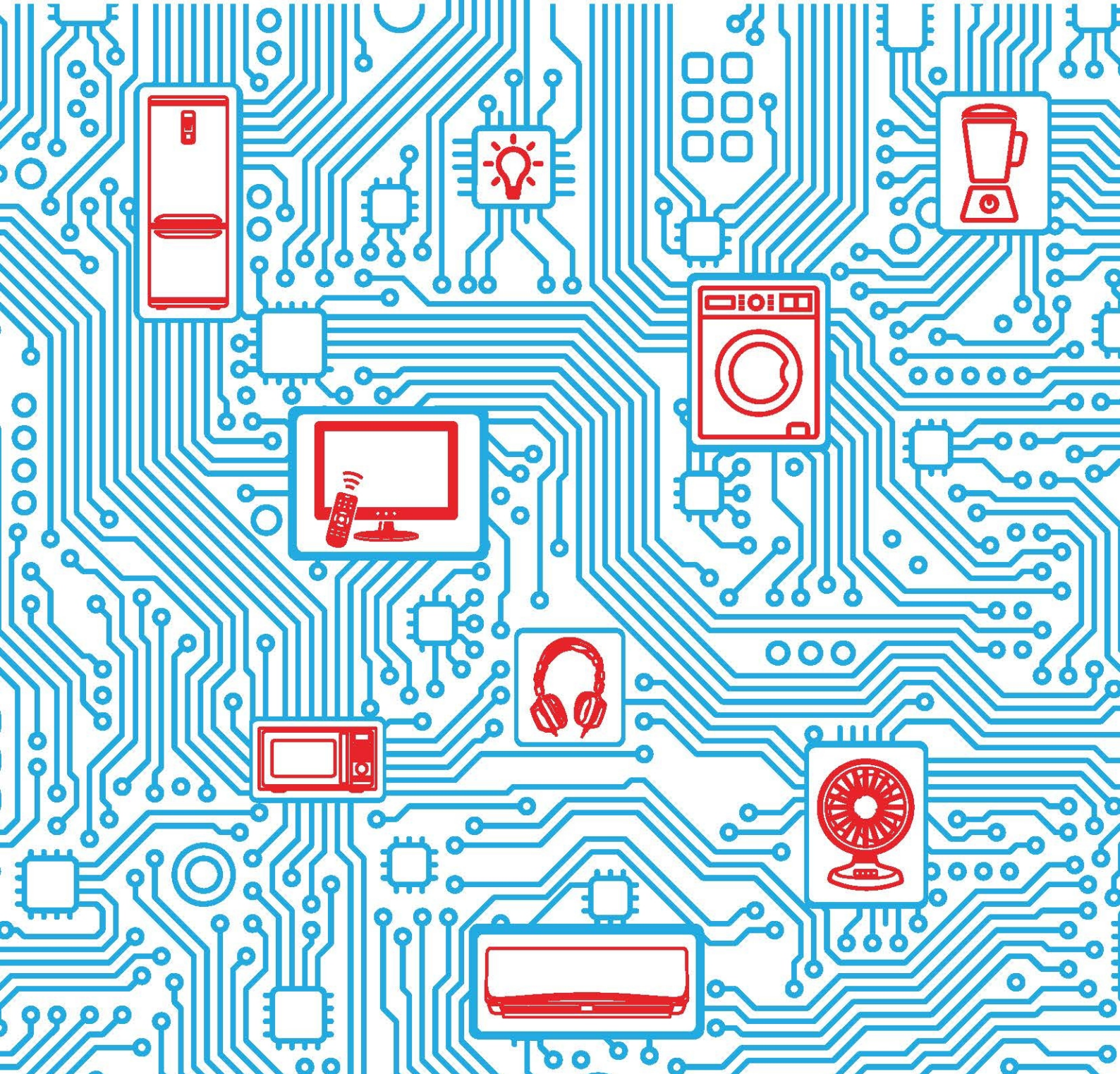




Believe in the Best

BPL LIMITED ANNUAL REPORT 2022 - 2023



Corporate Information

BOARD OF DIRECTORS

Mr. Ajit G Nambiar, *Chairman & Managing Director*
Mrs. Anju Chandrasekhar
Mr. Nowroz J Cama
Dr. Chandan Juneja
Mr. Sabareeshan CK
Mr. Sukumar Rangachari (*w.e.f 30.05.2022*)

COMPANY SECRETARY

Mrs. Deepika N Bhandiwad

CHIEF FINANCIAL OFFICER

Mr. TLM Rangachar

AUDITORS

M/s. MKUK & Associates
Chartered Accountants, Bangalore

BOARD COMMITTEES

Audit Committee

Mr. Nowroz J Cama, Chairman
Mrs. Anju Chandrasekhar
Dr. Chandan Juneja

Nomination & Remuneration Committee

Dr. Chandan Juneja, Chairman
Mrs. Anju Chandrasekhar
Mr. Nowroz J Cama

Stakeholders Relationship Committee

Dr. Chandan Juneja, Chairman
Mrs. Anju Chandrasekhar
Mr. Ajit G Nambiar

CSR Committee

Mrs. Anju Chandrasekhar, Chairperson
Mr. Ajit G Nambiar
Dr. Chandan Juneja

Risk Management Committee

Mr. Nowroz J Cama, Chairman
Mr. Ajit G Nambiar
Mr. Sabareeshan CK (*w.e.f 14.11.2022*)

REGISTERED OFFICE

BPL Works, Palakkad 678007, Kerala
CIN : L28997KL1963PLC002015
e-mail : investor@bpl.in
Website : www.bpllimited.com

CORPORATE OFFICE

Dynamic House, No. 64, Church Street, Bangalore 560 001

MANUFACTURING FACILITIES

BPL Works, Palakkad 678 007, Kerala
Doddaballapur 561 203, Bangalore District

REGISTRAR AND SHARE TRANSFER AGENT

KFin Technologies Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad- 500 032, Telangana, India,
Tel: +91-40-67161700

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Notice of Annual General Meeting

NOTICE is hereby given that the 59th Annual General Meeting (AGM) of the members of **BPL Limited** will be held on Wednesday, the **27th September 2023 at 11:00 A.M.** through Video conferencing (VC)/Other Audio Visual Means (OVAM) for which purpose the Registered Office of the company situated at BPL Works, Palakkad -678 007, Kerala, India, shall be deemed to be made there at, to transact the following business:

ORDINARY BUSINESS:

- 1) To consider and adopt
 - a) the audited financial statements of the company for the financial year ended on 31st March 2023, the report of the Board of Directors and Auditors thereon; and
 - b) the audited Consolidated Financial Statements of the company for the financial year ended 31st March 2023 and report of auditors thereon.
- 2) To declare dividend of Rs. 0.001 per share on the Preference Shares for the financial year ended 31st March 2023
- 3) To appoint a Director in place of Mrs.Anju Chandrasekhaer (DIN: 00228746), who retires by rotation and being eligible, offers herself for re-appointment.

“RESOLVED THAT, pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), Mrs.Anju Chandrasekhar (DIN:00228746) Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the company who is liable to retire by rotation”.

NOTES:

1. Pursuant to the Circular No. 14/2020 (dated April 8, 2020), Circular No.17/2020 (dated April 13, 2020) Circular No. 20/2020 (dated May 5, 2020), Circular No. 02/2021 (dated January 13, 2021), Circular No. 19/2021 (dated December 8, 2021), Circular No. 21/2021 (dated December 14, 2021), Circular No.2/2022 (dated May 5, 2022) and Circular No. 11/2022 (dated December 28, 2022), issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated (May 12, 2020), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 (dated January 15, 2021), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 (dated May 13, 2022) and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 (dated January 5, 2023) (hereinafter referred to as 'Circulars'), AGM will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), where physical attendance of the Members at the AGM venue is not required. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/ electronic system. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Security Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
3. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
5. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the said Act and other documents referred to in the explanatory statement will be available by writing an e-mail to the Company Secretary at investor@bpl.in.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021 read with SEBI Circular dated May 12, 2020, Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered

Notice of Annual General Meeting

with the Company / Depository Participants. Members may note that the Notice of AGM and the Annual Report 2022-23 will also be available on the Company's website at www.bpllimited.com, on the website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL -<https://www.evoting.nsdl.com>.

7. Since the AGM will be held through VC, the route map, proxy form and attendance slips are not annexed to this Notice.
8. Information under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice. The concerned Director has furnished the requisite declarations for her appointment and her brief profile forms part of the explanatory statement.
9. In accordance with Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialised form. In view of the same and to get inherent benefits of dematerialisation, Members holding shares of the Company in physical form, are requested to kindly get their shares converted into dematerialised form. Members can contact Company's RTA at @kfintech.com for assistance in this regard. Further, Members may please note that SEBI vide its Circular dated 25th January 2022 mandated listed companies to issue securities in demat form only, while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company at www.bpllimited.com.
10. SEBI vide its Circular dated 16th March 2023 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. In terms of above Circular, folios of physical shareholders wherein any one of the said details such as PAN, email address, mobile number, bank account and nomination are not available, shall be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievances or avail service requests from the RTA of the Company and will not be eligible for receipt of dividend in physical mode until the said details are furnished. Further, shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988.
11. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Company's Registrar and Share Transfer Agent at Nageswara.raop@kfintech.com, in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.
13. AGM shall be convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with Circulars.
14. Mr.P Sivarajan, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner
15. The Scrutinizer shall submit not later than 2 working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same
16. The Results shall be declared by the Chairman, or the person authorised by him in writing not later than 2 working days of conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.bpllimited.com) and on the website of NSDL (www.evoting.nsdl.com) immediately after the result is declared by the Chairman.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified periodically.

Notice of Annual General Meeting

18. All documents, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's RTA - KFin Technologies Limited, at the address available elsewhere in the report.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

NSDL e-Voting System For voting and Joining Virtual meetings

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020 and Circular No. 20/2020 dated 5th May 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April 2020, 13th April 2020 and 5th May 2020, the Company is providing facility of remote e- voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized e- Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated 8th April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April 2020 and MCA Circular No. 17/2020 dated 13th April 2020 and MCA Circular No. 20/2020 dated 5th May 2020.

INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

The remote e-voting period begins on Friday, 22nd September, 2023 at 9.00 A.M. and ends on Tuesday, 26th September, 2023 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

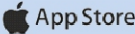
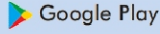


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Notice of Annual General Meeting

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with NSDL . | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: right;"> NSDL Mobile App is available on  App Store  Google Play   </p> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my e-asi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |

Notice of Annual General Meeting

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

| Login Type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with NSDL. | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 and 022-2499 7000 |
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33 |

B) Login Method for e-Voting and joining virtual meetings for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://e-services.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

| | |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

Notice of Annual General Meeting

- c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to casivarajanp@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsd.com to reset the password.

Notice of Annual General Meeting

3. In case of any queries, you may refer the 'Frequently Asked Questions (FAQs)' for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Falguni Chakraborty at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to www.bpllimited.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

QUESTIONS & ANSWERS SESSION AND REGISTRATION OF SPEAKERS AT AGM

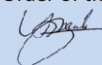
1. Questions prior to e-AGM:

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to investors@bpl.in from 18th September 2023 (9:00 A.M. IST) to 23rd September, 2023 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Notice of Annual General Meeting

2. Due to limitations of transmission and coordination during the Q&A session, the company may dispense with the speaker registration during the e-AGM conference.
3. Speaker Registration during e-AGM session: In case of decision to allow the Q&A session in the meeting, click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit.

By Order of the Board



Ajit G Nambiar

Chairman & Managing Director

DIN: 00228857

11th August, 2023

Bangalore

Registered Office: BPL Works, Palakkad, Kerala, PIN -678 007

Particulars as required for re-appointment of Director pursuant to provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015

Item No.3

Information required to be furnished under Regulation 36(3) of the SEBI (LODR) Regulations 2015 and Secretarial Standard 2 on General Meetings.

The particulars of Director who is proposed to be re-appointed at this meeting are given below:

| | |
|---|---|
| Name and DIN | Mrs. Anju Chandrasekhar (DIN - 00228746) |
| Date of Birth & Age | 19th May, 1967, 56 years |
| Nationality | Indian |
| Original date of appointment | 31st December, 1991 |
| Date of previous appointment | 29th September, 2021 |
| Relationship with other Directors | Mrs. Anju Chandrasekhar is related to Mr. Ajit G Nambiar, Director of the Company. None of the other Director is concerned or related to Mrs. Anju Chandrasekhar |
| Qualification | An MBA from Boston University, USA. |
| Expertise in specific functional areas | She is the Director, currently heading the Corporate Affairs of the Company HR, Legal, Administration and Secretarial functions. |
| Number of shares & % of holding | 74,600 equity shares & 0.15% holding |
| Name of the companies in which Mrs. Anju Chandrasekhar is a Director | 1. Nambiar Intl. Investment Co. Pvt. Ltd., 2. Anan Properties & Finance Co., Pvt. Ltd., 3. E R Computers Pvt. Ltd., 4. Electro Investment Pvt. Ltd., 5. Electronic Research Pvt. Ltd, 6. Virtual Properties & Estates Pvt. Ltd, 7. Dynamic Electronics Pvt. Ltd, 8. Technocity Digital Electronics Pvt. Ltd., 9. Asian Age (India) Pvt. Ltd., 10. BPL Medical Technologies Pvt. Ltd., 11. BPL Power Projects (AP) Pvt. Ltd., 12. Bharat Energy Ventures Pvt. Ltd. 13. PanIndia Telecommunications Network Pvt. Ltd. |
| Chairmanships/Memberships of Committees in other Public Limited Companies (Including Audit Committee and Stakeholders Relationship Committee) | NIL |
| Number of Board meetings attended during the FY 2022-23 | 4 |

Notice of Annual General Meeting

The re-appointment of Mrs. Anju Chandrasekhar, as a director on the board of the company complies with the required provisions of Section 152 of the Companies Act, 2013 with regard to re-election of a director.

The Nomination & Remuneration Committee at its meeting held on 29th May, 2023 has recommended the said re-appointment and accordingly, the Board too recommends the resolution as set out at Item No. 3 of the Notice as an Ordinary Resolution in relation to the re- election of Mrs. Anju Chandrasekhar, as a Director, for approval of the shareholders of the Company

Except Mr. Ajit G Nambiar, being a relative of Mrs. Anju Chandrasekhar, none of the Directors and Key Managerial Personnel of the Company or their respective relative is concerned or interested financially or otherwise in resolution at Item No. 3 of the accompanying Notice.

ATTENDANCE RECORD OF DIRECTOR WHO SEEK APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

| Name of the Director | No. of Board meetings held during 2022-23 | No. of Board meetings attended | Last AGM Attendance (Yes/No.) | No. of Shares held |
|-------------------------|---|--------------------------------|-------------------------------|--------------------|
| Mrs. Anju Chandrasekhar | 6 | 4 | Yes | 74,600 |

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

By Order of the Board



Ajit G Nambiar

Chairman & Managing Director

DIN: 00228857

11th August, 2023
Bangalore

Registered Office: BPL Works, Palakkad, Kerala, PIN -678 007

Board's Report and Management Discussion & Analysis

Dear Members,

The year 2022-23 witnessed a healthy recovery of businesses' in India. The many initiatives taken by the Government of India to an Atmanirbhar Bharat, provided a host of new opportunities for Indian manufacturers.

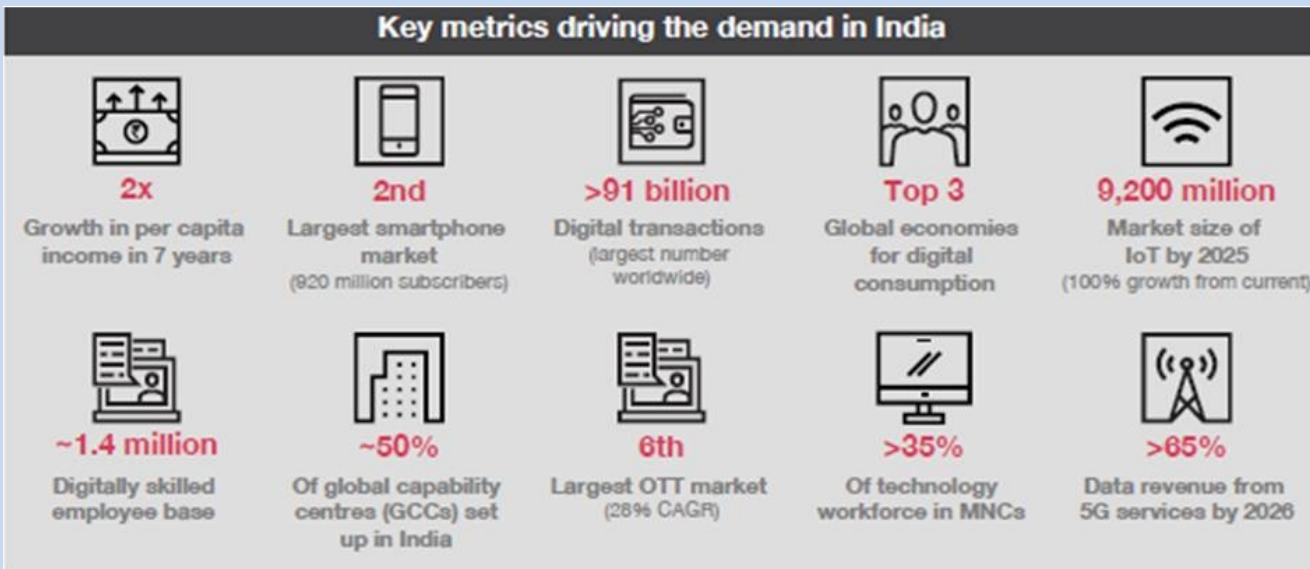
Major policy initiatives like increased public capex, Production Linked Incentive (PLI) scheme for private sector, Digital Public infrastructure, are measures that help establish India as a strong contender in the manufacturing space. India's potential is large, but we must be aware of the fact that the Country will not be protected from global factors like supply chain issues, inflationary conditions affecting key commodity prices and geopolitical dynamics that may arise.

General Economic Climate

India's GDP growth stood at 7.2% in 2022-23 from the 7% estimated earlier. The roll out of various policies by the Government of India

added to the growth of India's GDP. Strong economic growth in the first quarter of FY 2022-23 helped India to become the fifth-largest economy.

As anticipated, India was the fastest growing economy in the world this year. According to the World Bank, India's growth continues to be as per forecast. Inflation remained high, averaging around 6.7 percent in FY22/23 but the current-account deficit narrowed in Q3 on the back of strong growth in service exports and easing global commodity prices. India's GDP grew @ 7.8% during Q1 of this fiscal year and forecast is to end this fiscal at 6.7% growth. Although inflation is elevated, it is projected to decline to an average of 5.2 percent in FY23/24, India's financial sector remains strong, buoyed by improvements in asset quality and robust private-sector credit growth. India today is also the most populous nation in the world. Supported by a demographic advantage with nearly 50% between the age group of 0–29 years.



Source: PwC analysis

India's electronic manufacturing industry has been experiencing growth over the past few years. The government's "Make in India" initiative and various other supporting policies have helped improve domestic manufacturing capabilities and attract foreign investment in the electronics sector.

Some of the factors that have contributed to this growth:

1. **Domestic Demand:** The increasing demand for electronic devices, including smartphones, computers and appliances.

2. **Foreign Investment:** Various global companies have set up manufacturing facilities in India due to the availability of skilled labor, cost advantages, and the growing domestic market.

3. **Government Initiatives:** Government policies such as the Production-Linked Incentive (PLI) scheme to provide financial incentives to companies manufacturing electronic products domestically.

4. **Skilled Workforce:** India's strong pool of engineering and technical talent.

Board's Report and Management Discussion & Analysis

- **Infrastructure Development:**** The establishment of electronics manufacturing clusters, special economic zones, and industrial parks have provided the required infrastructure.
- **Rise of Startups:**** The growth of technology startups in India has also contributed to innovation and development in the electronic manufacturing sector.

New Segments for Growth & Competitiveness

Your Company has taken various strategic steps to transform into a cost competitive, innovative and future ready enterprise.

To facilitate this -

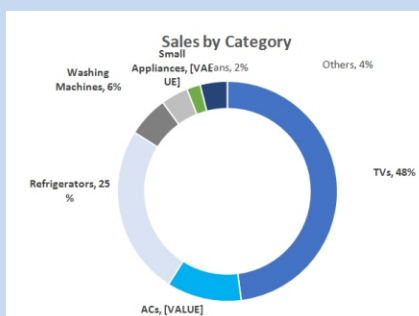
- New Segments of growth such as Double Sided & Multi-layer PCB have been introduced.
- Factory automation and lean manufacturing processes have been introduced.
- Industry specific certifications such as IATF (International Automotive Task Force) & MACE (Maruti Center of Excellence)

These activities are designed to address the requirements of global multi-nationals who manufacture or assemble in India.

Brand licensing Agreement with Reliance Retail

During the year, BPL has been amongst the fastest growing brands in the Reliance Digital portfolio. The sales of BPL products has more than doubled in terms of number of products sold compared to the previous year, helping the brand re-establish as a dominant player in the market.

Your company's positive growth across key categories can be seen in its traditionally strong segments such as Televisions, Washing machines and Refrigerators. The brand has also been well accepted in air conditioner, fans, LED lighting and small domestic appliances which are relatively new categories. During 2022-23 over 5.6 million BPL products were sold. In terms of products and categories, Reliance now sells over 500 SKUs of BPL products, as compared to 160 SKUs the previous year. Reliance has also improved SKU mix by adding a wider range of ACs and Refrigerators. In the TV segment, nearly 95% of sales have come from smart televisions with the 32" and 43" taking the bulk of the share. The



TV sales volume grew by 123%. Refrigerators were the next largest category for BPL.

The business outlook remains positive. With more models of products, better features and aggressive promotion, BPL brand is expected to do well in FY24 too.

Review of Operations

PCB Business

Printed Circuit Boards (PCBs) are the fundamental building blocks for electronics. PCB manufacturers have various opportunities in India, driven by factors such as the growth in electronics manufacturing, increasing demand for consumer electronics, and the push for local manufacturing under initiatives like "Make in India." Opportunities include producing PCBs for mobile devices, automotive electronics, industrial equipment, and renewable energy systems. Additionally, the rise of Internet of Things (IoT) devices, medical electronics, and defense applications also contribute to the demand for high-quality PCBs in the Indian market.

The Indian PCB market has always been dominated by Chinese imports. However, the pandemic, the subsequent logistical challenges and multiple lockdowns across the world have forced many Indian EMS firms to reevaluate sourcing from Indian PCB manufacturers.

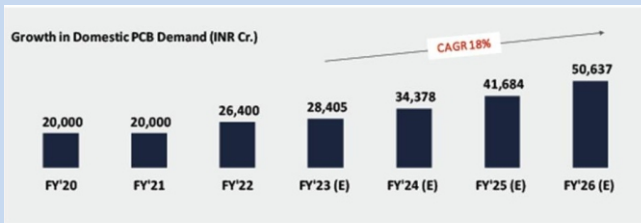
The sharp increase in the imports of the key raw material for PCB in India (in the form of Copper Clad Laminates - CCL) is directly proportional to the increase in demand for domestically manufactured PCB's.

| All estimates in USD M | 2018-19 | 2019-20 | 2021-22 | CAGR btw. FY 20 & FY 22 |
|--|---------|---------|---------|-------------------------|
| Overall PCB demand in India | 2,500 | 2,835 | 3,522 | 11% |
| PCB as a part of PCBA | 687 | 600 | 693 | 7% |
| Bare PCB | 1,813 | 2,235 | 2,829 | 13% |
| Imported Bare PCB | 1,717 | 2,130 | 2,601 | 11% |
| Domestically Sourced Bare PCB | 96 | 105 | 228 | 47% |
| Exports of Bare PCB from India | 138 | 120 | 128 | 3% |
| India manufacturing of Bare PCB | 235 | 225 | 356 | 26% |

In tandem with the increased demand from the Indian electronics industry, the PCB market has the potential to grow to approximately USD 6.8 billion as per estimates. Currently, industrial electronics, mobile phones and consumer electronics form the top 3 segments of the electronics industry. With all three sectors being growth drivers, we estimate the PCB usage in India to grow at 25% CAGR over the next 5 years to reach USD 6.8 billion by FY 2025. Double side, Multilayer and Flex PCBs are expected to contribute about 80% of the overall PCBs consumption.

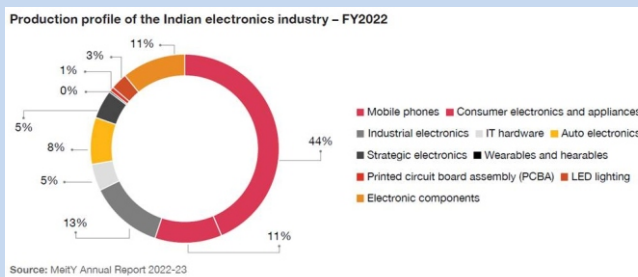
India represents one of the largest and fastest growing consumer electronics market in the Asia Pacific region.

Board's Report and Management Discussion & Analysis



Computers, laptops, mobile phones, etc. often use rigid PCBs in areas vital to the functionality of these devices, such as the motherboard, thereby creating a positive impact on the growth of the PCB industry.

To support the Indian PCB industry, the Government of India is encouraging the adoption of PCBs by supporting manufacturers to build PCBs plants and offering an easy tax regime with reduced bureaucratic hurdles. Further, the increasing popularity of



miniaturization and more efficient interconnect product solutions in electronic devices also supports the growth of the market in India.

Your Company's investment in upgrading its manufacturing facilities has yielded better efficiencies and productivity.

The decision to enter into value added double and multi-layer segments is a step in the right direction. The various new machineries are under installation and commissioning at the Doddaballapur factory. Three new high speed CNC drilling and routing machines, Hot Air Solder Levelling Machine, Plotter, Fly Probe Tester have already been commissioned. This upgradation of manufacturing facilities has aided in improving the productivity and quality of the PCBs as well as in delivery timelines.

Your company has now received IATF certification, which is a mandatory requirement to supply PCBs to the automotive Electronics industry. Your company is ISO 9001- 2015, UL, MACE and IATF 16949 certified making it a credible PCB manufacturer in India.

Your company is also in an advanced stage of discussions with Global Electronics Manufacturers such as Delta Electronics, Samsung, who

have set up their production facilities in India and are interested in local components.

The cost optimization activities, effective reuse of water through ETP and rain water harvesting processes too have improved the ability of your company to meet the challenging price demands in high volume segments such as LED lighting and consumer electronics.



Environmental, Social & Governance (ESG)

A way forward for Sustainability at BPL

The United Nations Sustainable Development Goals are call for action for all countries, government and non-government organizations and its citizens aimed to promote prosperity while protecting the planet. These goals recognize that economic growth and social needs has to go hand-in-hand with climate change and environmental protection. There are 17 goals that have been identified by the UN out of which BPL has identified 4 goals wherein BPL has material impact due to its business operations (source United Nations). These are as given below:

1. Water and Sanitization: Reduce, Reuse and Recycle.
2. Clean Energy: Solar energy in a phased manner.
3. Responsible Consumption and Production: E-waste management.
4. Life on Land: Go green.



As a responsible corporate entity, BPL practices and advocates responsible retrieval and disposal of its electronic products following the standards prescribed as per the act. The annual reports have been filed with the appropriate authority for the year 22-23. BPL has proactively gone ahead and launched its ESG initiative starting this year. The initiative, amongst other actions will measure it's carbon emissions and aim to achieve carbon neutrality.

Board's Report and Management Discussion & Analysis

Board's Report

Your directors are pleased to present their report along with the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023.

Summary of Financial Performance

The financial statements of the Company for the year ended March 31st 2023 have been prepared in accordance with IND-AS-110 schedule III of The Companies Act, 2013 (The Act), and the audited

standalone financial statements, are therefore in compliance with, IND-AS- 110 and the obligations of a listed company stipulated by The Securities Exchange Board of India, under the Listing Obligations and regulations, 2015

For the Financial Year 2022-23 your company posted gross revenues of Rs. 6151.01 lakhs. It has also been a turn around year for BPL wherein it has registered an profit after tax of Rs.571.67 lakhs. Your company's financial performance for the year under review is summarized below:

(₹ lakhs)

| Particulars | Year Ended | |
|-------------------------------|------------|------------|
| | 31.03.2023 | 31.03.2022 |
| Net Sales and other income | 6151.01 | 4919.18 |
| Total operating expenses | 4834.20 | 4154.33 |
| Profit /(Loss) before Tax | 1316.81 | 764.85 |
| Deferred Tax charge /(Credit) | 745.14 | (530.10) |
| Profit after Tax | 571.67 | 1294.95 |
| Other Comprehensive Income | 6472.11 | 351.97 |
| EPS - Basic | 14.38 | 3.37 |
| - Diluted | 14.38 | 3.37 |

Bharat Energy Ventures Private Limited (BEVPL) and BPL Power Projects (AP) Private Limited (BPPL) became subsidiaries from 23rd March 2022 and there were no revenue / expenses from this date till 31st March 2023. Therefore, standalone profitability is considered as consolidated profitability.

Dividend

In order to conserve reserves, your Directors have not recommended any dividend on equity shares of the Company. A dividend on preference shares has been recommended as per the terms of the issue covered by the approved Scheme of Arrangement.

Outlook

As we enter fiscal 2023-24, we are fortunate that the consumer durables & electronics industry is growing exponentially, and most macroeconomic conditions appear favourable. Your Management believes the company's future is bright and the BPL brand is well poised to emerge as a dominant player in the market it serves. With more models of products, better features and aggressive promotion, BPL brand is expected to do well in FY24 too. AC and Refrigerators will continue to grow due to extreme summer in most parts of the country. It is hoped that brand turnover for Reliance Retail will exceed Rs. 2,000 Crs. in the year.

During the first quarter of 2023-24, the brand has more than doubled the previous year's sales in terms of numbers of units sold. The number of SKUs have also gone up from 183 last year Q1 to 505 in this year Q1. The major portion of the sales for the year is during the festive season from September to December. Your company's sales performance will more than triple the previous years earning a higher fee from brand licensing alone.

PLI Scheme for electronic manufacturing is encouraging local value addition and this is evidenced by increase in demand for Single Side and Double Side PCBs from existing and new customers. Multinationals have also expressed interest in sourcing PCBs from local sources and your Company is in an advanced stage of the qualification process. Your Company will work towards leveraging the purchasing power of multinationals for better raw material pricing in order to be competitive with Chinese PCB manufacturers.

The anti-dumping duty on cheap Chinese Imports to protect Indian PCB manufacturers has been moving on the expected lines. The Office of the Director General of Trade Remedies has had multiple sessions with

Board's Report and Management Discussion & Analysis

Indian PCB manufacturers have taken into consideration all necessary data which will enable them to recommend an Anti Dumping Duty to the Ministry of Finance.

Your company had encouraging responses from newer sectors such as Electric Vehicle Chargers. With the knowledge gained in processing specialized laminates meant for RF antenna applications, it has been able to attract customers in this segment. This calls for your Company to invest in specific machineries needed to manufacture high end RF antenna PCBs, typically used for 5G and 6G applications. Your company is evaluating these machines and will take a decision to procure them in the next 12 months. Low cost lighting continues to be the largest consumer of PCBs. Your company has formulated a strategy to work with specific lighting companies where margins are healthy and stable.

Post the IATF 16949 Certification (mandatory certification to supply to Automotive customers) your Company has been able to establish contact with a number of tier 1 and 2 automotive customers. It may be noted that most of the automotive PCBs are double layer and your Company will be in a good position to make inroads into this sector.

Your company is in constant pursuit of productivity & quality improvement and have identified various areas for automation in areas of both production and quality. It has recently a high end Automated Optical Inspection equipment to aid in identifying and eliminating faults at the initial stage of production.

Risk & Concerns

The Indian Electronics Manufacturers face several risks and concerns, including supply chain disruptions, dependence on imported components, regulatory challenges, intense global competition and the need for skilled labour to keep up with technological advancements. Additionally, fluctuations in currency exchange rates and evolving consumer preferences could impact the market positioning and profitability.

High import duties and strict localization norms are often imposed to promote local manufacturing. While they do succeed to an extent in ensuring local manufacturing, they also negatively impact country's global competitiveness. This is particularly true in electronics industry where supply chains are globally intertwined.

Another challenge is - India lacking a robust ecosystem of companies locally manufacturing components required for electronic products. In the absence of a full-fledged component ecosystem in India, these components are required to be imported, resulting in increased costs and lead time for the manufacturers. Specifically for PCB industry, most of the PCB raw materials are not available in India and needs to be imported. The inefficient supply chain for raw materials compels the local manufacturers to depend on imports that leads to additional challenges.

Indian manufacturers have to carry inventory for long durations and plan much ahead of time, which in turn, increases the turnaround time. A large portion of the working capital of the Indian PCB manufacturers goes in securing the raw materials, which leaves them challenged to spend on other market development and expansion activities, thereby further preventing major expansions in the business.

Also, the lack of availability of raw Materials on time on an average, prevents the Indian PCB firms to reject 10-20% of new orders, which they get with shorter deadlines. These ultimately are met by imports of PCBs.

The scale of Indian companies is very small compared to that of global firms. India's ability to supply large volumes at global prices are very difficult. The PCB industry is a high capex business - Sales to assets ratio $< \text{or} = 1.0$. The poor ROI is often seen as a deterrent to investors in PCB manufacturing.

The cheaper and faster option for Indian Electronics companies is importing of components from countries such as China. Currently, each factor is eating into the other and has left the domestic industry in a state of flux.

Your company continues to closely monitor the business risks through a Risk Management which evaluates and recommends risk mitigation plans.

Subsidiary / Joint Ventures / Associate Companies

Bharat Energy Ventures Private Limited (BEVPL) became a subsidiary of your company on 23rd March, 2022, on account of repossessing the equity shares of BEVPL from Electronic Research Private Limited, pursuant to the agreements executed amongst the companies. With this, your company holds more than 81% of the equity capital of BEVPL. BPL Power Projects (AP) Private Limited (BPPL) is now an indirect subsidiary of your company, since it is a subsidiary of BEVPL. Your company has no associate companies.

The company's erstwhile joint venture namely Kleer Industries Inc. USA, is in the process of being closed.

The audited accounts of BEVPL and BPPL are consolidated with the company as per Sec. 129 of the Companies Act, 2013.

Annual Evaluation of the Board, Its Committees and Individual Directors.

The company has, during the year, conducted an evaluation of the Board as a whole, its committees and the Individual Directors including the Independent Directors as stipulated in the Nomination and Remuneration policy adopted by the company. The evaluation was carried out through different evaluation forms which covered among the evaluation of the composition of the Board/Committee, its effectiveness, activities, governance and with respect to the Chairman and the Individual Directors, their participation,

Board's Report and Management Discussion & Analysis

integrity, independence, knowledge, impact and influence on the Board.

For the financial year 2022-23, the Independent Directors have conducted a meeting on 27th March 2023. Performance evaluation criteria are as per the policy available at the web link: <http://www.bpllimited.com/investorrelations/policies/policy-on-board-valuation.pdf>.

Share Capital

The paid-up Equity Share Capital of the Company as on 31st March, 2023 stood at Rs.48.97 Crores comprising 4,89,75,751 Equity Shares of Rs.10/- each, fully paid up. None of the directors hold any instruments which are convertible into equity shares of the company. There is an increase in the paid-up capital of the company by Rs.6,98,480/- on account of allotment of 69,848 equity shares of Rs.10/- each, to the employees who have exercised the options.

The paid-up Preference Share Capital of the Company as on 31st March 2023 was Rs.169.59 Crores consisting of 1,69,58,682 Redeemable Preference Shares of Rs.100/- each.

The above said non-cumulative, non-convertible preference shares became due for redemption in August, 2019. Major portion of the said shares (around 64%) are held by promoters and the rest by banks. The company is exploring the possibility of redeeming the preference shares held by banks on the first instance, keeping the promoters holding in abeyance. The company has already met the preference shareholders and redemption discussions are in progress.

The Company has not issued any Sweat Equity Shares or granted any Employee Stock Option during the Financial Year 2022-23. The Company has not made any provision for the purchase of subscription for shares in the Company under any Scheme.

The provisions of Rule 4 (4) of Companies (Share Capital and Debentures) Rules, 2014 are not applicable to the company since no Equity Shares have been issued by the Company with differential rights during the Financial Year 2022-23.

Transfer To Reserves

During the year under review, the company has transferred Rs. 584.02 lakh to Reserves & Surplus

PARTICULARS OF EMPLOYEES, DIRECTORS AND KEY MANAGERIAL PERSONNEL

The ratio of remuneration of each director to the median employee's remuneration and other details prescribed in Section 197(12) of the Act, read with Rule 5(1) of the companies (Application and Remuneration of Managerial Personnel) Rules, 2014, are annexed to this report as Annexure 3."

In terms of the provisions of Section 197(12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of

Managerial Personnel) Rules 2014, a statement showing the names of employees and other particulars of the top ten employees and employees drawing remuneration in excess of the limits as provided in the said Rules are set out in the Board's Report as an addendum thereto. However, in terms of provisions of the first proviso to section 136(1) of the Act. This Annual Report is being sent to the members of the company excluding the aforesaid information. The said information is available for inspection and any member interested in obtaining such information may write to the Company Secretary for the same.

Credit Rating

The current exposure does not mandate the company to have credit rating as prescribed by RBI. Hence, the company has opted out of ratings for the Bank Loan Facilities effective from 4th July 2022.

Policy on Directors Appointment and Remuneration

Policy on Directors appointment is to follow the criteria as laid down under:

- The Companies Act, 2013,
- BPL Code of Conduct for Board of Directors and senior management personnel
- The Uniform Listing Agreement with stock exchanges and
- Good corporate practices.

Emphasis is given to appointing persons on the board who are from diverse fields and professions.

Guiding policy on remuneration of Directors, Key Managerial Personnel and Employees of the company is that:

- Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff and workmen is industry-driven and takes into account their performance and to attract and retain quality talent.
- For Directors, it is based on the shareholders resolutions, provisions of the Companies Act, 2013 and Rules framed there in, Circulars and Guidelines issued by the Central Government and other authorities, from time to time.

DIRECTORS

| Category | Name of the Director |
|-------------------------------------|---|
| Executive Director | Mr. Ajit Gopal Nambiar |
| Non-Executive Directors | Mrs. Anju Chandrasekhar Mr. Sukumar Rangachari |
| Non-Executive Independent Directors | 1. Dr. Chandan Juneja 2. Mr. Nowroz Jal Cama 3. Mr. Sabareeshan C K |

Board's Report and Management Discussion & Analysis

The composition of the Board is in line with the requirements of the act and listing regulations. All Directors have vast knowledge and experience in their relevant fields and the company has benefited immensely by their presence on the Board.

Skill/expertise/competence of the board of directors required in the context of business of the company are mentioned in the corporate governance report.

a. Change in directors and key managerial personnel (KMP) during the FY 2022-23

During the year under review, Mr. Sukumar Rangachari was appointed as an additional director (non-executive) on 30th May, 2022 and his appointment was approved by the members at the last Annual General Meeting held on 28th September, 2022.

Mrs. Pavitra P resigned as an independent director of the company on 4th April, 2022.

b. Woman Director

In terms of provisions of Section 149 of the Act and regulation 17(1)(a) of the listing regulations, the company needs to have at least one woman director on the board. The Company has Mrs. Anju Chandrasekhar as a non-executive woman director on the board.

c. Director retiring by rotation

Mrs. Anju Chandrasekhar, Non-executive director of the company is liable to retire by rotation in terms of the provision of the act at the ensuing general meeting of the company and being eligible, offers herself for re-appointment. The board has recommended her re-appointment.

As stipulated under 36(3) of the listing regulations, a brief resume of the re-appointee i.e. Mrs. Anju Chandrasekhar, is given in the notice convening 59th AGM of the company.

d. Declaration of Independence by the Independent Directors

The Company has three independent directors as on 31st March, 2023. Pursuant to Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Dr. Chandan Juneja, Mr. Nowroz Jal Cama, and Mr. CK Sabareeshan were the Independent Directors of the company as on 31st March, 2023 and have made a declaration to the Company confirming the compliance of the conditions stipulated in the aforesaid section. The said declarations were placed at the board meeting held on 29.05.2023.

e. The Policy on Nomination and Remuneration of Directors and KMP and senior management

The policy on nomination and remuneration sets out the criteria for determining qualification, positive attributes of independent

directors KMP and senior management under Section 178(3) of the act and regulation 19 of listing regulations. The policy on the same is approved and adopted by the board is available on the website www.bpllimited.com

f. Evaluation of Board, its Committees and Individual directors

The Nomination & Remuneration Committee conducted the evaluation of Directors, Committees, Chairman of the Board, and the Board as a whole, based on the criteria and framework adopted by the Board in this regard.

A brief on the annual Board evaluation process undertaken in compliance with the provisions of the Act and Listing Regulations, is given in the Report on Corporate Governance, forming part of this Integrated Annual Report.

g. Number of Meetings of Board of Directors

The Board of Directors has met Six times and Independent Directors once during the Financial Year 2022-23. Details of meetings are available in the Corporate Governance report section, which forms part of the annual report.

h. Details of Committee of Directors

Composition of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee, Internal Complaints Committee (ICC) as per POSH act 2013, number of meetings of each committee held during the financial year 2022-23 and meetings attended by each member of the committee as required under the Companies Act, 2013 are provided in Corporate Governance Report section which forms part of the annual report.

i. Key Managerial Personnel

Mr. Ajit G. Nambiar is the Chairman & Managing Director, Mr. T L M Rangachar, Chief Financial Officer (CFO) and Mrs. Deepika N Bhandiwad, Company Secretary & Compliance Officer are the Key Managerial personnel of the Company pursuant to Section 203 of the Companies Act, 2013.

Audit And Auditors

a. Statutory Auditors

M/s. MKUK & Associates, Chartered Accountants, are the Auditors of the Company from the FY 2017-18 and were re-appointed for a further term of five years during the year 2021-22.

Board's Report and Management Discussion & Analysis

The Board has duly examined the statutory auditors report on the annual accounts for the financial year 2022-23 which is self-explanatory. Clarifications, wherever necessary, have been included in the notes to accounts. Further, the directors confirm that, the qualifications are addressed and attached as addendum to this report.

b. Secretarial Auditor

Pursuant to the provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, your company has appointed Mr. Madhwesh K, a Practising Company Secretary (CP -10897) as Secretarial Auditor of the Company for the Financial Year 2022-23 and the Secretarial Audit Report is annexed herewith and forms part of the report. The explanations of the Board on every qualification, reservation or adverse remark or disclaimer made by the Auditor in his report (Form MR-3) have been furnished by way of an addendum.

c. Internal Auditor

Provision of Section 138(1) read with Rule 13 of the Companies (Accounts) Rules, 2014. M/s T Velupillai & Co, Chartered Accountants, are appointed as internal auditors for the company.

d. Cost Auditors

The provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 relating to Cost Audit and maintaining cost audit records is not applicable to the Company.

Change in the Nature of Business, if any

There has been no change in business of the company during the financial year 2022-23.

Significant and Material Orders

During the year under review, there is no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in the future.

Internal Control and their Adequacy

At the beginning of each financial year, an audit plan is rolled out after approval of the Audit Committee. The audit plan is aimed in evaluation of the efficacy and adequacy of internal control systems and compliance thereof, robustness of internal processes, policies and accounting procedures, compliance with laws and regulations. Based on the reports of internal audit, function process owners undertake

corrective action in their respective areas. Significant audit observations and corrective actions, if any, are presented to the audit committee of the Board on a quarterly basis. Pursuant to Risk Based Internal Audit Framework, internal audit is aligned in such a manner that assurance is provided to the Audit Committee and Board of Directors on quality and effectiveness of the internal controls, and governance related systems and processes.

Reporting of Frauds

There was no instance of fraud during the year under review, which required the statutory auditors to report to the Audit Committee and/or to the Board as required under Section 143(12) of the Companies Act, 2013 and the rules framed thereunder.

Risk Management

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

During the year, the Risk Management Committee was reconstituted by inducting Mr. C K Sabareeshan as a member and the committee met on 14th December, 2022.

Corporate Social Responsibility (CSR)

Pursuant to the provision of Section 135 read with Schedule VII to the Act, the company has constituted a CSR Committee which reviews and recommends inter-alia (a) the policy on Corporate Social Responsibility (CSR) including changes thereto. (b) Annual CSR Activity plan (c) CSR projects or programmes for implementation by the company as per its CSR policy. In accordance with the applicable provisions of Section 135 of the Act and CSR policy of the company, the company contributes 2% of average net profits made during the preceding three financial years to Cherysh Trust, Ambedkar Charitable Trust, Rotary and Lions charitable trust.

The Company's average net profit for last 3 years computed as per the provisions of Section 135(5) of Companies Act, 2013, was Rs. 678,55,966/- CSR expenditure to be incurred for the FY 2023-24 at 2% of average profit is Rs. 13,57,119/-.

Board's Report and Management Discussion & Analysis

Disclosures on CSR Activities as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are as tabled below:

| | | |
|----|--|--|
| 1. | A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and project or programs | The Company's CSR Policy intends to i. Promote education including employment enhancing vocation skills especially among children and women. ii. Eradicate hunger, poverty and malnutrition. iii. Promote healthcare and sanitation. iv. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water. |
| 2. | The Composition of the CSR Committee | Mrs. Anju Chandrasekhar-Chairperson Dr. Chandan Juneja - Member Mr. Ajit G Nambiar- Member |
| 3. | Average net profit of the Company for last three financial years | Rs. 6,78,55,966/- |
| 4. | Prescribed CSR Expenditure (two percent of the amount as in item 3 above) | Rs. 13,57,119/- |
| 5. | Details of CSR spent during the year 2023-24 a) Total amount to be spent for the financial year b) Amount spent, if any c) Manner in which the amount spent during the financial year d) Amount unspent during the financial year. | Rs. 13,57,119/- Rs. 6,94,332/- Contributed to Registered Trusts Rs. 6,62,787/- |
| 6. | In case the company has failed to spend two percent of the average net profit of the last three financial years or any part thereof, thereasons for not spending the amount in its Board report. | Not Applicable |
| 7. | A responsibility Statement of the CSR Committee that the implementation and monitoring of CSR policy is in compliance with CSR objectives and the policy of the company | The spending on CSR activities by the company are covered under Schedule VII of the CA 2013 and further notifications from MCA, from time to time and the implementation and monitoring of CSR Policy, is in compliance with the CSR objectives and policy of the company. |

Whistle Blower/Vigil Mechanism Policy

The Company has put in place a Whistle Blower/Vigil Mechanism Policy to provide for an open and transparent working environment and to promote responsible and secure whistle blower system for directors and employees of the company to raise any concern. The policy broadly covers instances of unethical behavior, actual or suspected fraud or violation of the company's code of conduct, alteration of documents, fraudulent financial reporting, misappropriation/ misuse of company's assets, manipulation of company's data, pilferage of proprietary information, abuse of authority etc. The policy provides safeguards against victimization of Director(s)/employee(s) who raise the concern and provide access to the Chairman of the Audit Committee who is entrusted to oversee the policy. The policy is available on the website of the company.

Particulars of Loans, Guarantees or Investments

The details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

Particulars of Contracts or Arrangements with Related Parties

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are disclosed in Form AOC- 2, which forms part of the annual report.

Particulars of Directors, KMP and Employees

The details required under the provisions of Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration) Rules, 2014 as amended, a disclosure on remuneration related information of employees, Key Managerial Personnel and Directors is annexed herewith and forms part of the report

Corporate Governance

Your Company is in compliance with all the applicable provisions of Corporate Governance as stipulated under Chapter IV of the Listing Regulations, 2015. A separate section on compliance with the

Board's Report and Management Discussion & Analysis

conditions of Corporate Governance and certificate from the Statutory Auditors of the Company - M/s MKUK & Associates, Chartered Accountants, in this regard, forms part of the Annual Report. The Managing Director and Chief Financial Officer have certified to the board with regard to the financial statements and other matters as specified in the listing regulations.

Prevention of Sexual Harassment Policy

The Company has in place a Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, aiming at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of sexual harassment. A Committee named as Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

During the year under review, there were no complaints pertaining to sexual harassment and hence no meeting of the said Committee was held.

Deposit

During the financial year under review, the company did not accept deposits covered under chapter V of the Act.

Extract of Annual Return

As per the requirement of Section 92(3) of the Act and rules framed thereunder. An extract of Annual Return in the prescribed format is displayed on the Company's website: www.bpllimited.com under the head "Investor Relations".

Safety, Health and Environment

Safety Committees at the manufacturing unit are functioning properly to ensure a safe and healthy work environment.

Safety, Health and Environmental requirements as per rules have been adhered to at all the units. Shop in-charge personnel and all security staff have been given sufficient on the job training in the use of safety equipment. Necessary consent(s) have been obtained from pollution control Board with respect to Water and Air. Fire Fighting equipment and water hydrant system are installed inside the factory for safety of all personnel and to meet any eventuality. The Company had 112 employees as on March 31, 2023.

Employee Stock Option Plan

The Nomination and Remuneration Committee administers the ESOP which is formulated by the company from time to time. Information required under Section 62 of the Act read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Share based Employee Benefits and sweat equity) Regulations, 2021 ('SEBI Regulations') is provided hereunder:

| Sl No | Particulars | Details |
|-------|---|-----------|
| 1 | Number of Options outstanding at the beginning of the year | 16,04,341 |
| 2 | Number of options granted | - |
| 3 | Number of option vested during the year | - |
| 4 | Number of options exercised during the year | 69848 |
| 5 | Number of shares arising as a result of exercise of options | 69848 |
| 6 | Number of Options forfeited/lapsed | 118121 |
| 7 | Exercise price (in Rs) | 10 |
| 8 | Money realized by exercise of options (in Rs) | 6,98,480 |
| 9 | Number of options outstanding/in force at the end of year | - |
| 10 | Number of options exercisable at the end of the year | - |
| 11 | Total number of options available for grant | 15,34,493 |
| 12 | Variation of terms of options | NA |

Employee wise details of options granted to :

- Senior Managerial Personnel Nil
- Any other employee who receives a grant of options amounting to five percent or more of options granted during that year – Nil
- Identified employees who were granted options during any one year, equal to or exceeding one percent of the issued capital of the company at the time of grant – Nil
- Diluted earning per share – Rs.14.38

- Total consideration received against issuance of ESOP shares under the plan - Rs. 6,98,480.

Further, the company confirms that there has been no change to the Company's ESOP plan during 2022-23.

A certificate received from the Statutory Auditors M/s MKUK & Associates, Chartered Accountants, Bangalore, to the effect that Stock Option Scheme has been implemented in accordance with the SEBI Guidelines and the resolution passed by the shareholders, will be placed before the Annual General Meeting and a copy of the same shall be available for inspection by the members at the Registered Office of the

Board's Report and Management Discussion & Analysis

Company on all working days up to the date of the ensuing Annual General Meeting.

Other Disclosure

- During the year under review, the company has not allotted equity shares with differential voting rights.
- The company has complied with the applicable secretarial standards for board and general meeting held during the year under review.

The company has not revised the financial statements as mentioned under Section 131 of the Act.

Directors' Responsibility Statement

Pursuant to the requirements of Section 134 (5) of the Companies Act, 2013, and on the basis of explanations and compliance certificates given by the executives of the company and subject to disclosures in the annual accounts and also on the basis of discussions with the statutory auditors of the company, from time to time, we state as under:

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

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

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3) (m) of CA 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is provided below:

a) Conservation of Energy:

Though not a large-scale user of energy, your Company continues to explore several measures to conserve scarce resources and protect the environment.

These include water recycling, waste recycling, solder fumes control and power factor Improvement. During the year under review, in view of working capital constraints, your company has not made any capital investment on energy conservation equipment.

b) Technology Absorption:

Electronics technology is changing rapidly and continuous efforts are required to keep pace with it. However, due to financial and manpower constraints, your company has not been able to invest in R&D during the year under review. It is hoped that with improvement in top line and bottom line in the coming year, your company will be able to focus on this important area.

c) Foreign Exchange earnings and outgo:

During the period under review, your Company utilized foreign exchange worth Rs. 1983.65 Lakhs and foreign exchange earning was nil.

MD & CFO Certification

As required by Regulation 17 (8) of the SEBI (LODR) Regulations, 2015, the Managing Director and CFO certificate, for the year under review was placed before the Board of Directors of the company at its meeting held on 29th May 2023.

A copy of such a certificate forms a part of the Corporate Governance Report.

Cost Records

The company is maintaining cost records required under the provisions of Section 148(1) of the Act. However the cost audit is exempted.

Secretarial Standards Issued by the Institute of Company Secretaries of India

The Company complies with all applicable mandatory secretarial standards as issued by the Institute of Company Secretaries of India.

Listing with Stock Exchanges

The Equity shares of the company are listed on National Stock Exchange of India Limited and BSE Limited. The Annual Listing fees for the Financial Year 2022-23 have been paid to these exchanges.

Directors & Officers Insurance Policy

The Company has in place an insurance policy for its Directors & Officers with a quantum and coverage as approved by the Board. The policy complies with requirements of Regulation 25(10) of SEBI (LODR) Regulations, 2015.

Management Discussion & Analysis

In terms of provisions of Regulation 34(2) of the SEBI (LODR) Regulations, 2015, a detailed review of the operations, performance and outlook of the company and its business is given in the Management Discussion & Analysis Report which is presented in a separate section forming part of this Annual Report.

Other Statutory Disclosures

Your Directors state that no disclosure or reporting is required with respect to the following items as there were no transactions related to these items during the year under review,

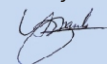
Board's Report and Management Discussion & Analysis

1. Issue of equity with differential rights to dividend voting otherwise.
2. Issues of sweat equity shares
3. Provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
4. Application made or any proceeding pending under Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year.
5. Difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons there of.
6. Receipt of any remuneration or commission by the Managing Director of the company from its subsidiary company.

Acknowledgements

The Board wishes to record its appreciation of the continued support and hard work of the employees at all levels. The Board also acknowledges continued co-operation received from Dealers, Suppliers, Customers, Banks, Government Departments, Financial Institutions, Channel Partners and Shareholders.

For and on behalf of the
Board of Directors



Ajit G Nambiar

Chairman & Managing Director

Bangalore
11th August, 2023

Din : 00228857

ADDENDUM TO BOARD'S REPORT

a) Explanations to the qualifications/adverse remarks of the Secretarial Auditor

- i) *Filing of Annual Performance Report with RBI.*

Management Response

The Company's overseas joint venture - M/s.Kleer Industries Inc, USA has been in-operative for a long period. The Company is in the process of closure of this joint venture and submitting requisite application with RBI in this regard.

- ii) *Structured Digital Database of the company as per the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015, is yet to be fully operational.*

Management Response

The Company has installed requisite hardware and software programmes for the implementation of Structured Digital Database and the same will be fully operational during the second quarter of 2023-24.

b) Explanations to the qualified opinion of the Statutory Auditor

- 1) *The company has not redeemed preference shares amounting to Rs. 16958.68 lacs, which had fully fallen due for redemption in August 2019.*

Management Response

Preference Shares have become due as per the terms on which they were issued and have not yet been redeemed. Pursuant to the provisions of Section 55 of the Companies Act, 2013, Preference Shares can be redeemed only out of profits that are otherwise available for dividends or out of fresh issue of preference shares by complying with the applicable provisions of the Companies Act, 2013 and Listing Regulations. Though the Company has earned profit, it is inadequate for the said redemption. The Company is exploring possible

methods for redemption of Preference Shares at an early date, and is in discussion with the holders .

2. *The Company has not contributed a sum of Rs.216.12 lacs towards Group Gratuity Policy maintained with LIC as required under Payment of Gratuity Act.*

Management Response

Due to paucity of funds, the Company was unable to make whole contribution towards Gratuity Fund. The company has made contributions of Rs. 90 lakhs till date and accordingly, Rs. 126.12 lakhs is now pending for contribution. The Company has plans to contribute pending amount before the end of current financial year

c). Consolidated Financials

1. *Going concern issue of BPL Power Projects (AP) Private Limited (BPPL)*

The financial statement of a subsidiary BPL Power Projects (AP) Private Limited which is consolidated with the company are prepared based on going concern assumption, considering various factors.

Management Response

BPL Power Projects (AP) Private Limited is one of the subsidiaries of the company. The company has underlying assets which are available to the company. BPPL is yet to commence commercial operations. Hence, the management is of the opinion that company is a going concern.

For and on behalf of the
Board of Directors



Ajit G Nambiar

Chairman & Managing Director

Bangalore
11th August, 2023

Din : 00228857

Board's Report and Management Discussion & Analysis

FORM AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto for the financial year 202223.

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

There were no contracts or arrangements or transactions with any of the related parties which were not at Arm's length basis.

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

| Sl.No. | Particulars | 1 | | 2 | 3 | |
|--------|---|--|---|--|--|--|
| a. | Name (s) of the related party & nature of relationship | BPL Telecom Pvt Ltd | | Electronic Research Pvt Ltd (ERPL) | BPL Medical Technologies Pvt Ltd | |
| b. | Nature of contracts/ arrangements/ transaction | Supply of printed circuit boards and other electronic components | Rental Agreement for taking on lease of the premises owned by BTPL at Palakkad. | Rental Agreement for taking on lease of the premises owned by ERPL at # 64, Dynamic House, Church Street, Bangalore 560001 | Rental agreement for leasing factory premises situated in Palakkad | Supply of printed circuit boards and other electronic Components |
| c. | Duration of the contracts/ arrangements/ transaction | On going | 11 months | 11 months | 11 months | On going |
| d. | Salient terms of the contracts or arrangements or transaction including the value, if any | Supply of printed circuit boards & other electronic Component upto an amount of Rs.40 lakhs every year | Monthly lease rent of Rs. 5184/- | Monthly lease rent of Rs. 3.33 Lakhs | Monthly lease rent of Rs. 4.22 Lakhs | Supply of Printed Circuit boards and other electronic components. Job work charges received is Rs. 6,31,330 |
| e. | Date of approval by the Board | 23/05/2016 | 11/08/2023 | 11/08/2023 | 11/08/2023 | 13/08/2021 |
| f. | Amount paid as advances, if any | - | Rs.50,000/- | Rs.6,17,500/- | Rs.30,00,000/- | - |

Analysis of Remuneration

The information as required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given below:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

| Sl. No. | Executive Director | Ratio to median employee |
|---------|-------------------------|--------------------------|
| 1. | Mr. Ajit Gopal Nambiar | 27.70 |
| Sl. No. | Non-Executive Director | Ratio to median employee |
| 1. | Mrs. Anju Chandrasekhar | *NA |
| 2. | Mr. Nowroz Jal Cama | *NA |
| 3. | Dr. Chandan Juneja | *NA |
| 4. | Mr. Sabareeshan CK | *NA |
| 5. | Mr. Sukumar Rangachari | *NA |

*Non-Executive Directors are in receipt of only Sitting Fees which is not taken for calculation of ratio to median employees.

Board's Report and Management Discussion & Analysis

b. The percentage of increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary during the financial year 2022-23

| Sl. No. | Name of the Director/CFO/CS | Designation | % increase/(decrease) in remuneration |
|---------|-----------------------------|------------------------------|---------------------------------------|
| 1. | Mr. Ajit Gopal Nambiar | Chairman & Managing Director | NA |
| 2. | Mrs. Anju Chandrasekhar | Non-Executive Director | NA |
| 3. | Mr. Nowroz J Cama | Independent Director | NA |
| 4. | Dr. Chandan Juneja | Independent Director | NA |
| 5. | Mr. Sabareeshan CK | Independent Director | NA |
| 6. | Mr. Sukumar Rangachari | Independent Director | NA |
| 7. | Mr. T L M Rangachar | Chief Financial Officer | 8 |
| 8. | Mrs. Deepika N Bhandiwad | Company Secretary | 8 |

c. The percentage of increase in the median remuneration of employees in the financial year: 10%

d. The number of permanent employees on the rolls of Company: 112* *(including Executive Director)

e. The explanation on the relation between the average increase in remuneration with year to year financial performance of the company

f. Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the company:

| Particulars | Rs. in lakhs |
|---|--------------|
| Aggregate remuneration of KMP in FY 2022-23 | 131.25 |
| Revenue | 6201.93 |
| Remuneration of KMPs as % to revenue | 2.12 |
| Profit before Tax (PBT) | 1316.81 |
| Remuneration of KMP as % to PBT | 9.97 |

g. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

| Particulars | March 31, 2023 | March 31, 2022 | % Change |
|--------------------------------------|----------------|----------------|----------|
| Market Capitalisation (Rs. in lakhs) | 25859 | 30626 | (15.56) |
| Price Earning Ratio | 3.67 | 18.59 | (80.26) |

h. Percentage of increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with last public offer:

| Particulars | March 31, 2023 | May 23, 1994 | % Change |
|--------------------|----------------|--------------|----------|
| Market Price (BSE) | Rs. 53.41 | Rs. 115/- | (53.55) |
| Market Price (NSE) | Rs. 52.80 | Rs. 115/- | (54.09) |

Board's Report and Management Discussion & Analysis

i. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

(₹ in lakhs)

| Particulars | Mr. Ajit G Nambiar Chairman & Managing Director | Mr. T L M Rangachar Chief Financial Officer | Mrs. Deepika N Bhandiwad Company Secretary |
|------------------------------|--|--|---|
| Remuneration | 99.67 | 20.84 | 10.74 |
| Perks (ESOP) | - | 3.08 | - |
| Total | 99.67 | 23.92 | 10.74 |
| Revenue | 6201.93 | | |
| Remuneration as % of revenue | 1.61 | 0.34 | 0.17 |
| Profit Before Tax (PBT) | 1316.81 | | |
| Remuneration (as % of PBT) | 7.57 | 1.82 | 0.82 |

j. There is no variable component of remuneration to the Directors.

k. No employee had received remuneration in excess of highest paid Director of the company during the financial year 2022-23

l. The Company affirms that the remuneration is as per the remuneration policy of the company.

FORM NO. AOC-1

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A" : Subsidiaries

| Sl. No. | Particulars | Details/(Amt. in Rs.) | |
|---------|---|--|---|
| 1. | Name of the subsidiary | Bharat Energy Ventures Private Limited | BPL Power Projects (AP) Private Limited |
| 2. | Reporting period for the subsidiary concerned, if different from the holding company reporting period | 31st March, 2023 | 31st March, 2023 |
| 3. | Reporting period for the subsidiary concerned, if different from the holding company reporting period | NA | NA |
| 4. | Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries | NA | NA |
| 5. | Share capital | 139,96,90,000/- | 3,03,19,34,890/- |
| 6. | Reserves & surplus | (44,74,15,000/-) | (2,27,94,000/-) |
| 7. | Total assets | 1,86,25,87,000/- | 3,07,42,38,000/- |
| 8. | Total Liabilities | 1,86,25,87,000/- | 3,07,42,38,000/- |
| 9. | Investments | 1,68,64,61,524/- | - |

Board's Report and Management Discussion & Analysis

| Sl. No. | Particulars | Details/(Amt. in Rs.) | |
|---------|------------------------|-----------------------|---|
| 10. | Turnover | - | - |
| 11. | Profit before taxation | (3,41,000/-) | (25,27,000) |
| 12. | Provision for taxation | - | - |
| 13. | Profit after taxation | (3,41,000/-) | (25,27,000) |
| 14. | Proposed Dividend | - | - |
| 15. | % of shareholding | 82.46 | 62 held by Bharat Energy Ventures Private Limited |

Notes :

1. BPL Power Projects (AP) Private Limited which is a subsidiary of Bharat Energy Ventures Private Limited is yet to commence its commercial operations.
2. Names of subsidiaries which have been liquidated or sold during the year : Nil

As per our report attached

For and on behalf of the Board

for MKUK & Associates

Chartered Accountants

Firm's Registration No: 0501135



Manoj Kumar UKN

Partner

M. No. 091730

August 11, 2023
Bangalore



Ajit G Nambiar

Chairman & Managing Director

(DIN: 00228857)



TLM Rangachar

Chief Financial Officer



Nowroz J Cama

Director

(DIN:08772755)



Deepika N Bhandiwad

Company Secretary

Secretarial Auditors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2023

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

To,
The Members,
BPL Limited, Palakkad

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BPL Limited (CIN: L28997KL1963PLC002015)(hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31.03.2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment (Provisions relating to Foreign Direct Investment and External Commercial Borrowings are not applicable to the Company during the audit period).
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (not applicable to the Company during the audit period).
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (not applicable to the company during the audit period).
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (not applicable to the company during the audit period).
 - (i) The Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015
- (vi) Other Labour, Industrial and Environmental laws as applicable to the company- refer Annexure I.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject

Secretarial Auditors' Report

to review by statutory financial audit and other designated professionals.

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

I further report that:

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent 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.
- ii. 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.
- iii. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous, and no dissenting views have been recorded.

I further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

I further report that during the audit period, there was no event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

The following events have taken place and the same does not have major bearing on the company's affairs

- i During the month of March 2022, the company has become the holding company of Bharat Energy Ventures Private Limited (BEVL), on account of taking back of the equity shares of BEVPL from Electronic Research Private Limited, pursuant to the agreements executed amongst the companies. With this, the company holds 82.46% of the equity capital of BEVPL. BPL Power Projects (AP) Private Limited (BPPL) is now an indirect subsidiary of your company, since it is a subsidiary of BEVPL.

Ms. Pavithra.P (DIN: 08956506) has resigned from the position of Independent Director with effect from 4th April 2022 due to her pre-occupancy. The compliance with respect to this has been done.

I further report the following observations:

- (i) The Company has not filed Annual Performance Report as required under Regulation 15 of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations
- (ii) Structured Digital Database of the company as per the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015, is yet to be fully operational.

This report is to be read with the letter of even date which is annexed as 'Annexure II' which forms an integral part of this report.



K Madhwesh

Practicing Company Secretary

ACS No. 21477

CP No. 10897

UDIN: A021477C000757696

Bangalore

26th June, 2023

Secretarial Auditors' Report

Annexure- I

**AUDIT REPORT ON
OTHER LABOUR, INDUSTRIAL AND ENVIRONMENTAL LAWS AS APPLICABLE TO THE COMPANY WITH RESPECT TO FACTORY AT
DODDABALLAPURA AND CORPORATE OFFICE IN BANGALORE**

| Sl. No. | Other Laws / Act | Compliance status with respect to filing of returns and maintenance of registers (Yes/No/NA) | Observations/ Remarks by PCS |
|---------|--|--|---|
| 1. | The Employment Exchanges (Compulsory Notification of Vacancies) Rules 1960 | Yes | Nil |
| 2. | Karnataka Labour Welfare Fund Act 1965 | Yes | Nil |
| 3. | Equal Remuneration Act 1976 | Yes | Nil |
| 4. | Employees' State Insurance Act, 1948 | Yes | Nil |
| 5. | Factories Act 1948, Karnataka Factories Rules 1969 | Yes | The company has valid license |
| 6. | Karnataka Industrial Establishments (National and Festival Holidays) Act, 1963 | Yes | Nil |
| 7. | Industrial Disputes Act 1947 | Yes | Nil |
| 8. | Interstate Migrant workmen (Regulation of employment and conditions of service) Act 1979 | NA | Since, there are no migrant workmen in the workforce. |
| 9. | Minimum Wages Act 1948 | Yes | Nil |
| 10. | Karnataka Minimum Wages Rules 1958 | Yes | Nil |
| 11. | Payment of Wages Act 1936 | Yes | Nil |
| 12. | Contract Labour (Regulation and Abolition) Act, 1970 | Yes | Nil |
| 13. | Environment Protection Act 1986 | Yes | The company has valid license |
| 14. | The Air (Prevention & Control of Pollution) Act 1981 | Yes | The company has valid license |
| 15. | The Water (Prevention & Control of Pollution) Act 1974 | Yes | The company has valid license |
| 16. | Employees Provident Fund and Miscellaneous Provisions Act 1952 | Yes | made timely payment of PF. |
| 17. | Payment of Bonus Act, 1965 | Yes | Nil |
| 18. | Payment of Gratuity Act 1972 | - | Refer to statutory auditor comments |
| 19. | Maternity Benefit Act, 1961 | Yes | Nil |
| 20. | Prevention of Sexual Harassment Act, 2013 | Yes | The company has constituted ICC which is overseeing the complaints, if any, received from factory as also corporate office. |



K Madhwesh

Practicing Company Secretary

ACS No. 21477

CP No. 10897

UDIN: A021477C000757696

Bangalore
26th June, 2023

Secretarial Auditors' Report

Annexure- II

To,

The Members,
BPL Limited
Palakkad

Our report dated 26th June, 2023, issued vide UDIN: A021477C000757696 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 our 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 to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provides 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.



K Madhwesh

Practicing Company Secretary

ACS No. 21477

CP No. 10897

UDIN: A021477C000757696

Bangalore

26th June, 2023

Certificate on Corporate Governance

To the Members of BPL Limited,

We have examined the compliance conditions of Corporate Governance by BPL Limited for the year ended 31st March, 2023 as per the Regulations 17-27, Clauses (b) to (i) of the regulation 46(2) and para C,D,E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of my information and explanations given to me, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For MKUK & Associates
Chartered Accountants,
Firm Registration No.050113S

Manoj Kumar UK
Partner
M.No.091730

Bangalore
11th August, 2023

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

1. Company's philosophy on Code of Corporate Governance

BPL Limited has always been committed to the system by which the business is conducted on the principle of good corporate governance. The culture of good corporate governance is followed at all stages in conducting the business. The principles of corporate governance viz. integrity, equity, fairness, accountability and commitment to values are promoted continuously.

The Corporate Structure, business and financial reporting practices have been aligned to the principles of corporate governance. Continuous Endeavour is made to improve these practices on an ongoing basis.

In India, Corporate Governance standards for Listed Companies are mandated under the Companies Act, 2013 ("CA 2013") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has always believed in implementing Corporate Governance guidelines and practices that go beyond meeting the letter of the law and has comprehensively adopted practices mandated in the CA 2013 and Listing Regulations to fulfil its responsibility towards the stakeholders. These guidelines ensure that the Board of Directors ("the Board") will have the necessary authority to review and evaluate the operations when required. Further, these guidelines enable the Board to make decisions that are independent of the Management.

I. Board of Directors

a. Composition :

The composition of the Board is in conformity with Regulations 17 of Listing Regulations and, which stipulates that the Board should have an optimum combination of executive and non-executive directors with at least one (1) woman director and at least fifty per cent (50%) of the Board should consist of Non-Executive Directors. It further stipulates that if the Chairperson of the Board is a Non-Executive and Non-Promoter Director then at least one-third of the Board should comprise of Independent Directors.

As on March 31, 2023, the Company's Board comprised of six (6) Directors, including three (3) Independent Directors and two Non-executive Directors as mentioned in the table below. The Chairman of the Board is an Executive Director.

| Category | Name of the Director |
|-------------------------------------|---|
| Executive Director | Mr. Ajit G Nambiar |
| Non-Executive Directors | Mrs. Anju Chandrasekhar Mr. Sukumar Rangachari |
| Non-Executive Independent Directors | Mr. Nowroz J Cama Dr. Chandan Juneja Mr. Sabareeshan CK |

The Company has in place a policy on Board Diversity. Diversity is ensured through consideration of a number of factors, including but not limited to skills, regional and industry experience, background and other qualities.

Report on Corporate Governance

The skills/ expertise / competence of Board of directors identified by the Board as required in the context of business of the Company are given below:

b. Nature of expertise

| Skills/Expertise/Competence | Ajit G Nambiar | Anju Chandrasekhar | Dr Chandan Juneja | Nowroz Jal Cama | Sabareeshan CK | Sukumar Rangachari |
|------------------------------|----------------|--------------------|-------------------|-----------------|----------------|--------------------|
| Banking Operations | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Audit & Financial Statements | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Financing | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Risk Management | ✓ | ✓ | | ✓ | ✓ | ✓ |
| Entrepreneurship | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Management | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

All other conditions as prescribed under the SEBI (LODR) Regulations, 2015 with respect to directorship, committee membership & chairmanships are complied with by the Directors of the company. Further, they have made necessary disclosure regarding the same.

c. Number of other directorship of Directors and committees in which a Director is a Member or Chairperson.

| Director | Category | No. of other Directorships | *No. of Membership(s) of Board Committees of other Companies | *No. of Chairmanship(s) of Board Committees of other Companies | No. of Board Meetings attended in 2022-23 | Whether attended Last Year AGM | No. of Shares held |
|---|---|----------------------------|--|--|---|--------------------------------|--------------------|
| <i>Executive Director</i> | | | | | | | |
| Mr. Ajit G Nambiar DIN : 00228857 | Chairman & Managing Director (Promoter) | 17 | 1 | - | 6 | Yes | 80,000 |
| <i>Non- Executive Directors</i> | | | | | | | |
| Mrs. Anju Chandrasekhar DIN : 00228746 | Promoter | 12 | - | - | 4 | Yes | 74,600 |
| Mr. Nowroz J Cama DIN : 08772755 | Independent Director | - | - | - | 6 | Yes | Nil |
| Dr. Chandan Juneja DIN : 07945542 | Independent Director | - | - | - | 6 | Yes | Nil |
| Mr. Sabareeshan CK DIN : 08939388 | Independent Director | - | - | - | 6 | Yes | 1000 |
| Mr. Sukumar Rangachari DIN : 00374527 | Non-Independent Director | - | - | - | 4 | Yes | Nil |

Mrs. Anju Chandrasekhar, Director, is related to Mr. Ajit G Nambiar, Chairman and Managing Director of the Company.

*Membership/Chairmanship in Audit and Stakeholders Relationship Committees are considered.

Notes:

- There are no inter-se relationships between the Board members, other than the one stated above
- None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he/she is a Director.
- None of the Independent Directors on the Board is an Independent Director in more than seven (7) listed Companies.
- All the Directors have disclosed their interest in other companies, directorship and membership of Committees and other positions held by them. The offices held by the directors are in compliance with the CA 2013 and the Listing Regulations.

Report on Corporate Governance

d Number of Board Meetings held:

Five Board Meetings were held during the Financial Year ended 31st March, 2023 on the following Dates:

| Date of the Meeting | Ajit G Nambiar | Anju Chandrasekhar | Dr. Chandan Juneja | Nowroz Jal Cama | Sabareeshan CK | Sukumar Rangachari |
|---------------------|----------------|--------------------|--------------------|-----------------|----------------|--------------------|
| 11th May, 2022 | ✓ | ✓ | ✓ | ✓ | ✓ | NA |
| 30th May, 2022 | ✓ | LOA | ✓ | ✓ | ✓ | NA |
| 11th August, 2022 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 14th November, 2022 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 14th February, 2023 | ✓ | LOA | ✓ | ✓ | ✓ | ✓ |
| 27th March, 2023 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

e. Independent Directors

The Independent Directors of the Company have confirmed that they meet the criteria of Independence as mandated by Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act 2013. The familiarization program for Independent Directors is available at the web link <http://www.bpllimited.in/investorrelations/policies/independent-directors.pdf>. in compliance of Regulation 17 (1) (c) of SEBI (LODR) Regulations, 2015.

3. Committees of the Board

The Board has inter-alia constituted following committees as required under the CA 2013 and Listing Regulations, to delegate particular matters that require greater and more focused attention in the affairs of the Company:

- Audit Committee(AC)
- Nomination and Remuneration Committee (NRC)
- Stakeholders' Relationship Committee (SRC)
- Corporate Social Responsibility Committee (CSR)
- Risk Management Committee (RMC)
- Internal Complaints Committee and
- Strategy and Projects Review Committee (SPRC)

There were no instances during the year, where the Board of Directors of the Company did not accept the recommendation of any of the Committees.

The Board takes all decisions pertaining to the constitution of committees, appointment of members and fixing of terms of reference for committee members. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

a) Audit Committee

In terms of SEBI's Listing Agreements/ Listing Regulations executed by the Company with Stock Exchanges and pursuant to Section 177 of the Companies Act, 2013, the Company has constituted an Audit Committee which also complies with the requirements of the SEBI (LODR) Regulations, 2015 on the composition of the Audit Committee.

All recommendations made by the Audit Committee during the year were accepted by the Board. The Audit Committee charter containing exhaustive terms of reference is available on the web link, <http://www.bpl.in/investor-relations/charters/audit-committeecharter.pdf>

Report on Corporate Governance

Attendance

The Audit Committee met four times during the year ended 31st March, 2023. The details of meetings and attendance of members at those meetings are as follows:

| Date of the | Mrs. Anju Chandrasekhar | Dr. Chandan Juneja | Nowroz Jal Cama |
|---------------------|-------------------------|--------------------|-----------------|
| 30th May, 2022 | ✓ | ✓ | ✓ |
| 11th August, 2022 | ✓ | ✓ | ✓ |
| 14th November, 2022 | ✓ | ✓ | ✓ |
| 14th February, 2023 | ✓ | ✓ | ✓ |

All members of the Audit Committee have accounting and financial management expertise.

b) Nomination & Remuneration Committee

The Committee is comprised of three members, out of which, two are Independent Directors and one is Non-Executive Director. The Committee is responsible for reviewing and recommending the compensation program for key managerial personnel and other senior executives of the Company. It reviews and discusses all matters pertaining to evaluation of candidates and recommends appointment of the same.

The Nomination and Remuneration Committee oversees the evaluation of the individual Directors and the Board as a whole. Further, it also reviews the performance of senior executives on an annual basis. Performance evaluation criteria for Independent Directors is as per the 'Policy for evaluation of the performance of the board of directors of BPL Limited' which is available at the web link <https://bpllimited.com/wp-content/uploads/2023/06/Policy-on-Board-Evaluation.pdf>

Under the guidance of the Board, it has framed the criteria and the framework for the performance evaluation of every Director on the Board, including the executive and Independent Director.

The Nomination and Remuneration Committee charter containing the terms of reference of the Committee is available on the web link <https://bpllimited.com/investor-relations/charters/nomination-and-remuneration-committee-charter.pdf>

Attendance

The Nomination and Remuneration Committee met twice during the FY 2022-23 and the meetings were held on 30th May 2022 and 11th August 2022. The attendance details of the members at those meetings are as follows:

| Date of the | Mrs. Anju Chandrasekhar | Dr. Chandan Juneja | Nowroz Jal Cama |
|-------------------|-------------------------|--------------------|-----------------|
| 30th May, 2022 | LOA | ✓ | ✓ |
| 11th August, 2022 | ✓ | ✓ | ✓ |

Performance evaluation of Board Members

CA 2013 and Listing Regulations stipulates the performance evaluation of the Directors including Chairperson, Board and its Committees. The Company has devised a process and criteria for the performance evaluation which has been recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board. The evaluations for the Directors and the Board are conducted through separate structured questionnaires, one each for Independent, Non-Executive Directors, Executive Directors, Board as whole and Committees of the Board.

A separate exercise was carried out to evaluate the performance of all Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution; knowledge, skill and understanding of the areas which are relevant to them in their capacity as members of the Board; independence of judgement; adherence to the code of conduct, etc. The performance evaluation of each Independent Director was carried out by the entire Board, excluding the Director concerned. The performance evaluation of the Non-Executive Directors was carried out by the Independent Directors.

Report on Corporate Governance

c) Stakeholders Relationship Committee

The role of the Committee is to consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends, etc.

During the year, the Committee has considered and approved transfer and transmission of Share Certificates lodged by the shareholders of the Company.

The Committee is comprised of three members, out of which two are Non-Executive Directors and one is Executive Director. The members of the Committee are as stated under:

1. Dr. Chandan Juneja, Chairman 2. Mrs. Anju Chandrasekhar and 3. Ajit G Nambiar, Member

Mrs. Deepika N Bhandiwad is the Company Secretary and Compliance Officer of the company. Investors and shareholders can send their queries/complaints, if any, relating to their shares to investor@bpl.in, e-mail id which is designated exclusively for this purpose.

The Stakeholder Relationship Committee met once during the FY 2022-23. The meeting was held on 27th March 2023. The attendance details of the members of the Stakeholder Relationship Committee are as follows:

| Date of the meeting | Mrs. Anju Chandrasekhar | Mr. Ajit G Nambiar | Dr. Chandan Juneja |
|---------------------|-------------------------|--------------------|--------------------|
| 27th March, 2023 | ✓ | ✓ | ✓ |

Shareholder complaints are given top priority by the Company and are replied promptly by the Investors' Service Cell and also by the Registrars and Share Transfer Agents of the Company. It is the policy of the Company that Investor Complaints are attended to within 48 hours of receipt. Barring certain cases pending in Courts/ Consumer Forums, relating to disputes over the title to shares, in which the Company has been made a party, the Company has attended to most of the investor grievances/ correspondences.

A statement of complaints received and cleared by the Company during the year 2022-23 is given below:

| Nature of Complaint | Received | Cleared | Pending |
|----------------------------------|----------|---------|---------|
| Non receipt of dividend warrants | 7 | 7 | - |
| Non receipt of Share Certificate | 1 | 1 | - |
| Non - Receipt of Annual Report | 1 | 1 | - |

d) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was set up to formulate and monitor the CSR Policy of the Company. Composition of the committee is as follows:

Mrs. Anju Chandrasekhar, Chair-Person, Mr. Ajit G Nambiar, Member and Dr. Chandan Juneja, Member

The Committee met on 11th August, 2022 to review and recommend on the CSR activities undertaken by the Company.

Pursuant to the provisions of Section 135 read with Schedule VII to the Act, the Company has constituted a CSR Committee which reviews and recommends inter-alia (a) the policy on Corporate Social Responsibility (CSR) including changes thereto, CSR Activity Plan including CSR for implementation by the Company as per its CSR Policy. In accordance with the applicable provisions of Section 135 of the Act and the CSR policy of the Company, the Company contributes 2% of average net profits made during the preceding three financial years on the CSR activities as stated in Schedule VII to the CA 2013.

The Company's average Net Profit for last 3 financial years was Rs. 678.55 lakhs. Accordingly 2% of the net profit amounting to Rs. 13.57 lakhs as to be spent on CSR activities during the financial year 2023-24. As on date, the Company has already spent a sum of Rs. 6.94 lakhs on CSR activities.

The CSR policy of the Company is available on the website of the Company <http://www.bpllimited.in/investorrelations/policies/Corporate-Social-Responsibility-Policy.pdf>.

A report on CSR activities of the Company pursuant to Section 134(3)(o) is available in the Board's Report section of this Annual Report.

e) Risk Management Committee

The Company follows well-established and detailed risk assessment and minimization procedures. The Company especially focuses on improving its sensitivity to the assessment of risks and improving methods of computation of risk weights. The risk assessment and mitigation procedures are reviewed by the Board periodically. The Company's risk management framework is discussed in detail in the chapter on Management Discussion and Analysis.

The Risk Management Committee ("RMC") was reconstituted during the year and inducted Mr. CK Sabareeshan as a member and accordingly, the committee comprises of three (3) members including two (2) Non Executive Directors and an Executive Director.

| Date of the meeting | Mr. Nowroz J Cama | Mr. Ajit G Nambiar | Mr. Sabareeshan CK |
|---------------------|-------------------|--------------------|--------------------|
| 14th December, 2022 | ✓ | ✓ | ✓ |

Report on Corporate Governance

III. Shareholders' information

4. General Body Meetings

i) Location, time and Special Resolution for the last three AGMs

| Financial Year | Category | Location of the Meeting | Date | Time | Number of Special Resolutions passed |
|----------------|----------|--|----------------------|------------|--|
| 2021-22 | AGM | The meeting was held through VC/OAVM and for compliance purpose, at the regd office BPL Works, Palakkad Kerala - 678 007 was recorded. | 28th September, 2022 | 10.30 A.M. | a) Appointment of Mr. Sukumar Rangachari as a Non-Executive Director of the company, liable to retire by rotation. b) Appointment of Mr. Ajit G Nambiar as Chairman and Managing Director of the company for a period of three years from 1st April 2022 to 31st March 2025 |
| 2020-21 | AGM | The meeting was held through VC/OAVM and for compliance purpose, at the regd office BPL Works, Palakkad Kerala - 678 007 was recorded. | 29th September, 2021 | 10.30 A.M. | a) Appointment of Mrs. Pavithra P as an independent Director of the company for a period of five years from 29th September 2021 to 28th September 2026. |
| 2019-20 | AGM | The meeting was held through VC/OAVM and for compliance purpose, at the regd office BPL Works, Palakkad Kerala - 678 007 was recorded. | 20th October, 2020 | 10.30 A.M. | a) Appointment of Mr. Nowroz J Cama as an independent Director of the company for a period of five years from 20th October 2020 to 19th October, 2025. b) Appointment of Dr. Chandan Juneja as an independent Director of the company for a period of five years from 20th October 2020 to 19th October 2025. |

ii) No resolution was passed through postal ballot during the financial year 2022-23

iii) No resolution is proposed to be conducted through postal ballot as of now.

iv) Means of Communication

a) Quarterly Results

The Company's quarterly financial results are posted on the Company's website. During the financial year, the financial results were published in Business Standard and Mangalam. Financial results and all material information are also regularly provided to the stock exchanges as per the requirements of the SEBI (LODR) Regulations, 2015 and are available on their websites.

Table Details of publication of Financial Results in Newspapers

| Date of publications | Particulars | Newspaper |
|----------------------|---|------------------------------------|
| 31st May 2022 | Audited Financial Results for the 4 th quarter and year ended 31 st March 2022. | The Business Standard and Mangalam |
| 13th August, 2022 | Unaudited Financial Results for the 1 st quarter ended June 30, 2022 | The Business Standard and Mangalam |
| 12th November, 2022 | Unaudited Financial Results for the 2 nd quarter ended September 30, 2022 | The Business Standard and Mangalam |
| 15th February, 2023 | Unaudited Financial Results for the 3 rd quarter ended December 31, 2022 | The Business Standard and Mangalam |

Report on Corporate Governance

5. Whistle-blower mechanism/Vigil mechanism

The Company has adopted the Whistle-blower Policy pursuant to which employees of the Company can raise their concerns relating to malpractices, inappropriate use of funds or any other activity or event which is against the interest of the Company. Further, the mechanism adopted by the Company encourages the employees to report genuine concerns or grievances and provides for adequate safeguards against victimization of employees who avail such a mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. Furthermore, no employee has been denied access to the Chairman of the Audit Committee. The Whistle-Blower Policy which is uploaded on the website of the Company.

i) Redressal of investor grievances through SEBI Complaints Redressal System (SCORES)

SCORES is a centralized web-based grievance redressal system launched by SEBI (<https://scores.gov.in>). It provides a platform for aggrieved investors, whose grievances, pertaining to securities market, remain unresolved by the listed company concerned or registered intermediary after a direct approach. All the activities starting from lodging of a complaint till its closure by SEBI will be handled in an automated environment and the complainant can view the status of his complaint online. An investor who is not familiar with SCORES or does not have access to SCORES, can lodge complaints in physical form at any offices of SEBI. Such complaints would be scanned and also uploaded in SCORES for due processing.

ii) Means of Communication

Financial Results and Notices:

The quarterly unaudited results of the Company are announced within 45 days of the end of respective quarter and the audited financial results for the year are published within 60 days from the closure of the financial year. The results are published in one English newspaper and one Malayalam newspaper and are displayed on the Company's website.

The Company publishes notice of General Meeting in one English Newspaper (Business Standard) and one Malayalam Newspaper (Mangalam). It also publishes record date and book closure dates, if applicable, in the said newspaper circulating in the city in which the Registered office of the company is located.

Company's Website address:

The quarterly results and other official news are posted on the Company's website at <http://www.bpllimited.com>. The Company's website also displays the official news releases too.

Annual Report:

The Annual Report is circulated to the members. The Management Discussion and Analysis Report and Corporate Governance Report form part of the Annual Report.

No presentations were made to institutional investors or to the analysts during the year 2022--23.]

Corporate Filings with Stock Exchanges:

The Company is regular in filing of various reports, certificates, intimations, etc. to the BSE Limited and National Stock Exchange of India Limited. This includes filing of audited and unaudited results, shareholding pattern, Corporate Governance Report, intimation of Board/General Meetings and its out come / proceedings.

Investor Service:

The Company has appointed KFin Technologies Limited as a Registrar and Transfer Agent and have been authorized to take care of investors' complaints. The secretarial department also assists in resolving various investor complaints. The Company has created a separate e-mail id investor@bpl.in exclusively for the investors to communicate their grievances to the Company.

IV. General Shareholder Information

i. Date, Time & Venue of Annual General Meeting

| | |
|---------------|--|
| Day and date | Wednesday, 27th day of September, 2023 |
| Time | 11.00 a.m. |
| Venue | Through Video Conference |
| E-Voting date | 22nd September, 2023 to 26th September, 2023 |
| Cut-off-date | 20th September, 2023 |

Report on Corporate Governance

i. Date, Time & Venue of Annual General Meeting

The Company will hold its 59th Annual General Meeting on Wednesday, 27th day of September, 2023 at 11.00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) . Pursuant to Circular No.2/2022 (dated May 5, 2022) and Circular No. 11/2022 (dated December 28, 2022), issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated (May 12, 2020), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 (dated January 15, 2021), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 (dated May 13, 2022) and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 (dated January 5, 2023) (hereinafter referred to as 'Circulars'), AGM will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), where physical attendance of the Members at the AGM venue is not required.

ii. Financial year:

April 1, 2022 to March 31, 2023

iii. Dividend:

No dividend is declared on equity shares. However, dividend of Rs.0.001 on Preference Shares has been recommended for shareholders' approval.

iv. Registrar & Share Transfer Agent

The Company has appointed KFin Technologies Limited as its Registrar and Transfer Agent. All share transfers and related operations are conducted by KFin Technologies Limited, which is registered with the SEBI

KFin Technologies Limited (Unit: BPL Limited)

Karvy Selenium Tower B, Plot 31-32,

Gachibowli Financial District, Nanakramguda

Hyderabad 500 032

Email: einward.ris@kfintech.com Phone No: 040-67162222

Fax No: 040-2300115

v. Share transfer system

The shareholders are free to hold the Company Shares either in physical form or in dematerialised form. However, SEBI vide Notification dated June 8, 2018 had restricted effecting transfer of shares in physical form with effect from April 01, 2019.

The Company's shares are compulsorily traded in the demat form. The ISIN allotted to BPL Limited is: - INE110A01019. Shares sent for transfer in physical form are registered and returned with in a period of fifteen days from the date of receipt of the documents, provided the documents are valid and complete in all respects.

vi. Date of Book Closure/Record Date

Not applicable as there is no corporate action envisaged.

vii. Listing on Stock Exchanges

The Company's equity shares are listed in the following stock exchanges and the Company has paid the appropriate listing fees for the financial year 2022-23:

1. Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
2. National Stock Exchange of India Limited, “Exchange Plaza”, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051

viii. Stock Code

Bombay Stock Exchange: 500074

National Stock Exchange: BPL

Report on Corporate Governance

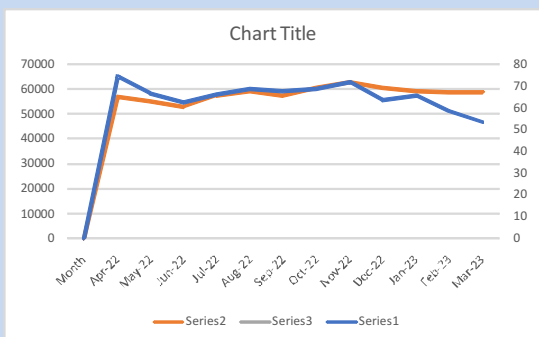
Market Price Data (high, low during each month in last financial year) and performance in comparison to BSE & NSE.

| Month and Year | NSE | | BSE | |
|----------------|------------|-----------|------------|-----------|
| | High Price | Low Price | High Price | Low Price |
| April 2022 | 37.80 | 34.20 | 36.95 | 21.50 |
| May 2022 | 35.55 | 34.40 | 41.15 | 28.10 |
| June 2022 | 37.15 | 35.50 | 41.40 | 32.80 |
| July 2022 | 40.45 | 38.90 | 44.00 | 35.00 |
| August 2022 | 43.30 | 43.30 | 43.30 | 30.00 |
| September 2022 | 119.75 | 45.45 | 119.75 | 45.45 |
| October 2022 | 176.65 | 95.70 | 176.65 | 95.70 |
| November 2022 | 99.90 | 62.15 | 100.45 | 62.30 |
| December 2022 | 75.45 | 61.10 | 75.35 | 61.20 |
| January 2023 | 67.00 | 63.50 | 78.45 | 60.10 |
| February 2023 | 65.00 | 62.10 | 67.55 | 51.00 |
| March 2023 | 54.65 | 51.60 | 69.00 | 50.35 |

ix Performance of the company's equity shares (Closing Share price) in comparison to BSE Sensex and NSE Nifty during the financial year 2022-23.

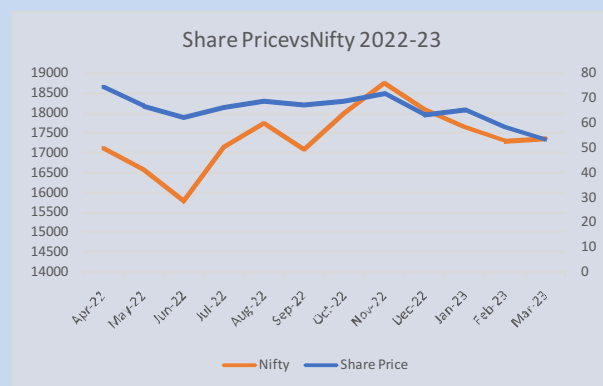
(a) Movement of Share Price on BSE Vs Sensex

| Date | Close Price (BPL) | Sensex |
|----------------|-------------------|----------|
| April 2022 | 74.60 | 57060.87 |
| May 2022 | 67.05 | 55566.41 |
| June 2022 | 62.50 | 53018.94 |
| July 2022 | 66.45 | 57570.25 |
| August 2022 | 68.85 | 59537.07 |
| September 2022 | 67.70 | 57426.92 |
| October 2022 | 68.85 | 60746.59 |
| November 2022 | 72.05 | 63099.65 |
| December 2022 | 63.65 | 60840.74 |
| January 2023 | 65.75 | 59549.90 |
| February 2023 | 58.65 | 58962.12 |
| March 2023 | 53.41 | 58991.52 |



(b) Movement of Share Price on NSE Vs Nifty

| Date | Share Price | Nifty |
|----------------|-------------|----------|
| April 2022 | 74.60 | 17102.55 |
| May 2022 | 67.05 | 16584.55 |
| June 2022 | 62.50 | 15780.25 |
| July 2022 | 66.45 | 17158.25 |
| August 2022 | 68.85 | 17759.30 |
| September 2022 | 67.70 | 17094.34 |
| October 2022 | 68.85 | 18012.19 |
| November 2022 | 72.05 | 18758.34 |
| December 2022 | 63.65 | 18105.30 |
| January 2023 | 65.75 | 17662.15 |
| February 2023 | 58.65 | 17303.94 |
| March 2023 | 53.41 | 17359.75 |



x. Distribution of Shareholding

Distribution of Schedule as on 31st March, 2023

| Category (Shares) | No. of holders | % of holders | No. of Shares | % to equity |
|-------------------|----------------|---------------|-----------------|---------------|
| 1 - 5000 | 36659 | 88.50 | 4024337 | 8.22 |
| 5001 - 10000 | 2499 | 6.03 | 2026189 | 4.14 |
| 10001 - 20000 | 1151 | 2.78 | 1754423 | 3.58 |
| 20001 - 30000 | 401 | 0.97 | 1046537 | 2.14 |
| 30001 - 40000 | 155 | 0.37 | 557590 | 1.14 |
| 40001 - 50000 | 170 | 0.41 | 812434 | 1.66 |
| 50001 - 100000 | 215 | 0.52 | 1607189 | 3.28 |
| 100001 & above | 172 | 0.42 | 37147052 | 75.85 |
| Total | 41422 | 100.00 | 48975751 | 100.00 |

Report on Corporate Governance

xi. Shareholders' Profile as on 31st March, 2023

BPL Limited's shares are held by diverse entities. The break-up is as follows:

| Description | No. of Shares held | % to Equity |
|---|--------------------|---------------|
| Promoter Shareholding | 3,09,16,792 | 63.13 |
| Bodies Corporates | 18,35,605 | 3.75 |
| Foreign Institutional Investors | 1,300 | 0.00 |
| Financial Institutions, Banks, MF, Insurance Cos' | 1,47,237 | 0.30 |
| Non-resident Indians | 1,53,051 | 0.31 |
| Overseas Corporate Bodies | 99,000 | 0.20 |
| Public others | 1,58,22,766 | 32.31 |
| Total | 4,89,75,751 | 100.00 |

xii. Dematerialization of shares and liquidity

The Company has arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), to facilitate holding & trading of Company's equity shares in electronic form. Nearly 98.94% of Company's shares are held in electronic form. The Company's shares are regularly traded on Bombay Stock Exchange Limited and the National Stock Exchange Limited.

Control Report as on 31st March, 2023

| Description | Cases | Shares | % Equity |
|--------------|---------------|--------------------|---------------|
| Physical | 1,925 | 5,13,331 | 1.05 |
| NSDL | 15,579 | 1,10,89,512 | 22.64 |
| CDSL | 24,647 | 3,73,72,908 | 76.31 |
| Total | 43,894 | 4,89,75,751 | 100.00 |

xiii. The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments and hence, there will not be any impact on equity

xiv. Plant Location

- BPL Works, Palakkad 678 007, Kerala, India.
- Doddaballapur Industrial Area, Plot No28 B and 29, Doddaballapur, Bengaluru - 561 203.

xv. Address for Correspondence

The Company Secretary, BPL Limited, Dynamic House, No.64, Church Street, Bengaluru 560 001.

V. Other Disclosures

- There were no materially significant related party transactions during the year under review that might have had potential conflict with the interests of the company. The policy dealing with related party transactions is available on web link <http://www.bpllimited.com/investor-relations/policies/policy-on-materiality-of-related-party-transactions.pdf>
- No penalty has been imposed by any Stock Exchange, SEBI or any statutory authority, nor there has been any instance of non-

compliance with any legal requirements or matters relating to the capital markets over the last three years.

iii. The Company has complied with all the mandatory requirements of the Listing Regulations. The Company has also adopted the following discretionary requirements as provided in the Listing Regulations:

- The Chairman of the Board is a Executive Director and Managing Director of the company.
- The Internal Auditor reports to the Audit Committee.
- The financial statements of the Company are with unmodified audit opinion.

iv. The policy on material subsidiary is available on the web link <http://www.bpllimited.com/investor-relations/policies/material-subsidary.pdf>

v. The Company has managed the Foreign Exchange risk with appropriate hedging activities in accordance with the policies of the Company. The Company used Forward Exchange Contracts to hedge against its Foreign Currency exposures relating to firm commitments. There were no materially uncovered exchange rate risks in the context of the Company's Foreign Exchange exposures. The Company's exposure to market risks for commodities and currencies are detailed in Note No. 37 under the head 'Financial Risk Management Framework', forming part of Notes to Financial Statements.

vi. During the Financial Year 2022-23, the Board has accepted all the recommendations of its committees.

vii. The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements for the year 2022-23.

viii. The Company has duly complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

ix. Particulars of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting have been provided in the Notice of the Annual General Meeting.

x. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, is given below:

(₹ in lakhs)

| Payment to statutory Auditor | FY 2022-23 |
|-------------------------------|-------------|
| Audit Fees | 8.36 |
| Quarterly Audit Fees | - |
| Tax Audit Fees | 0.75 |
| Other Services | - |
| For reimbursement of Expenses | - |
| Total | 9.11 |

Report on Corporate Governance

- xi.** The Company being a user of commodities is exposed to commodity price risk. But the Company has a risk management mechanism to ensure that there is nil or minimum impact on the Company in case if any risks materialize.
- xii.** Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
There were no sexual harassment cases report to the company during the year.
- xiii.** The Managing Director & CEO and the Chief Financial Officer have certified to the Board in accordance with Regulation 33(2)(a) of the Listing Regulations pertaining to CEO/CFO certification for the Financial Year ended March 31, 2023. The MD & CEO and Chief Financial Officer have also issued compliance certificate to the Board pursuant to the provisions of Regulation 17(8) of the Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a

true and fair view of the Company's affairs. The said Certificate is annexed and forms part of the Annual Report.

- xiv.** Certificate on Corporate Governance:

All the Directors of the Company have submitted a declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority from being appointed or continuing as Directors of Companies. Mr. K Madhwesh (ACS 21477, CP 10897), Practicing Company Secretary, has submitted a certificate to this effect.

A compliance certificate from Mr. K Madhwesh (ACS 21477, CP 10897), Practicing Company Secretary, pursuant to the requirements of Schedule V to the Listing Regulations regarding compliance of conditions of Corporate Governance is attached.

- xv.** As on 31st March 2023, no shares were lying under the Demat Suspense Account/ Unclaimed Suspense Account.

MD/CFO CERTIFICATION

The Board of Directors

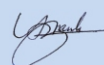
BPL Limited

Certificate by Managing Director and Chief Financial Officer under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We confirm that :

- We have reviewed the financial statement for the year and that to the best of our knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contains statement that might be misleading.
 - these statements give a true and fair view of the state of affairs of the company and of the results or operations and cash flows. These statements have been prepared in conformity, in all respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
- There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and We have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control if any, of which we are aware and the steps, we have taken or propose to rectify these deficiencies.
- We have indicated to the Auditors and Audit Committee:
 - Any significant changes in internal control over financial reporting during the year;
 - Significant changes in accounting policies during the year;
 - Instances of significant fraud of which we have become aware of and which involve management or other employees who has significant role in the Company's internal control system over financial reporting.

Bangalore
29th May, 2023



Ajit G Nambiar
Chairman & Managing Director



TLM Rangachar
Chief Financial Officer

Report on Corporate Governance

ANNUAL DECLARATION PURSUANT TO REGULATION 26(3) SEBI (LODR) REGULATIONS, 2015

I hereby confirm that all the members of the Board and Senior Management Personnel including me; have affirmed compliance to respective codes of conduct, in accordance with 26(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31st March 2023.



Ajit G Nambiar
Chairman & Managing Director
DIN: 00228857

Bangalore
11th August, 2023

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
BPL Limited
Palakkad 678 007,
Kerala, India.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of BPL Limited having CIN: L28997KL1963PLC002015 and having registered office at BPL Works Palakkad - 678007 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 is debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sl. No. | Name | DIN | Date of appointment in Company |
|---------|-------------------------|----------|--------------------------------|
| 1. | Mr. Ajit Gopal Nambiar | 00228857 | 21.09.1988 |
| 2. | Mrs. Anju Chandrasekhar | 00228746 | 31.12.1991 |
| 3. | Dr. Chandan Juneja | 07945542 | 29.06.2020 |
| 4. | Mr. Nowroz Jal Cama | 08772755 | 29.06.2020 |
| 5. | Mr. Sabareeshan CK | 00013462 | 13.11.2021 |
| 6. | Mr. Sukumar Rangachari | 00374527 | 30.05.2022 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.



Madhwesh K
Membership No : A21477

Bangalore
11th August, 2023

Independent Auditors' Report

To the Members of M/s. BPL Limited

Report on the Audit of the standalone Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Ind AS financial statements of M/s BPL Limited ("the Company") which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and subject to the possible impact of matters mentioned in "Basis for Qualified Opinion" paragraph below, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

The company is yet to redeemed preference shares amounting to Rs. 16958.68 lacs, which was due for redemption in August 2019 due to paucity of funds.

The Company is yet to contribute a sum of Rs.216.12 lacs (previous year Rs.250.94 lacs) towards Group gratuity policy maintained with LIC as required under Payment of Gratuity Act due to paucity of funds.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial

statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The following key audit matter was identified and communicated to management

Revenue from Brand licensing agreement.

Revenue from Brand licensing is accounted based on minimum guarantee terms of agreement with customer. Reconciliation is in progress to confirm the figures. We have relied on confirmation of balance from party to obtain sufficient assurance that the revenue booked is in agreement with amounts accounted by the party. Management has represented to us the adequacy and accuracy of the amount of revenue accounted.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements.

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial

Independent Auditors' Report

controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance

is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence

obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3

Independent Auditors' Report

and 4 of the Order, to the extent applicable.

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

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.

- a. 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
- b. The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- c. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d. On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- e. 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- 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 the best of our information and according to the explanations given to us:
 1. The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial
 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 4. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either

individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
5. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

for MKUK & Associates

Chartered Accountants

Firm's registration number: 0501135



Manoj Kumar UKN

Partner

Bangalore
29th May, 2023

M.No: 091730
UDIN: 22091730AJVRVE2384

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31 March 2023, We report that:

Independent Auditors' Report

1.
 - (a) The Company has maintained records showing full particulars including quantitative details and situation of fixed assets.
 - (b) As informed by the management, the company has conducted physical verification of its fixed assets and differences were noticed were not material and have been properly dealt with in books of account.
 - (c) Based on our examination of the property tax receipts and registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date,
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder..
2.
 - (a) Physical verification at reasonable periods in respect of finished goods, stores, spare parts and raw materials are reported to have been made by the management and certified by them accordingly. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the discrepancies between physical stock and book stock, which were not material have been properly dealt with in the books of account. Discrepancies of 10% or more in the aggregate for each class of inventory were not noticed.
 - (c) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate during the year, on primary security of current assets.
3. The Company has made investments in a subsidiary Company during the year, but has not granted unsecured loans to other parties, during the year, in respect of which:
 - (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
 - (b) In our opinion, the investments made are, prima facie, not prejudicial to the Company's interest.
 - (c) Since the Company has not granted any loans during the year, reporting under Clause 3(iii)(c) is not applicable.
 - (d) Since the Company has not granted any loans during the year, reporting under Clause 3(iii)(d) is not applicable.
 - (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties. (f) During the year, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made and guarantees given by it, if any, after the commencement of Companies Act 2013, if any.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and therefore, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company.
6. According to the information and explanations provided by the management, in respect of Printed Circuit Boards manufactured by the company, the Central Government has prescribed the maintenance of cost records sub-section (1) of section 148 of the Companies Act. We have broadly reviewed the books of account and records maintained by the Company in this connection and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determining whether they are accurate or complete.
7.
 - (a) According to the records of the Company and information and explanation given to us, the Company is generally regular in remittance of undisputed statutory dues including Income Tax Deducted at Source, Provident Fund, Employees State Insurance, Sales Tax, Service Tax, Goods And Service Tax (GST), excise Duty, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, undisputed amounts payable in respect of customs duty amounting to Rs.116.11Lacs + interest totaling Rs.289.88 lacs were outstanding, as at 31st March 2023, for a period of more than six months from the dates on which they became payable.

Independent Auditors' Report

(b) The following dues towards Value added tax, GST, customs duty, excise duty, and service tax have not been deposited on account of dispute/appeals:

| Name of Dues | Nature of Dispute | Amount (Rs. in Lakhs) | Forum where pending |
|----------------|---|--------------------------|--------------------------------------|
| Central Excise | Demand of duty on clearance of CTV parts / components / sub-assemblies in SKD condition to OEMs | 271.48 | Commissioner Appeals |
| Central Excise | Demand of duty at Higher rate for clearance of CENVAT availed inputs | 19.87 | Commissioner Appeals |
| Central Excise | Duty Exemption on DC Defibrillator | 56.42 | Commissioner Appeals |
| Central Excise | Penalty due to Non inclusion of amortised cost in value of Plastic parts | 34.72 | CESTAT |
| Service Tax | Demand of Service Tax & Penalty on manpower services provided by BPL to SBPL | 98.48 | Tribunal |
| Customs duty | Entitlement to exemption for parts of Defibrillator | 328.48 | High Court of Kerala |
| Customs duty | Entitlement to exemption for parts of Defibrillator | 299.14 | Tribunal |
| Customs duty | Levy of duty of Bonded goods since abandoned | 33.33 | Tribunal |
| Sales tax/VAT | Disallowance of Rebates & Discounts | 239.64 | MP Commercial Tax Appellate Board |
| Sales tax/VAT | Turnover differences, stock transfer rejection | 703.21 | Supreme Court |
| Sales tax/VAT | Demand due to various disallowances which ACT | 709.97 | Revision Board |
| Sales tax/VAT | Demand due to various disallowances which ACT | 184.19 | Additional Commissioner |
| Sales tax/VAT | Assessment Demand which ACT | 145.16 | DCCT (Appeals) |
| Sales tax/VAT | Demand due to various disallowances which ACT | 379.93 | Tribunal |
| Sales tax/VAT | Demand due to various disallowances which ACT | 538.00 | High Court of Kerala |
| FEMA | Demand u/s. 10(6) & 7 | 140.00 | Special Director (A), Chennai |
| FEMA | Demand for non submission of Bill of Entry to Banks | 50.00 | Tribunal |
| Income Tax | Various Disallowances on assessment | 11562.40 | Appeal before Income Tax Authorities |

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender except Preference shares as reported in note no 2.9 of notes to financial statements.
- (b) Based on information and explanation given to us by the management, we report that The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority during the year.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
10. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

Independent Auditors' Report

- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) except under ESOP scheme and hence reporting under clause 3(x)(b) of the Order is not applicable.
11. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle blower complaints, if any, received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures..
12. The Company is not a Nidhi Company and hence reporting under clause(xii) of the Order is not applicable.
13. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
14. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is only one Core Investment Company (CIC) within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. There are no unspent amounts towards Corporate Social Responsibility (CSR), requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

for MKUK & Associates

Chartered Accountants

Firm's registration number: 050113S



Manoj Kumar UKN

Partner

Bangalore

29th May, 2023

M.No: 091730

UDIN: 22091730AJVRVE2384

Independent Auditors' Report

Annexure - B to the Auditors' Report

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 BPL Limited ("the Company") as of 31 March 2023 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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.

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

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

Independent Auditors' Report

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, based on the internal control over financial reporting criteria established by the Company considering 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, needs to be improved.

for MKUK & Associates

Chartered Accountants

Firm's registration number: 050113S



Manoj Kumar UKN

Partner

M.No: 091730

UDIN: 22091730AJVRVE2384

Bangalore

29th May, 2023

Standalone Balance Sheet

(₹ in lakhs)

| Particulars | Note No. | As at | |
|--|----------|------------------------------|------------------------------|
| | | 31 st March, 2023 | 31 st March, 2022 |
| I. ASSETS | | | |
| 1. Non Current Assets | | | |
| (a) Property, Plant and Equipment | 1 | 2,185.16 | 1,905.75 |
| (b) Capital Work-in-progress | 2 | 14.59 | - |
| (c) Investment Property | 3 | 187.55 | 208.41 |
| (d) Other Intangible Assets | 4 | 1.51 | 1.83 |
| (e) Financial Assets | | | |
| (i) Investments | 5 | 23,967.92 | 17,484.52 |
| (ii) Long term Loans and Advances | 6 | 3,134.89 | 3,314.89 |
| (f) Deferred tax assets (net) | 7 | 2,964.48 | 3,489.78 |
| (g) Other non-current assets | 8 | 255.98 | 274.47 |
| 2. Current assets | | | |
| (a) Inventories | 9 | 438.97 | 582.10 |
| (b) Financial Assets | | | |
| (i) Trade receivables | 10 | 1,387.76 | 1,305.40 |
| (ii) Cash and Cash equivalents | 11 | 83.61 | 46.64 |
| (iii) Bank Balances other than (ii) above | 12 | 71.86 | 15.13 |
| (iv) Other financial assets | 13 | 5,822.08 | 5,822.08 |
| (c) Current Tax Assets (Net) | 14 | 740.35 | 763.37 |
| (d) Other Current Assets | 15 | 1,643.75 | 1,574.77 |
| Total Assets | | 42,900.46 | 36,609.14 |
| II. EQUITY AND LIABILITIES | | | |
| 3. Equity | | | |
| (a) Share capital | 16 | 4,897.67 | 4,890.69 |
| (b) Other Equity | 17 | 18,698.47 | 11,654.86 |
| 4. Liabilities | | | |
| i) Non-current liabilities | | | |
| (a) Financial Liabilities | | | |
| (b) Provisions | 18 | 176.59 | 212.62 |
| ii) Current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 19 | 158.15 | 1,042.74 |
| (ii) Trade payables | 20 | | |
| (a) Total Outstanding dues of Micro and Small enterprises | | 18.00 | 4.90 |
| (b) Total Outstanding dues of Creditors other than Micro and small enterprises | | 610.91 | 442.09 |
| (iii) Other financial liabilities | 21 | 17,961.14 | 17,980.30 |
| (b) Other current liabilities | 22 | 339.82 | 367.34 |
| (c) Provisions | 23 | 39.70 | 13.60 |
| Total Equity and Liabilities | | 42,900.46 | 36,609.14 |
| Contingent Liabilities and Commitments | 24 | 17,510.70 | 17382.28 |

See accompanying notes to the standalone financial statements

As per our report attached

for MKUK & Associates

Chartered Accountants

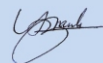
Firm's Registration No: 050113S



Manoj Kumar UKN

Partner

M. No. 091730



Ajit G Nambiar

Chairman & Managing Director
(DIN: 00228857)



TLM Rangachar
Chief Financial Officer



Nowroz J Cama

Director
(DIN:08772755)



Deepika N Bhandiwad
Company Secretary

May 29, 2023
Bangalore

Standalone Statement of Profit and Loss

(₹ in lakhs)

| Particulars | Note No. | For the year ended | |
|--|----------|------------------------------|------------------------------|
| | | 31 st March, 2023 | 31 st March, 2022 |
| REVENUE FROM OPERATIONS (GROSS) | | | |
| I. Revenue from operations | 25 | 5,221.57 | 3,820.75 |
| II. Other Income | 26 | 980.36 | 1,098.43 |
| III. Total Income (I+II) | | 6,201.93 | 4,919.18 |
| IV. EXPENSES | | | |
| Cost of material consumed | 27 | 3,059.52 | 2,650.88 |
| Purchases of Stock-in-Trade | 28 | 1.79 | 24.37 |
| Changes in inventories of finished goods, Stock-in-Trade and work-in-progress | 29 | 6.31 | (9.67) |
| Employee benefits expenses | 30 | 762.83 | 729.83 |
| Finance costs | 31 | 142.73 | 172.56 |
| Depreciation and amortization expenses | 32 | 168.98 | 167.36 |
| Other expenses | 33 | 742.98 | 419.00 |
| Total Expenses | | 4,885.13 | 4,154.33 |
| V. Profit/(loss) before exceptional items and tax (I- IV) | | 1,316.81 | 764.85 |
| VI. Exceptional Items | | - | - |
| VII. Profit/(loss) before exceptional items and tax (V-VI) | | 1,316.81 | 764.85 |
| VIII. Tax Expense: | | | |
| (1) Current Tax - MAT | | 219.83 | 122.11 |
| (2) MAT Credit Aailed | | (219.83) | (122.11) |
| (3) Deferred Tax | | 745.13 | (530.10) |
| IX. Profit/(Loss) for the period from continuing operations (VII-VIII) | | 571.67 | 1,294.95 |
| X. Profit/(loss) for the period (IX-XII) | | 571.67 | 1,294.95 |
| XI. Other Comprehensive Income | | | |
| A (i) Items that will not be reclassified to profit or loss | | 6,483.40 | 357.58 |
| (ii) Gains/(losses) on defined benefit obligations | | (11.29) | (5.61) |
| (iii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| B (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| XII. Total Comprehensive Income for the period (XIII+XIV) (comprising Profit/(Loss) and Other Comprehensive Income for the period) | | 7,043.79 | 1,646.92 |
| XIII. Earnings per equity share (for continuing operation): | | | |
| (1) Basic | | 14.38 | 3.37 |
| (2) Diluted | | 14.38 | 3.37 |
| No. of equity shares | | 4,89,75,751 | 4,89,05,903 |

See accompanying notes to the standalone financial statements

As per our report attached

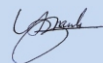
for MKUK & Associates
Chartered Accountants
Firm's Registration No: 050113S



Manoj Kumar UKN
Partner
M. No. 091730

May 29, 2023
Bangalore

For and on behalf of the Board



Ajit G Nambiar
Chairman & Managing Director
(DIN: 00228857)



TLM Rangachar
Chief Financial Officer



Nowroz J Cama
Director
(DIN:08772755)



Deepika N Bhandiwad
Company Secretary

Standalone Cash Flow Statement

(₹ in lakhs)

| Particulars | For the year ended | |
|--|------------------------------|------------------------------|
| | 31 st March, 2023 | 31 st March, 2022 |
| Cash flow from operating activities | | |
| Profit for the period | 1316.81 | 764.85 |
| Adjustments to reconcile net profit to net cash provided by operating activities: | | |
| Depreciation and amortisation | 168.98 | 167.36 |
| (Profit) / loss on sale / write off of assets | (10.61) | 0.60 |
| Finance costs | 142.73 | 172.56 |
| Interest income | (12.90) | (5.83) |
| Dividend income | (842.00) | (1,031.45) |
| Rental income | (47.42) | (44.85) |
| Non-cash adjustment | (11.29) | 14.31 |
| Changes in assets and liabilities | | |
| Decrease / (Increase) in Inventories | 143.13 | (6.02) |
| Decrease / (Increase) in Trade receivables | (82.36) | 261.87 |
| Decrease / (Increase) in financial and other assets | (247.29) | (2.78) |
| Decrease / (Increase) in Trade payable | 181.92 | (639.36) |
| Decrease / (Increase) in financial and other liabilities | (56.61) | 308.12 |
| Cash generated from operations | 643.10 | (40.60) |
| Net cash generated by operating activities | <u>643.10</u> | <u>(40.60)</u> |
| Cash from from investing activities: | | |
| Purchase of property, plant and equipment, intangible assets (Net) | (431.20) | (22.91) |
| Intercompany deposits | - | (694.91) |
| Deposits with bank accounts | (56.73) | (4.63) |
| Interest received | 12.90 | 5.83 |
| Dividend received from subsidiary | 842.00 | 1,031.45 |
| Rental Income | 47.42 | 44.85 |
| Net cash (used in) / from investing activities | <u>414.38</u> | <u>359.68</u> |

Standalone Cash Flow Statement (Cont.)

(₹ in lakhs)

| Particulars | For the year ended | |
|---|------------------------------|------------------------------|
| | 31 st March, 2023 | 31 st March, 2022 |
| Cash flow from financing activities: | | |
| Share issued on exercise of employee stock options | 6.98 | 4.34 |
| Payment of dividends | (0.17) | (0.17) |
| Finance cost paid | (142.73) | (172.56) |
| Repayment of borrowings | (884.59) | (244.12) |
| Net cash used in financing activities | (1020.51) | (412.51) |
| Net increase / (decrease) in cash and cash equivalents | 36.98 | (93.43) |
| Cash and cash equivalents at the beginning of the year | 46.64 | 140.08 |
| Cash and cash equivalents at the end of the period | 83.62 | 46.65 |
| Note to cash flow statement | | |
| 1. Components of cash and cash equivalents | | |
| (a) Cash on hand | - | - |
| (b) Balances with banks | | |
| (i) in current accounts | 28.35 | 26.78 |
| (ii) in deposit accounts | 55.26 | 19.86 |
| | 83.61 | 46.64 |

See accompanying notes to the standalone financial statements

As per our report attached

for MKUK & Associates

Chartered Accountants

Firm's Registration No: 050113S



Manoj Kumar UKN


Partner

M. No. 091730

May 29, 2023

Bangalore

For and on behalf of the Board



Ajit G Nambiar


Chairman & Managing Director

(DIN: 00228857)



TLM Rangachar


Chief Financial Officer



Nowroz J Cama

Director

(DIN:08772755)



Deepika N Bhandiwad

Company Secretary

Standalone Statement of changes in Equity for the year ended 31-Mar-2023

A. EQUITY SHARE CAPITAL

(₹ in lakhs)

(1) Current Reporting Period March 31, 2023

| | Balance at the beginning of the current reporting period | Changes in Equity Share Capital due to prior period errors | Restated balance at the beginning of the current reporting period | Changes in equity share capital during the current year | Balance at the end of the current reporting period |
|---------------|--|--|---|---|--|
| No. of Shares | 4,89,05,903 | - | - | 69.848 | 4,89,75,751 |
| Amount | 4,890.59 | - | - | 6.98 | 4,897.58 |

(2) Previous Reporting Period March 31, 2022

| | Balance at the beginning of the previous reporting period | Changes in Equity Share Capital due to prior period errors | Restated balance at the beginning of the previous reporting period | Changes in equity share capital during the previous year | Balance at the end of the previous reporting period |
|---------------|---|--|--|--|---|
| No. of Shares | 4,88,84,818 | - | - | 21,085 | 4,89,05,903 |
| Amount | 4,888.48 | - | - | 2.11 | 4,890.59 |

B. OTHER EQUITY

(1) Current Reporting Period March 31, 2023

| Particulars | Reserve and Surplus | | | | Retained earnings | Fair valuation of investments | Excise of Share Options | Total Equity |
|--|---------------------|---------------|-----------------------------------|----------------------------|-------------------|-------------------------------|-------------------------|--------------|
| | Capital Reserve | Share Premium | Gain/(loss) on Defined obligation | Capital Redemption reserve | | | | |
| Balance at the beginning of the current reporting period | 0.50 | 2.24 | (5.61) | 5,333.00 | 2,465.39 | 3,839.42 | 19.92 | 11,654.86 |
| Profit for the period | - | - | (11.29) | - | 571.67 | 6,483.40 | - | 7,043.79 |
| Total Comprehensive Income for the current year | | | | | | | | - |
| Transfer on account of exercise of stock options | - | 7.40 | | | | | (7.40) | - |
| Employee stock compensation expense | - | - | - | - | 12.52 | - | (12.52) | - |
| Dividends | - | - | - | - | (0.17) | - | - | (0.17) |
| Transfer to retained earnings | - | - | - | - | - | - | - | - |
| Balance at the end of the | 0.50 | 9.64 | (16.90) | 5,333.00 | 3,049.41 | 10,322.82 | 0.00 | 18,698.48 |

Standalone Statement of changes in Equity for the year ended 31-Mar-2023

(2) Previous Reporting Period March 31, 2022

| Particulars | Reserve and Surplus | | | | Retained earnings | Fair valuation of investments | Excise of Share Options | Total Equity |
|---|---------------------|---------------|-----------------------------------|----------------------------|-------------------|-------------------------------|-------------------------|--------------|
| | Capital Reserve | Share Premium | Gain/(loss) on Defined obligation | Capital Redemption reserve | | | | |
| Balance as at April 1, 2021 | 0.50 | - | - | 5,333.00 | 1,170.61 | 3481.84 | - | 9,985.94 |
| Profit for the year | - | - | (5.61) | - | 1,294.95 | - | - | 1,289.34 |
| Remeasurement of the net defined benefit liability | - | - | - | - | - | - | - | 0.00 |
| Equity instruments through other comprehensive income | - | - | - | - | - | 357.58 | - | 357.58 |
| Transfer on account of exercise of stock options | - | 2.24 | - | - | - | - | (2.24) | 0.00 |
| Employees stock compensation expenses | - | - | - | - | (0.17) | - | 22.16 | 21.99 |
| Dividend and DDT | - | - | - | - | - | - | - | 0.00 |
| Balance as at March 31, 2022 | 0.50 | 2.24 | (5.61) | 5,333.00 | 2,465.39 | 3,839.42 | 19.92 | 11,654.86 |

See accompanying notes to the standalone financial statements

As per our report attached

for MKUK & Associates
Chartered Accountants
Firm's Registration No: 050113S



Manoj Kumar UKN
Partner
M. No. 091730

May 29, 2023
Bangalore

For and on behalf of the Board



Ajit G Nambiar
Chairman & Managing Director
(DIN: 00228857)



TLM Rangachar
Chief Financial Officer



Nowroz J Cama
Director
(DIN:08772755)



Deepika N Bhandiwad
Company Secretary

Notes forming part of Standalone Balance Sheet

NOTE 1 - PROPERTY PLANT AND EQUIPMENT

(₹ in lakhs)

| I. Gross Carrying Amount | | | | | | | | |
|---------------------------------------|--------------|---------------|---------------------|--------------------|-----------------------|--------------|--------|-----------------|
| Description of Assets | Land | Buildings | Plant and Machinery | Computer Equipment | Furnitures & Fixtures | Vehicles | others | Total |
| Balance as at 1st April 2022 | 99.34 | 282.84 | 2,248.22 | 44.79 | 7.61 | 49.38 | - | 2,732.18 |
| Additions | 0.00 | 346.56 | 83.59 | 1.08 | 0.69 | 0.00 | - | 431.92 |
| Disposals/Transfers | | 0.86 | 0.95 | 1.38 | 2.86 | 0.00 | - | 6.05 |
| Balance as at 31st March, 2023 | 99.34 | 628.54 | 2,330.86 | 44.49 | 5.44 | 49.38 | - | 3,158.05 |

| II. Accumulated Depreciation and impairment | | | | | | | | |
|---|--------------|---------------|---------------------|--------------------|-----------------------|--------------|--------|-----------------|
| Description of Assets | Land | Buildings | Plant and Machinery | Computer Equipment | Furnitures & Fixtures | Vehicles | others | Total |
| Balance as at 1st April 2022 | 0.00 | 141.56 | 608.60 | 40.92 | 3.08 | 32.27 | - | 826.43 |
| Depreciation expense for the year | 0.00 | 15.01 | 127.39 | 0.05 | 0.31 | 3.70 | - | 146.46 |
| Eliminated on disposal of assets | | - | - | - | - | - | - | 0.00 |
| Deductions / Adjustments | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - | 0.00 |
| Balance as at 31st March, 2023 | 0.00 | 156.57 | 735.99 | 40.97 | 3.39 | 35.97 | - | 972.89 |
| III. Net carrying amount as of 31st March, 2023 (I-II) | 99.34 | 471.97 | 1,594.87 | 3.52 | 2.05 | 13.41 | - | 2,185.16 |

| I. Gross Carrying Amount | | | | | | | | |
|---------------------------------------|--------------|---------------|---------------------|--------------------|-----------------------|--------------|--------|-----------------|
| Description of Assets | Land | Buildings | Plant and Machinery | Computer Equipment | Furnitures & Fixtures | Vehicles | others | Total |
| Balance as at 1st April 2021 | 99.34 | 282.84 | 2,238.53 | 44.34 | 7.61 | 49.38 | - | 2,722.04 |
| Additions | 0.00 | - | 22.50 | 0.45 | - | 0.00 | - | 22.95 |
| Disposals/Transfers | | - | 12.81 | - | - | 0.00 | - | 12.81 |
| Balance as at 31st March, 2022 | 99.34 | 282.84 | 2,248.22 | 44.79 | 7.61 | 49.38 | - | 2,732.05 |

| II. Accumulated Depreciation and impairment | | | | | | | | |
|---|--------------|---------------|---------------------|--------------------|-----------------------|--------------|--------|-----------------|
| Description of Assets | Land | Buildings | Plant and Machinery | Computer Equipment | Furnitures & Fixtures | Vehicles | others | Total |
| Balance as at 1st April 2021 | 0.00 | 111.86 | 499.82 | 38.29 | 2.79 | 27.54 | - | 680.30 |
| Depreciation expense for the year | 0.00 | 29.70 | 123.13 | 2.63 | 0.29 | 4.72 | - | 160.47 |
| Eliminated on disposal of assets | | - | 14.34 | - | - | - | - | 14.34 |
| Balance as at 31st March, 2022 | 0.00 | 141.56 | 608.60 | 40.92 | 3.08 | 32.27 | - | 826.43 |
| III. Net carrying amount as of 31st March, 2022 (I-II) | 99.34 | 141.27 | 1,639.62 | 3.86 | 4.53 | 17.12 | - | 1,905.75 |

NOTE 2 - CAPITAL WORK-IN-PROGRESS

Information regarding income and expenditure of Investment property

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|--------------------------|--------------|----------|
| Capital work-in-progress | 14.59 | - |
| Total | 14.59 | - |

Notes forming part of Standalone Balance Sheet

CWIP ageing schedule

| CWIP | Amount in CWP for a period of | | | | Total |
|----------------------|-------------------------------|-----------|-----------|-------------------|--------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 14.59 | - | - | - | 14.59 |

NOTE 3 - INVESTMENT PROPERTY

(₹ in lakhs)

| Particulars | Investment Property |
|--|---------------------|
| I. Gross Carrying Amount | |
| Balance as at 1 April 2022 | 395.45 |
| Additions | - |
| Disposals | - |
| March 31, 2023 | 395.45 |
| II. Accumulated Depreciation | |
| Balance as at 1 April 2022 | 187.04 |
| Depreciation expense for the year | 20.86 |
| Eliminated on disposal of assets | |
| Balance as at 31st March 2023 | 207.90 |
| III. Net carrying amount as of 31st March 2023 (I-II) | 187.55 |

| Particulars | Investment Property |
|--|---------------------|
| I. Gross Carrying Amount | |
| Balance as at 1 April 2021 | 395.45 |
| Additions | - |
| Disposals | - |
| Balance as at March 31, 2022 | 395.45 |
| II. Accumulated Depreciation | |
| Balance as at 1 April 2021 | 180.57 |
| Depreciation expense for the year | 6.46 |
| Eliminated on disposal of assets | |
| Balance as at 31st March 2022 | 187.04 |
| III. Net carrying amount as of 31st March 2022 (I-II) | 208.41 |

Information regarding income and expenditure of Investment property

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|---|--------------|--------------|
| Rental income derived from investment properties | 47.42 | 44.85 |
| Direct operating expenses (including repairs and maintenance) | (0.44) | (0.41) |
| Direct operating expenses (including repairs and maintenance) that did not generate | 0.00 | 0.00 |
| Profit arising from investment properties before depreciation and indirect expenses | 46.98 | 44.44 |
| Less – Depreciation | (20.86) | (6.46) |
| Profit arising from investment properties before indirect expenses | 26.11 | 37.98 |

The Company's investment properties refers to its factory building situated at Palakkad and Residential Flat at situated at Bangalore. As at 31st March, 2023 and 31st March, 2022, the fair values of the properties are Rs. 1543 lakhs and Rs 100 lakhs respectively.

Notes forming part of Standalone Balance Sheet

Reconciliation of fair value:

(₹ in lakhs)

| Particulars | Investment properties | | |
|--|-----------------------|----------------|-----------------|
| | Palakkad Property | Bangalore Flat | Total |
| Opening balance as at 1 April 2021 | 1,543.00 | 100.00 | 1,643.00 |
| Fair value difference | - | - | - |
| Purchases | - | - | - |
| Closing balance as at 31 March 2022 | 1,543.00 | 100.00 | 1,643.00 |
| Fair value difference | - | - | - |
| Purchases | - | - | - |
| Closing balance as at 31 March 2023 | 1,543.00 | 100.00 | 1,643.00 |

NOTE 4 - OTHER INTANGIBLE ASSETS

| I. Gross Carrying Amount | Other Intangible Assets | | |
|---------------------------------------|-------------------------|-------------------------|-----------------|
| Description of Assets | Computer software | Development Expenditure | Total |
| Balance as at 1 April 2022 | 5.98 | 1,323.61 | 1,329.58 |
| Additions | 0.22 | - | 0.22 |
| Disposals | - | - | - |
| Balance as at 31st March, 2023 | 6.20 | 1,323.61 | 1,329.80 |

| II. Accumulated amortisation and impairment | Other Intangible Assets | | |
|---|-------------------------|-------------------------|-----------------|
| Description of Assets | Computer software | Development Expenditure | Total |
| Balance as at 1 April 2022 | 3.09 | 1,323.54 | 1,326.63 |
| Amortisation expense for the year | 1.66 | - | 1.66 |
| Eliminated on disposal of assets | - | - | - |
| Deductions / Adjustments | 0.00 | - | 0.00 |
| Balance as at 31st March, 2023 | 4.75 | 1,323.54 | 1,328.29 |
| III. Net carrying amount as of 31st March, 2023 (I-II) | 1.45 | 0.07 | 1.51 |

| I. Gross Carrying Amount | Other Intangible Assets | | |
|---------------------------------------|-------------------------|-------------------------|-----------------|
| Description of Assets | Computer software | Development Expenditure | Total |
| Balance as at 1 April 2021 | 5.98 | 1,323.61 | 1,328.16 |
| Additions | - | - | - |
| Disposals | - | - | - |
| Others | - | - | - |
| Balance as at 31st March, 2022 | 5.98 | 1,323.61 | 1,328.16 |

| II. Accumulated amortisation and impairment | Other Intangible Assets | | |
|---|-------------------------|-------------------------|-----------------|
| Description of Assets | Computer software | Development Expenditure | Total |
| Balance as at 1 April 2021 | 2.67 | 1,323.54 | 1,325.90 |
| Amortisation expense for the year | 0.42 | - | 0.42 |
| Eliminated on disposal of assets | - | - | - |
| Others (describe) | - | - | - |
| Balance as at 31st March, 2022 | 3.09 | 1,323.54 | 1,326.33 |
| III. Net carrying amount as of 31st March, 2022 (I-II) | 2.89 | 0.07 | 1.83 |

Notes forming part of Standalone Balance Sheet

NOTE 5. INVESTMENTS

(₹ in lakhs)

| Particulars | March 31, 2023 | | | March 31, 2022 | | |
|---|--------------------|--------------|------------------|--------------------|--------------|------------------|
| | No. of Shares | Face Value | (INR Lakhs) | No. of Shares | Face Value | (INR Lakhs) |
| Investment in Subsidiaries | | | | | | |
| Bharat Energy Ventures Pvt. Ltd. | 115400000 | 10.00 | 11,540.00 | 115400000 | 10.00 | 11,540.00 |
| Investment at Fair Value Through Other Comprehensive Income (FVTOCI): | | | | | | |
| Investment in equity instruments | | | | | | |
| BPL Medical Technologies Pvt. Ltd. | | | | | | |
| Investment in BPL Medical Technologies Pvt. Ltd. (2,10,50,000 shares are valued at Rs. 59.04 (Rs. 28.24) per share) | 21,050,000 | 10.00 | 12,427.92 | 21,050,000 | 10.00 | 5,944.52 |
| Unquoted Investments | | | | | | |
| Aggregate amount of unquoted investment | 136,450,000 | 10.00 | 23,967.92 | 136,450,000 | 10.00 | 17,484.52 |

Other Investment (Unquoted) considered doubtful

| | | | | | | |
|--|-----------|-------|------------------|-----------|-------|------------------|
| BPL Telecom Private Limited 25,96,980 Equity Shares of 10/- each fully paid up | 2,596,980 | 10.00 | 2,159.59 | 2,596,980 | 10.00 | 2,159.59 |
| BPL Management Services Limited | 8,991,000 | 10.00 | 899.10 | 8,991,000 | 10.00 | 899.10 |
| BPL Techno Vision Private Limited 1000 Equity Shares of 10/- each | 1,000 | 10.00 | 0.10 | 1,000 | 10.00 | 0.10 |
| Electronic Research Private Limited 35,75,000 Equity Shares of 10/- each fully paid up | 3,575,000 | 10.00 | 357.10 | 3,575,000 | 10.00 | 357.10 |
| BS Appliances Limited* | 81,000 | 10.00 | 81.43 | 81,000 | 10.00 | 81.43 |
| BPL Engineering Limited* | 334,000 | 10.00 | 33.50 | 334,000 | 10.00 | 33.50 |
| Kleer Industries Inc. (USA) 87,000 Shares of 7 USD each | 87,000 | 0.00 | 205.99 | 87,000 | 0.00 | 205.99 |
| Kleer Industries Inc. (USA) 550,000 Shares of 10 USD each | 550,000 | 0.00 | 2,456.15 | 550,000 | 0.00 | 2,456.15 |
| Investment in Partnership Firms Kodi Properties and Finance | - | - | 378.42 | - | - | 378.42 |
| Investment in Partnership Firms Wellworth Electronics | - | - | 9.63 | - | - | 9.63 |
| Total other Investments | | | 6,581.41 | | | 6,581.41 |
| Less: Provision for doubtful investments | | | -6,581.41 | | | -6,581.41 |

*Considered "unquoted" as the shares of the above companies are not currently traded in the Stock Exchanges.

Notes forming part of Standalone Balance Sheet

Particulars

NOTE 6 - LONG TERM LOANS AND ADVANCES (considered good)

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|------------------------------------|-----------------|-----------------|
| Loans and Advance to Related party | | |
| Advance to purchase of land | 3,134.89 | 3,134.89 |
| Total | 3,134.89 | 3,134.89 |

Refer Notes to Accounts 35.4

NOTE 7 - DEFERRED TAX ASSETS (NET)

| Particulars | 31-03-23 | 31-03-22 |
|---|-----------------|-----------------|
| Deferred Tax Assets | 3,489.78 | 2,837.56 |
| Add/Less: Origination and reversal of temporary differences | (745.13) | 530.10 |
| MAT Credit | 219.83 | 122.11 |
| Total | 2,964.48 | 3,489.78 |

Refer Notes to Accounts 35.1

NOTE 8 - OTHER NON CURRENT ASSETS

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|--|---------------|---------------|
| Unsecured, Considerd good | | |
| Deposits with the government authority | 255.98 | 274.47 |
| Total | 255.98 | 274.47 |

NOTE 9 - INVENTORIES

| Particulars | 31-03-23 | 31-03-22 |
|------------------------------|---------------|---------------|
| Raw materials and components | 294.05 | 401.55 |
| Work in progress | 82.46 | 71.53 |
| Finished goods | 7.70 | 45.27 |
| Stock in trade | 25.53 | 34.43 |
| Stores and spares | 29.23 | 29.32 |
| Total | 438.97 | 582.10 |

Refer Notes to Accounts 34.9

Financial Assets

NOTE 10 - TRADE RECEIVABLES

| Particulars | 31-03-23 | 31-03-22 |
|---|-----------------|-----------------|
| (a) Trade Receivables considered good - Secured; | - | - |
| (b) Trade Receivables considered good - Unsecured; | 1,558.12 | 1,483.33 |
| (c) Trade Receivables which have significant increase in Credit Risk; and | - | - |
| (d) Trade Receivables - credit impaired. | (170.36) | (177.94) |
| Total | 1,387.76 | 1,305.40 |

Notes forming part of Standalone Balance Sheet

Agewise schedule

(₹ in lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | | |
|--|--|--------------------|------------------|-----------|-----------|-------------------|----------|
| | Not Due | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade Receivables - considered good | 744.20 | 206.32 | 230.10 | 37.86 | 15.29 | 324.35 | 1,558.12 |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables - credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables - which have significant increase in credit risk | - | - | - | - | - | 170.36 | 170.36 |
| (vi) Undisputed Trade Receivables - credit impaired | - | - | - | - | - | 170.36 | 170.36 |

Agewise schedule

| Particulars | Outstanding for following periods from due date of payment | | | | | | |
|--|--|--------------------|------------------|-----------|-----------|-------------------|----------|
| | Not Due | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade Receivables - considered good | 889.43 | 165.77 | 5.27 | 19.00 | 192.50 | 211.36 | 1,483.33 |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables - credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables - which have significant increase in credit risk | - | - | - | - | - | 177.94 | 177.94 |
| (vi) Undisputed Trade Receivables - credit impaired | - | - | - | - | - | 177.94 | 177.94 |

NOTE 11 - CASH AND CASH EQUIVALENTS

| Particulars | 31-03-23 | 31-03-22 |
|-----------------------|--------------|--------------|
| Cash on hand | - | - |
| Balances with banks | | |
| - In current accounts | 28.35 | 26.79 |
| - In deposit accounts | 55.26 | 19.85 |
| Total | 83.61 | 46.64 |

NOTE 12 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS ABOVE

| Particulars | 31-03-23 | 31-03-22 |
|---------------------|--------------|--------------|
| Balances with banks | | |
| In deposit accounts | 71.86 | 15.13 |
| Total | 71.86 | 15.13 |

Refer Notes to Accounts 35.5

Notes forming part of Standalone Balance Sheet

NOTE 13 - OTHER FINANCIAL ASSETS

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|--------------------|-----------------|-----------------|
| Advances to Others | 5,822.08 | 5,822.08 |
| Total | 5,822.08 | 5,822.08 |

Refer Notes to Accounts 35.14

NOTE 14 - CURRENT TAX ASSETS (NET)

| Particulars | 31-03-23 | 31-03-22 |
|---------------------|---------------|---------------|
| TDS and advance tax | 740.35 | 763.37 |
| Total | 740.35 | 763.37 |

NOTE 15 - OTHER CURRENT ASSETS

| Particulars | 31-03-23 | 31-03-22 |
|--|-----------------|-----------------|
| Security Deposits : | | |
| 1. Related Party* | 1,455.11 | 1,455.11 |
| 2. Others | 48.16 | 49.16 |
| Balance with GST and state authorities | 0.67 | 56.30 |
| Advances to Employees | 1.60 | 1.36 |
| Claims receivable | 1.73 | 1.29 |
| Advance to Suppliers | 136.48 | 11.55 |
| Total | 1,643.75 | 1,574.77 |

*Includes Rs. 1311 lakhs as per note 35.3 (b) and (c)

NOTE 16 - EQUITY SHARE CAPITAL

| Particulars | As at | | | |
|---|---------------|-----------------|---------------|-----------------|
| | 31-03-2023 | | 31-03-2022 | |
| | No. of Shares | ₹ in lakhs | No. of Shares | ₹ in lakhs |
| Authorised Capital | | | | |
| 5,50,00,000 (as at March 31, 2022 - 5,50,00,000) Equity Shares of Rs.10/- each | 5,50,00,000 | 5,500.00 | 5,50,00,000 | 5,500.00 |
| Issued, Subscribed and Fully Paid Up:- | | | | |
| 4,89,43,607 (as at March 31, 2022 - 4,89,05,903) Equity Shares of Rs.10/- each | 4,89,75,751 | 4,897.58 | 4,89,05,903 | 4,890.59 |
| Forfeited Shares | | 0.10 | | 0.10 |
| Total | | 4,897.67 | | 4,890.69 |

i) Reconciliation of the number of Shares and amount outstanding at the beginning and at the end of the reporting year:

| Particulars | 31-03-2023 | | 31-03-2022 | |
|--|--------------------|-----------------|--------------------|-----------------|
| | No. of Shares | Amount | No. of Shares | Amount |
| Number of shares outstanding as at the beginning of the year | 4,89,05,903 | 4,890.59 | 4,88,84,818 | 4,888.48 |
| Number of shares exercised during the period | 69,848 | 6.98 | 21,085 | 2.11 |
| Total | 4,89,75,751 | 4,897.58 | 4,89,05,903 | 4,890.59 |

ii) Rights, Preferences and restrictions attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per Share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes forming part of Standalone Balance Sheet

iii) Details of shareholders holding more than 5 percent equity shares in the Company

| Sl. No. | Name of the Shareholder | 31-03-2023 | | 31-03-2022 | |
|---------|--------------------------------|-----------------|--------------|-----------------|--------------|
| | | No. of Shares | % holding | No. of Shares | % holding |
| 1 | Electro Investment Pvt Ltd | 2,31,02,544 | 47.17 | 2,31,02,544 | 47.24 |
| 2 | Merino Finance Private Limited | 30,77,500 | 6.28 | 30,77,500 | 6.29 |
| | Total | 26180044 | 53.45 | 26180044 | 53.53 |

Shares held by promoters at the end of 31-Mar-2023

| Sl. No. | Name of the Shareholder | No. of Shares | % to Total Shares | % change during the year |
|---------|--|-------------------|-------------------|--------------------------|
| 1. | Mr. T P G Nambiar jointly with Mr. Ajit G Nambiar | 1,105,750 | 2.26 | Nil |
| 2. | Mrs. Thankam Nambiar | 20,000 | 0.04 | Nil |
| 3. | Mr. Ajit G Nambiar | 80,000 | 0.16 | Nil |
| 4. | Mrs. Anju Chandrasekhar | 74,600 | 0.15 | Nil |
| 5. | Mrs. Meena Nambiar | 3,000 | 0.01 | Nil |
| 6. | Dynamic Electronics Private Limited | 5,900 | 0.01 | Nil |
| 7. | Electro Investment Private Limited | 23,102,544 | 47.17 | 0.07 |
| 8. | ER Computers Private Limited | 15,09,000 | 3.08 | Nil |
| 9. | Nambiar International Investment Company Private Limited | 14,32,248 | 2.92 | Nil |
| 10. | Namfil Finance Company Private Limited | 5,06,250 | 1.03 | Nil |
| 11. | Merino Finance Private Limited | 30,77,500 | 6.28 | 0.02 |
| | Total | 309,16,792 | 63.13 | 0.09 |

iv) Shares options granted under the Company's employee share option plan

| Sl. No. | Name of the Shareholder | 31-03-2023 | 31-03-2022 |
|---------|-------------------------------|--|--|
| | | Share option outstanding (in Nos) Amount | Share option Outstanding (in Nos) Amount |
| 1 | Outstanding at the beginning | 187,969 | 209,054 |
| 2 | Granted/Adjustment | (69,848) | (21,085) |
| 3 | Forfeited | - | - |
| 4 | Expired | (118,121) | - |
| 5 | Exercised during the period | (187,969) | (21,085) |
| 6 | Exercisable at the period end | - | 187,969 |

Notes forming part of Standalone Balance Sheet

Note 17 - OTHER EQUITY

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|--|------------------|------------------|
| Reserves and Surplus | | |
| - Capital Reserves | 0.50 | 0.50 |
| - Capital Redemption Reserve | 5,333.00 | 5,333.00 |
| - Share Premium | 9.64 | 2.24 |
| - ESOP Outstanding Account | - | 19.92 |
| - Retained earnings | 3,049.41 | 2,465.39 |
| - Fair Valuation of Investments | 10,322.82 | 3,839.42 |
| Actuarial Gain/(Loss) on Employee Benefits | (16.90) | (5.61) |
| Total | 18,698.47 | 11,654.86 |

NOTE 18 - PROVISIONS

| Particulars | 31-03-23 | 31-03-22 |
|--|---------------|---------------|
| Gratuity | 176.59 | 207.01 |
| Actuarial Gain/(Loss) on Employee Benefits | - | 5.61 |
| Total | 176.59 | 212.62 |

NOTE 19 - BORROWINGS

| Particulars | 31-03-23 | 31-03-22 |
|------------------|---------------|-----------------|
| Secured | | |
| (a) Demand loans | | |
| (l) from Banks | 158.15 | 1,042.74 |
| Total | 158.15 | 1,042.74 |

Refer Notes of Accounts 35.8

NOTE 20- TRADE PAYABLES

| Particulars | 31-03-23 | 31-03-22 |
|--|---------------|---------------|
| (A) total outstanding dues of micro enterprises and small enterprises | 18.00 | 4.90 |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises | 610.91 | 442.09 |
| Total | 628.91 | 446.99 |

| Particulars 31.03.2023 | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|--------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | 18.00 | - | - | - | 18.00 |
| (ii) Others | 582.70 | 4.34 | 4.09 | 19.78 | 610.91 |
| (iii) Disputed dues – MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |

| Particulars 31.03.2022 | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|--------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | 4.90 | - | - | - | 4.90 |
| (ii) Others | 319.61 | 36.90 | 39.20 | 46.38 | 442.09 |
| (iii) Disputed dues – MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |

Notes forming part of Standalone Balance Sheet

NOTE 21 - OTHER CURRENT FINANCIAL LIABILITIES

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|---|------------------|------------------|
| (a) Employees- Salaries & Benefits | 60.32 | 57.15 |
| (b) Redeemable Preference Shares* | 16,958.68 | 16,958.68 |
| (c) Others- Outstanding Expenses | 628.77 | 624.55 |
| (d) Others- Loans from related parties - M/s. Electronic Research Pvt. Ltd. | 313.38 | 339.92 |
| Total | 17,961.14 | 17,980.30 |

*Refer Notes to Accounts 35.9

NOTE 22 - OTHER CURRENT LIABILITIES

| Particulars | 31-03-23 | 31-03-22 |
|---|---------------|---------------|
| (a) Others - Trade Deposit & Advances | 49.94 | 77.46 |
| (b) Others -Payable to custom authorities | 289.88 | 289.88 |
| (c) Other Statutory Dues | - | - |
| Total | 339.82 | 367.34 |

NOTE 23 - PROVISION

| Particulars | 31-03-23 | 31-03-22 |
|-----------------------------------|--------------|--------------|
| Provision for Gratuity | 39.53 | 13.43 |
| Provision for preference dividend | 0.17 | 0.17 |
| Total | 39.70 | 13.60 |

NOTE 24 - CONTINGENT LIABILITIES AND COMMITMENTS

| Particulars | 31-03-23 | 31-03-22 |
|---|------------------|------------------|
| (a) Claims against the Company not acknowledged as debt | | |
| - Central Excise | 382.50 | 382.50 |
| - Customs | 660.95 | 660.95 |
| - Service Tax | 98.48 | 98.48 |
| - Sales Tax | 2,890.12 | 2,890.12 |
| - Guarantees | 2,042.88 | 2,042.88 |
| - FEMA | 190.00 | 190.00 |
| - Others | 2,203.77 | 2,203.77 |
| - Income Tax | 8,762.00 | 8,762.00 |
| (b) Guarantees | | |
| - LC/BG Outstanding | 280.00 | 151.58 |
| Total | 17,510.70 | 17,382.28 |

Notes forming part of Standalone Statement of Profit and Loss

NOTE 25 - REVENUE FROM OPERATION

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|--|-----------------|-----------------|
| Sale of products (Manufactured + Traded) | 4,221.48 | 3,760.18 |
| Brand Licensing Fee | 1,000.00 | 61.97 |
| Labour Charges Received | 5.35 | 6.54 |
| Less: Discount/ Rebate | (5.26) | (2.62) |
| Total | 5,221.57 | 3,826.07 |

NOTE 26 - OTHER INCOME

| Particulars | 31-03-23 | 31-03-22 |
|---|---------------|-----------------|
| Interest Income | 12.90 | 5.83 |
| Dividend Income | 842.00 | 1,031.45 |
| Rental Income | 47.42 | 44.85 |
| Gain on sale of Property, Plant & Equipment | 10.61 | (0.60) |
| Other non-operating income | 67.44 | 11.58 |
| Total | 980.36 | 1,093.11 |

NOTE 27 - COST OF MATERIALS CONSUMED

| Particulars | 31-03-23 | 31-03-22 |
|---|-----------------|-----------------|
| Raw materials and components consumed: | | |
| Opening stock | 430.87 | 434.52 |
| Add: Purchase of raw materials and components | 2,741.69 | 2,497.83 |
| Add: Power Charges | 165.44 | 136.14 |
| Add: Fuel & Water Charges | 15.57 | 13.26 |
| Less: Closing stock | (294.05) | (430.87) |
| Net consumption | 3,059.52 | 2,650.88 |
| Total | 3,059.52 | 2,650.88 |

NOTE 28 -PURCHASE OF STOCK IN TRADE

| Particulars | 31-03-23 | 31-03-22 |
|----------------------------|-------------|--------------|
| Purchase of stock in trade | 1.79 | 24.37 |
| Total | 1.79 | 24.37 |

NOTE 29 - CHANGES IN INVENTORY OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

| Particulars | 31-03-23 | 31-03-22 |
|-------------------------------------|-------------|---------------|
| (a) Opening stock | | |
| - Finished Goods. | 79.70 | 74.48 |
| - Work in progress | 71.53 | 67.08 |
| (b) Closing stock | | |
| - Work in progress | 82.46 | 71.53 |
| - Tools | 29.23 | - |
| - Finished Goods | 7.70 | 45.27 |
| - Stock in trade | 25.53 | 34.43 |
| Changes in Inventory (+ / -) | 6.31 | (9.67) |

NOTE 30 - EMPLOYEE BENEFIT EXPENSES

| Particulars | 31-03-23 | 31-03-22 |
|---------------------------------|---------------|---------------|
| Salaries and wages | 543.50 | 508.71 |
| ESOP Expenses | - | 22.16 |
| Contribution to Provident fund | 48.74 | 40.87 |
| Contribution to State Insurance | 2.91 | 2.59 |
| Gratuity Expenses | 35.72 | 27.72 |
| Directors' Remuneration | 99.67 | 99.67 |
| Staff welfare expense | 32.29 | 28.12 |
| Total | 762.83 | 729.83 |

Notes forming part of Standalone Statement of Profit and Loss

NOTE 31 - FINANCE COST

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|-------------------|---------------|---------------|
| Interest Cost | 111.06 | 131.93 |
| Bank Charges | 27.98 | 21.52 |
| Interest - Others | 3.69 | 19.11 |
| Total | 142.73 | 172.56 |

NOTE 32 - DEPRECIATION AND AMORTISATION EXPENSES

| Particulars | 31-03-23 | 31-03-22 |
|--------------|---------------|---------------|
| Depreciation | 168.98 | 167.36 |
| Total | 168.98 | 167.36 |

NOTE 33 - OTHER EXPENSES

| Particulars | 31-03-23 | 31-03-22 |
|--|---------------|---------------|
| Payment to Auditors* | 6.75 | 6.00 |
| Repairs & Maintenance | | |
| - Building | 77.90 | - |
| - Plant and Machinery | 4.02 | 4.89 |
| - Office Maintenance | 44.95 | 48.63 |
| - Investment Property | 12.00 | - |
| - Other | 9.66 | - |
| Rates & Taxes | 48.59 | 19.39 |
| Bad Debts | 2.84 | 2.74 |
| Advances Written Off | - | 13.69 |
| Travel expenses | 37.54 | 23.91 |
| Conveyance Expenses | 22.42 | 22.14 |
| Legal & Professional charges | 275.20 | 144.88 |
| Directors Sitting Fees | 13.85 | 7.75 |
| Selling Expenses | 7.51 | 22.58 |
| Commission on sales | - | 1.12 |
| Insurance Expenses | 17.73 | 18.69 |
| Transport and warehousing expenses (Freight Charges) | 39.60 | 37.28 |
| Communication expenses | 13.36 | 9.56 |
| Rent | 42.55 | 29.53 |
| Advertising & Promotion Expenses | 6.53 | 2.56 |
| Printing & Stationary | 1.72 | 1.56 |
| Testing Charges | 1.05 | 0.07 |
| Interest - Others | - | 1.69 |
| Annual General Meeting Expenses | - | - |
| Fixed Assets Written Off | 50.92 | - |
| Loss on sale of Property, Plant & Equipment | 2.42 | - |
| Miscellaneous Expenses | 3.87 | 0.34 |
| Total | 742.98 | 419.00 |
| Payment to Auditor | | |
| a) As Statutory Audit | | |
| - Audit fee | 6.00 | 6.00 |
| - Other certifications | - | - |
| b) Tax audit fees | 0.75 | - |
| c) Out of pocket expenses | - | - |
| Total | 6.75 | 6.00 |

Notes to Standalone Accounts

Notes attached to and forming part of the Standalone Accounts for the period ended 31st March, 2023

CORPORATE INFORMATION

BPL Limited ('the Company') is a public limited Company domiciled in India and incorporated on 16th of April 1963 under the provisions of the Companies Act 1956 having its registered office at BPL Works, Palakkad - 678 007, Kerala. The Company is listed on BSE and NSE. The Company is in the business of manufacturing Printed Circuit Boards (PCBs).

The Standalone financials statements were approved in the meeting of the Board of Directors held on 29th May 2023.

34. SIGNIFICANT ACCOUNTING POLICIES

34.1 Basis for preparation of Financial Statements

The financial statements have been prepared in accordance with Indian Accounting Standards (IND AS) notified under Companies (Indian Accounting Standards) Rules, 2015. For all periods including year ended 31st March 2023, the Company prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act 2013, read with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

34.2 Basis of preparation

The Ind AS Financial Statements have been prepared using the significant accounting policies and measurement bases summarized below. These accounting policies have been used throughout all periods presented in these financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

The Ind AS Financial Statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The financial statements are presented in INR and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

Use of Estimates

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these

assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The Company bases its estimates and assumptions on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Significant management judgments

The following are significant management judgments in applying the accounting policies of the Company that have the most significant effect on the financial statements.

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry forward can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets. In assessing impairment, management estimates the recoverable amount of each asset or cash generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and

Notes to Standalone Accounts

assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible, but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Current / Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in a normal operating cycle.
- It is held primarily for purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

34.3 Revenue Recognition

- a. Sales have been recognized with the transfer of significant risk and rewards of ownership of the goods and costs incurred or to be incurred in respect of the transaction are measurable reliably and the recovery of the consideration is probable.
- b. Sales are measured at the fair value of consideration received or receivable. Sales are recognized net of GST, intermediary sales rebates, and discount.

- c. Dividend income from investments is accounted for when the right to receive the payment is established.
- d. Interest Income is recognized on a time proportion basis, considering the amount outstanding and the rate applicable.
- e. Other incomes have been recognized on an accrual basis.
- f. During sales of fixed assets any profit earned / loss sustained towards excess / shortfall of sale value vis-a-vis carrying cost of assets is accounted for in the statement of profit & loss.

34.4 Property, Plant and Equipment (PPEs)

These tangible assets are held for use in production, supply of goods or services or for administrative purposes. These are recognized and carried under cost model i.e. cost less accumulated depreciation and impairment loss, if any which is akin to recognition criteria under erstwhile Indian GAAP.

Cost includes freight, duties, taxes and other expenses directly incidental to acquisition, bringing the asset to the location and installation including site restoration up to the time when the asset is ready for intended use. Such Costs also include Borrowing Cost if the recognition criteria are met.

Depreciation has been provided on straight line method over the expected life span of assets as referred to in Schedule II of the Companies Act, 2013, on the cost of the asset after reducing estimated scrap values thereof as below:

| Category | Expected life span (years) |
|------------------------------------|----------------------------|
| Buildings | 30 |
| Plant & Machinery | 15 |
| Computer, Equipment and Networking | 3 |
| Furniture & Fixtures | 10 |
| Vehicles | 8 |

The residual value and useful life are reviewed annually, and any deviation is accounted for as a change in estimate.

34.5 Investment Properties

Properties (Land and Buildings) held to earn rentals or / and for capital appreciation but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes

Notes to Standalone Accounts

are categorized as investment properties. These are measured initially at cost, including transaction costs. After initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost shall also include borrowing cost if the recognition criteria are met. Said assets are depreciated on straight line basis based on expected life span of assets which is in accordance with Schedule II of Companies Act, 2013. Any gain or loss on disposal of investment properties is recognized in the profit or loss account.

The fair value of investments properties under each category are disclosed in the notes. Fair values are determined based on the evaluation performed by an accredited external independent valuer applying a recognized and accepted valuation model or estimation based on available sources of information from market.

Transfers to or from the investment property are made only when there is a change in use and the same is made at the carrying amount of Investment Property.

34.6 Intangible Assets

- a) Intangible Assets are initially recognized at cost.

Following initial recognition, intangible assets are carried at cost less than any accumulated amortization and accumulated impairment loss. Research costs are recognized as an expense in the period in which it is incurred.

- b) Intangible assets with finite useful life are assessed for impairment whenever there is an indication that the intangible assets may be impaired. Intangible assets with infinite useful life are tested for impairment annually. Intangible assets with finite useful life are amortized over the useful economic life on a straight-line basis. Intangible assets with infinite useful life shall not be amortized.

34.7 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 or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. A 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, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses including impairment on inventories are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

34.8 Financial Instruments

i. Financial Assets

The Company classifies its financial assets in the following measurement categories:

- Those to be measured at fair value (either through other comprehensive income, or through profit or loss)
- Those measured at amortized cost.

Initial Recognition and Measurement

All financial assets are recognized initially at fair value plus, 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. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortized cost.

Trade Receivables that do not contain a significant financing component (determined in accordance with Ind AS 115, Revenue from contracts with customers) are initially measured at their transaction price and not at fair values.

Subsequent Measurement

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

- Debt instruments at amortized cost.
- Debt instruments at fair value through other comprehensive income (FVTOCI);

Notes to Standalone Accounts

- iii. Debt instruments, derivatives, and equity instruments at fair value through profit or loss (FVTPL); and
- iv. Equity investments.

i. Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

ii. Debt instrument at FVTOCI

'A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- b) The asset's contractual cash flows represent SPPI.

'Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of profit & loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of profit & loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii. Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

'In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such an election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit & loss.

iv. Equity investments

All equity investments in the scope of Ind AS 109 Financial Instruments, are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS 103 Business Combinations applies are classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such an election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit & loss.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- a. The rights to receive cash flows from the asset have expired, or
- b. The Company has transferred its rights to receive cash

Notes to Standalone Accounts

flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (i) the Company has transferred substantially all the risks and rewards of the asset, or (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred assets and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Investment in Subsidiaries:

Investments in subsidiaries are carried at cost less accumulated impairment losses. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts is recognized in the statement of profit and loss.

(ii) Financial liabilities

Initial Recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as

hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

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 held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 Financial Instruments.

Financial liabilities - Derecognition

Financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Impairment of financial assets

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

The Company tracks credit risk and changes thereon for each customer. For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

-All contractual terms of the financial instrument over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Company uses default rate for credit risk to determine impairment loss allowance on portfolio of its trade receivables.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- a. Financial assets measured as at amortised cost, contractual revenue receivable and lease receivables:** ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

- b. Loan commitments and financial guarantee contracts:** ECL is presented as a provision in the balance sheet, i.e. as a liability.
- c. Debt instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows,

Notes to Standalone Accounts

based on the lowest level input that is significant to the fair value measurement as a whole:

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

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

34.9 Inventories

Inventories are valued at the lower cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Cost includes purchase price, duties, transport & handing costs and other costs directly attributable to the acquisition and bringing the inventories to their present location and condition.

Inventories are valued as under:

Finished Goods : At lower of cost or net realizable value

Work in Progress : At cost inclusive of appropriate overheads

Materials, Components & Spares : At weighted average cost

Goods in transit : At cost

34.10 Employee Benefits

Liabilities in respect of employee benefits to employees are provided for as follows:

- a) Short-term employee benefits
- i) Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be incurred when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.
- ii) ES1 is provided on the basis of actual liability accrued and paid to the authorities.

b) Other Long-Term Employee Benefits Obligations

I Provident Fund: Contribution to recognized Provident Fund is made at predetermined rates. The Employee's Gratuity Fund Scheme, which is defined plan, is administered by Life Insurance Corporation of India. The liabilities with respect to Gratuity plan are determined by actuarial valuation on the projected unit credit method on the balance sheet date, based upon which the Company contributes to the Group Gratuity Scheme. The difference, if any, between the actuarial valuation of the gratuity of employees at the year end and the balance of funds with Life Insurance Corporation of India is provided for as assets/ (liability) in the books. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The company recognizes the following changes in the net defined benefit obligation under Employee benefit expense / finance costs in statement of profit or loss:

- a) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- b) Net interest expense or income under finance Costs.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

The Company has an arrangement with Life Insurance Corporation of India to administer its Gratuity scheme.

34.11 Leases

When the Company is the lessee, all leases with a term of more than 12 months are recognized as Right-of-Use ("ROU") assets and associated lease liabilities in the balance sheet, if any. The lease liabilities are measured at the lease inception date at the present value of the lease payments not yet paid determined using the Company's

Notes to Standalone Accounts

incremental borrowing rate, being the rate that the Company would have to pay to borrow the funds necessary to obtain an asset of similar value to the ROU asset in a similar economic environment with similar terms, security and conditions. ROU assets represent the Company's right to control the underlying assets under lease, and the lease liability is the obligation to make the lease payments related to the underlying assets under lease. The interest rate implicit in the lease is generally not determinable in transactions where the Company is the lessee. The ROU asset equals the lease liability adjusted for any initial direct costs ("IDCs"), prepaid and accrued rent and lease incentives. Fixed and in-substance fixed payments are included in the recognition of ROU assets and lease liabilities, however, variable lease payments, other than those based on a rate or index, are recognized in the statement of profit and loss in the period in which the obligation for those payments is incurred.

ROU assets are generally amortized on a straight-line basis over the lease term with the interest expense on the lease liability recorded using the effective interest rate method. The amortization and interest expense are recorded separately in the statement of profit and loss. The Company has elected not to recognize leases with a lease term of less than 12 months in the balance sheet, including those acquired in a business combination, and lease costs for those short-term leases are recognized in the statement of profit and loss.

34.12 Income Tax and Deferred Tax

The liability of the company on account of Income Tax is computed considering the provisions of the Income Tax Act, 1961.

Deferred tax is provided on temporary differences at the reporting date as difference between the tax base and the carrying amount of assets and liabilities and unused tax losses. Deferred tax is recognized subject to the probability that taxable profit will be available against which the temporary differences can be reversed. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

34.13 Current Tax Assets (Net)

Advance payment of taxes including TDS, current year provision of taxes including TDS liabilities and input credit available under GST are designated as current tax assets.

34.14 Provisions, Contingent Liability and Contingent Assets

Provisions:

A provision is recognized when the Company has a present obligation (legal or constructive) because of 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. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Warranty Provisions: Provisions for warranty-related costs are recognized when the product is sold or service is provided to the customer. Initial recognition is based on historical experience. The Company periodically reviews the adequacy of product warranties and adjusts warranty percentage and warranty provisions for actual experience, if necessary. The timing of outflow is expected to be within one to two years.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. Contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize contingent liability but discloses its existence in the

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financial statements unless the probability of outflow of resources is remote.

34.15 Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Company), whose operating results are regularly reviewed by the Company's chief operating decision maker to make decisions about resources to be allocated to the segment and its performance and for which discrete financial information is available. Operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company is engaged in the manufacture of unpopulated Printed Circuit Boards (PCBs), which constitutes its single reportable segment.

34.16 Foreign Currency Translation

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's financial statements are presented in Indian rupee (Rs) which is also the Company's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction.

Measurement of foreign currency items at the balance sheet date

Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in

the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

34.17 Earnings Per Share (EPS)

Basic EPS are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equities shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equities shares outstanding during the period is adjusted for events such as bonus issues that have changed the number of equities shares outstanding, without a corresponding change in resources.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equities shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

34.18 Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

34.19 Other Bank Balances

Other bank balances include deposits held with financial institutions with original maturities of more than 12 months.

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35. NOTES TO ACCOUNTS

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

35.1 Deferred Tax Assets (Net)

The following are the major components of deferred tax assets recognized by the company (₹ in lakhs)

| Particulars | 31-03-2023 | 31-03-2022 |
|--|------------|------------|
| Unabsorbed Depreciation as per Income Tax Act | 2468.68 | 2688.82 |
| Carry forward loss as per Income Tax Act | 367.29 | 706.71 |
| Carried forward Capital Loss as per Income Tax Act | 124.04 | 124.04 |
| Difference in carrying amounts of fixed assets as per Companies Act and Income Tax Act | (220.70) | (165.05) |
| Other timing differences | 5.34 | 13.14 |
| MAT Credit | 219.83 | 122.11 |
| Deferred Tax Assets | 2964.48 | 3489.78 |

a. Reconciliation of Tax Expenses

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below: (₹ in lakhs)

| Particulars | Year ended | |
|--|------------|------------|
| | 31-03-2023 | 31-03-2022 |
| Profit before Income Tax | 1316.81 | 764.85 |
| Enacted tax rate in India (%) | 27.82 | 27.82 |
| Computed expected tax expense | 219.83 | 122.11 |
| MAT credit recognised | (219.83) | (122.11) |
| Tax effect due to brought forward of losses | - | 90.67 |
| Effect of reversal of deferred tax assets | 745.13 | (530.10) |
| Income Tax expense (as per Statement of P & L) | 745.13 | (530.10) |

Fair Value Hierarchy:

The fair value of assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in forced or liquidation sale.

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

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 asset or liability that are not based on observable market data (unobservable inputs)

Financial Instruments

| Particulars | 31-03-2023 | | | 31-03-2022 | | |
|--|------------|---------|-----------------|------------|---------|----------------|
| | Level 1 | Level 2 | Level 3 | Level 1 | Level 2 | Level 3 |
| Investments at Fair Value Through OCT (FVTOCI) | | | 12427.92 | | | 5944.52 |
| Total | | | 12427.92 | | | 5944.52 |

The Fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

1. Fair Value of cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to the short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to the account for the expected losses of these receivables.
3. Investments of equity shares valued at FVTOCI: The investee company is an unlisted company; the valuation is carried out by the independent valuer. Based on the valuation report, the fair value has been considered for the investments in equity shares. The methodology & key assumptions applied by the valuer as described below:
 - i. The Discounted Cash Flow method (DCF) is used to arrive at the fair value per share. The equity method expresses the present value of the business attributable to equity shareholders as a function of its future cash earning capacity. This methodology works on the premise that the value of a business is measured in terms of future cash flow streams, discounted to the present time at an appropriate discount rate.
 - ii. Discount rate applied: Considered Risk free return on investments is around 8%. Business investments which carry all types of risks needs to have an allowance for the risk factor and 4% additional allowance is considered adequate to cover the risk. This is based on Beta factor of 0.47 and risk premium of 8.53%. Thus 12% has been assumed as “Discounting factor” while arriving at the present value of future cash flows of investee company.

Capital management

For the purpose of the Company's capital management, capital includes issued capital, additional paid in capital and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to maximise the shareholder value.

In order to achieve this overall objective, the company's capital management, amongst other things, aims to ensure that it meets its liabilities due. The Company manages its capital structure and adjusts considering changes in economic conditions and the requirements of the financial covenants. The Company being debt-free, capital gearing ratio is not applicable.

Risk Management Framework

The Company's businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management policies act as an effective tool in mitigating the various financial risks to which the business is exposed to during their daily operations. The risk management policies cover areas such as liquidity risk, foreign exchange risk, interest rate risk, counterparty and concentration of credit risk and capital management. Risks are identified through a formal risk management programme with active involvement of senior management personnel and business managers. The Company has in place risk management processes in line with the Company's policy. Each significant risk has a designated 'owner' within the Company at an appropriate senior level. The potential financial impact of the risk and its likelihood of a negative outcome are regularly updated.

The overall internal control environment and risk management programme including financial risk management is reviewed by the Audit Committee on behalf of the Board.

The risk management framework aims

- improve financial risk awareness and risk transparency,
- identify, control, and monitor key risks.
- identify risk accumulations.
- provide management with reliable information on the Company's risk situation.
- improve financial returns.

Notes to Standalone Accounts

a) Finance Risk

The Company's Board approved financial risk policies comprise liquidity, currency, interest rate and counterparty risk. The Company does not engage in speculative treasury activity but seeks to manage risk and optimize interest through proven financial instruments.

b) Interest Rate Risk

The borrowings of the Company are denominated in Indian Rupees and principally at fixed interest rates. These exposures are reviewed by appropriate levels of management on a monthly basis.

c) Counterparty and concentration of credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company is exposed to credit risk from its operating activities primarily trade receivables and from its investing activities including deposits with banks, for receivables, cash and cash equivalents, short-term investments, financial guarantees. Credit risk on receivables is limited on the credit limit allowed to each counter party is based on their financial strength and payment performance. This credit limit is assessed on a

periodic basis and necessary adjustments being done.

None of the Company's cash equivalents, including time deposits with banks, are past due or impaired. Regarding trade and other receivables, and other non-current assets, there were no indications as at March 31, 2020, that defaults in payment obligations will occur. The credit quality of the Company's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. The solvency of customers and their ability to repay the receivable is considered in assessing receivables for impairment. Where receivables are impaired, the Company actively seeks to recover the amounts in question and enforce compliance with credit terms.

d) Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for maintenance of liquidity (including quasi liquidity), continuity of funding as well as timely settlement of debts. In addition, policies related to mitigation of risks are overseen by senior management. Management monitors the Company's net liquidity position based on expected cash flows vis- a- vis debt service fulfilment obligation.

35.2 Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(₹ in lakhs)

| As at March 31, 2023 | Less than 1 year/ On Demand | 1 to 5 years | More than 5 years | Total |
|-----------------------------|--------------------------------|-----------------|----------------------|----------|
| Loan repayable on demand | 158.25 | | | 158.25 |
| Trade payables | 582.70 | 28.21 | | 628.91 |
| Other financial liabilities | 17961.14 | | | 17961.14 |
| Security Deposits | 30.00 | | | 30.00 |

(₹ in lakhs)

| As at March 31, 2022 | Less than 1 year/ On Demand | 1 to 5 years | More than 5 years | Total |
|-----------------------------|--------------------------------|-----------------|----------------------|----------|
| Loan repayable on demand | 1042.74 | | | 1042.74 |
| Trade payables | 324.51 | 122.43 | | 446.94 |
| Other financial liabilities | 17980.32 | | | 17980.32 |
| Security Deposits | 30.00 | | | 30.00 |

Notes to Standalone Accounts

e) Exposure in Foreign Currency

(₹ in lakhs)

| Particulars | Years | Foreign Denomination | Foreign Currency | Local Denomination | Local Currency |
|----------------------|---------------|----------------------|------------------|--------------------|----------------|
| Overseas Creditors | Current year | Yen | 2.80 | INR | 1.73 |
| | Previous year | Yen | 7.65 | INR | 5.31 |
| | Current year | SGD | 0.005 | INR | 0.30 |
| | Previous year | SGD | NIL | INR | NIL |
| | Current year | GBP | 0.023 | INR | 2.29 |
| | Previous year | GBP | NIL | INR | NIL |
| | Current year | USD | 4.37 | INR | 358.52 |
| | Previous year | USD | 1.82 | INR | 136.45 |
| Advance to suppliers | Current year | USD | 1.25 | INR | 89.98 |
| | Previous year | USD | NIL | INR | NIL |

35.3 Related Party disclosure in accordance with as per Ind AS 24:

a) Names of related parties and description of relationship

| Particulars | Remarks |
|--|---|
| (i) Related parties where control exists | - Bharat Energy Ventures Pvt. Ltd. |
| (ii) Other related parties in transactions with the company | |
| a. Joint Venture/Partnership | - Nil |
| b. Key Managerial Personnel (KMP) | - 1. Mr. Ajit G Nambiar, Chairman & Managing Director 2. Mr. TLM Rangachar, Chief Financial Officer 3. Mrs. Deepika N Bhandiwad, Company Secretary |
| (iii) Directors | 1. Mrs. Anju Chandrasekhar, Director (Relative of Mr. Ajit G Nambiar) 2. Mr. Nowroz J Cama, Independent Director 3. Dr. Chandan Juneja, Independent Director 4. Mr. C K Sabreeshan, Independent Director 5. Mr. Sukumar Rangachari, Non-Executive Independent Director |
| (iv) Relative of KMP | - Mrs. Anju Chandrasekhar |
| (v) Others | |
| a. Enterprises owned or significantly influenced by Key Management Personnel or their relatives, where transactions have taken place | - 1. Bharat Energy Ventures Private Limited 2. BPL Telecom Private Limited 3. BPL Techno Vision Private Limited 4. Electronic Research Private Limited 5. Dynamic Electronics Private Limited |

Notes to Standalone Accounts

b) Related Party Transactions as at March 31, 2023

(₹ in lakhs)

| Sl. No. | Related party | Opening Balance | Transactions | Closing Balance | Relationship | Nature of Transaction |
|-----------|--|-----------------|--------------|-----------------|---|---|
| 1. | Bharat Energy Ventures Private Limited | 5822.08 | | 5822.08 | Company in which Directors have control | Advance to Subsidiary |
| | | (5,822.08) | | (5822.08) | | |
| 2. | BPL Telecom Private Limited (BTPL) | 254.08 | (4.23) | 249.85 | Company in which Directors have control | Sale of PCBs |
| | | (247.48) | (6.60) | (254.08) | | |
| | | 1250.00 | | 1250.00 | | Share application money |
| | | (1250.00) | | (1250.00) | | |
| | | 1884.89 | 805.25 | 1884.89 | | |
| (1079.64) | | (1884.89) | | | | |
| 3. | BPL Techno Vision Private Limited | (20.31) | (20.31) | 0 | Company in which Directors have control | Purchases |
| | | (4.07) | (24.38) | (20.31) | | |
| 4. | Electronic Research Private Limited | (339.92) | 23.05 | (316.87) | Company in which Directors have control | Financial Liability of Transfer of Investment |
| | | (10845.08) | (11185.00) | (339.92) | | |
| | | | 41.51 | | | Rent paid |
| | | | (0) | | | |
| | | 7.13 | | 7.13 | | |
| (7.13) | | (7.13) | | | | |
| 5. | Dynamic Electronics Private Limited | 1311.00 | | 1311.00 | Company in which Directors have control | Rent Deposit |
| | | (1311.00) | | (1311.00) | | |

Figures in bracket relates to previous year as on 31.03.2022.

Note: The above transactions have been carried at arm's length price.

c) Amount due from companies in which director is a director

(₹ in lakhs)

| Sl. No. | Company name | Balance as on 31.03.2023 | Balance as on 31.03.2022 | Maximum outstanding anytime during the Current year | Nature of Transactions |
|---------|--|--------------------------|--------------------------|---|------------------------------|
| 1. | Bharat Energy Ventures Private Limited | 5822.08 | 5822.08 | 5822.08 | Advance paid |
| 2. | BPL Telecom Private Limited | 3134.89 | 3388.97 | 3388.97 | Advance for purchase of land |
| 3. | Dynamic Electronics Private Limited | 1311.00 | 1311.00 | 1311.00 | Advance paid |

** The Company has advanced a sum of Rs.5822.08 Lakhs to Bharat Energy Ventures Pvt Limited (BEVPL), a holding company of a Power generating company and the Board has decided to seek equity shares of BEVL by converting the said advance paid by the company

35.4 The company entered a transaction of purchase of land measuring 892.52 cents situated at Palakkad from BPL Telecom (BTPL) for approximate value around Rs. 40 crores. Since this transaction attracts Section 188 of the companies Act, 2013, the special resolution has been passed by BTPL in Extraordinary General Meeting (EGM)

held on 12.10.2016 at Palakkad for sale of property by BTPL.

35.5 Deposit Includes fixed deposits with banks Rs 71.86 Lacs marked as lien for Bank Guaranties to The Assistant Commissioner of Customs, and VAT Department issued by Union Bank of India (e w Andhra bank)

Notes to Standalone Accounts

35.6 Share Capital

Share Capital includes 69,848 Equity Shares of Rs 10/- each allotted as Fully Paid Up for consideration other than cash and 96,50,000 Equity Shares of Rs 10/- each allotted as Bonus Shares by Capitalization of General Reserve during an earlier period.

During FY 2022-23, 48,673 shares were issued at face value of Rs.10 under employee stock option.

35.7 Provisions

| Particular | As on 31.03.2023 | As on 31.03.2022 |
|--|---------------------|---------------------|
| Opening Balance | 226.22 | 190.02 |
| Additional Provision For the year | 26.10 | 36.20 |
| Provision utilised / withdrawn during the year | 36.03 | - |
| Closing balance | 216.29 | 226.22 |

35.8 Borrowings

Land and building including Factory in Plot No 28-B and 29 at Doddaballapur Industrial Area situated in Sy Nos 79, 92 and 93, KIADB of Veerapura Village, Kasaba Hobli, Doddaballapur Taluk, Bangalore District, admeasuring 3,40,627.85 sq fts (7.82 acres) and building plinth area of 16903.96 sq ft (Tentatively valued at INR 31.36Cr) and 2 apartments (Flat No.3D) at the Complex named Sundale Apartments admeasuring 1940 sq ft located at Municipal No. 55 (No.55 & 56) at the Osborne Road, Ulsoor, Bangalore are mortgaged for the purpose of Secured Overdraft of Rs.15.00 Crores and Rs13 Crores of non fund based LC limited from Union Bank of India (erstwhile Andhra Bank.) The above limits are further secured by hypothecation of inventories and book debts.

35.9 1,69,58,682 Non- Convertible, Non-Cumulative 0.001% Preference Shares of Rs. 100/- each, were allotted on 23rd September 2005, pursuant to the Scheme of Arrangement approved by the Hon. High Court of Kerala, Ernakulam. Out of which, 1,41,24,682 shares are redeemable in four equal installments at the end of the 11th,12th,13th and 14th year and the balance of 28,34,000 shares are redeemable in ten equal installments commencing from 31st March 2008. The Company is yet to redeem these preference shares and the amount outstanding as on 31st March 2021, was Rs.169.59 crores. The Company is making

arrangements for the redemption of the above and the same will be redeemed in due course.

35.10 Employee Benefits:

a. Actuarial Risk

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

b. Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

c. Liquidity Risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company, there can be strain on the cash flows.

d. Market Risk

Market risk is a collective term for risks that are related to the changes and fluctuations of the

Notes to Standalone Accounts

financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

e. Legislative Risk/Regulatory Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation.

And the same will have to be recognized immediately in the year when any such amendment is effective.

f. Interest Rate Risk:

The defined benefit obligation calculated uses a

discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

g. Salary inflation risk

Higher than expected increases in salary will increase the defined benefit obligation.

h. Demographic risks:

This is the risk of volatility of results due to unexpected nature of decrements that include mortality attrition, disability, and retirement. The effect of this decrement on the DBO depends upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short caring employees will be less compared to long service employees.

- i) Contribution to Defined Benefit Plan, recognised as expense for the year: Rs.13.42 lakhs.
- ii) Note on defined benefit plans

● Reconciliation of opening and closing balances of Defined Benefit Obligations (DBO):

(₹ in lakhs)

| Particulars | 31-03-2023 | 31-03-2022 |
|--|---------------|---------------|
| Present value of DBO at beginning (opening) | 235.49 | 226.37 |
| Current Service Cost | 20.13 | 13.42 |
| Interest Cost | 16.34 | 15.93 |
| Benefit payments from plan | (34.22) | - |
| Benefit payments from employer | - | - |
| Actuarial (Gains)/Loss | 11.58 | (20.26) |
| Present Value of DBO at the ending period | 249.32 | 235.49 |

● Reconciliation of opening and closing balances of fair values plan assets

(₹ in lakhs)

| Particulars | 31-03-2023 | 31-03-2022 |
|--|------------|------------|
| Fair Value of Plan Assets at end of prior year | 15.05 | 4.71 |
| Difference in opening balance | 0.00 | 0.00 |
| Expected Interest income of assets | 1.73 | 0.69 |
| Employer Contribution | 50.34 | 10.21 |
| Benefits Payouts from plan | (34.22) | - |
| Benefits from Employer | 0.00 | 0.00 |
| Actuarial gain/(Loss) | 0.30 | (0.55) |
| Fair Value of assets at the End | 33.20 | 15.05 |
| Actual Return on Plan Assets | 2.03 | 0.14 |

Notes to Standalone Accounts

● **Reconciliation of Net defined benefit asset / (liability) recognised in the Balance Sheet:** (₹ in lakhs)

| Particulars | 31-03-2023 | 31-03-2022 |
|---|------------|------------|
| Net Balance sheet Asset/(Liability) Recognised at beginning | (220.44) | (21.67) |
| Amount Recognised in Accumulated Other Comprehensive Income/Loss at the beginning of the period | 5.62 | (14.09) |
| (Accrued)/ Prepaid benefit cost(Before adjustment) at beginning of the period | (226.05) | (207.58) |
| Net Periodic Benefit (Cost)/Income for the period | (34.73) | (28.67) |
| Employer Direct Benefits Payments | 0.00 | 0.00 |
| Employer Contribution | 50.34 | 10.21 |
| (Accrued)/ Prepaid benefit cost (Before Adjustment) at end of period | (210.45) | (226.05) |
| Amount Recognised in Accumulated Other Comprehensive Income/Loss at the end of the period | (5.67) | 5.61 |
| Net Balance Sheet Asset/Liability Recognised at the end of the period | (216.12) | (220.44) |

- Net defined benefit expense recognised in the Statement of Profit and Loss: Rs. 47.64 lakhs
- Re-measurement effect recognised in Other Comprehensive Income : Rs. (5.67) lakh.

● **Broad categories of plan assets as a percentage of total assets:**

| Asset Distribution as at | 31-03-2023 (in %) | 31-03-2022 (in %) |
|-----------------------------------|----------------------|----------------------|
| Govt Securities (Central & State) | 0.00 | 0.00 |
| High quality Corporate Bonds | 0.00 | 0.00 |
| Equity Shares of Listed Cos | 0.00 | 0.00 |
| Property | 0.00 | 0.00 |
| Special deposits | 0.00 | 0.00 |
| Others (PSU) | 0.00 | 0.00 |
| Assets under Insurance Schemes | 100.00 | 100.00 |
| Total | 100.00 | 100.00 |

- Principal assumptions used in determining defined benefit obligation:
One of the principal assumptions is the discount rate, which should be based upon the market yields available on Government Bonds at the accounting date with a term that matches that of the liabilities.

● **The financial and demographic assumptions employed for the calculations as at the end of previous period and current period are as follows:**

| Assumptions | 31-03-2023 (in %) | 31-03-2022 (in %) |
|---------------------------|---|----------------------|
| Discount rate | 7.56 | 7.48 |
| Expected return on assets | 7.48 | 7.04 |
| Salary escalation | 10.00 | 10.00 |
| Attrition rate | 5.00 | 5.00 |
| Mortality | Indian Assured Lives Mortality (2012-14) Ultimate | |

Notes to Standalone Accounts

- Quantitative sensitivity analysis for significant assumptions; (Discount rate/ Salary Rate / Attrition rate):**

How the Defined DBO would have been affected by 100 basis points changes in the actuarial assumptions namely discount rates, salary growth, Attrition & Mortality is shown below:

| Information as required under Ind As 19 | 31-03-2023 | | |
|---|-------------------|------------------------|-----------------|
| | % increase in DBO | Liability (₹ in lakhs) | increase in DBO |
| Discount Rate +100 basis points | (6.99) | 231.89 | -17.44 |
| Discount Rate -100 basis points | 8.08 | 269.32 | 19.99 |
| Salary Growth +100 basis points | 6.29 | 269.54 | 15.22 |
| Salary Growth -100 basis points | (6.05) | 234.66 | (14.66) |
| Attrition Rate +100 basis points | (1.21) | 246.44 | (2.88) |
| Attrition Rate-100 basis points | 1.37% | 252.61 | 3.29 |
| Mortality Rate 10% up | (0.05) | 249.21 | (0.12) |

- Maturity profile of defined benefit obligation:**

"The company has started funding the liability through the medium of an insurance company."&" Regular assessment is made by the insurance co of the increase in liability under certain assumptions"&" and contributions are being made to maintain the fund."&" subject to credit risk of the insurance co & asset liability mismatch risk of the investments, The Company will not be able to meet the past service liability on the valuation date that fall due during the first year

a) Expected Contributions to the plan in the financial year 2023-24 is Rs.28.24 lakhs.

(₹ in lakhs)

| Description | 31-03-2023 | 31-03-2022 |
|---|--|--|
| Information on the maturity profile of the liabilities given below | | |
| Weighted average duration of the DBO | 13.64 | 13.68 |
| Projected Benefit Obligation | 249.32 | 235.49 |
| Accumulated Benefits Obligation | 112.34 | 105.66 |
| | 31-03-2023 | |
| Five Year Payouts | Discounted values / Present value | Undiscounted values/ Actual value |
| Year (i) | 29.74 | 36.41 |
| Year (ii) | 14.89 | 16.53 |
| Year (iii) | 18.16 | 21.40 |
| Year (iv) | 21.42 | 26.89 |
| Year (v) | 10.31 | 14.35 |
| Next 5 Year Payouts (6-10 yrs) | 67.38 | 109.83 |
| Payouts above Ten Years | 87.42 | 301.45 |
| Vested Benefit Obligation as on 31- Mar-18 | 237.44 | |

b) Information on the maturity profile of the liabilities given below as on 31-03-2023

| | |
|------------------------------------|--------------|
| 1. Project Benefit Obligation | 249.32 lakhs |
| 2. Accumulated Benefits Obligation | 112.54 lakhs |

Notes to Standalone Accounts

35.11 Components of Director's Remuneration

(₹ in lakhs)

| Sl. No. | Particulars | 31 st March | |
|---------|---|------------------------|--------------|
| | | 2023 | 2022 |
| A. | Basic | 60.00 | 60.00 |
| B. | Perquisites | | |
| | Medical | 0.40 | 0.40 |
| | Perquisite value of rent free accommodation/HRA | 6.00 | 6.00 |
| | Special Allowance / Pay / Food coupon | 20.07 | 20.07 |
| | Leave Travel Allowance | 6.00 | 6.00 |
| | Total of B | 92.47 | 92.47 |
| C. | Employer's Statutory Contributions | | |
| | Provident Fund (12% of Basic) | 7.20 | 7.20 |
| | Gratuity Fund | - | - |
| | Medical Insurance Premium | - | - |
| | Total of C | 7.20 | 7.20 |
| D. | Performance Pay / Bonus | | |
| | Performance Pay / Bonus (KRA) | NA | NA |
| | Performance Pay / Bonus (Company's performance) | NA | NA |
| | Grand Total | 99.67 | 99.67 |

35.12 There is only one Micro and Small Enterprises (M/s Autograph) to whom the company owes dues Rs.18 Lakhs, which are outstanding for more than 45 days as at 31st March 2023. This information, as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified based on information available with the company.

35.13 An unsecured claimant obtained an order against the Company from the single Bench of the Honorable High Court of Delhi, confirming the order of a Sole Arbitrator. The Company has filed an appeal against the said order

with the Division Bench of Honorable High Court of Delhi. The Company is hopeful of getting a favorable order on merit; hence, no provision is made in the books of accounts for the claim..

35.14 The Company has advanced a sum of Rs.5822.08 Lakhs to Bharat Energy Ventures Pvt Limited (BEVPL), a holding company of a Power generating company and the Board has decided to seek equity shares of BEVL by converting the said advance paid by the company. However, in view of the interim restraint order of the High Court of Delhi which prohibits further investment in any other entity's shares the company has informed BEVL not to issue shares till the said interim order is set aside.

35.15 Quantitative Particulars

Particulars of Opening and Closing Stock of Finished Goods after Adjusting Returns

| Products | 2022-23 | |
|-------------------------------------|---------------------|---------------------|
| | Opening Stock (Sqm) | Closing Stock (Sqm) |
| Printed Circuit Board (Unpopulated) | 1998 | - |

a. Production

| Products | Installed | Actual production | |
|-------------------------------------|----------------|-------------------|---------------|
| | Capacity (Sqm) | 2021-23 (Sqm) | 2020-22 (Sqm) |
| Printed Circuit Board (Unpopulated) | 6,00,000 | 201751 | 195871 |

Notes to Standalone Accounts

b. Sales

(Qty. in Sqm / Value in lakhs)

| Products | 2022-23 | | 2021-22 | |
|----------|----------|-------|----------|-------|
| | Quantity | Value | Quantity | Value |
| PCBs | 83445194 | 4120 | 93392697 | 3700 |

c. Purchases

(Qty. in Sqm / Value in lakhs)

| Consumer Durable Products | 2022-23 | | 2021-22 | |
|---------------------------|----------|-------|----------|-------|
| | Quantity | Value | Quantity | Value |
| ***Spares | *** | 1.82 | *** | 25.17 |

d. Sales

(Qty. in Nos./ Value in lakhs)

| Products | 2022-23 | | 2021-22 | |
|--|----------|-------|----------|-------|
| | Quantity | Value | Quantity | Value |
| Consumer Durable Products ***Speakers/lighting products | *** | 54.05 | *** | 23.29 |

e. Stocks

(Qty. in Nos./ Value in lakhs)

| Consumer Durable Products | 2022-23 | | 2021-22 | |
|---------------------------|----------|-------|----------|-------|
| | Quantity | Value | Quantity | Value |
| Opening stock | *** | 34.43 | *** | 3700 |
| Closing stock | *** | 25.53 | *** | 34.43 |

*This does not include the quantity of LED lighting products

f. Cost of Goods sold

| | 31-03-2023 | 31-03-2022 |
|---------------------------|------------|------------|
| Consumer Durable Products | 6 | 24 |
| PCBs | 3029 | 2641 |

g. Foreign Exchange outflow

| | 31-03-2023 | 31-03-2022 |
|--------------|------------|------------|
| Raw material | 1851.00 | 1986.00 |
| Travel | 8.12 | 2.95 |

Notes to Standalone Accounts

35.16 Ratios

| Ratio | Numerator | Denominator | Current Period | Previous Period | Variance (%) | Reason for Variance |
|----------------------------------|--|----------------------------------|----------------|-----------------|--------------|--------------------------------|
| Current Ratio | Current Assets | Current Liabilities | 0.53 | 0.51 | 4.59 | - |
| Debt-equity ratio | Total Debt | Shareholder's funds | 0.74 | 1.11 | (33.36) | Increase in OCI |
| Debt Service coverage ratio | Earnings available for debt service | Debt Service | 0.05 | 0.10 | (45.87) | Reduction in PAT |
| Return on equity ratio | Net Profit after tax | Average Shareholder's Equity | 0.06 | 0.08 | (27.22) | Reduction in PAT |
| Inventory Turnover ratio | Sales | Average Inventory | 8.27 | 6.46 | 28.01 | Increase in Raw material Stock |
| Trade receivables turnover ratio | Revenue | Average Trade Receivable | 4.61 | 3.77 | 22.22 | Increase in Receivables |
| Trade payables turnover ratio | Purchase of goods, Service, and other expenses | Average Trade payables | 14.17 | 13.80 | 2.65 | |
| Net Capital turnover ratio | Revenue | Working capital | 0.69 | (0.50) | 37.39 | Increase in working capital |
| Net profit ratio | Net profit | Revenue | 0.09 | 0.26 | (64.98) | Reduction in PAT |
| Return on Capital Employed | Earnings before interest and taxes | Capital Employed | 0.06 | 0.06 | 9.18 | |
| Return on Investment | Income generated from investment | Time weighted average investment | 0.31 | 0.20 | 52.82 | Increase in OCI |

35.17 The company had requested for the confirmation of balance from all the debtors, Confirmations received have been tied/reconciled. Amounts due to creditors have been reconciled with amounts confirmed by major parties. Group companies' accounts are subject to confirmation and reconciliation.

35.18 Previous year's figures have been regrouped / reclassified, wherever necessary, to correspond with the current year's classification / disclosure.

See accompanying notes to the standalone financial statements

As per our report attached

for MKUK & Associates
Chartered Accountants
Firm's Registration No: 0501135



Manoj Kumar UKN
Partner
M. No. 091730

May 29, 2023
Bangalore

For and on behalf of the Board



Ajit G Nambiar
Chairman & Managing Director
(DIN: 00228857)



TLM Rangachar
Chief Financial Officer



Nowroz J Cama
Director
(DIN:08772755)



Deepika N Bhandiwad
Company Secretary

Consolidated Independent Auditors' Report

To the Members of M/s. BPL LIMITED

Report on the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated IndAS financial statements of M/s BPL Limited ("the Company") which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and subject to the possible impact of matters mentioned in "Basis for Qualified Opinion" paragraph below, the aforesaid consolidated 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

1. The company is yet to redeem preference shares amounting to Rs. 16958.68 lacs, which had fallen due for redemption in August 2019.
2. The Company is yet to contribute a sum of Rs. Rs. 216.12 lacs (previous year Rs.250.94 lacs) which has accrued during earlier years towards Group gratuity policy maintained with LIC as required under Payment of Gratuity Act.
3. The financial statements of a subsidiary BPL Power Projects (AP) Pvt Ltd, audited by us, which is consolidated with the Company are prepared based on going concern assumption. Considering various matters, we are of the view that the

factors underlying the going concern assumption no longer exist.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The following key audit matters were identified and communicated to management

1. Revenue from Brand licensing agreement.

Revenue from Brand licensing is accounted based on minimum guarantee terms of agreement with customer. We have relied on confirmation of balance from party to obtain sufficient assurance that the revenue booked is in agreement with amounts accounted by the party. Reconciliation of quantity details are in progress.
2. Capital Work in Progress - Project Work in progress of subsidiary Company Bharat Energy Venture Private Limited

Consolidated Independent Auditors' Report

amounting to Rs.13.35 crores represents project work in progress which is pending transfer to the BPL Power Projects (AP) Pvt Ltd for Capitalization therein. Management of the company represents that the above is fully recoverable from the subsidiary and is considered good and realizable.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Consolidated 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 consolidated IndAS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate

implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting

Consolidated Independent Auditors' Report

from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We have audited the accounts of the 2 subsidiaries whose accounts were consolidated, having total assets of Rs. 49367.25 lacs and combined revenue of Rs. 8.39 lacs

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

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.

- a. 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

Consolidated Independent Auditors' Report

- b. The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- c. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d. On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- e. 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- 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 the best of our information and according to the explanations given to us:
1. The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial
 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 4. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
5. Provison to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

for MKUK & Associates

Chartered Accountants

Firm's registration number: 050113S



Manoj Kumar UKN

Partner

Bangalore

29th May, 2023

M.No: 091730

UDIN: 22091730AJVRVE2384

Consolidated Independent Auditors' Report

Annexure - A to the Consolidated Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Consolidated Ind AS financial statements for the year ended 31 March 2023.5.24, We report that:

There are no qualification or material adverse remarks in CARO reports of Subsidiary Companies considered for consolidation. The adverse comments in CARO report of parent company are as reproduced below:

1. (a) According to the records of the Company and information and explanation given to us, the Company is generally

regular in remittance of undisputed statutory dues including Income Tax Deducted at Source, Provident Fund, Employees State Insurance, Sales Tax, Service Tax, Goods And Service Tax (GST), excise Duty, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, undisputed amounts payable in respect of customs duty amounting to Rs.116.11Lacs + interest totaling Rs.289.88 lacs were outstanding, as at 31st March 2023, for a period of more than six months from the dates on which they became payable.

(b) The following dues towards Value added tax, GST, customs duty, excise duty, and service tax have not been deposited on account of dispute/appeals:

Nature of dispute and the forum to be elaborated as mentioned in the stand alone report

| Name of Dues | Nature of Dispute | Amount (Rs. in Lakhs) | Forum where pending |
|----------------|---|-----------------------|--------------------------------------|
| Central Excise | Demand of duty on clearance of CTV parts / components / sub-assemblies in SKD condition to OEMs | 271.48 | Commissioner Appeals |
| Central Excise | Demand of duty at Higher rate for clearance of CENVAT availed inputs | 19.87 | Commissioner Appeals |
| Central Excise | Duty Exemption on DC Defibrillator | 56.42 | Commissioner Appeals |
| Central Excise | Penalty due to Non inclusion of amortised cost in value of Plastic parts | 34.72 | CESTAT |
| Service Tax | Demand of Service Tax & Penalty on manpower services provided by BPL to SBPL | 98.48 | Tribunal |
| Customs duty | Entitlement to exemption for parts of Defibrillator | 328.48 | High Court of Kerala |
| Customs duty | Entitlement to exemption for parts of Defibrillator | 299.14 | Tribunal |
| Customs duty | Levy of duty of Bonded goods since abandoned | 33.33 | Tribunal |
| SalesTax/VAT | Disallowance of Rebates & Discounts | 239.64 | MP Commercial Tax Appellate Board |
| SalesTax/VAT | Turnover differences, stock transfer rejection | 703.21 | Supreme Court |
| SalesTax/VAT | Demand due to various disallowances which ACT | 709.97 | Revision Board |
| SalesTax/VAT | Demand due to various disallowances which ACT | 184.19 | Additional Commissioner |
| SalesTax/VAT | Assessment Demand which ACT | 145.16 | DCCT (Appeals) |
| SalesTax/VAT | Demand due to various disallowances which ACT | 379.93 | Tribunal |
| SalesTax/VAT | Demand due to various disallowances which ACT | 538.00 | High Court of Kerala |
| FEMA | Demand u/s. 10(6) & 7 | 140.00 | Special Director (A), Chennai |
| FEMA | Demand for non submission of Bill of Entry to Banks | 50.00 | Tribunal |
| Income Tax | Various Disallowances on assessment | 11562.40 | Appeal before Income Tax Authorities |

Consolidated Independent Auditors' Report

Annexure - B to the Auditors' Report

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 BPL Limited ("the Company") as of 31 March 2023 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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.

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

Consolidated Independent Auditors' Report

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 financial statements.

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, based on the internal control over financial reporting criteria established by the Company considering essential components of internal control stated in the Guidance Note On Audit Of Internal Financial Controls over Financial Reporting is issued by the Institute Of Chartered Accountants of India, needs to be improved.

for MKUK & Associates

Chartered Accountants

Firm's registration number: 050113S



Manoj Kumar UKN

Partner

Bangalore

29th May, 2023

M.No: 091730

UDIN: 22091730AJVRVE2384

Consolidated Balance Sheet

(₹ in lakhs)

| Particulars | Note No. | As at | |
|--|----------|------------------------------|------------------------------|
| | | 31 st March, 2023 | 31 st March, 2022 |
| I. ASSETS | | | |
| 1. Non Current Assets | | | |
| (a) Property, Plant and Equipment | 1 | 3,317.63 | 3038.33 |
| (b) Capital Work-in-progress | 2 | 30,887.49 | 30,872.79 |
| (c) Investment Property | 3 | 187.56 | 208.41 |
| (d) Other Intangible Assets | 4 | 1.62 | 1.83 |
| (e) Goodwill on consolidation | | 2,308.70 | 2,308.70 |
| (f) Financial Assets | | | |
| (i) Investments | 5 | 12,427.92 | 5,944.52 |
| (ii) other financial assets | 5A | 3,134.89 | 3,134.89 |
| (g) Deferred tax assets (net) | 6 | 2,964.47 | 3,489.77 |
| (h) Other non-current assets | 7 | 322.66 | 341.16 |
| 2. Current assets | | | |
| (a) Inventories | 8 | 438.97 | 582.10 |
| (b) Financial Assets | | | |
| (i) Trade receivables | 9 | 1,387.76 | 1,305.40 |
| (ii) Cash and Cash equivalents | 10 | 87.29 | 49.19 |
| (iii) Bank Balances other than (ii) above | 11 | 71.86 | 15.13 |
| (iv) Other financial assets | 12 | 0.73 | 0.69 |
| (c) Current Tax Assets (Net) | 13 | 741.80 | 763.97 |
| (d) Other Current Assets | 14 | 1,643.75 | 1,574.77 |
| Total Assets | | 59,925.10 | 53,631.64 |
| II. EQUITY AND LIABILITIES | | | |
| 3. Equity | | | |
| (a) Equity Share capital | 15 | 4,897.67 | 4,890.69 |
| (b) Other Equity | 16 | 18,699.61 | 11,718.57 |
| (c) Non-Controlling Interest | 17 | 13,480.03 | 13,483.22 |
| 4. Liabilities | | | |
| i) Non-current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 18 | 2,127.37 | 2,076.28 |
| (ii) Other financial assets | | | |
| (b) Provisions | 19 | 176.59 | 212.62 |
| ii) Current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 20 | 158.15 | 1,042.74 |
| (ii) Trade payables | 21 | | |
| (a) Total Outstanding dues of Micro and Small enterprises | | 18.00 | 4.90 |
| (b) Total Outstanding dues of Creditors other than Micro and small enterprises | | 1,925.80 | 1,774.54 |
| (iii) Other financial liabilities | 22 | 18,024.10 | 18,043.18 |
| (b) Other current liabilities | 23 | 378.07 | 371.31 |
| (c) Provisions | 24 | 39.70 | 13.60 |
| Total Equity and Liabilities | | 59,925.10 | 53,631.64 |
| Contingent Liabilities and Commitments | 25 | 17,536.31 | 17,407.89 |

See accompanying notes to the consolidated financial statements

As per our report attached

for **MKUK & Associates**

Chartered Accountants

Firm's Registration No: 050113S



Manoj Kumar UKN

Partner

M. No. 091730

For and on behalf of the Board



Ajit G Nambiar

Chairman & Managing Director

(DIN: 00228857)



Nowroz J Cama

Director

(DIN:08772755)



TLM Rangachar

Chief Financial Officer



Deepika N Bhandiwad

Company Secretary

May 29, 2023
Bangalore

Consolidated Statement of Profit and Loss

(₹ in lakhs)

| Particulars | Note No. | For the year ended | |
|---|----------|------------------------------|------------------------------|
| | | 31 st March, 2023 | 31 st March, 2022 |
| REVENUE FROM OPERATIONS (GROSS) | | | |
| I. Revenue from operations | 26 | 5,221.57 | 3,824.94 |
| II. Other Income | 27 | 988.75 | 1,093.11 |
| III. Total Income (I+II) | | 6,210.33 | 4,918.05 |
| IV. EXPENSES | | | |
| Cost of material consumed | 28 | 3,059.51 | 2,650.88 |
| Purchases of Stock-in-Trade | 29 | 1.79 | 24.37 |
| Changes in inventories of finished goods, Stock-in-Trade and work-in-progress | 30 | 6.31 | (9.67) |
| Employee benefits expenses | 31 | 762.83 | 729.83 |
| Finance costs | 32 | 153.95 | 174.25 |
| Depreciation and amortization expenses | 33 | 168.98 | 167.36 |
| Other expenses | 34 | 805.92 | 416.20 |
| Total Expenses | | 4,959.28 | 4,153.22 |
| V. Profit/(loss) before exceptional items and tax (I- IV) | | 1,251.04 | 764.84 |
| VI. Tax Expense: | | | |
| (1) Current Tax - MAT | | 219.83 | 122.11 |
| (2) MAT Credit Aailed | | (219.83) | (122.11) |
| (3) Deferred Tax | | 745.13 | (530.10) |
| VII. Profit/(Loss) for the period from continuing operations (VII-VIII) | | 505.91 | 1,294.94 |
| VIII. Other Comprehensive Income | | | |
| A (i) Items that will not be reclassified to profit or loss | | 6,483.40 | 357.58 |
| (ii) Gains/(losses) on defined benefit obligations | | (11.29) | (5.61) |
| (iii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| B (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| IX. Total Comprehensive Income for the period (VII+VIII) (comprising Profit/(Loss) and Other Comprehensive Income for the period) | | 6,978.02 | 1,646.91 |
| X. Profit attributable to : | | | |
| Owners of the Company | | 509.10 | 1,294.95 |
| Non controlling interests | | (32.25) | - |
| XI. Total Comprehensive Income attributable to : | | | |
| Owners of the Company | | 404.21 | 1,294.95 |
| Non controlling interests | | (32.25) | - |
| XII. Earnings per equity share (for continuing operation): | | | |
| (1) Basic | | 14.25 | 3.37 |
| (2) Diluted | | 14.25 | 3.37 |

See accompanying notes to the standalone financial statements

As per our report attached

for MKUK & Associates

Chartered Accountants

Firm's Registration No: 050113S

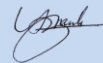


Manoj Kumar UKN

Partner

M. No. 091730

For and on behalf of the Board



Ajit G Nambiar

Chairman & Managing Director
(DIN: 00228857)



TLM Rangachar
Chief Financial Officer



Nowroz J Cama

Director
(DIN:08772755)



Deepika N Bhandiwad
Company Secretary

May 29, 2023
Bangalore

Consolidated Cash Flow Statement

(₹ in lakhs)

| Particulars | For the year ended | |
|--|------------------------------|------------------------------|
| | 31 st March, 2023 | 31 st March, 2022 |
| Cash flow from operating activities | | |
| Profit for the period | 1,251.04 | 764.85 |
| Adjustments to reconcile net profit to net cash provided by operating activities: | | |
| Depreciation and amortisation | 168.98 | 167.36 |
| (Profit) / loss on sale / write off of assets | (10.61) | 0.60 |
| Finance costs | 153.95 | 172.56 |
| Interest income | (12.90) | (5.83) |
| Dividend income | (842.00) | (1,031.45) |
| Rental income | (55.80) | (44.85) |
| Other adjustments | 1.01 | 14.32 |
| Changes in assets and liabilities | | |
| Decrease / (Increase) in Inventories | 143.13 | (6.02) |
| Decrease / (Increase) in Trade receivables | (82.36) | 261.87 |
| Decrease / (Increase) in financial and other assets | (266.68) | (3.38) |
| Decrease / (Increase) in Trade payable | 164.25 | (639.36) |
| Decrease / (Increase) in financial and other liabilities | 13.89 | 284.42 |
| Net cash generated by operating activities | <u>625.90</u> | <u>(64.92)</u> |
| Cash from from investing activities: | | |
| Purchase of property, plant and equipment, intangible assets (Net) | (441.93) | (22.95) |
| Proceeds from sale of property, plant and equipment | 16.77 | 0.04 |
| Intercorporate deposits | | (694.91) |
| Bank balances not considered as Cash and cash equivalents | (56.73) | (1.49) |
| Interest received | 12.90 | 5.83 |
| Dividend received from subsidiary | 842.00 | 1,031.45 |
| Rental Income | 55.80 | 44.85 |
| Net cash (used in) / from investing activities | <u>428.81</u> | <u>362.82</u> |

Consolidated Cash Flow Statement (Cont.)

(₹ in lakhs)

| Particulars | For the year ended | |
|---|------------------------------|------------------------------|
| | 31 st March, 2023 | 31 st March, 2022 |
| Cash flow from financing activities: | | |
| Share issued on exercise of employee stock options | 6.98 | 3.17 |
| Payment of dividends | (0.17) | (0.17) |
| Finance cost paid | (153.95) | (172.56) |
| Borrowing from others | 15.07 | 24.88 |
| Repayment of borrowings | (884.59) | (244.12) |
| Net cash used in financing activities | (1,016.66) | (388.80) |
| Net increase / (decrease) in cash and cash equivalents | 38.10 | (90.89) |
| Cash and cash equivalents at the beginning of the year | 49.19 | 140.08 |
| Cash and cash equivalents at the end of the period | 87.29 | 49.19 |
| Note to cash flow statement | | |
| 1. Components of cash and cash equivalents | | |
| (a) Cash on hand | - | 0.04 |
| (b) Balances with banks | | |
| (i) in current accounts | 32.03 | 29.29 |
| (ii) in deposit accounts | 55.26 | 19.86 |
| | 87.29 | 49.18 |

See accompanying notes to the standalone financial statements

As per our report attached

for **MKUK & Associates**

Chartered Accountants

Firm's Registration No: 050113S



Manoj Kumar UKN

Partner

M. No. 091730

May 29, 2023

Bangalore

For and on behalf of the Board



Ajit G Nambiar

Chairman & Managing Director

(DIN: 00228857)



TLM Rangachar

Chief Financial Officer



Nowroz J Cama

Director

(DIN:08772755)



Deepika N Bhandiwad

Company Secretary

Consolidated Statement of changes in Equity for the year ended 31-Mar-2023

A. EQUITY SHARE CAPITAL

(₹ in lakhs)

(1) Current Reporting Period March 31, 2023

| | Balance at the beginning of the current reporting period | Changes in Equity Share Capital due to prior period errors | Restated balance at the beginning of the current reporting period | Changes in equity share capital during the current year | Balance at the end of the current reporting period |
|---------------|--|--|---|---|--|
| No. of Shares | 48,905,903 | - | - | 69,848 | 48,974,751 |
| Amount | 4890.59 | - | - | 6.98 | 4897.57 |

(2) Previous Reporting Period March 31, 2022

| | Balance at the beginning of the previous reporting period | Changes in Equity Share Capital due to prior period errors | Restated balance at the beginning of the previous reporting period | Changes in equity share capital during the previous year | Balance at the end of the previous reporting period |
|---------------|---|--|--|--|---|
| No. of Shares | 48,884,818 | - | - | 21,085 | 48,905,903 |
| Amount | 4888.48 | - | - | 2.11 | 4890.59 |

B. OTHER EQUITY

(1) Current Reporting Period March 31, 2023

| Particulars | Reserve and Surplus | | | | Retained earnings | Fair valuation of investments | Excise of Share Options | Total Equity |
|--|---------------------|---------------|-----------------------------------|----------------------------|-------------------|-------------------------------|-------------------------|--------------|
| | Capital Reserve | Share Premium | Gain/(loss) on Defined obligation | Capital Redemption reserve | | | | |
| Balance at the beginning of the current reporting period | 0.50 | 2.24 | (5.61) | 5,333.00 | 2,529.10 | 3,839.42 | 19.92 | 11,718.56 |
| Profit for the period | - | - | (11.29) | - | 509.10 | 6,483.40 | - | 6,981.21 |
| Transfer on account of exercise of stock options | - | 7.40 | - | - | - | - | (7.40) | 0.00 |
| Employee stock compensation expense | - | - | - | - | (12.52) | - | (12.52) | 0.00 |
| Dividends | - | - | - | - | (0.17) | - | - | (0.17) |
| Changes in the controlling stake of the subsidiary | - | - | - | - | - | - | - | - |
| Balance at the end of the current reporting period | 0.50 | 9.64 | (16.90) | 5,333.00 | 3,050.55 | 10,322.82 | 0.00 | 18,699.61 |

Consolidated Statement of changes in Equity for the year ended 31-Mar-2023

(2) Previous Reporting Period March 31, 2022

(₹ in lakhs)

| Particulars | Reserve and Surplus | | | | Retained earnings | Fair valuation of investments | Excise of Share Options | Total Equity |
|---|---------------------|---------------|-----------------------------------|----------------------------|-------------------|-------------------------------|-------------------------|--------------|
| | Capital Reserve | Share Premium | Gain/(loss) on Defined obligation | Capital Redemption reserve | | | | |
| Balance as at April 1, 2021 | 0.50 | - | - | 5,333.00 | 1170.61 | 3481.84 | - | 9985.94 |
| Profit for the year | - | - | - | - | 1294.95 | - | - | 1289.34 |
| Remeasurement of the net defined benefit liability | - | - | (5.61) | - | - | - | - | 0.00 |
| Equity instruments through other comprehensive income | - | - | - | - | - | 357.58 | - | 357.58 |
| Transfer on account of exercise of stock options | - | 2.24 | - | - | - | - | (2.24) | 0.00 |
| Employees stock compensation expenses | - | - | - | - | - | - | 22.16 | 21.99 |
| Dividend and DDT | - | - | - | - | (0.17) | - | - | 0.00 |
| Changes in the controlling stake of the subsidiary | - | - | - | - | 63.71 | - | - | 63.17 |
| Balance as at March 31, 2022 | 0.50 | 2.24 | (5.61) | 5,333.00 | 2529.39 | 3839.42 | 19.92 | 11,718.56 |

See accompanying notes to the standalone financial statements

As per our report attached

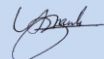
for MKUK & Associates
Chartered Accountants
Firm's Registration No: 050113S



Manoj Kumar UKN
Partner
M. No. 091730

May 29, 2023
Bangalore

For and on behalf of the Board



Ajit G Nambiar
Chairman & Managing Director
(DIN: 00228857)



TLM Rangachar
Chief Financial Officer



Nowroz J Cama
Director
(DIN:08772755)



Deepika N Bhandiwad
Company Secretary

Notes forming part of Consolidated Balance Sheet

NOTE 1 - PROPERTY PLANT AND EQUIPMENT

(₹ in lakhs)

| I. Gross Carrying Amount | | | | | | | |
|---------------------------------------|-----------------|-----------------|---------------------|--------------------|-----------------------|---------------|-----------------|
| Description of Assets | Land | Buildings | Plant and Machinery | Computer Equipment | Furnitures & Fixtures | Vehicles | Total |
| Balance as at 1st April 2022 | 1,231.92 | 682.40 | 2,584.37 | 914.10 | 1,649.37 | 381.79 | 7,443.93 |
| Additions | 0.00 | 346.56 | 83.59 | 1.08 | 0.69 | 0.00 | 431.92 |
| Disposals/Transfers | | 0.86 | 0.00 | 1.38 | 2.86 | 1.06 | 6.16 |
| Balance as at 31st March, 2023 | 1,231.92 | 1,028.10 | 2,667.96 | 913.80 | 1,647.20 | 380.73 | 7,869.69 |

| II. Accumulated Depreciation and impairment | | | | | | | |
|---|-----------------|---------------|---------------------|--------------------|-----------------------|---------------|-----------------|
| Description of Assets | Land | Buildings | Plant and Machinery | Computer Equipment | Furnitures & Fixtures | Vehicles | Total |
| Balance as at 1st April 2022 | 0.00 | 542.14 | 974.81 | 909.10 | 1,616.95 | 362.60 | 4,405.61 |
| Depreciation expense for the year | 0.00 | 15.01 | 127.39 | 0.05 | 0.31 | 3.70 | 146.46 |
| Eliminated on disposal of assets | | - | - | - | - | - | 0.00 |
| Deductions / Adjustments | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - |
| Balance as at 31st March, 2023 | 0.00 | 557.15 | 1,102.20 | 909.14 | 1,617.26 | 366.30 | 4,552.07 |
| III. Net carrying amount as of 31st March, 2023 (I-II) | 1,231.92 | 470.95 | 1,565.76 | 4.65 | 29.94 | 14.42 | 3,317.63 |

| I. Gross Carrying Amount | | | | | | | |
|---------------------------------------|-----------------|---------------|---------------------|--------------------|-----------------------|---------------|-----------------|
| Description of Assets | Land | Buildings | Plant and Machinery | Computer Equipment | Furnitures & Fixtures | Vehicles | Total |
| Balance as at 1st April 2021 | 99.34 | 682.40 | 2,574.68 | 913.65 | 1,649.37 | 381.79 | 6,301.22 |
| Additions | 1,132.58 | - | 22.50 | 0.45 | - | - | 1,555.52 |
| Disposals/Transfers | | - | 12.81 | - | - | - | 12.81 |
| Balance as at 31st March, 2022 | 1,231.92 | 682.40 | 2,584.37 | 914.10 | 1,649.37 | 381.79 | 7,443.93 |

| II. Accumulated Depreciation and impairment | | | | | | | |
|---|-----------------|---------------|---------------------|--------------------|-----------------------|---------------|-----------------|
| Description of Assets | Land | Buildings | Plant and Machinery | Computer Equipment | Furnitures & Fixtures | Vehicles | Total |
| Balance as at 1st April 2021 | 0.00 | 512.14 | 863.86 | 906.46 | 1,616.67 | 357.88 | 4,257.31 |
| Depreciation expense for the year | 0.00 | 29.70 | 123.13 | 2.63 | 0.29 | 4.72 | 160.47 |
| Eliminated on disposal of assets | | - | 12.17 | - | - | - | 12.17 |
| Balance as at 31st March, 2021 | 0.00 | 542.14 | 974.81 | 909.10 | 1,616.95 | 362.60 | 4,405.61 |
| III. Net carrying amount as of 31st March, 2023 (I-II) | 1,231.92 | 140.25 | 1,609.56 | 5.00 | 32.42 | 19.19 | 3,038.33 |

NOTE 2 - CAPITAL WORK-IN-PROGRESS

| Particulars | 31-03-23 | 31-03-22 |
|-----------------------------|------------------|------------------|
| Project work-in-progress | 1,335.12 | 1,335.00 |
| Capital work-in-progress | 14.59 | - |
| Building under construction | 9,776.00 | 9,776.00 |
| Pre-operative Expenses | 19,761.79 | 19,761.79 |
| Total | 30,887.49 | 30,872.78 |

Notes forming part of Consolidated Balance Sheet

CWIP ageing schedule

(₹ in lakhs)

| CWIP | Amount in CWP for a period of | | | | Total |
|--------------------------------|-------------------------------|-----------|-----------|-------------------|------------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 14.59 | - | - | - | 14.59 |
| Projects temporarily suspended | - | - | - | 30,872.90 | 30,872.90 |
| Total | 14.59 | | | 30,872.90 | 30,887.49 |

NOTE 3 - INVESTMENT PROPERTY

| Particulars | Investment Property |
|--|---------------------|
| I. Gross Carrying Amount | |
| Balance as at 1 April 2022 | 395.45 |
| Additions | - |
| Disposals | - |
| Balance as at March 31, 2023 | 395.45 |
| II. Accumulated Depreciation | |
| Balance as at 1 April 2022 | 187.03 |
| Amortisation expense for the year | 20.86 |
| Eliminated on disposal of assets | |
| Balance as at 31st March 2023 | 207.90 |
| III. Net carrying amount as of 31st March 2023 (I-II) | 187.55 |

| Particulars | Investment Property |
|--|---------------------|
| I. Gross Carrying Amount | |
| Balance as at 1 April 2021 | 395.45 |
| Additions | - |
| Disposals | - |
| Balance as at 31st March 2022 | 395.45 |
| II. Accumulated Depreciation | |
| Balance as at 1 April 2021 | 180.57 |
| Amortisation expense for the year | 6.46 |
| Eliminated on disposal of assets | |
| Balance as at 31st March 2022 | 187.04 |
| III. Net carrying amount as of 31st March 2022 (I-II) | 208.41 |

Information regarding income and expenditure of Investment property

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|---|--------------|--------------|
| Rental income derived from investment properties | 47.42 | 34.57 |
| Direct operating expenses (including repairs and maintenance) | (0.44) | (0.41) |
| Direct operating expenses (including repairs and maintenance) that did not generate | 0.00 | 0.00 |
| Profit arising from investment properties before depreciation and indirect expenses | 46.98 | 34.16 |
| Less – Depreciation | (20.86) | (6.46) |
| Profit arising from investment properties before indirect expenses | 26.11 | 27.70 |

The Company's investment properties refers to its factory building situated at Palakkad and Residential Flat at Bangalore. As at 31 March 2023 and 31 March 2022, the fair values of the properties are Rs. 1543 lakhs and Rs 100 lakhs respectively. These valuations are based on the guideline value of the land and the buildings prescribed by the Government.

Notes forming part of Consolidated Balance Sheet

Reconciliation of fair value:

(₹ in lakhs)

| Particulars | Investment properties | | |
|-------------------------------------|-----------------------|----------------|----------|
| | Palakkad Property | Bangalore Flat | Total |
| Opening balance as at 1 April 2021 | 1,543.00 | 100.00 | 1,643.00 |
| Fair value difference | - | - | - |
| Purchases | - | - | - |
| Closing balance as at 31 March 2022 | 1,543.00 | 100.00 | 1,643.00 |
| Fair value difference | - | - | - |
| Purchases | - | - | - |
| Closing balance as at 31 March 2023 | 1,543.00 | 100.00 | 1,643.00 |

NOTE 4 - OTHER INTANGIBLE ASSETS

| I. Gross Carrying Amount | Other Intangible Assets | | | |
|---------------------------------------|-------------------------|-------------------|-------------------------|-----------------|
| | Description of Assets | Computer software | Development Expenditure | Total |
| Balance as at 1 April 2022 | | 4.55 | 1,323.61 | 1,328.16 |
| Additions | | 0.22 | - | 0.22 |
| Disposals | | - | - | - |
| Balance as at 31st March, 2023 | | 4.77 | 1,323.61 | 1,328.38 |

| II. Accumulated amortisation and impairment | Other Intangible Assets | | | |
|---|-------------------------|-------------------|-------------------------|-----------------|
| | Description of Assets | Computer software | Development Expenditure | Total |
| Balance as at 1 April 2022 | | 2.79 | 1,323.54 | 1,326.63 |
| Amortisation expense for the year | | 1.66 | - | 1.66 |
| Eliminated on disposal of assets | | - | - | - |
| Deductions / Adjustments | | (1.23) | - | (1.23) |
| Balance as at 31st March, 2023 | | 3.22 | 1,323.54 | 1,326.76 |
| III. Net carrying amount as of 31st March, 2023 (I-II) | | 1.56 | 0.07 | 1.62 |

| I. Gross Carrying Amount | Other Intangible Assets | | | |
|---------------------------------------|-------------------------|-------------------|-------------------------|-----------------|
| | Description of Assets | Computer software | Development Expenditure | Total |
| Balance as at 1 April 2021 | | 4.55 | 1,323.61 | 1,328.16 |
| Additions | | - | - | - |
| Disposals | | - | - | - |
| Others | | - | - | - |
| Balance as at 31st March, 2022 | | 4.55 | 1,323.61 | 1,328.16 |

| II. Accumulated amortisation and impairment | Other Intangible Assets | | | |
|---|-------------------------|-------------------|-------------------------|-----------------|
| | Description of Assets | Computer software | Development Expenditure | Total |
| Balance as at 1 April 2021 | | 2.36 | 1,323.54 | 1,325.90 |
| Amortisation expense for the year | | 0.42 | - | 0.42 |
| Eliminated on disposal of assets | | - | - | - |
| Balance as at 31st March, 2022 | | 2.79 | 1,323.54 | 1,326.33 |
| III. Net carrying amount as of 31st March, 2022 (I-II) | | 1.76 | 0.07 | 1.83 |

Notes forming part of Consolidated Balance Sheet

NOTE 5. INVESTMENTS

(₹ in lakhs)

| Particulars | March 31, 2023 | | | March 31, 2022 | | |
|---|-------------------|--------------|------------------|-------------------|--------------|-----------------|
| | No. of Shares | Face Value | (INR Lakhs) | No. of Shares | Face Value | (INR Lakhs) |
| Unquoted investments | | | | | | |
| - Investment in other entities | | | | | | |
| - BS Appliances Limited | 81,000 | 10.00 | 8.10 | 81,000 | 10.00 | 8.10 |
| - BPL Engineering Limited | 334,000 | 10.00 | 33.40 | 334,000 | 10.00 | 33.40 |
| Investment at Fair Value Through Other Comprehensive Income: | | | | | | |
| Investment in equity instruments | | | | | | |
| BPL Medical Technologies Pvt. Ltd. | 21,050,000 | 10.00 | 12,427.92 | 21,050,000 | 10.00 | 5,944.52 |
| Less : Allowance for dimunition in value of investment | 415,000 | 10.00 | (41.50) | 415,000 | 10.00 | (41.50) |
| Unquoted Investments | | | | | | |
| Aggregate amount of unquoted | 21,465,000 | 10.00 | 12,469.42 | 21,465,000 | 10.00 | 5,986.02 |
| Aggregate amount of impairment in value of investments | 415,000 | 10.00 | (41.50) | 415,000 | 10.00 | (41.50) |
| Total | 21,050,000 | 10.00 | 12,427.92 | 21,050,000 | 10.00 | 5,944.52 |
| Note 5A - Other Financial Assets | | | | | | |
| BPL Telecom Private Limited | | | 3,134.89 | | | 3,134.89 |

Ref Note to Accounts 36.4

NOTE 6 - DEFERRED TAX ASSETS (NET)

| Particulars | 31-03-23 | 31-03-22 |
|---|-----------------|-----------------|
| Deferred Tax Assets | 3,489.77 | 2,837.56 |
| Add/Less: Origination and reversal of temporary differences | -745.13 | 530.10 |
| MAT Credit | 219.83 | 122.11 |
| Total | 2,964.47 | 3,489.77 |

Ref Note to Accounts 36.1

NOTE 7 - OTHER NON CURRENT ASSETS

| Particulars | 31-03-23 | 31-03-22 |
|--|---------------|---------------|
| Unsecured, Considerd good | | |
| Deposits with the government authority | 255.98 | 274.47 |
| Deposit with APPCC Pool A/c | 50.00 | 50.00 |
| Electricity Deposit | 0.03 | 0.03 |
| Water Deposit | 16.65 | 16.65 |
| Total | 322.66 | 341.16 |

NOTE 8 - INVENTORIES

| Particulars | 31-03-23 | 31-03-22 |
|------------------------------|---------------|---------------|
| Raw materials and components | 294.05 | 401.55 |
| Work in progress | 82.46 | 71.53 |
| Finished goods | 7.70 | 45.27 |
| Stock in trade | 25.53 | 34.43 |
| Stores and spares | 29.23 | 29.32 |
| Total | 438.97 | 582.10 |

Ref Note to Accounts 35.9

Notes forming part of Consolidated Balance Sheet

NOTE 9 - TRADE RECEIVABLES

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|---|-----------------|-----------------|
| (a) Trade Receivables considered good - Secured; | - | - |
| (b) Trade Receivables considered good - Unsecured; | 1,558.12 | 1,483.33 |
| (c) Trade Receivables which have significant increase in Credit Risk; and | - | - |
| (d) Trade Receivables - credit impaired. | (170.36) | (177.94) |
| Total | 1,387.76 | 1,305.40 |

Trade Receivable Agewise schedule

| Particulars | Outstanding for following periods from due date of payment | | | | | | |
|--|--|--------------------|------------------|-----------|-----------|-------------------|----------|
| | Not Due | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade Receivables - considered good | 889.43 | 165.77 | 5.27 | 19.00 | 192.50 | 286.15 | 1,558.12 |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables - credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables - which have significant increase in credit risk | - | - | - | - | - | 170.36 | 170.36 |
| (vi) Undisputed Trade Receivables - credit impaired | - | - | - | - | - | 170.36 | 170.36 |

NOTE 10 - CASH AND CASH EQUIVALENTS

| Particulars | 31-03-23 | 31-03-22 |
|-----------------------|--------------|--------------|
| Cash on hand | - | 0.04 |
| Balances with banks | | |
| - In current accounts | 32.03 | 29.29 |
| - In deposit accounts | 55.26 | 19.86 |
| Total | 87.29 | 49.19 |

NOTE 11 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS ABOVE

| Particulars | 31-03-23 | 31-03-22 |
|---------------------|--------------|--------------|
| Balances with banks | | |
| In deposit accounts | 71.86 | 15.13 |
| Total | 71.86 | 15.13 |

Ref Note to Accounts 36.5

NOTE 12 - OTHER FINANCIAL ASSETS

| Particulars | 31-03-23 | 31-03-22 |
|-----------------|-------------|-------------|
| Rent receivable | 0.73 | 0.69 |
| Total | 0.73 | 0.69 |

Notes forming part of Consolidated Balance Sheet

NOTE 13 - CURRENT TAX ASSETS (NET)

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|-------------------|---------------|---------------|
| Current tax asset | 740.35 | 763.97 |
| TDS receivable | 1.45 | - |
| Total | 741.80 | 763.37 |

NOTE 14 - OTHER CURRENT ASSETS

| Particulars | 31-03-23 | 31-03-22 |
|--|-----------------|-----------------|
| Security Deposits* | 1,503.27 | 1,504.27 |
| Balance with GST and state authorities | 0.67 | 56.30 |
| Advances to Employees | 1.60 | 1.36 |
| Prepaid Expenses | 0.00 | 0.00 |
| Claims receivable | 1.73 | 1.29 |
| Advance to Suppliers | 136.49 | 11.55 |
| Total | 1,643.75 | 1,574.77 |

*Includes Rs. 1311 lakhs as per Note 36.2 (b) and (c)

NOTE 15 - EQUITY SHARE CAPITAL

| Particulars | As at | | | |
|---|---------------|-----------------|---------------|-----------------|
| | 31-03-2023 | | 31-03-2022 | |
| | No. of Shares | ₹ in lakhs | No. of Shares | ₹ in lakhs |
| Authorised Capital | | | | |
| 5,50,00,000 (as at March 31, 2022 - 5,50,00,000) Equity Shares of Rs.10/- each | 5,50,00,000 | 5,500.00 | 5,50,00,000 | 5,500.00 |
| Issued, Subscribed and Fully Paid Up:- | | | | |
| 4,89,43,607 (as at March 31, 2022 - 4,89,05,903) Equity Shares of Rs.10/- each | 4,89,75,751 | 4,897.58 | 4,89,05,903 | 4,890.59 |
| Forfeited Shares | | 0.10 | | 0.10 |
| Total | | 4,897.67 | | 4,890.69 |

i) Reconciliation of the number of Shares and amount outstanding at the beginning and at the end of the reporting year:

| Particulars | 31-03-2023 | | 31-03-2022 | |
|--|--------------------|-----------------|--------------------|-----------------|
| | No. of Shares | Amount | No. of Shares | Amount |
| Number of shares outstanding as at the beginning of the year | 4,89,05,903 | 4,890.59 | 4,88,84,818 | 4,888.48 |
| Number of shares exercised during the period | 69,848 | 6.98 | 21,085 | 2.11 |
| Total | 4,89,75,751 | 4,897.58 | 4,89,05,903 | 4,890.59 |

ii) Details of shareholders holding more than 5 percent equity shares in the Company

| Sl. No. | Name of the Shareholder | 31-03-2023 | | 31-03-2022 | |
|---------|--------------------------------|--------------------|--------------|--------------------|--------------|
| | | No. of Shares | % holding | No. of Shares | % holding |
| 1 | Electro Investment Pvt Ltd | 2,31,02,544 | 47.17 | 2,31,02,544 | 47.24 |
| 2 | Merino Finance Private Limited | 30,77,500 | 6.28 | 30,77,500 | 6.29 |
| | Total | 2,61,80,044 | 53.45 | 2,61,80,044 | 53.53 |

Notes forming part of Consolidated Balance Sheet

Shares held by promoters at the end of 31-Mar-2023

| Sl. No. | Name of the Shareholder | No. of Shares | % to Total Shares | % change during the year |
|---------|--|--------------------|-------------------|--------------------------|
| 1. | Mr. T P G Nambiar jointly with Mr. Ajit G Nambiar | 11,05,750 | 2.26 | Nil |
| 2. | Mrs. Thankam Nambiar | 20,000 | 0.04 | Nil |
| 3. | Mr. Ajit G Nambiar | 80,000 | 0.16 | Nil |
| 4. | Mrs. Anju Chandrasekhar | 74,600 | 0.15 | Nil |
| 5. | Mrs. Meena Nambiar | 3,000 | 0.01 | Nil |
| 6. | Dynamic Electronics Private Limited | 5,900 | 0.01 | Nil |
| 7. | Electro Investment Private Limited | 2,31,02,544 | 47.17 | 0.07 |
| 8. | ER Computers Private Limited | 15,09,000 | 3.08 | Nil |
| 9. | Nambiar International Investment Company Private Limited | 14,32,248 | 2.92 | Nil |
| 10. | Namfil Finance Company Private Limited | 5,06,250 | 1.03 | Nil |
| 11. | Merino Finance Private Limited | 30,77,500 | 6.28 | 0.02 |
| | Total | 3,09,16,792 | 63.13 | 0.09 |

(₹ in lakhs)

iii) Shares options granted under the Company's employee share option plan

| Sl. No. | Name of the Shareholder | 31-03-2023 | 31-03-2022 |
|---------|-------------------------------|--|--|
| | | Share option outstanding (in Nos) Amount | Share option Outstanding (in Nos) Amount |
| 1 | Outstanding at the beginning | 187,969 | 209,054 |
| 2 | Granted/Adjustment | (69,848) | (21,085) |
| 3 | Forfeited | - | - |
| 4 | Expired | (118,121) | - |
| 5 | Exercised during the period | (187,969) | (21,085) |
| 6 | Exercisable at the period end | - | 187,969 |

Note 16 - OTHER EQUITY

| Particulars | 31-03-23 | 31-03-22 |
|---|------------------|------------------|
| Reserves and Surplus # | | |
| - Capital Reserves | 0.50 | 0.50 |
| - Capital Redemption Reserve | 5,333.00 | 5,333.00 |
| - Share Premium | 9.64 | 2.24 |
| - ESOP Outstanding Account | - | 19.92 |
| - Retained earnings | 3,050.55 | 2,529.10 |
| - Fair Valuation of Investments | 10,322.82 | 3,839.42 |
| Actuarial Gain/(Loss) on Employee Benefits | (16.90) | (5.61) |
| Exchange differences on translating the financial statements of a foreign operation | | |
| Total | 18,699.61 | 11,718.57 |

Notes forming part of Consolidated Balance Sheet

NOTE 17 - NON-CONTROLLING INTEREST

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|--|------------------|------------------|
| Shares held by Non-controlling interest | 13,483.22 | 13,483.22 |
| Opening Reserves and surplus | - | - |
| Add: Profit attributable to Non-controlling interest | (3.19) | - |
| Closing Reserves and surplus | (3.19) | - |
| Total | 13,480.03 | 13,483.22 |

NOTE 18 - BORROWINGS

| Particulars | 31-03-23 | 31-03-22 |
|--------------------------|-----------------|-----------------|
| Preference Share Capital | 1,968.85 | 1,968.85 |
| Loan to related Party | 116.13 | 107.43 |
| Loan to Others | 42.39 | - |
| Total | 2,127.37 | 2,076.28 |

Bharat Energy Ventures Private Limited (Subsidiary of the Company) has issued preference shares to the following entities:

| | 31-03-2023 | |
|--|---------------|--------------|
| | No. of Shares | % of holding |
| ER Computers Pvt Ltd | 1204650 | 61.19 |
| Electronic Research Pvt Ltd | 435200 | 22.1 |
| Rose Garden Housing Developers Pvt Ltd | 229000 | 11.63 |
| Electro Investment Pvt Ltd | 1,00,000 | 5.08 |

Note: Bharat Energy Ventures Private Limited had allotted 19,68,850 fully convertible preference shares carrying coupon rate of 8% p.a., with voting rights as if converted into equity shares, redeemable at the end of tenure(10 years) with option to fully convert at any time. These shares were allotted on 25th May 2015.

NOTE 19 - PROVISIONS

| Particulars | 31-03-23 | 31-03-22 |
|--|---------------|---------------|
| Gratuity | 176.59 | 207.01 |
| Actuarial Gain/(Loss) on Employee Benefits | - | 5.61 |
| Total | 176.59 | 212.62 |

NOTE 20 - BORROWINGS

| Particulars | 31-03-23 | 31-03-22 |
|----------------|---------------|-----------------|
| Secured | - | - |
| (I) from banks | 158.15 | 1,042.74 |
| Total | 158.15 | 1,042.74 |

Refer Notes to Accounts 36.8

NOTE 21 - TRADE PAYABLES

| Particulars | 31-03-23 | 31-03-22 |
|--|-----------------|-----------------|
| (A) total outstanding dues of micro enterprises and small enterprises | 18.00 | 4.90 |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises | 1,925.80 | 1,774.54 |
| Total | 1,943.80 | 1,779.44 |

Notes forming part of Consolidated Balance Sheet

(₹ in lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|----------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | 18.00 | - | - | - | 18.00 |
| (ii) Others | 586.59 | 4.34 | 4.09 | 1,330.78 | 1,925.80 |
| (iii) Disputed dues – MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |

NOTE 22 - OTHER CURRENT FINANCIAL LIABILITIES

| Particulars | 31-03-23 | 31-03-22 |
|---|------------------|------------------|
| (a) Employees- Salaries & Benefits | 60.32 | 118.81 |
| (b) Redeemable Preference Shares* | 16,958.68 | 16,958.68 |
| (c) Others- Outstanding Expenses | 628.77 | 624.45 |
| (d) Others- Loans from related parties - M/s. Electronic Research Pvt. Ltd. | 313.38 | 339.92 |
| (e) Due to Employees | 50.35 | - |
| (f) Provident fund Payable | 11.30 | - |
| (g) Rent Deposit received | 1.32 | 1.32 |
| Total | 18,024.10 | 18,043.18 |

* Refer Notes to Accounts 36.9

NOTE 23 - OTHER CURRENT LIABILITIES

| Particulars | 31-03-23 | 31-03-22 |
|--|---------------|---------------|
| (a) Others - Trade Deposit & Advances | 49.94 | 77.46 |
| (b) Others - Payable to custom authorities | 289.88 | 289.88 |
| (c) Statutory payables - TDS Payable | 38.25 | 0.94 |
| (d) Short Term Loans | - | 3.04 |
| Total | 378.07 | 371.31 |

NOTE 24 - PROVISIONS

| Particulars | 31-03-23 | 31-03-22 |
|-----------------------------------|--------------|--------------|
| Gratuity | 39.53 | 13.43 |
| Provision for preference dividend | 0.17 | 0.17 |
| Total | 39.70 | 13.60 |

NOTE 25 - CONTINGENT LIABILITIES AND COMMITMENTS

| Particulars | 31-03-23 | 31-03-22 |
|---|------------------|------------------|
| (a) Claims against the Company not acknowledged as debt | | |
| - Central Excise | 382.50 | 382.50 |
| - Customs | 660.95 | 660.95 |
| - Service Tax | 98.48 | 98.48 |
| - Sales Tax | 2,890.12 | 2,890.12 |
| - Guarantees | 2,042.88 | 2,042.88 |
| - FEMA | 190.00 | 190.00 |
| - Others | 2,203.77 | 2,203.77 |
| - Income Tax | 8,762.00 | 8,762.00 |
| - Provident fund | 6.97 | 6.97 |
| - Property Tax | 18.64 | 18.64 |
| (b) Guarantees | | |
| - LC/BG Outstanding | 280.00 | 151.58 |
| Total | 17,536.31 | 17,407.89 |

Notes forming part of Consolidated Statement of Profit and Loss

NOTE 26 - REVENUE FROM OPERATIONS

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|--|-----------------|-----------------|
| Sale of products (Manufactured + Traded) | 4,214.82 | 3,754.85 |
| Brand Licensing Fee | 1,000.00 | 61.97 |
| Labour Charges Received | 5.35 | 6.54 |
| Freight | 6.67 | 5.32 |
| Less: Discount/ Rebate | (5.26) | (3.74) |
| Total | 5,221.57 | 3,824.94 |

NOTE 27 - OTHER INCOME

| Particulars | 31-03-23 | 31-03-22 |
|--|---------------|-----------------|
| Interest Income | 12.90 | 5.83 |
| Dividend Income | 842.00 | 1,031.45 |
| Rental Income | 55.80 | 44.85 |
| Net gain / (loss) on sale of Property, Plant & Equipment | 10.61 | (0.60) |
| Other non-operating income | 67.44 | 11.58 |
| Total | 988.75 | 1,093.11 |

NOTE 28 - COST OF MATERIALS CONSUMED

| Particulars | 31-03-23 | 31-03-22 |
|---|-----------------|-----------------|
| Raw materials and components consumed: | | |
| Opening stock | 430.87 | 434.52 |
| Add: Purchase of raw materials and components | 2,741.69 | 2,497.83 |
| Add: Power Charges | 165.44 | 136.14 |
| Add: Fuel & Water Charges | 15.57 | 13.26 |
| Less: Closing stock | (294.05) | (430.87) |
| Net consumption | 3,059.52 | 2,650.88 |
| Total | 3,059.52 | 2,650.88 |

NOTE 29 - PURCHASE OF STOCK IN TRADE

| Particulars | 31-03-23 | 31-03-22 |
|----------------------------|-------------|--------------|
| Purchase of stock in trade | 1.79 | 24.37 |
| Total | 1.79 | 24.37 |

NOTE 30 - CHANGES IN INVENTORY OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

| Particulars | 31-03-23 | 31-03-22 |
|--------------------|-------------|---------------|
| (a) Opening stock | | |
| - Finished Goods. | 79.70 | 74.48 |
| - Work in progress | 71.53 | 67.08 |
| (b) Closing stock | | |
| - Finished Goods | 7.70 | 45.27 |
| - Tools | 29.23 | - |
| - Work in progress | 82.46 | 34.43 |
| - Stock in trade | 25.53 | 71.53 |
| Total | 6.31 | (9.67) |

NOTE 31 - EMPLOYEE BENEFIT EXPENSES

| Particulars | 31-03-23 | 31-03-22 |
|---------------------------------|---------------|---------------|
| Salaries and wages | 543.50 | 508.71 |
| ESOP Expenses | - | 22.16 |
| Contribution to Provident fund | 48.74 | 40.87 |
| Contribution to State Insurance | 2.91 | 2.59 |
| Gratuity Expenses | 35.72 | 27.72 |
| Directors' Remuneration | 99.67 | 99.67 |
| Staff welfare expense | 32.29 | 28.12 |
| Total | 762.83 | 729.83 |

Notes forming part of Consolidated Statement of Profit and Loss

NOTE 32 - FINANCE COSTS

(₹ in lakhs)

| Particulars | 31-03-23 | 31-03-22 |
|-------------------|---------------|---------------|
| Interest Cost | 122.27 | 131.93 |
| Bank Charges | 27.98 | 21.52 |
| Interest - Others | 3.69 | 20.80 |
| Total | 153.95 | 174.25 |

NOTE 33 - DEPRECIATION AND AMORTISATION EXPENSES

| Particulars | 31-03-23 | 31-03-22 |
|--------------|---------------|---------------|
| Depreciation | 168.98 | 167.36 |
| Total | 168.98 | 167.36 |

NOTE 34 - OTHER EXPENSES

| Particulars | 31-03-23 | 31-03-22 |
|--|---------------|---------------|
| Payment to Auditors* | 9.11 | 6.00 |
| Repairs & Maintenance | | |
| - Building | 77.90 | - |
| - Plant and Machinery | 4.02 | 4.89 |
| - Office Maintenance | 48.53 | 48.63 |
| - Investment Property | 12.00 | - |
| - Other | 9.66 | - |
| Rates & Taxes | 85.97 | 19.39 |
| Bad Debts | 2.84 | 2.74 |
| Advances Written Off | - | 13.69 |
| Travel expenses | 37.87 | 23.91 |
| Conveyance Expenses | 22.42 | 22.14 |
| Legal & Professional charges | 282.95 | 144.88 |
| Directors Sitting Fees | 13.85 | 7.75 |
| Selling Expenses | 7.51 | 22.58 |
| Insurance Expenses | 17.73 | 18.69 |
| Transport and warehousing expenses (Freight Charges) | 39.60 | 37.28 |
| Communication expenses | 13.42 | 9.56 |
| Rent | 42.55 | 29.53 |
| Advertising & Promotion Expenses | 6.53 | 2.56 |
| Printing & Stationary | 1.72 | 1.56 |
| Testing Charges | 1.05 | 0.07 |
| Security Expenses | 10.67 | - |
| Loss on sale of Property, Plant & Equipment | 2.42 | - |
| Fixed Assets Written Off | 50.92 | - |
| Miscellaneous Expenses | 4.69 | 0.33 |
| Total | 805.92 | 416.20 |
| Payment to Auditor | | |
| a) As Statutory Audit | | |
| - Audit fee | 8.36 | 6.00 |
| - Other certifications | - | - |
| b) Tax audit fees | 0.75 | - |
| Total | 9.11 | 6.00 |

Notes to Consolidated Accounts

Notes attached to and forming part of the Standalone Accounts for the period ended 31st March, 2023

CORPORATE INFORMATION

BPL Limited ('the Company') is a public limited Company domiciled in India and incorporated on 16th of April 1963 under the provisions of the Companies Act 1956 having its registered office at BPL Works, Palakkad - 678 007, Kerala. The Company is listed on BSE and NSE. The Company is in the business of manufacturing of PCBs. Bharat Energy Ventures Private Limited is the Subsidiary of the Company and BPL Power Projects (AP) Private Limited is a step down subsidiary of the Company with effect from 23rd March, 2022.

The Company and its subsidiaries as mentioned above are collectively referred herein under as the "Group".

The Consolidated financial statements were approved in the meeting of the Board of Directors held on 29th May 2023

35. SIGNIFICANT ACCOUNTING POLICIES

35.1 Basis for preparation of Financial Statements

The Consolidated financial statements have been prepared in accordance with Indian Accounting Standards (IND AS) notified under Companies (Indian Accounting Standards) Rules, 2015. For all periods including year ended 31st March 2022, the Group prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act 2013, read with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

As this is the first year of preparation of Consolidated financial statements owing to acquisition of Bharat Energy Ventures Private Limited during the year, there are no comparative information to be disclosed in the Consolidated financial statements..

35.2 Basis of preparation

The Consolidated Ind AS Financial Statements have been prepared using the significant accounting policies and measurement bases summarized below. These accounting policies have been used throughout all periods presented in these financial statements, except where the Group has applied certain accounting policies and exemptions upon transition to Ind AS.

The Ind AS Financial Statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The financial statements are presented in INR and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

Use of Estimates

The preparation of the Consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The Group bases its estimates and assumptions on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Significant management judgments

The following are significant management judgments in applying the accounting policies of the Group that have the most significant effect on the Consolidated financial statements.

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry forward can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets. In assessing impairment, management estimates the recoverable amount of each asset or cash generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible, but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Current / Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in a normal operating cycle.
- It is held primarily for purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

1.3 Revenue Recognition

- a. Sales have been recognized with the transfer of significant risk and rewards of ownership of the goods

and costs incurred or to be incurred in respect of the transaction are measurable reliably and the recovery of the consideration is probable.

- b. Sales are measured at the fair value of consideration received or receivable. Sales are recognized net of GST, intermediary sales rebates, and discount.
- c. Dividend income from investments is accounted for when the right to receive the payment is established.
- d. Interest Income is recognized on a time proportion basis, considering the amount outstanding and the rate applicable.
- e. Other incomes have been recognized on an accrual basis.
- f. During sales of fixed assets any profit earned / loss sustained towards excess / shortfall of sale value vis-a-vis carrying cost of assets is accounted for in the statement of profit & loss.

1.4 Property, Plant and Equipment (PPEs)

These tangible assets are held for use in production, supply of goods or services or for administrative purposes. These are recognized and carried under cost model i.e. cost less accumulated depreciation and impairment loss, if any which is akin to recognition criteria under erstwhile Indian GAAP.

Cost includes freight, duties, taxes and other expenses directly incidental to acquisition, bringing the asset to the location and installation including site restoration up to the time when the asset is ready for intended use. Such Costs also include Borrowing Cost if the recognition criteria are met.

Depreciation has been provided on straight line method over the expected life span of assets as referred to in Schedule II of the Companies Act, 2013, on the cost of the asset after reducing estimated scrap values thereof as below:

| Category | Expected life span (years) |
|------------------------------------|----------------------------|
| Buildings | 30 |
| Plant & Machinery | 15 |
| Computer, Equipment and Networking | 3 |
| Furniture & Fixtures | 10 |
| Vehicles | 8 |

The residual value and useful life are reviewed annually, and any deviation is accounted for as a change in estimate.

35.5 Investment Properties

Properties (Land and Buildings) held to earn rentals or / and for capital appreciation but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes are categorized as investment properties. These are measured initially at cost, including transaction costs. After initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost shall also include borrowing cost if the recognition criteria are met. Said assets are depreciated on straight line basis based on expected life span of assets which is in accordance with Schedule II of Companies Act, 2013. Any gain or loss on disposal of investment properties is recognized in the profit or loss account.

The fair value of investments properties under each category are disclosed in the notes. Fair values are determined based on the evaluation performed by an accredited external independent valuer applying a recognized and accepted valuation model or estimation based on available sources of information from market.

Transfers to or from the investment property are made only when there is a change in use and the same is made at the carrying amount of Investment Property.

35.6 Intangible Assets

- a) Intangible Assets are initially recognized at cost.
Following initial recognition, intangible assets are carried at cost less than any accumulated amortization and accumulated impairment loss. Research costs are recognized as an expense in the period in which it is incurred.
- b) Intangible assets with finite useful life are assessed for impairment whenever there is an indication that the intangible assets may be impaired. Intangible assets with infinite useful life are tested for impairment annually. Intangible assets with finite useful life are amortized over the useful economic life on a straight-line basis. Intangible assets with infinite useful life shall not be amortized.

35.7 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 or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. A 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, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses including impairment on inventories are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

35.8 Financial Instruments

i. Financial Assets

The Company classifies its financial assets in the following measurement categories:

- a. Those to be measured at fair value (either through other comprehensive income, or through profit or loss)
- b. Those measured at amortized cost.

Initial Recognition and Measurement

All financial assets are recognized initially at fair value plus, 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. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortized cost.

Trade Receivables that do not contain a significant financing component (determined in accordance with Ind AS 115, Revenue from contracts with customers) are initially measured at their transaction price and not at fair values.

Subsequent Measurement

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

- i. Debt instruments at amortized cost.
- ii. Debt instruments at fair value through other comprehensive income (FVTOCI);
- iii. Debt instruments, derivatives, and equity instruments at fair value through profit or loss (FVTPL); and
- iv. Equity investments.

i. Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

ii. Debt instrument at FVTOCI

'A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- b) The asset's contractual cash flows represent SPPI.

'Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of profit & loss. On

derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of profit & loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii. Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

'In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such an election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit & loss.

iv. Equity investments

All equity investments in the scope of Ind AS 109 Financial Instruments, are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS 103 Business Combinations applies are classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such an election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit & loss.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- a. The rights to receive cash flows from the asset have expired, or
- b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (i) the Company has transferred substantially all the risks and rewards of the asset, or (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred assets and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Investment in Subsidiaries:

Investments in subsidiaries are carried at cost less accumulated impairment losses. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts is recognized in the statement of profit and loss.

(ii) Financial liabilities

Initial Recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss,

loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

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 held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 Financial Instruments.

Financial liabilities - Derecognition

Financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Impairment of financial assets

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

The Company tracks credit risk and changes thereon for each customer. For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

-All contractual terms of the financial instrument over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Company uses default rate for credit risk to determine impairment loss allowance on portfolio of its trade receivables.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- a. Financial assets measured as at amortised cost, contractual revenue receivable and lease receivables:** ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

- b. Loan commitments and financial guarantee contracts:** ECL is presented as a provision in the balance sheet, i.e. as a liability.

- c. Debt instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows,

Notes to Consolidated Accounts

based on the lowest level input that is significant to the fair value measurement as a whole:

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

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

35.9 Inventories

Inventories are valued at the lower cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Cost includes purchase price, duties, transport & handing costs and other costs directly attributable to the acquisition and bringing the inventories to their present location and condition.

Inventories are valued as under:

Finished Goods : At lower of cost or net realizable value

Work in Progress : At cost inclusive of appropriate overheads

Materials, Components & Spares : At weighted average cost

Goods in transit : At cost

35.10 Employee Benefits

Liabilities in respect of employee benefits to employees are provided for as follows:

- a) Short-term employee benefits
- i) Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be incurred when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

- ii) ESI is provided on the basis of actual liability accrued and paid to the authorities.

b) Other Long-Term Employee Benefits Obligations

l Provident Fund: Contribution to recognized Provident Fund is made at predetermined rates. The Employee's Gratuity Fund Scheme, which is defined plan, is administered by Life Insurance Corporation of India. The liabilities with respect to Gratuity plan are determined by actuarial valuation on the projected unit credit method on the balance sheet date, based upon which the Company contributes to the Group Gratuity Scheme. The difference, if any, between the actuarial valuation of the gratuity of employees at the year end and the balance of funds with Life Insurance Corporation of India is provided for as assets/ (liability) in the books. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The company recognizes the following changes in the net defined benefit obligation under Employee benefit expense / finance costs in statement of profit or loss:

- a) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements

- b) Net interest expense or income under finance Costs. Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

The Company has an arrangement with Life Insurance Corporation of India to administer its Gratuity scheme.

35.11 Leases

When the Company is the lessee, all leases with a term of more than 12 months are recognized as Right-of-Use ("ROU") assets and associated lease liabilities in the balance sheet, if any. The lease liabilities are measured at

the lease inception date at the present value of the lease payments not yet paid determined using the Company's incremental borrowing rate, being the rate that the Company would have to pay to borrow the funds necessary to obtain an asset of similar value to the ROU asset in a similar economic environment with similar terms, security and conditions. ROU assets represent the Company's right to control the underlying assets under lease, and the lease liability is the obligation to make the lease payments related to the underlying assets under lease. The interest rate implicit in the lease is generally not determinable in transactions where the Company is the lessee. The ROU asset equals the lease liability adjusted for any initial direct costs ("IDCs"), prepaid and accrued rent and lease incentives. Fixed and in-substance fixed payments are included in the recognition of ROU assets and lease liabilities, however, variable lease payments, other than those based on a rate or index, are recognized in the statement of profit and loss in the period in which the obligation for those payments is incurred.

ROU assets are generally amortized on a straight-line basis over the lease term with the interest expense on the lease liability recorded using the effective interest rate method. The amortization and interest expense are recorded separately in the statement of profit and loss. The Company has elected not to recognize leases with a lease term of less than 12 months in the balance sheet, including those acquired in a business combination, and lease costs for those short-term leases are recognized in the statement of profit and loss.

35.12 Income Tax and Deferred Tax

The liability of the company on account of Income Tax is computed considering the provisions of the Income Tax Act, 1961.

Deferred tax is provided on temporary differences at the reporting date as difference between the tax base and the carrying amount of assets and liabilities and unused tax losses. Deferred tax is recognized subject to the probability that taxable profit will be available against which the temporary differences can be reversed. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

35.13 Current Tax Assets (Net)

Advance payment of taxes including TDS, current year provision of taxes including TDS liabilities and input credit available under GST are designated as current tax assets.

35.14 Provisions, Contingent Liability and Contingent Assets

Provisions:

A provision is recognized when the Company has a present obligation (legal or constructive) because of 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. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Warranty Provisions: Provisions for warranty-related costs are recognized when the product is sold or service is provided to the customer. Initial recognition is based on historical experience. The Company periodically reviews the adequacy of product warranties and adjusts warranty percentage and warranty provisions for actual experience, if necessary. The timing of outflow is expected to be within one to two years.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. Contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize contingent liability but discloses its existence in the

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financial statements unless the probability of outflow of resources is remote.

35.15 Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Company), whose operating results are regularly reviewed by the Company's chief operating decision maker to make decisions about resources to be allocated to the segment and its performance and for which discrete financial information is available. Operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company is engaged in the manufacture of unpopulated Printed Circuit Boards (PCBs), which constitutes its single reportable segment.

35.16 Foreign Currency Translation

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's financial statements are presented in Indian rupee (Rs) which is also the Company's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction.

Measurement of foreign currency items at the balance sheet date

Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of

exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

35.17 Earnings Per Share (EPS)

Basic EPS are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equities shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equities shares outstanding during the period is adjusted for events such as bonus issues that have changed the number of equities shares outstanding, without a corresponding change in resources.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equities shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

35.18 Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

35.19 Other Bank Balances

Other bank balances include deposits held with financial institutions with original maturities of more than 12 months.

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36. NOTES TO ACCOUNTS

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

36.1 Deferred Tax Assets (Net)

The following are the major components of deferred tax assets recognized by the company (₹ in lakhs)

| Particulars | 31-03-2023 | 31-03-2022 |
|--|------------|------------|
| Unabsorbed Depreciation as per Income Tax Act | 2468.68 | 2688.82 |
| Carry forward loss as per Income Tax Act | 367.29 | 706.71 |
| Carried forward Capital Loss as per Income Tax Act | 124.04 | 124.04 |
| Difference in carrying amounts of fixed assets as per Companies Act and Income Tax Act | (220.70) | (165.05) |
| Other timing differences | 5.34 | 13.14 |
| MAT Credit | 219.83 | 122.11 |
| Deferred Tax Assets | 2964.48 | 3489.78 |

a. Reconciliation of Tax Expenses

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below: (₹ in lakhs)

| Particulars | Year ended | |
|--|------------|------------|
| | 31-03-2023 | 31-03-2022 |
| Profit before Income Tax | 1316.81 | 764.85 |
| Enacted tax rate in India (%) | 27.82 | 27.82 |
| Computed expected tax expense | 219.83 | 122.11 |
| MAT credit recognised | (219.83) | (122.11) |
| Tax effect due to brought forward of losses | - | 90.67 |
| Effect of reversal of deferred tax assets | 745.13 | (530.10) |
| Income Tax expense (as per Statement of P & L) | 745.13 | (530.10) |

Fair Value Hierarchy:

The fair value of assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in forced or liquidation sale.

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

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 asset or liability that are not based on observable market data (unobservable inputs)

Financial Instruments

| Particulars | 31-03-2023 | | | 31-03-2022 | | |
|--|------------|---------|-----------------|------------|---------|----------------|
| | Level 1 | Level 2 | Level 3 | Level 1 | Level 2 | Level 3 |
| Investments at Fair Value Through OCT (FVTOCI) | | | 12427.92 | | | 5944.52 |
| Total | | | 12427.92 | | | 5944.52 |

The Fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

1. Fair Value of cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to the short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to the account for the expected losses of these receivables.
3. Investments of equity shares valued at FVTOCI: The investee company is an unlisted company; the valuation is carried out by the independent valuer. Based on the valuation report, the fair value has been considered for the investments in equity shares. The methodology & key assumptions applied by the valuer as described below:
 - i. The Discounted Cash Flow method (DCF) is used to arrive at the fair value per share. The equity method expresses the present value of the business attributable to equity shareholders as a function of its future cash earning capacity. This methodology works on the premise that the value of a business is measured in terms of future cash flow streams, discounted to the present time at an appropriate discount rate.
 - ii. Discount rate applied: Considered Risk free return on investments is around 8%. Business investments which carry all types of risks needs to have an allowance for the risk factor and 4% additional allowance is considered adequate to cover the risk. This is based on Beta factor of 0.47 and risk premium of 8.53%. Thus 12% has been assumed as “Discounting factor” while arriving at the present value of future cash flows of investee company.

Capital management

For the purpose of the Company's capital management, capital includes issued capital, additional paid in capital and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to maximise the shareholder value.

In order to achieve this overall objective, the company's capital management, amongst other things, aims to ensure that it meets its liabilities due. The Company manages its capital structure and adjusts considering changes in economic conditions and the requirements of the financial covenants. The Company being debt-free, capital gearing ratio is not applicable.

Risk Management Framework

The Company's businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management polices act as an effective tool in mitigating the various financial risks to which the business is exposed to during their daily operations. The risk management policies cover areas such as liquidity risk, foreign exchange risk, interest rate risk, counterparty and concentration of credit risk and capital management. Risks are identified through a formal risk management programme with active involvement of senior management personnel and business managers. The Company has in place risk management processes in line with the Company's policy. Each significant risk has a designated 'owner' within the Company at an appropriate senior level. The potential financial impact of the risk and its likelihood of a negative outcome are regularly updated.

The overall internal control environment and risk management programme including financial risk management is reviewed by the Audit Committee on behalf of the Board.

The risk management framework aims

- improve financial risk awareness and risk transparency,
- identify, control, and monitor key risks.
- identify risk accumulations.
- provide management with reliable information on the Company's risk situation.
- improve financial returns.

Notes to Consolidated Accounts

a) Finance Risk

The Company's Board approved financial risk policies comprise liquidity, currency, interest rate and counterparty risk. The Company does not engage in speculative treasury activity but seeks to manage risk and optimize interest through proven financial instruments.

b) Interest Rate Risk

The borrowings of the Company are denominated in Indian Rupees and principally at fixed interest rates. These exposures are reviewed by appropriate levels of management on a monthly basis.

c) Counterparty and concentration of credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company is exposed to credit risk from its operating activities primarily trade receivables and from its investing activities including deposits with banks, for receivables, cash and cash equivalents, short-term investments, financial guarantees. Credit risk on receivables is limited on the credit limit allowed to each counter party is based on their financial strength and payment performance. This credit limit is assessed on a

periodic basis and necessary adjustments being done.

None of the Company's cash equivalents, including time deposits with banks, are past due or impaired. Regarding trade and other receivables, and other non-current assets, there were no indications as at March 31, 2020, that defaults in payment obligations will occur. The credit quality of the Company's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. The solvency of customers and their ability to repay the receivable is considered in assessing receivables for impairment. Where receivables are impaired, the Company actively seeks to recover the amounts in question and enforce compliance with credit terms.

d) Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for maintenance of liquidity (including quasi liquidity), continuity of funding as well as timely settlement of debts. In addition, policies related to mitigation of risks are overseen by senior management. Management monitors the Company's net liquidity position based on expected cash flows vis- a- vis debt service fulfilment obligation.

36.2 Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(₹ in lakhs)

| As at March 31, 2023 | Less than 1 year/ On Demand | 1 to 5 years | More than 5 years | Total |
|-----------------------------|--------------------------------|-----------------|----------------------|----------|
| Loan repayable on demand | 158.25 | | | 158.25 |
| Trade payables | 582.70 | 28.21 | | 628.91 |
| Other financial liabilities | 17961.14 | | | 17961.14 |
| Security Deposits | 30.00 | | | 30.00 |

(₹ in lakhs)

| As at March 31, 2022 | Less than 1 year/ On Demand | 1 to 5 years | More than 5 years | Total |
|-----------------------------|--------------------------------|-----------------|----------------------|----------|
| Loan repayable on demand | 1042.74 | | | 1042.74 |
| Trade payables | 324.51 | 122.43 | | 446.94 |
| Other financial liabilities | 17980.32 | | | 17980.32 |
| Security Deposits | 30.00 | | | 30.00 |

Notes to Consolidated Accounts

e) Exposure in Foreign Currency

(₹ in lakhs)

| Particulars | Years | Foreign Denomination | Foreign Currency | Local Denomination | Local Currency |
|----------------------|---------------|----------------------|------------------|--------------------|----------------|
| Overseas Creditors | Current year | Yen | 2.80 | INR | 1.73 |
| | Previous year | Yen | 7.65 | INR | 5.31 |
| | Current year | SGD | 0.005 | INR | 0.30 |
| | Previous year | SGD | NIL | INR | NIL |
| | Current year | GBP | 0.023 | INR | 2.29 |
| | Previous year | GBP | NIL | INR | NIL |
| | Current year | USD | 4.37 | INR | 358.52 |
| | Previous year | USD | 1.82 | INR | 136.45 |
| Advance to suppliers | Current year | USD | 1.25 | INR | 89.98 |
| | Previous year | USD | NIL | INR | NIL |

36.3 Related Party disclosure in accordance with as per Ind AS 24:

a) Names of related parties and description of relationship

| Particulars | Remarks |
|--|---|
| (i) Related parties where control exists | - Bharat Energy Ventures Pvt. Ltd. |
| (ii) Other related parties in transactions with the company | |
| a. Joint Venture/Partnership | - Nil |
| b. Key Managerial Personnel (KMP) | - 1. Mr. Ajit G Nambiar, Chairman & Managing Director 2. Mr. TLM Rangachar, Chief Financial Officer 3. Mrs. Deepika N Bhandiwad, Company Secretary |
| (iii) Directors | 1. Mrs. Anju Chandrasekhar, Director (Relative of Mr. Ajit G Nambiar) 2. Mr. Nowroz J Cama, Independent Director 3. Dr. Chandan Juneja, Independent Director 4. Mr. C K Sabreeshan, Independent Director 5. Mr. Sukumar Rangachari, Independent Director |
| (iv) Relative of KMP | - Mrs. Anju Chandrasekhar |
| (v) Others | |
| a. Enterprises owned or significantly influenced by Key Management Personnel or their relatives, where transactions have taken place | - 1. Bharat Energy Ventures Private Limited 2. BPL Telecom Private Limited 3. BPL Techno Vision Private Limited 4. Electronic Research Private Limited 5. Dynamic Electronics Private Limited |

Notes to Consolidated Accounts

b) Related Party Transactions as at March 31, 2023

(₹ in lakhs)

| Sl. No. | Related party | Opening Balance | Transactions | Closing Balance | Relationship | Nature of Transaction | |
|-----------|--|-----------------|--------------|-----------------|---|---|-------------------------|
| 1. | Bharat Energy Ventures Private Limited | 5822.08 | | 5822.08 | Company in which Directors have control | Advance to Subsidiary | |
| | | (5,822.08) | | (5822.08) | | | |
| 2. | BPL Telecom Private Limited (BTPL) | 254.08 | (4.23) | 249.85 | Company in which Directors have control | Sale of PCBs | |
| | | (247.48) | (6.60) | (254.08) | | | |
| | | 1250.00 | | 1250.00 | | | Share application money |
| | | (1250.00) | | (1250.00) | | | |
| | | 1884.89 | 805.25 | 1884.89 | | | |
| (1079.64) | | (1884.89) | | | | | |
| 3. | BPL Techno Vision Private Limited | (20.31) | (20.31) | 0 | Company in which Directors have control | Purchases | |
| | | (4.07) | (24.38) | (20.31) | | | |
| 4. | Electronic Research Private Limited | (339.92) | 23.05 | (316.87) | Company in which Directors have control | Financial Liability of Transfer of Investment | |
| | | (10845.08) | (11185.00) | (339.92) | | | |
| | | | 41.51 | | | | Rent paid |
| | | | (0) | | | | |
| | | 7.13 | | 7.13 | | | |
| (7.13) | | (7.13) | | | | | |
| 5. | Dynamic Electronics Private Limited | 1311.00 | | 1311.00 | Company in which Directors have control | Rent Deposit | |
| | | (1311.00) | | (1311.00) | | | |

Figures in bracket relates to previous year as on 31.03.2022.

Note: The above transactions have been carried at arm's length price.

c) Amount due from companies in which director is a director

(₹ in lakhs)

| Sl. No. | Company name | Balance as on 31.03.2023 | Balance as on 31.03.2022 | Maximum outstanding anytime during the Current year | Nature of Transactions |
|---------|--|--------------------------|--------------------------|---|------------------------------|
| 1. | Bharat Energy Ventures Private Limited | 5822.08 | 5822.08 | 5822.08 | Advance paid |
| 2. | BPL Telecom Private Limited | 3134.89 | 3388.97 | 3388.97 | Advance for purchase of land |
| 3. | Dynamic Electronics Private Limited | 1311.00 | 1311.00 | 1311.00 | Rent Deposit |

** The Company has advanced a sum of Rs.5822.08 Lakhs to Bharat Energy Ventures Pvt Limited (BEVPL), a holding company of a Power generating company and the Board has decided to seek equity shares of BEVL by converting the said advance paid by the company

36.4 The company entered a transaction of purchase of land measuring 892.52 cents situated at Palakkad from BPL Telecom (BTPL) for approximate value around Rs. 40 crores. Since this transaction attracts Section 188 of the companies Act, 2013, the special resolution has been passed by BTPL in Extraordinary General Meeting (EGM)

held on 12.10.2016 at Palakkad for sale of property by BTPL.

36.5 Deposit Includes fixed deposits with banks Rs 71.86 Lacs marked as lien for Bank Guaranties to The Assistant Commissioner of Customs, and VAT Department issued by Union Bank of India (e w Andhra bank)

Notes to Consolidated Accounts

36.6 Share Capital

Share Capital includes 69,848 Equity Shares of Rs 10/- each allotted as Fully Paid Up for consideration other than cash and 96,50,000 Equity Shares of Rs 10/- each allotted as Bonus Shares by Capitalization of General Reserve during an earlier period.

During FY 2022-23, 48,763 shares were issued at face value of Rs.10 under employee stock option.

36.7 Provisions

| Particular | As on 31.03.2023 | As on 31.03.2022 |
|--|---------------------|---------------------|
| Opening Balance | 226.22 | 190.02 |
| Additional Provision For the year | 26.10 | 36.20 |
| Provision utilised / withdrawn during the year | 36.03 | - |
| Closing balance | 216.29 | 226.22 |

36.8 Borrowings

Land and building including Factory in Plot No 28-B and 29 at Doddaballapur Industrial Area situated in Sy Nos 79, 92 and 93, KIADB of Veerapura Village, Kasaba Hobli, Doddaballapur Taluk, Bangalore District, admeasuring 3,40,627.85 sq fts (7.82 acres) and building plinth area of 16903.96 sq ft (Tentatively valued at INR 31.36Cr) and 2 apartments (Flat No.3D) at the Complex named Sundale Apartments admeasuring 1940 sq ft located at Municipal No. 55 (No.55 & 56) at the Osborne Road, Ulsoor, Bangalore are mortgaged for the purpose of Secured Overdraft of Rs.15.00 Crores and Rs13 Crores of non fund based LC limited from Union Bank of India (erstwhile Andhra Bank.) The above limits are further secured by hypothecation of inventories and book debts.

36.9 1,69,58,682 Non- Convertible, Non-Cumulative 0.001% Preference Shares of Rs. 100/- each, were allotted on 23rd September 2005, pursuant to the Scheme of Arrangement approved by the Hon. High Court of Kerala, Ernakulam. Out of which, 1,41,24,682 shares are redeemable in four equal installments at the end of the 11th,12th,13th and 14th year and the balance of 28,34,000 shares are redeemable in ten equal installments commencing from 31st March 2008. The Company is yet to redeem these preference shares and the amount outstanding as on 31st

March 2021, was Rs.169.59 crores. The Company is making arrangements for the redemption of the above and the same will be redeemed in due course.

36.10 Employee Benefits:

a. Actuarial Risk

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

b. Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

c. Liquidity Risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company, there can be strain on the cash flows.

Notes to Consolidated Accounts

d. Market Risk

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

e. Legislative Risk/Regulatory Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation.

And the same will have to be recognized immediately in the year when any such amendment is effective.

f. Interest Rate Risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

g. Salary inflation risk

Higher than expected increases in salary will increase the defined benefit obligation.

h. Demographic risks:

This is the risk of volatility of results due to unexpected nature of decrements that include mortality attrition, disability, and retirement. The effect of this decrement on the DBO depends upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short caring employees will be less compared to long service employees.

- i) Contribution to Defined Benefit Plan, recognised as expense for the year: Rs.13.42 lakhs.
- ii) Note on defined benefit plans

● Reconciliation of opening and closing balances of Defined Benefit Obligations (DBO):

(₹ in lakhs)

| Particulars | 31-03-2023 | 31-03-2022 |
|--|---------------|---------------|
| Present value of DBO at beginning (opening) | 235.49 | 226.37 |
| Current Service Cost | 20.13 | 13.42 |
| Interest Cost | 16.34 | 15.93 |
| Benefit payments from plan | (34.22) | - |
| Benefit payments from employer | - | - |
| Actuarial (Gains)/Loss | 11.58 | (20.26) |
| Present Value of DBO at the ending period | 249.32 | 235.49 |

● Reconciliation of opening and closing balances of fair values plan assets

(₹ in lakhs)

| Particulars | 31-03-2023 | 31-03-2022 |
|--|------------|------------|
| Fair Value of Plan Assets at end of prior year | 15.05 | 4.71 |
| Difference in opening balance | 0.00 | 0.00 |
| Expected Interest income of assets | 1.73 | 0.69 |
| Employer Contribution | 50.34 | 10.21 |
| Benefits Payouts from plan | (34.22) | - |
| Benefits from Employer | 0.00 | 0.00 |
| Actuarial gain/(Loss) | 0.30 | (0.55) |
| Fair Value of assets at the End | 33.20 | 15.05 |
| Actual Return on Plan Assets | 2.03 | 0.14 |

Notes to Consolidated Accounts

- **Reconciliation of Net defined benefit asset / (liability) recognised in the Balance Sheet:** (₹ in lakhs)

| Particulars | 31-03-2023 | 31-03-2022 |
|---|------------|------------|
| Net Balance sheet Asset/(Liability) Recognised at beginning | (220.44) | (21.67) |
| Amount Recognised in Accumulated Other Comprehensive Income/Loss at the beginning of the period | 5.62 | (14.09) |
| (Accrued)/ Prepaid benefit cost(Before adjustment) at beginning of the period | (226.05) | (207.58) |
| Net Periodic Benefit (Cost)/Income for the period | (34.73) | (28.67) |
| Employer Direct Benefits Payments | 0.00 | 0.00 |
| Employer Contribution | 50.34 | 10.21 |
| (Accrued)/ Prepaid benefit cost (Before Adjustment) at end of period | (210.45) | (226.05) |
| Amount Recognised in Accumulated Other Comprehensive Income/Loss at the end of the period | (5.67) | 5.61 |
| Net Balance Sheet Asset/Liability Recognised at the end of the period | (216.12) | (220.44) |

- Net defined benefit expense recognised in the Statement of Profit and Loss: Rs. 47.64 lakhs
- Re-measurement effect recognised in Other Comprehensive Income : Rs. (5.67) lakh.

- **Broad categories of plan assets as a percentage of total assets:**

| Asset Distribution as at | 31-03-2023 (in %) | 31-03-2022 (in %) |
|-----------------------------------|----------------------|----------------------|
| Govt Securities (Central & State) | 0.00 | 0.00 |
| High quality Corporate Bonds | 0.00 | 0.00 |
| Equity Shares of Listed Cos | 0.00 | 0.00 |
| Property | 0.00 | 0.00 |
| Special deposits | 0.00 | 0.00 |
| Others (PSU) | 0.00 | 0.00 |
| Assets under Insurance Schemes | 100.00 | 100.00 |
| Total | 100.00 | 100.00 |

- Principal assumptions used in determining defined benefit obligation:
One of the principal assumptions is the discount rate, which should be based upon the market yields available on Government Bonds at the accounting date with a term that matches that of the liabilities.
- **The financial and demographic assumptions employed for the calculations as at the end of previous period and current period are as follows:**

| Assumptions | 31-03-2023 (in %) | 31-03-2022 (in %) |
|---------------------------|--|----------------------|
| Discount rate | 7.56 | 7.48 |
| Expected return on assets | 7.48 | 7.04 |
| Salary escalation | 10.00 | 10.00 |
| Attrition rate | 5.00 | 5.00 |
| Mortality | Indian Assured Lives Mortality (2012-14) Ultimate | |

Notes to Consolidated Accounts

- Quantitative sensitivity analysis for significant assumptions; (Discount rate/ Salary Rate / Attrition rate):**

How the Defined DBO would have been affected by 100 basis points changes in the actuarial assumptions namely discount rates, salary growth, Attrition & Mortality is shown below:

| Information as required under Ind As 19 | 31-03-2023 | | |
|---|-------------------|------------------------|-----------------|
| | % increase in DBO | Liability (₹ in lakhs) | increase in DBO |
| Discount Rate +100 basis points | (6.99) | 231.89 | -17.44 |
| Discount Rate -100 basis points | 8.08 | 269.32 | 19.99 |
| Salary Growth +100 basis points | 6.29 | 269.54 | 15.22 |
| Salary Growth -100 basis points | (6.05) | 234.66 | (14.66) |
| Attrition Rate +100 basis points | (1.21) | 246.44 | (2.88) |
| Attrition Rate-100 basis points | 1.37% | 252.61 | 3.29 |
| Mortality Rate 10% up | (0.05) | 249.21 | (0.12) |

- Maturity profile of defined benefit obligation:**

"The company has started funding the liability through the medium of an insurance company."&" Regular assessment is made by the insurance co of the increase in liability under certain assumptions"&" and contributions are being made to maintain the fund."&" subject to credit risk of the insurance co & asset liability mismatch risk of the investments, The Company will not be able to meet the past service liability on the valuation date that fall due during the first year

a) Expected Contributions to the plan in the financial year 2023-24 is Rs.28.24 lakhs.

(₹ in lakhs)

| Description | 31-03-2023 | 31-03-2022 |
|---|-----------------------------------|-----------------------------------|
| Information on the maturity profile of the liabilities given below | | |
| Weighted average duration of the DBO | 13.64 | 13.68 |
| Projected Benefit Obligation | 249.32 | 235.49 |
| Accumulated Benefits Obligation | 112.34 | 105.66 |
| | 31-03-2023 | |
| Five Year Payouts | Discounted values / Present value | Undiscounted values/ Actual value |
| Year (i) | 29.74 | 36.41 |
| Year (ii) | 14.89 | 16.53 |
| Year (iii) | 18.16 | 21.40 |
| Year (iv) | 21.42 | 26.89 |
| Year (v) | 10.31 | 14.35 |
| Next 5 Year Payouts (6-10 yrs) | 67.38 | 109.83 |
| Payouts above Ten Years | 87.42 | 301.45 |
| Vested Benefit Obligation as on 31- Mar-18 | 237.44 | |

b) Information on the maturity profile of the liabilities given below as on 31-03-2023

| | |
|------------------------------------|--------------|
| 1. Project Benefit Obligation | 249.32 lakhs |
| 2. Accumulated Benefits Obligation | 112.54 lakhs |

Notes to Consolidated Accounts

36.11 Components of Director's Remuneration

(₹ in lakhs)

| Sl. No. | Particulars | 31 st March | |
|---------|---|------------------------|--------------|
| | | 2023 | 2022 |
| A. | Basic | 60.00 | 60.00 |
| B. | Perquisites | | |
| | Medical | 0.40 | 0.40 |
| | Perquisite value of rent free accommodation/HRA | 6.00 | 6.00 |
| | Special Allowance / Pay / Food coupon | 20.07 | 20.07 |
| | Leave Travel Allowance | 6.00 | 6.00 |
| | Total of B | 92.47 | 92.47 |
| C. | Employer's Statutory Contributions | | |
| | Provident Fund (12% of Basic) | 7.20 | 7.20 |
| | Gratuity Fund | - | - |
| | Medical Insurance Premium | - | - |
| | Total of C | 7.20 | 7.20 |
| D. | Performance Pay / Bonus | | |
| | Performance Pay / Bonus (KRA) | NA | NA |
| | Performance Pay / Bonus (Company's performance) | NA | NA |
| | Grand Total | 99.67 | 99.67 |

36.12 There is only one Micro and Small Enterprises (M/s Autograph) to whom the company owes dues Rs.18 Lakhs, which are outstanding for more than 45 days as at 31st March 2023. This information, as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified based on information available with the company.

36.13 An unsecured claimant obtained an order against the Company from the single Bench of the Honorable High Court of Delhi, confirming the order of a Sole Arbitrator. The Company has filed an appeal against the said order with the Division Bench of Honorable High Court of Delhi. The Company is hopeful of getting a favorable order on merit; hence, no provision is made in the books of accounts for the claim.

36.14 Quantitative Particulars

Particulars of Opening and Closing Stock of Finished Goods after Adjusting Returns

| Products | 2022-23 | |
|-------------------------------------|---------------------|---------------------|
| | Opening Stock (Sqm) | Closing Stock (Sqm) |
| Printed Circuit Board (Unpopulated) | 1998 | 460 |

a. Production

| Products | Installed | Actual production | |
|-------------------------------------|----------------|-------------------|---------------|
| | Capacity (Sqm) | 2021-23 (Sqm) | 2020-22 (Sqm) |
| Printed Circuit Board (Unpopulated) | 6,00,000 | 201751 | 195871 |

b. Sales

(Qty. in Sqm / Value in lakhs)

| Products | 2022-23 | | 2022-21 | |
|----------|----------|-------|----------|-------|
| | Quantity | Value | Quantity | Value |
| PCBs | 203289 | 4120 | 194744 | 3700 |

Notes to Consolidated Accounts

C. Purchases

(Qty. in Sqm / Value in lakhs)

| Consumer Durable Products | 2022-23 | | 2021-22 | |
|---------------------------|----------|-------|----------|-------|
| | Quantity | Value | Quantity | Value |
| ***Spares | *** | 1.82 | *** | 25.17 |

d. Sales

| Products | 2022-23 | | 2021-22 | |
|--|----------|-------|----------|-------|
| | Quantity | Value | Quantity | Value |
| Consumer Durable Products ***Speakers/lighting products | *** | 10.72 | *** | 54.05 |

e. Stocks

| Consumer Durable Products | 2022-23 | | 2021-22 | |
|---------------------------|----------|-------|----------|-------|
| | Quantity | Value | Quantity | Value |
| Opening stock | *** | 34.43 | *** | 3700 |
| Closing stock | *** | 25.53 | *** | 34.43 |

*This does not include the quantity of LED lighting products

f. Cost of Goods sold

| | 31-03-2023 | 31-03-2022 |
|---------------------------|------------|------------|
| Consumer Durable Products | 6 | 24 |
| PCBs | 3029 | 2641 |

g. Foreign Exchange outflow


| | 31-03-2023 | 31-03-2022 |
|--------------|------------|------------|
| Raw material | 1851 | 1986 |
| Travel | 8.12 | 2.95 |

- 35.15** The company had requested for the confirmation of balance from all the debtors, Confirmations received have been tied/reconciled. Amounts due to creditors have been reconciled with amounts confirmed by major parties. Group companies' accounts are subject to confirmation and reconciliation.
- 35.16** Previous year's figures have been regrouped / reclassified, wherever necessary, to correspond with the current year's classification / disclosure.

See accompanying notes to the standalone financial statements

As per our report attached

for MKUK & Associates
Chartered Accountants
Firm's Registration No: 0501135


Manoj Kumar UKN
Partner
M. No. 091730

May 29, 2023
Bangalore

For and on behalf of the Board


Ajit G Nambiar
Chairman & Managing Director
(DIN: 00228857)


Nowroz J Cama
Director
(DIN:08772755)


TLM Rangachar
Chief Financial Officer


Deepika N Bhandiwad
Company Secretary



Believe in the Best

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