specified in item (c))	7(b)	197.37	74.34	6.67
	(b) Other Current Liabilities	9	35.59	23.03	6.65
	(c) Provisions	10	10.57	-	-
			274.06	97.37	13.32
	Total Equity and Liabilities		5,546.27	1,930.86	809.25

Significant accounting policies & Notes 1 to 16 form an integral part of these financial statements.

As per our report of even date attached.

For VENKAT, KOLLALI & MURTHY
Chartered Accountants
Firm Regn No. 004603S

(C. Sudhakar)
Partner
Membership No. 026064

Date : 4th May 2017
Place : Bengaluru



For and on behalf of the Board of Directors

Ajit T Kalghatgi
Dr. Ajit T Kalghatgi
Chairman

Girish Kumar
Girish Kumar
Director

Rajiv Kumar Sikka
Rajiv Kumar Sikka
Chief Executive Officer

Bathina Srinivasa Rao
Bathina Srinivasa Rao
Chief Financial Officer

M. V. Hanish
Harish M V
Company Secretary



Statement of Profit and Loss for the year ended 31 March 2017.

(₹ in Lakhs)

Sl. No.	Particulars	Note No.	Year ended 31 March 2017	Year ended 31 March 2016
	Continuing Operations			
I	Revenue from Operations	11	145.11	-
II	Other income	12	249.30	96.42
III	Total income (I+II)		394.41	96.42
	Expenses			
	Cost of Sub contract service charges		35.58	-
	Employee benefit expense	13	186.65	116.12
	Depreciation and amortisation expense	1	13.32	5.41
	Other expenses	14	240.74	218.39
	Total expenses (IV)		476.29	339.92
V	Profit/(loss) before exceptional items and tax from Continuing operations (III-IV)		(81.88)	(243.50)
VI	Exceptional items		-	-
VII	Profit/(loss) before tax from Continuing operations (V-VI)		(81.88)	(243.50)
VIII	Income tax expense			
	(1) Current tax		-	-
	(2) Deferred tax		(0.14)	1.24
	Total tax expense		(0.14)	1.24
IX	Profit/(loss) from Continuing operations (VII-VIII)		(81.74)	(244.74)
	Discontinued operations			
X	Profit from discontinued operation before tax		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from discontinued operations (X-XI)		-	-
XIII	Profit/(loss) for the year (IX+XII)		(81.74)	(244.74)
XIV	Other Comprehensive Income			
	A) Items that will not be reclassified to profit or loss		-	-
	B) Items that will be reclassified to profit or loss		-	-
	Other Comprehensive Income for the year, net of tax		-	-
XV	Total Comprehensive income for the year (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(81.74)	(244.74)
XVI	Earnings per equity share (for Continuing operations)	15		
	(1) Basic earnings per share		(2.18)	(15.30)
	(2) Diluted earnings per share		(2.18)	(15.30)
XVII	Earnings per equity share (for discontinued operations)			
	(1) Basic earnings per share		-	-
	(2) Diluted earnings per share		-	-
XVIII	Earnings per equity share (for Continuing and discontinued operations)			
	(1) Basic earnings per share		(2.18)	(15.30)
	(2) Diluted earnings per share		(2.18)	(15.30)

Significant accounting policies & Notes 1 to 16 form an integral part of these financial statements.

As per our report of even date attached.

For VENKAT, KOLLALI & MURTHY
Chartered Accountants
Firm Regn No. 004603S

(C. Sudhakar)
Partner
Membership No. 026064

Date : 4th May 2017
Place : Bengaluru



For and on behalf of the Board of Directors

Dr. Ajit T Kalghatgi
Chairman

Girish Kumar
Director

Rajiv Kumar Sikka
Chief Executive Officer

Bathina Srinivasa Rao
Chief Financial Officer

M. V. Hanish
Harish M V
Company Secretary



Statement of Changes in Equity for the year ended 31 March 2017

A. Equity Share Capital

Particulars	Notes	No.	INR
Equity shares of INR 100 each issued, subscribed and fully paid			
As at 1 April 2015		9,60,000	960.00
Changes in equity share capital during 2015-16	5	12,80,000	1,280.00
As at 31 March 2016		22,40,000	2,240.00
Changes in equity share capital during 2016-17	5	35,21,537	3,521.54
As at 31 March 2017		57,61,537	5,761.54

B. Other equity

Particulars	Reserves and Surplus			Items of OCI	Total
	Capital Reserve	Securities Premium Reserve	Retained earnings		
As at 1 April 2015	-	-	(164.88)	-	(164.88)
Profit for the year ended 31 March 2016	-	-	(244.74)	-	(244.74)
Other Comprehensive income	-	-	-	-	-
Total Comprehensive income	-	-	(244.74)	-	(244.74)
At 31 March 2016	-	-	(409.62)	-	(409.62)
Profit for the year ended 31 March 2017	-	-	(81.74)	-	(81.74)
Other Comprehensive income	-	-	-	-	-
Total Comprehensive income	-	-	(81.74)	-	(81.74)
At 31 March 2017	-	-	(491.36)	-	(491.36)

Significant accounting policies & Notes 1 to 16 form an integral part of these financial statements.

As per our report of even date attached.

For VENKAT, KOLLALI & MURTHY
Chartered Accountants
Firm Regn No. 0048035

(C. Sudhakar)
Partner
Membership No. 028064

Date: 4th May 2017
Place: Bengaluru



For and on behalf of the Board of Directors

Ajil T. Kalghalgi
Dr. Ajil T. Kalghalgi
Chairman

Girish Kumar
Girish Kumar
Director

Rajiv Kumar Sikka
Rajiv Kumar Sikka
Chief Executive Officer

Bathina Srinivasa Rao
Bathina Srinivasa Rao
Chief Financial Officer

M. V. Harish
M. V. Harish
Company Secretary



Cash Flow Statement for the Year ended 31 March 2017

(₹ in Lakhs)

Particulars	Notes	Year ended 31 March 2017	Year ended 31 March 2016
Operating activities			
Net Profit/(Loss) before tax as per Statement of Profit and Loss		(81.88)	(243.50)
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and Impairment of property, plant and equipment		13.32	5.41
Finance Income - Interest received		(249.30)	(96.42)
Operating Profit before Working capital changes		(317.86)	(334.51)
Working capital adjustments:			
Increase/(decrease) in non current financial assets -loans		(0.15)	-
Increase/(decrease) in non-current other financial assets excl. FDs		(91.37)	-
Increase/(decrease) in current financial assets-trade receivables		(107.44)	-
Increase/(decrease) in other current financial assets		(7.54)	(35.84)
Increase/(decrease) in other current assets		(60.88)	(31.02)
Increase/(decrease) in non-current other financial liabilities		(0.94)	1.06
Increase/(decrease) in current financial liabilities-Trade Payables		30.53	-
Increase/(decrease) in current other financial liabilities		123.03	67.67
Increase/(decrease) in other current liabilities		12.56	16.38
Increase/(decrease) in current provisions		10.57	-
Cash generated from operations		(409.49)	(316.26)
Direct taxes paid		-	-
Net cash from operating activities		(409.49)	(316.26)
Investing activities			
Purchase of property, plant and equipment		(317.96)	(21.49)
Term deposits with Bank more than 3 months and less than 12 months		(446.55)	(1,100.32)
Term deposits with Bank more than 12 months		(2,700.00)	-
Interest received (finance income)		249.30	96.42
Net cash used in investment activities		(3,215.21)	(1,025.39)
Financing activities			
Issue of Share Capital		3,521.54	1,280.00
Net cash from finance activities		3,521.54	1,280.00
Cash and Cash equivalents at the beginning of the year		141.33	202.98
Net increase/(decrease) in cash and cash equivalents		(103.16)	(61.65)
Cash and Cash equivalents at the year end		38.17	141.33

Significant accounting policies & Notes 1 to 16 form an integral part of these financial statements.

As per our report of even date attached.

For VENKAT, KOLLALI & MURTHY
Chartered Accountants
Firm Regn No. 004603S

(C. Sudhakar)
Partner
Membership No. 026064

Date: 4th May 2017
Place: Bengaluru



For and on behalf of the Board of Directors

Ajit T Kalghatgi
Dr. Ajit T Kalghatgi
Chairman

Girish Kumar
Girish Kumar
Director

Rajiv Kumar Sikka
Rajiv Kumar Sikka
Chief Executive Officer

Bathina Srinivasa Rao
Bathina Srinivasa Rao
Chief Financial Officer

M. V. Harish
M. V. Harish
Company Secretary



BEL-THALES SYSTEMS LIMITED

Notes to the financial statements



(₹ in Lakhs)

NOTE 1- Property, plant and equipment

Gross carrying amount

Particulars	Buildings	Plant & Machinery	Office Equipment	Furniture & Fixtures	Computer Systems	Total
As at 1 April 2015 - Deemed cost	-	11.11	2.33	9.85	6.21	29.50
Additions during the year	-	13.88	4.69	1.99	3.67	24.23
As at 31 March 2016	-	24.99	7.02	11.84	9.88	53.73
Additions during the year	9.08	0.66	1.80	5.96	22.62	40.12
As at 31 March 2017	9.08	25.65	8.82	17.80	32.50	93.85

Accumulated depreciation

Particulars	Buildings	Plant & Machinery	Office Equipment	Furniture & Fixtures	Computer Systems	Total
Depreciation for the year	-	1.14	0.80	1.05	2.42	5.41
As at 31 March 2016	-	1.14	0.80	1.05	2.42	5.41
Depreciation for the year	0.07	1.62	1.39	1.65	8.59	13.32
As at 31 March 2017	0.07	2.76	2.19	2.70	11.01	18.73

Net carrying amount

Particulars	Buildings	Plant & Machinery	Office Equipment	Furniture & Fixtures	Computer Systems	Total
As at 1 April 2015	-	11.11	2.33	9.85	6.21	29.50
As at 31 March 2016	-	23.85	6.22	10.79	7.46	48.32
As at 31 March 2017	9.01	22.89	6.63	15.10	21.49	75.12

Particulars	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
Property, plant and equipment	75.12	48.32	29.50

Depreciation is provided in accordance with the Part "C" of Schedule II of the Companies Act, 2013.



NOTE 2- Intangible assets under development

Particulars	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
Internally developed - Intangible asset under development #	277.84	-	-
Total	277.84	-	-

represents expenditure incurred towards development of intangibles for Pharos project from which economic benefits are expected to flow to the company.

NOTE 3- Financial assets

3(a) Trade receivables

Particulars	As at 31 March 2017			As at 31 March 2016			As at 1 April 2015		
	Current	Non-current	Total	Current	Non-current	Total	Current	Non-current	Total
Unsecured, Considered Good Trade receivables from related parties (#) (Refer note 16 (point 5(c)) Less: Allowance for bad and doubtful debts	107.44	-	107.44	-	-	-	-	-	-
Total receivables	107.44	-	107.44	-	-	-	-	-	-

represents receivables from Bharat Electronics Limited, Holding Company

3(b) Loans

Particulars	As at 31 March 2017			As at 31 March 2016			As at 1 April 2015		
	Current	Non-current	Total	Current	Non-current	Total	Current	Non-current	Total
Unsecured, Considered Good a) Security Deposits Security deposits with Govt authorities Security Deposits with Others	-	0.15	0.15	-	-	-	-	-	-
	-	0.14	0.14	-	0.14	0.14	-	0.14	0.14
Total	-	0.29	0.29	-	0.14	0.14	-	0.14	0.14

3(c) Other Financial Assets

Particulars	As at 31 March 2017			As at 31 March 2016			As at 1 April 2015		
	Current	Non-current	Total	Current	Non-current	Total	Current	Non-current	Total
Bank deposits with more than 12 months maturity Interest accrued on fixed deposits	-	2,700.00	2,700.00	-	-	-	-	-	-
	64.58	91.37	155.95	57.04	-	57.04	21.20	-	21.20
Total	64.58	2,791.37	2,855.95	57.04	-	57.04	21.20	-	21.20

3(d)- Cash and cash equivalents

Particulars	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
Balances with banks - On current accounts - Deposits with original maturity of less than 3 months	38.17	51.33	2.91
Cash on hand	-	90.00	200.00
	-	-	0.07
Total	38.17	141.33	202.98

3(e)- Bank balances other than above

Particulars	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
Balances with banks - Deposits with original maturity of more than 3 months but less than 12 months	2,096.87	1,650.32	550.00
Total	2,096.87	1,650.32	550.00

NOTE 4- Other Current Assets

Particulars	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
Advances other than capital advances i) Other advances Prepaid Expenses TDS receivable Balances with government authorities Service tax & KVAT input credit receivable Advance to others	0.16 26.64 - - 60.48 1.31	0.21 9.72 - - 23.37 0.41	0.02 2.67 - - - -
Total	94.59	33.71	2.69



Notes to the financial statements

(₹ in Lakhs)

NOTE 5- Share Capital

Authorised Share Capital		
Equity shares of INR 100 each	No.	INR
As at 1 April 2015	80,00,000	8,000.00
Increase/(decrease) during the year	-	-
As at 31 March 2016	80,00,000	8,000.00
Increase/(decrease) during the year	-	-
As at 31 March 2017	80,00,000	8,000.00

Issued Share Capital		
Equity shares of INR 100 each issued, subscribed and fully paid	No.	INR
As at 1 April 2015	9,60,000	960.00
Changes in equity share capital (Right Issue) (#)	12,80,000	1,280.00
As at 31 March 2016	22,40,000	2,240.00
Changes in equity share capital (Right Issue) (##)	35,21,537	3,521.54
As at 31 March 2017	57,61,537	5,761.54

i) Right Issue

On 11/09/2015, the company invited its shareholder to subscribe to a rights issue of 12,80,000 equity shares at an issue price of Rs.100 per share. The issue was fully subscribed

On 01/09/2016, the company invited its shareholder to subscribe to a rights issue of 35,21,537 equity shares at an issue price of Rs.100 per share. The issue was fully subscribed

ii) Shares held by Holding Company

Name of the Company	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
Bharat Electronics Limited	42,63,538	16,57,600	7,10,400

iii) Details of the Number of Shares held by each Shareholder holding 5% or more Shares in the Company

Name of the Shareholder	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
Bharat Electronics Limited			
Amount in Rs.	4,263.54	1,657.60	710.40
No of Shares	42,63,538	16,57,600	7,10,400
% Holding	74%	74%	74%
Thales India Private Limited			
Amount in Rs.	1,209.92	470.40	201.60
No of Shares	12,09,923	4,70,400	2,01,600
% Holding	21%	21%	21%
Thales Air Systems SAS			
Amount in Rs.	288.08	112.00	48.00
No of Shares	2,88,076	1,12,000	48,000
% Holding	5%	5%	5%

(v) Shares reserved for issue under options and Contracts/Commitments for the sale of shares/disinvestment - Nil

(v) The aggregate value of calls unpaid, forfeited - Nil

(vi) The Company has only one class of share viz, Equity shares having a per value of ₹ 100 per share

Rights, preferences and restrictions attached to equity shares

(vii) Each holder of Equity Shares is entitled to one vote per share on show of hands and in poll in proportion to the Number of shares held by him/her

(viii) Each Shareholder has a right to receive the dividend declared by the Company on pro-rata to their respective shareholdings in the Company.

(ix) On winding 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.

(x) Shares allotted as fully paid up pursuant to contract without payment being received in cash, Shares allotted as fully paid up by way of bonus shares, Shares bought back during the last five years - Nil



Notes to the financial statements

(₹ in Lakhs)

Note 6 - Other Equity

Reserves & Surplus

Particulars	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
Retained Earnings	(491.36)	(409.62)	(164.88)
Total	(491.36)	(409.62)	(164.88)

Retained Earnings

Particulars	As at 31 March 2017	As at 31 March 2016
Opening Balance	(409.62)	(164.88)
Net profit/(loss) for the year	(81.74)	(244.74)
Closing Balance	(491.36)	(409.62)



NOTE 7- Financial liabilities

7(a) Trade Payables

Particulars	As at 31 March 2017			As at 31 March 2016			As at 1 April 2015		
	Current	Non-current	Total	Current	Non-current	Total	Current	Non-current	Total
Trade payables	1.48	-	1.48	-	-	-	-	-	-
Trade payables to related parties (Refer note 16 (point 5(c))	29.05	-	29.05	-	-	-	-	-	-
Total	30.53	-	30.53	-	-	-	-	-	-

7(b) Other financial liabilities

Particulars	As at 31 March 2017			As at 31 March 2016			As at 1 April 2015		
	Current	Non-current	Total	Current	Non-current	Total	Current	Non-current	Total
Payables towards capital purchases #	110.56	0.24	110.80	-	1.18	1.18	-	0.12	0.12
Others §	86.81	-	86.81	74.34	-	74.34	6.67	-	6.67
Total	197.37	0.24	197.61	74.34	1.18	75.52	6.67	0.12	6.79

Includes dues payable to Holding company (Refer note 16 (point 5(c))

§ Includes dues payable to Thales India Private Limited (Refer note 16 (point 5(c))

NOTE 8- Deferred tax liabilities (net)

Particulars	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
Net Deferred tax liability (Refer note 16 (point 15)	1.79	1.93	0.69
Total	1.79	1.93	0.69

NOTE 9- Other current liabilities

Particulars	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
TDS and Other Statutory liabilities payables	22.55	10.02	6.65
VAT liability payables	9.79	-	-
Advances received from customers	3.25	13.01	-
Total	35.59	23.03	6.65

NOTE 10- Provisions

Particulars	As at 31 March 2017			As at 31 March 2016			As at 1 April 2015		
	Current	Non-current	Total	Current	Non-current	Total	Current	Non-current	Total
Provision for employee benefits Provision towards wage revision Expenses #	10.57	-	10.57	-	-	-	-	-	-
Total	10.57	-	10.57	-	-	-	-	-	-

represents provision made towards wage revision due from 01.01.2017 to 31.03.2017 for BEL deputed employees and expected to be settled within the next 12 months.



NOTE 11- Revenue from operations

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Sala of services	145.11	-
Total	145.11	-

NOTE 12- Other income

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Interest on fixed deposits	247.25	95.92
Interest on Income tax refund	0.29	0.12
Other miscellaneous income	1.76	0.38
Total	249.30	96.42

NOTE 13- Employee benefit expenses

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Salaries and Allowances	155.00	97.75
Contribution to provident fund and other funds		
Provident & Pension Fund	12.04	6.57
Leave Salary Contribution	7.96	4.77
BEL Superannuation (Pension) Fund	4.93	2.94
Gratuity Contribution	6.30	3.75
Staff Welfare expenses	0.42	0.34
Total	186.65	116.12

The company contributes 12% and 7% of (Basic + DA) to Provident Fund and BEL Superannuation (Pension) Fund respectively i.r.o employees on deputation from BEL.

The company contributes 11% of (Basic + DA+Deputation allowance) towards Annual Leave entitled during deputation i.r.o employees on deputation from BEL.

The company contributes at the rate of (monthly wage*15/(26*12) towards Gratuity contribution i.r.o employees on deputation from BEL. Monthly wage means the maximum of scale of pay in BEL plus DA.

The company contributes Provident Fund at the rate of 12% of Basic and Gratuity at the rate of (monthly wage*15/(26*12) i.r.o employees on deputation from Thales India Private Limited



NOTE 14- Other expenses

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Power and Fuel	2.56	2.00
Water Charges	0.19	0.10
Rent	43.47	36.59
Rates & Taxes	4.49	2.15
Insurance	0.11	0.03
Services charges- engineering and management services	121.98	131.29
Legal & Professional Charges	7.34	1.47
Auditors Remuneration		
Audit fees	0.35	0.34
Fees for Taxation matters	0.17	0.06
Reimbursement of Expenses	0.03	0.02
Repairs & Maintenance	5.04	1.89
Security Outsourcing charges	18.43	14.94
Bank Charges	0.17	0.06
Printing and Stationery	2.37	2.05
Travelling & Conveyance	19.61	19.22
Telephone	4.97	1.43
Postage & Telegrams	0.60	0.17
Forex Gains/ Loss	1.96	-
Miscellaneous Expenses	1.50	1.50
Other sundry expenses	5.40	3.08
Total	240.74	218.39

NOTE 15- Earning per share

(a) The amount used as the numerator in calculating basic and diluted earning per share is the net profit/loss after tax for the period 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 earning per share is 37,54,743 (16,00,000)

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
(a) Net Profit/(loss) after tax ₹ in lakhs	(81.74)	(244.74)
(b) Weighted average number of equity shares (Nos.)	37,54,743	16,00,000
(c) Basic and diluted earnings per share (for continuing operations)*(a)/(b)	(2.18)	(15.30)
(d) Basic and diluted earnings per share (for discontinued operations)	-	-
(e) Nominal value per share ₹	100	100



Notes to the financial statements

NOTE-16

(All amounts in ₹ in lakhs, except share data and unless otherwise stated)

1. Significant Accounting policies

Significant accounting Policies adopted in preparation of these financial statements are annexed to the financial statements. These policies have been consistently applied to all the years presented.

2. Contingent Liabilities and Commitments

- a). Estimated amount of contracts remaining to be executed on capital account and not provided for- Rs.918.09 (31March, 2016 - Rs.6.92, 1 April 2015 - Nil)
- b). Other Commitments – i.e. Non-cancellable contractual commitments as on 31st March 2017–Nil (31March, 2016 - Nil, 1 April 2015 - Nil)
- c). Contingent liabilities – claims against the company not acknowledged as debts as on 31st March 2017–Nil (31March, 2016 - Nil, 1 April 2015 - Nil)
3. **Disclosure on Specified Bank Notes (SBNs)-** In pursuance of Government of India Notification - No.]F.No.17/62/2015-CL-V-Par(Vol.I)], dated.30thMarch, 2017(G.S.R. 308 (E)) with regard to Specified Bank notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016, the disclosure is as follows.

(In ₹)			
Particulars	SBNs *	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	8,000	51	8,051
(+) Permitted receipts	Nil	Nil	Nil
(+) Withdrawals from bank account and receipt of unspent advances drawn towards office expenses	Nil	20,200	20,200
(-) Permitted payments	Nil	Nil	Nil
(-) Amount deposited in Banks	8,000	Nil	8,000
(-) Paid towards other expenses	Nil	15,350	15,350
Closing cash in hand as on 30.12.2016	Nil	4,901	4,901

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

4. **Operating Lease**–The Company has taken the Registered Office Building on a non-cancellable operating lease for 9 years and 4 months from M/s. Bharat Electronics Limited, (the Holding Company) with an option to renew the lease after this period, The operating lease rentals under Building contract are payable on monthly basis. There are no sub-leases.

Future minimum rentals payable under non-cancellable operating leases are as follows:

	(₹In lakhs)		
	31 March, 2017	31March, 2016	1 April 2015
Not later than one year	37.38	35.60	33.90
Later than one year and not later than five years	169.16	161.11	153.44
Later than five years	97.80	143.23	186.50

Lease payments recognised in the Statement of Profit or Loss for the period are ₹35.78 lakhs (31March, 2016 - ₹33.97 lakhs) .



Notes to the financial statements

5. Related Party Disclosures

As per the Ind AS24 on 'Related Party Disclosure' the related parties of the Company are as follows.

a) Name of the related party and nature of relationship

Name of Related Party	Nature of Relationship
Bharat Electronics Limited (BEL)	Holding Company (74%)
Thales India Private Ltd (TIPL)	Significant Investor- Equity Holding (21%)
Thales Air Systems S.A.S (TR6)	Investor- Equity Holding (5%)

b) The nature and volume of transactions carried out with the above related parties in the ordinary course of business and at Arm's length basis are as follows. (Previous year figures are shown in brackets)

Nature of Transactions	Name of the Related Party	Amount of Transaction (₹In lakhs)
Sale of services	Bharat Electronics Limited	109.24 (Nil)
	Thales Air Systems SAS	63.37 (Nil)
Purchase of services	Bharat Electronics Limited	119.86 (Nil)
	Thales India Private Limited	282.62 (151.35)
	Thales Air Systems SAS	32.28 (Nil)
Leasing arrangements - Office Premises taken on operating lease	Bharat Electronics Limited	40.91(38.62)

c) Outstanding balances arising from rendering of services, receiving of services and others

Nature of Transactions	Name of the Related Party	Amount Outstanding at the end of the year (₹In lakhs)					
		Receivable			Payable		
		31 March 2017	31 March 2016	1 April 2015	31 March 2017	31 March 2016	1 April 2015
Sale of services	Bharat Electronics Limited	107.44	Nil	Nil	Nil	Nil	Nil
	Thales Air Systems SAS	Nil	Nil	Nil	Nil	Nil	Nil
Purchase of services	Bharat Electronics Limited	Nil	Nil	Nil	109.44	Nil	Nil
	Thales India Private Limited	Nil	Nil	Nil	55.88	53.30	Nil
	Thales Air Systems SAS	Nil	Nil	Nil	29.05	Nil	Nil
Leasing arrangements - Office Premises taken on operating lease	Bharat Electronics Limited	Nil	Nil	Nil	3.11	2.95	2.89



Notes to the financial statements

d) Key Management Personnel are as follows.

Name of the Key Management Personnel	Designation
a) Dr. Ajit K. Kalghatgi, Director (From - 28.08.2014 – First directors of the Company)	Director (R&D), BEL
b) Shri Prem Chand Jain, Director (From - 28.08.2014 – 31.07.2016)	Director (Marketing), BEL
c) Shri P R Acharya, Director (From - 28.08.2014 – 19.08.2016)	Director (Finance), BEL
d) Shri Antoine Caput, Director (From - 07.11.2014 to 16.02.2017)	Managing Director, (TIPL)
e) Shri Girish Kumar, Director (From - 03.08.2016)	Director (BG Complex), BEL
f) Shri Emmanuel de Roquefeuil, Director (From - 16.02.2017)	Managing Director, (TIPL)

All the above Directors are part time directors. No remuneration has been paid by the company to the above directors during the year.

Other Key Managerial Personnel

- g) Shri Rajiv Kumar Sikka, Chief Executive Officer
(From – 29.09.2014)
- h) Mr. Bathina Srinivasa Rao, Chief Financial Officer
(From – 01.10.2015)
- i) Mr. Harish M V, Company Secretary
(From – 08.04.2015)

Compensation to Other Key Managerial Personnel i.e. Chief Executive Officer, Chief Financial Officer, Company Secretary) is follows.

Particulars	₹(In lakhs)	
	Year ended 31 March 2017	Year ended 31 March 2016
Short-term benefits	54.59	38.21
Post-employment benefits	11.70	8.57
Other long-term employee benefits	Nil	Nil
Termination benefits	Nil	Nil
Share based payment	Nil	Nil
Total compensation	66.29	# 46.78

Compensation of previous year figures are as such not comparable with the current year as CFO was appointed as KMP with effect from 1st October, 2015 and Company secretary with effect from April 08, 2015.

e) Eight Officials of BEL (the Holding Company) and one official of Thales India Private Limited have been deputed to the Company and their Salary and Other Expenses were paid the Company during the year as per terms and conditions of employment.



Notes to the financial statements

6. **Segment Reporting:** The primary focus of the Company is to design, develop, Supply and Support of Radars. As the Company is being government company in the defence sector, the disclosures as per the Ind AS - 108 on "Operating Segments" are not applicable for the company as specific exemption has been granted by the Government vide Notification No. 463 (E) / [F.No.1/2/2014-CL.-V], dated. 5th June, 2015.

7. **Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006.**

Based on the information available with the Company, there are no suppliers who are covered as Micro & Small Enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006". Hence no disclosure is made as per act.

8. The Company which is a single composite cash generating unit, on the basis of assessment of internal and external factors found that there are no indication of impairment of its assets and hence no provision for the same is considered necessary.
9. Research and Development expenditure recognised as an expense during the period – Nil(31March, 2016 - Nil)
10. The requisite details as required by the Ind AS19 Employee Benefits are as follows.

Defined Contribution Plans

The employees in the company are on deputation from the parent companies M/s.Bharat Electronics Limited & Thales India Private Limited. As per the deputation orders of respective Companies the following contributions at specified percentages of employee salaries (refer Note No.13) remitted periodically to the Holding Company & Thales India Private Limited. The Company has no obligations other than to make below specified contributions.

- a) Contribution to Provident Fund
- b) Employee Superannuation Fund
- c) Gratuity
- d) Employees' Leave Benefits

The contributions are charged to Statement of profit and Loss as they accrue (Please refer current service cost under the head Employee benefit expenses in Note no.13).

11. No provision for current taxes was made in the books of accounts in view of losses incurred during the period ended 31.03.2017(31March, 2016 - Nil, 1 April 2015 - Nil)

12. **Fair Value Measurements**

Financial Instruments by Category

The carrying amount of Loans, Deposits, trade receivables, trade payables, capital creditors and cash and cash equivalents, bank balances other than cash and cash equivalents are considered to be the same as their fair values.



Notes to the financial statements

Financial assets carried at amortised cost

Particulars	(₹In lakhs)		
	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
Loans - (Note-3(b))			
Security Deposit with Govt authorities	0.15	Nil	Nil
Security Deposit with Others	0.14	0.14	0.14
Other Financial Assets ((Note-3(c))			
Bank Deposits with more than 12 months maturity	2,700.00	Nil	Nil
Interest Accrued on Fixed Deposits	155.95	57.04	21.20
Trade receivables ((Note-3(a))			
Trade receivables from related parties	107.44	Nil	Nil
Cash and cash equivalent (Note-3(d))			
Balances with banks			
- On current accounts	38.17	51.33	2.91
- Deposits with original maturity of less than 3 months	Nil	90.00	200.00
Bank balances other than Cash and cash equivalent Note-3(e)			
Balances with bank	2,096.87	1,650.32	550.00
- Deposits with original maturity of more than 3 months but less than 12 months			
Total	5,098.72	1,848.83	774.25

Financial liabilities carried at amortised cost

Particulars	(₹In lakhs)		
	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
Trade Payables (Note -7(a))			
Trade Payables	1.48	Nil	Nil
Trade payables to related parties	29.05	Nil	Nil
Other financial liabilities (Note -7(b))			
Payables towards capital purchases	110.80	1.18	0.12
Others	86.81	74.34	6.67
Total	228.14	75.52	6.79

13. Financial Risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risks. The Company's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance.

The Company's 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 established a Treasury function which is responsible for conducting transactions to mitigate financial risk as per the appropriate policies and procedures formulated by the senior management. Derivative transactions are undertaken by a specialist team with appropriate skills and experience. However, the Company does not have a policy of trading in derivatives for speculation.



Notes to the financial statements

a) Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises from credit exposures from customers, cash and cash equivalents held with banks.

The Company has a credit policy and procedures in place aiming to minimise collection losses arising from credit exposure from credit customers. Credit control assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors.

The carrying amount of trade and other receivables, advances to suppliers, cash and cash equivalents and other bank balance, interest receivable on deposits on other deposits represents the Company's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk. Deposits and cash balances are placed with reputable banks.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, the management also considers the factors that may influence the credit risk of its customer base.

The management analyses each new customer individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered.

The maximum exposure to credit risk for trade and other receivables by geographic region was as follows.

Region	(₹In lakhs)		
	31 March 2017	31 March 2016	1 April 2015
India	107.44	Nil	Nil

At 31 March 2017, the Company's most significant customer, Bharat Electronics Limited, the holding company, accounted for INR 107.44 lakhs of the trade receivables carrying amount (31 March 2016 - Nil, 1 April 2015 - Nil).

The credit quality of the financial assets is satisfactory.

b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting their obligations associated with its financial liabilities that are settled by delivering cash or another financial asset, or the risk that the Company will face difficulty in raising financial resources required to fulfil its commitments. The Company's approach to managing liquidity is to ensure, as far as possible that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The company's principal sources of liquidity are cash and cash equivalents, other bank balances and the cash flow that is generated from operations. The company has no outstanding bank borrowings. The company believes that the cash and cash equivalents are sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.



Notes to the financial statements

Exposure to liquidity risk

The table below details the company's remaining contractual maturity for its financial liabilities. The contractual cash flows reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

Particulars	Contractual Cash flows		Adjustments	Carrying Value
	1 year or less	More than 1 year		
31 March 2017				
Trade Payables (note – 7(a))				
Trade payables	30.53	Nil	Nil	30.53
Other financial liabilities (note – 7(b))				
Payables towards capital purchases	110.56	0.24	Nil	110.80
Other payables	86.81	Nil	Nil	86.81
Total	227.90	0.24	Nil	228.14
31 March 2016				
Other financial liabilities (note – 7(b))				
Payables towards capital purchases	Nil	1.18	Nil	1.18
Other payables	74.34	Nil	Nil	74.34
Total	74.34	1.18	Nil	75.52
1 April 2015				
Other financial liabilities (note – 7(b))				
Payables towards capital purchases	Nil	0.12	Nil	0.12
Other payables	6.67	Nil	Nil	6.67
Total	6.67	0.12	Nil	6.79

c) Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates that affects 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). The Company enters into forward derivative contracts case by case depending upon risk tolerance limits to manage the risks of loss arising due to foreign exchange exposure. However, the Company has not entered into any derivative contracts during the year. Market risk exposures are measured using a sensitivity analysis. During the year ended 31 March 2017, there was no change to the manner in which the Group manages or measures market risk.



Notes to the financial statements

Currency risk

Foreign currency risk is the risk arising from exposure to foreign currency movement that will impact the Company's future cash flows and profitability in the ordinary course of business. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities from procuring or selling in foreign currencies.

The Company is exposed to currency risk on account of trade receivables and trade payables in foreign currency. The functional currency of the Company is Indian Rupee. The Company uses forward exchange contracts on case by case basis based on the risk tolerance limits to hedge its currency risk, most with a maturity of less than one year from the reporting date.

Exposure to foreign currency risk

The currency profile of financial assets and financial liabilities as at 31 March 2017, 31 March 2016 and 1 April 2015 are as below:

Particulars	31 March 2017 EUR (Amount)	31 March 2017 INR (in lakhs)
Financial liabilities		
Trade and other payables	41,890	29.05

Particulars	31 March 2016 EUR (Amount)	31 March 2016 INR (in lakhs)
Financial liabilities		
Trade and other payables	Nil	Nil

Particulars	1 April 2015 EUR (Amount)	1 April 2015 INR (in lakhs)
Financial liabilities		
Trade and other payables	Nil	Nil

The following significant exchange rates have been applied during the year.

	Average rate			Year-end spot rate		
	March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
EUR	69.36	NA	NA	69.36	NA	NA

Sensitivity analysis

A reasonably possible strengthening/ (weakening) of the Indian Rupee against Euro at 31 March 2017 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss 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.

Effect in INR	Profit / (loss) before tax		Effect on pre-tax equity	
	Strengthening	Weakening	Strengthening	Weakening
March 31, 2017				
EUR sensitivity				
10% movement	2.91	(2.91)	Nil	Nil



Notes to the financial statements

Interest rate risk

Interest rate risk can be either 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 rates.

Exposure to interest rate risk

The Company does not have any borrowings. Hence not subject to interest rate risks.

The Company's interest-bearing financial instruments (deposits with bank) as reported to the management of the Company is as follows.

	31 March 2017 INR	31 March 2016 INR	1 April 2015 INR
Fixed-rate instruments			
Financial assets – Bank Deposits	4,796.87	1740.32	750.00

The company financial assets are fixed rate instruments. Hence not subject to sensitivity analysis.

14. Capital management

The Company maintain a strong capital base so as to maintain investor, creditor and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Company monitors capital using a ratio of 'debt' to 'adjusted equity'. For this purpose, debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases less cash and cash equivalents. Adjusted equity comprises all components of equity other than amounts accumulated in the hedging reserve.

The Company's adjusted net debt to equity ratio at 31 March 2017 was as follows.

Particulars	31 March 2017	31 March 2016	1 April 2015
Total borrowings #	Nil	Nil	Nil
Total equity	5,270.18	1,830.38	795.12
Less: Other components of equity	Nil	Nil	Nil
Adjusted equity	5,270.18	1,830.38	795.12
Adjusted net debt to adjusted equity ratio	0:1	0:1	0:1

Total borrowings comprises of long-term borrowings, short-term borrowing and bank overdraft facilities.



Notes to the financial statements

15. Income taxes

a) Amount recognised in profit or loss

Particulars	31 March 2017	31 March 2016
Current tax expense:		
Current tax	Nil	Nil
Deferred tax (income)/expense:		
Origination and reversal of temporary differences	(0.14)	1.24
Tax expenses	(0.14)	1.24

b) Income tax recognised in OCI – Nil (31 March, 2016 - Nil)

c) Reconciliation of effective income tax rate

Particulars	31 March 2017		31 March 2016	
	Rate%	Amount	Rate %	Amount
Loss before tax from continuing operation		(81.88)		(243.50)
Tax using the company's domestic tax rate (Income tax)		Nil		Nil
Tax effect of:				
Accelerated depreciation for tax purposes	4.30%	3.52	0.51%	1.24
Provisions – deferred tax asset	(4.47%)	(3.66)	-	Nil
Total income tax expense for the year	(0.17%)	(0.14)	0.51%	1.24

The substantively enacted tax rate as on 31 March 2017 is 34.648% and as on 31 March 2016 was 34.648%.

d) Movement in deferred tax balances

Particulars	Balance at 1 Apr 2015	Recognition during the year		Balance at 31 Mar 2016	
		Recognised in profit or loss	Recognised in OCI	Deferred tax assets	Deferred tax liabilities
Property plant and equipment	0.69	1.24	-	-	1.93
Provisions (DTA)	-	-	-	-	-
Net deferred tax (assets)/liabilities	0.69	1.24	-	-	1.93

Particulars	Balance at 31 Mar 2016	Recognition during the year		Balance at 31 Mar 2017	
		Recognised in profit or loss	Recognised in OCI	Deferred tax assets	Deferred tax liabilities
Property plant and equipment	1.93	3.52	-	-	5.45
Provisions(DTA)	-	(3.66)	-	3.66	-
Net deferred tax (assets)/liabilities	1.93	(0.14)	-	-	1.79



Notes to the financial statements

e) Unrecognised deferred tax assets

Deferred tax asset has not been recognised in respect of the following items, because it is not probable that future taxable profits will be available against which the deductible temporary difference can be utilised.

Particulars	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
Tax losses	461.48	356.88	* 93.74

f) Unrecognised tax losses carried forward expire as follows:

Particulars	31 March 2017		31 March 2016		1 April 2015	
	Amount	Expiry date	Amount	Expiry date	Amount	Expiry date
Expire	425.63	2023-25	343.85	2023-24	90.12	2022-23
Never expire	35.85	-	13.03	-	3.62	-

16. First-time adoption of Ind AS

These are the Company's standalone financial statements for the year ended 31 March 2017, which have been prepared under Ind AS. The accounting policies annexed to these financial statements have been applied in preparing opening Ind AS balance sheet.

In preparing opening Ind AS balance sheet, the company has adjusted amounts reported previously in the Financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act (previous IGAAP).

On transition, the company did not revise estimates previously made under IGAAP except where required by Ind AS.

a) First-time adoption exemptions

In preparing these financial statements, the company has availed certain exemptions and exceptions in accordance with Ind AS 101 as explained below.

i) Deemed cost:

The Company has elected to apply the deemed cost exemption in Ind AS 101 whereby the Company has the option to carry all items and classes of property, plant and equipment on the date of transition to Ind AS as per the carrying amounts prevailing as per Indian GAAP. Once this exemption is applied, no adjustment pertaining to property, plant and equipment on the date of transition for effects of retrospective application of other standards is made.



Notes to the financial statements

b) Reconciliation of equity

Particulars	Note	31 March 2016			1 April 2015		
		IGAAP	Effect on transition	Ind AS	IGAAP	Effect on transition	Ind AS
Assets							
Non-Current assets							
Property, plant and equipment		48.32	-	48.32	29.50	-	29.50
Capital work-in-progress		-	-	-	2.74	-	2.74
Financial assets							
Loans		0.14	-	0.14	0.14	-	0.14
Total Non-current assets		48.46	-	48.46	32.38	-	32.38
Current assets							
Financial assets							
Cash and cash equivalents		141.33	-	141.33	202.98	-	202.98
Bank balances other than (iii) above		1,650.32	-	1,650.32	550.00	-	550.00
Loans		-	-	-	-	-	-
Other financial Assets		57.04	-	57.04	21.20	-	21.20
Other current assets		33.71	-	33.71	2.69	-	2.69
Total current assets		1,882.40	-	1,882.40	776.87	-	776.87
Total assets		1,930.86	-	1,930.86	809.25	-	809.25



Notes to the financial statements

Particulars	31 March 2016			1 April 2015		
	IGAAP	Effect on transition	Ind AS	IGAAP	Effect on transition	Ind AS
EQUITY						
Share capital	2,240.00	-	2,240.00	960.00	-	960.00
Other equity	(409.62)	-	(409.62)	(162.45)	(2.43)	(164.88)
Total equity	1,830.38	-	1,830.38	797.55		795.12
Liabilities						
Non-current liabilities						
Financial liabilities						
Other financial liabilities	1.18	-	1.18	0.12	-	0.12
Deferred tax liabilities (Net)	1.93	-	1.93	0.69	-	0.69
Total Non-current liabilities	3.11	-	3.11	0.81	-	0.81
Current liabilities						
Financial liabilities						
Other financial liabilities	74.34	-	74.34	4.24	2.43	6.67
Other current liabilities	23.03	-	23.03	6.65	-	6.65
Total Current liabilities	97.37	-	97.37	10.89	2.43	13.32
Total equity and liabilities	1,930.86	-	1,930.86	809.25	-	809.25

The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements wherever required.



Notes to the financial statements

c) Reconciliation of comprehensive income for the year ended 31 March 2016

Particulars	31 March 2016		
	IGAAP	Effect on transition	Ind AS
Revenue from operations	-	-	-
Other income	96.42	-	96.42
Total revenue	96.42	-	96.42
Expenses			
Employee benefits expense	118.55	(2.43)	116.12
Depreciation and amortization expense	5.41	-	5.41
Other expenses	218.39	-	218.39
Total expenses	342.34	(2.43)	339.92
Profit before tax	(245.93)	2.43	(243.50)
Income tax expense			
Current tax	-	-	-
Deferred tax (credit) / charge	1.24	-	1.24
Profit after tax	(247.16)	2.43	(244.74)
Other Comprehensive Income (OCI)			
Items that may subsequently be reclassified to profit or loss	-	-	-
Items that will not subsequently be reclassified to profit or loss	-	-	-
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	(247.16)	2.43	(244.74)

The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements wherever required.

d) Material adjustments to the statement of cash flows for the year ended 31 March 2016

There are no material differences between the statement of cash flows presented under Ind AS and the statement of cash flows presented under IGAAP.

e) Notes to Reconciliation

Restatement of opening reserves on 01.04.2015

The impact arising from reclassification to conform to Ind AS presentation requirements is summarised as follows:

Statement of profit and loss

Nature of adjustment	31 March 2016	1 April 2015
Employee benefit expense	-	2.43
Profit / (Loss) before tax from continuing operations	2.43	(2.43)



Notes to the financial statements

Balance Sheet

Nature of adjustment	31 March 2016	1 April 2015
Retained Earnings	-	(2.43)
Total	-	(2.43)

17. Previous year's figures have been regrouped/reclassified wherever necessary. Figures in brackets relate to Previous Year.

As per our report of even date

For Venkat, Kollali & Murthy
Chartered Accountants
Firm Reg. No.004603S

C. Sudhakar
Partner
M.No.026064

For and on behalf of the Board of Directors

Dr. Ajit T Kalghatgi
Chairman

Girish Kumar
Director

Rajiv Kumar Sikka
Chief Executive Officer

Bathina Srinivasa Rao
Chief Financial Officer

M. V. Harish
Harish M V
Company Secretary

Date: 04 May 2017
Place: Bengaluru



SIGNIFICANT ACCOUNTING POLICIES

Corporate Information

The accompanying financial statements comprise the financial statements of BEL-THALES Systems Limited (BTSL). The Company was incorporated in India on August 28, 2014 under the Companies Act, 2013. The Company is a Subsidiary of Bharat Electronics Limited (Holding Company). BTSL was formed under the Joint Venture Agreement between Bharat Electronics Limited, Thales India Private Limited and Thales Air Systems S.A.S, France.

The primary focus of the Company is to Design, Development, Marketing, Supply and Support of Civilian and select Defence Radars for Indian and Global markets

Significant Accounting Policies

1. Basis of Preparation

The financial statements are prepared and presented in accordance with Generally Accepted Accounting Principles in India (GAAP) comprises the mandatory Indian Accounting Standards (Ind AS) [as notified under section 133 of the Companies Act, 2013 read with 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.

These are the Company's first annual financial statements prepared in accordance with Ind AS. The company has adopted all applicable Ind AS and adoptions were carried out in accordance with Ind AS 101 – First time adoption of Indian Accounting Standards. An explanation of how the transition to Ind AS has affected the reported financial position, financial performance and cash flows of the Company is provided in note 16 (Point No.16).

2. Use of Estimates

The preparation of the financial statements in conformity with GAAP requires that the management make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liability and contingent assets as at the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Although such estimates are made on a reasonable and prudent basis taking into account of 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:

- Derivative financial instruments, if any
- Financial assets and liabilities that are qualified to be measured at fair value
- 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

(i) Sale of Goods

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognised when the significant risk and reward of ownership have been transferred to the customer as per the terms of sale agreement, neither continuing management involvement nor effective control over the goods is retained, recovery of the consideration is probable, and the amount of cost incurred and the revenue can be measured reliably. The timing of the transfer of risks and rewards is evaluated based on Inco-terms of the sales agreement.

(ii) 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.

(iii) 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. Revenue is recognised even if goods are retained with the company at the request of the customer.



(iv) Bill and Hold Sales

For bill-and-hold transactions, revenue is recognised when the customer takes title, provided that:

- it is probable that delivery will be made;
- the item is on hand, identified and ready for delivery to the buyer at the time when the revenue is recognised;
- the buyer specifically acknowledges the deferred delivery instructions;
- the usual payment terms apply.

(v) Construction Contracts

Contract revenue includes initial amount agreed in the contract and any variations in contract work, claims and incentive payments, to the extent it is probable that they will result in revenue and can be measured reliably.

Contract revenue is recognised in proportion to the stage of completion of the contract. Stage of completion is assessed based on the ratio of actual costs incurred on the contract up to the reporting date to the estimated total costs expected to complete the contract.

If the outcome cannot be estimated reliably and where it is probable that the costs will be recovered, revenue is recognised to the extent of costs incurred.

When it is probable that total contract costs at completion will exceed total contract revenue, the expected loss at completion is recognised immediately as an expense.

(vi) Price Escalations and Exchange Rate Variation Claims

In case of contracts 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).

(vii) Bundled Contracts:

In case of a Bundled contract, where separate fee for installation and commissioning or any other separately identifiable component is not stipulated, the Company applies the recognition criteria to separately identifiable components (sale of goods and installation and commissioning, etc.) of the transaction and allocates the revenue to those separate components based on their relative fair value.

(viii) Multiple Elements:

In cases where the installation and commissioning or any other separately identifiable component is stipulated and price for the same agreed separately, the Company applies the recognition criteria to separately identified components (sale of goods and installation and commissioning, etc.) of the transaction and allocates the revenue to those separate components based on their relative fair value.

(ix) Sales exclude Sales Tax / Value Added Tax (VAT) and include Excise Duty.



(x) Revenue from Services

Revenue relating to Maintenance contracts are recognised on accrual basis.

For other fixed-price contracts (including revenue from software related services), revenue is recognised in proportion to the stage of completion of the transaction at the reporting date.

Revenue in respect of other category of services is recognised on rendering of service.

(xi) Interest Income

Interest income is recognised using the effective interest rate method.

(xii) Dividend Income

Dividend income is recognised when the Company's right to receive the payment is established.

(xiii) Rental Income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease term unless increase in rentals are in line with expected inflation or otherwise justified.

(xiv) Duty Drawbacks

Duty drawback claims on exports are accounted on preferring the claims.

(xv) Other Income

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

6. Property, Plant and Equipment, Capital Work-in-Progress

Property, plant and equipment is initially measured at cost and subsequently at cost less accumulated depreciation and cumulative 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.

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.



7. Intangible Assets, Intangible Asset under Development

The cost of software (which is not an integral part of the related hardware) acquired for internal use and 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".

Carrying amount includes amount funded by the company to external agencies towards developmental project(s) and expenditure incurred by the company towards material cost, employee cost and other direct expenditure.

8. Depreciation / Amortisation

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. The Company, based on technical assessments, depreciates certain items of building, plant and equipment and other asset classes over estimated useful lives which are different from the useful life 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 basis 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.

Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The residual values, useful lives and amortisation methods, are reviewed periodically at each financial year end.

9. 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 and loss when the asset is derecognised.



10. Research and Development Expenditure

- (i) Expenditure on Research activity is recognised 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.

Development expenditure incurred in respect of Joint development projects which are not fully compensated by the development partner are carried forward where the company is nominated as a production agency and future economic benefits are expected.

Where such developmental projects do not fructify into a customer order, the total expenditure booked in respect of such projects is charged off in the year the project is closed.

- (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) Expenditure incurred on Developmental projects for participating in No Cost No Commitment (NCNC) trials, based on Request for Quote from customer, are carried forward till conclusion of the trials and will be amortised over the orders to be received. In case customer order is not forthcoming or on closure of project, the amount will be either capitalised if further economic benefit is expected from its use or charged off.

11. 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 either separately on its own or in combination with other assets / expenses.

12. Investment Property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.



13. Impairment of Non-Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset in determining fair value less costs of disposal.

Reversal of impairment provision is made when there is an increase in the estimated service potential of an asset or Cash Generating Unit (CGU), either from use or sale, on reassessment after the date when impairment loss for that asset was last recognised.

14. Leases

A lease is classified at the inception date as a finance lease or an operating lease.

(i) Company as a Lessee

Finance leases are capitalised at lower of fair value and the present value of the minimum lease payments on commencement of the lease. Finance charges are recognised as finance costs in the statement of profit and loss. A leased asset is amortised over the estimated useful life of the asset or lease term whichever is lower.

Operating lease payments are recognised as an expense in the Statement of profit and loss on a straight-line basis over the lease term, except when the lease payments escalate in accordance to general inflation or are otherwise justified.

(ii) Company as a Lessor

Operating lease income is recognised over the lease term on straight line basis, except when the escalations are due to general inflation or otherwise justified. Contingent rents, if any, are recognised as revenue in the period in which they are earned.

In case of a Finance lease, amounts due from lessees are recorded as receivables as the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.



15. 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.

16. Government Grants

Grants from Government are measured at fair value and initially recognised 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 and 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 and Loss to the extent of expenditure incurred in the ratio of the funding to the total sanctioned cost, limited to the government grant received.

17. Inventories

All inventories of the Company other than disposable scrap are valued at lower of cost or net realisable value. Disposable scrap is valued at estimated net realisable value. Cost of materials is ascertained by using the weighted average cost formula.

Cost of Work - in - progress and finished goods include Materials, Direct Labour and appropriate overheads. Finished goods at factories include applicable excise duty. Adequate provision is made for inventory which are more than five years old which may not be required for further use.

18. 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 and 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.

19. Provision for Warranties

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

20. Foreign Currencies

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 and 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.

21. 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) Profit-sharing, incentives and bonuses and (d) Non-monetary benefits and they 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 Earned 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 Contributions to the Government administered Employee State insurance Fund, Employees Provident Fund and Pension Scheme are made on



monthly accrual basis at applicable rates and charged as expenses during the period in which the employees perform the services.

(IV) Incremental liability for payment of Gratuity to all eligible employees 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.

(V) Actuarial liability for the year is determined with reference to employees at the end of January of each year.

(VI) Employee benefits - Employees deputed in the Company

Employee benefits to be borne by the company are as per terms and conditions of the deputation order. They are accounted on accrual basis and charged off and remitted periodically to the deputing company wherever applicable.

22. Provision & Contingent Liabilities

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 and loss net of any reimbursement.

A provision for onerous contracts other than construction 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 recognizes any impairment loss on the assets associated with that contract.

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 recognised as a finance cost.



23. Cash Flow Statement

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

24. Fair value Measurement

The Company measures certain financial instruments, such as derivatives and other items in its financial statements at fair value at each balance sheet date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

25. Financial Assets

(i) Initial Recognition and Measurement

All financial assets are recognised 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.

(ii) Subsequent Measurement

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

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



(iii) Derecognition

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

(iv) Trade 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.

26. Forward Contracts

The Company uses derivative financial instruments such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments 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.

27. Embedded Derivative

The embedded derivative, if required, is separated from host contract and measured at fair value.

28. 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.

29. 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 and loss.

30. 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 to them.

(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 and 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 (EIR). Gains and losses are recognised as profit or loss when the liabilities are derecognised 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.

31. 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.

32. 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.

33. Cash Dividend and Non-Cash distribution to Equity Holders

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.

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 and 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.

35. 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 period, 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.



36. 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.

As per our report of even date

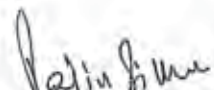
For and on behalf of the Board of Directors

For Venkat, Kollali & Murthy
Chartered Accountants
Firm Reg. No.0046035


Dr. Ajit T Kalghatgi
Chairman


Girish Kumar
Director


C. Sudhakar
Partner
M.No.026064

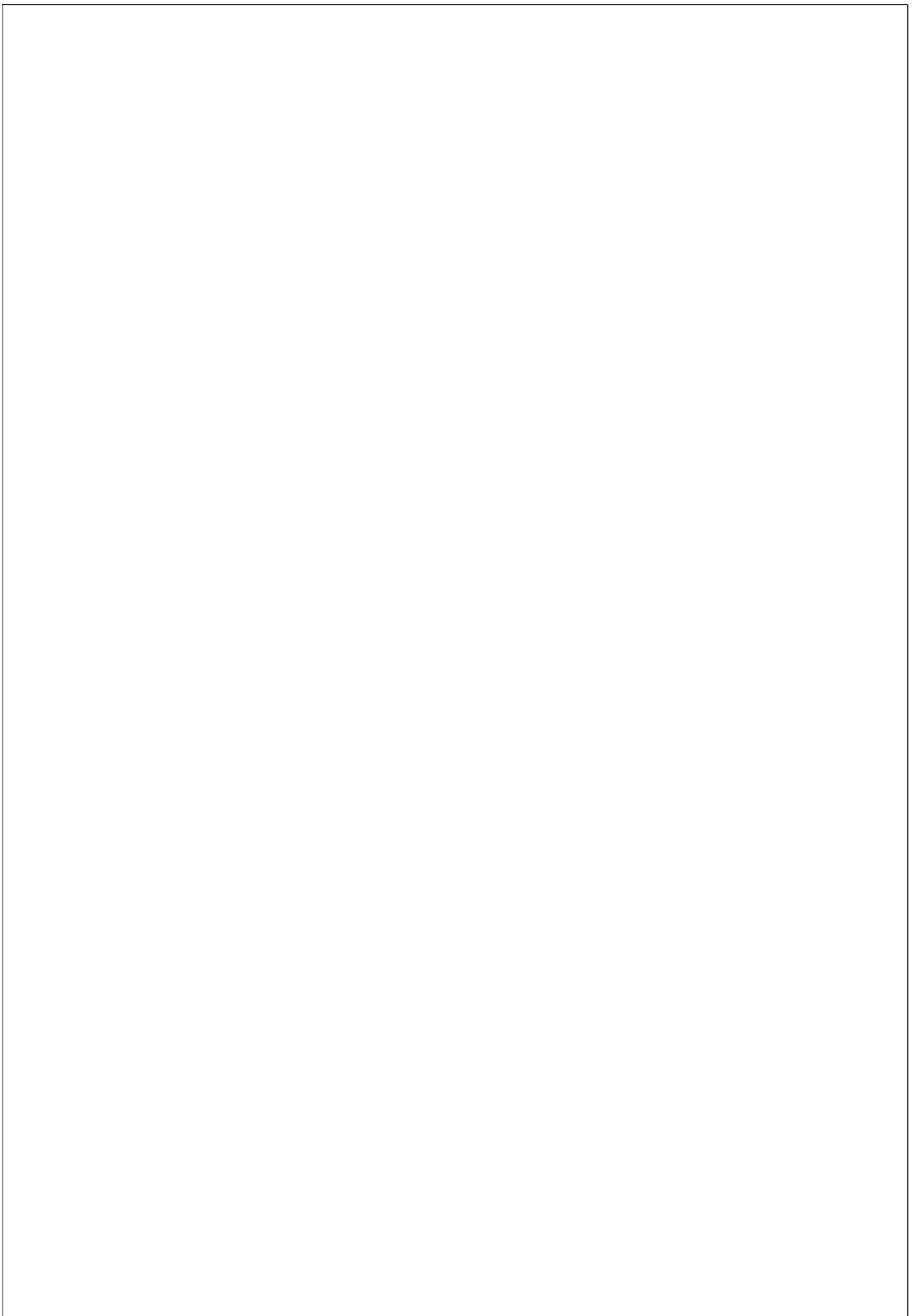

Rajiv Kumar Sikka
Chief Executive Officer


Bathina Srinivasa Rao
Chief Financial Officer


M. V. Harish
Company Secretary

Date: 04 May 2017
Place: Bengaluru







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