

बेल ऑप्ट्रॉनिक डिवाइसेस लिमिटेड

(भारत सरकार का उद्यम, रक्षा मंत्रालय)
ईएल 30, जे ब्लॉक, भोसरी इंडस्ट्रियल एरिया,
पुणे-411 026, भारत

BEL OPTRONIC DEVICES LIMITED

(Govt. of India Enterprise, Ministry of Defence)

EL - 30, 'J' Block, Bhosari Industrial Area,
Pune - 411 026, INDIA

फोन / Phone : (020) 2713 0981 / 2 / 3

फैक्स / Fax : (020) 2713 0589

ई मेल / E-mail : info@belop.co.in

C.I.N. : U32100PN1990GOI058096

NOTICE

BEL OPTRONIC DEVICES LIMITED

Regd Office : EL - 30 , "J" BLOCK, MIDC , BHOSARI INDUSTRIAL AREA , PUNE – 26

Notice is hereby given that the Thirty Third Annual General Meeting of the Members of **BEL OPTRONIC DEVICES LIMITED** will be held on **Friday , 25th August 2023 at 15.30 hrs.**, at the Registered office of the Company at **EL - 30 , "J" BLOCK, MIDC , BHOSARI INDUSTRIAL AREA, PUNE – 411026** to transact the following business through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Board's Report alongwith Annexures for the year ended 31st March 2023 and the financial statements for the year ended 31st March 2023 along with Report of Auditors thereon.
2. To declare dividend on equity shares for the year 2022-23


SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**

"RESOLVED THAT Mr. Bhanu Prakash Srivastava, who was appointed as Additional Director of the Company on 22nd September 2022 and whose term of office expires at the Annual General Meeting scheduled to be held on 25th August 2023 and for appointment of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from Bharat Electronics Limited proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall not be liable to determination by retirement by rotation."

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**

"RESOLVED THAT Mr. Manoj Kumar, who was appointed as Additional Director of the Company on 11th October 2022 and whose term of office expires at the Annual General Meeting scheduled to be held on 25th August 2023 and for appointment of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from Bharat Electronics Limited proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation."



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5. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary** Resolution

"RESOLVED THAT Mr. Manoj Jain, who was appointed as Additional Director of the Company on 16th December 2022 and whose term of office expires at the Annual General Meeting scheduled to be held on 25th August 2023 and for appointment of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from Bharat Electronics Limited proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation."

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary** Resolution

"RESOLVED THAT Mr. Damodar Bhattad, who was appointed as Additional Director of the Company on 10th February 2023 and whose term of office expires at the Annual General Meeting scheduled to be held on 25th August 2023 and for appointment of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from Bharat Electronics Limited proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation."

NOTES :

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to Special business mentioned under Para 3,4,5 and 6 above is annexed hereto and form part of the Notice.
2. Notes to the Notice and instructions for VC are annexed hereto and form part of the Notice.

BY ORDER OF THE BOARD
FOR BEL OPTRONIC DEVICES LIMITED,


PRIYA. S. IYER
COMPANY SECRETARY

Place : PUNE
Dated : 3rd August 2023

बेल ऑप्ट्रॉनिक डिवाइसेस लिमिटेड

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Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

The Board of Directors of the Company have passed a resolution on 22nd September 2022 appointing Mr. Bhanu Prakash Srivastava, Director(OU) and CMD(Additional Charge), of Bharat Electronics Limited, as Additional Director of the Company with effect from 22nd September 2022.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Bhanu Prakash Srivastava holds office only upto the date of the ensuing Annual General Meeting being held on 25th August 2023. The Company has received a notice from Bharat Electronics Limited under Section 160 of the Companies Act, 2013, signifying its intention to propose the appointment of Bhanu Prakash Srivastava as a Director of the Company whose period of office shall not be liable to determination by retirement by rotation.

Your Directors feel that the Company would immensely benefit from the wide and varied experience possessed by Mr. Bhanu Prakash Srivastava and accordingly recommend the passing of the resolution proposed at Item No 3 of the Notice.

None of the Directors (other than Mr. Bhanu Prakash Srivastava) and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution set out at Item No. 3 of the Notice of this meeting .

Item No. 4

The Board of Directors of the Company have passed a resolution on 12th October 2022 appointing Mr. Manoj Kumar, Executive Director (NM) of Bharat Electronics Limited, as Additional Director of the Company with effect from 11th October 2022.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Manoj Kumar holds office only upto the date of the ensuing Annual General Meeting being held on 25th August 2023. The Company has received a notice from Bharat Electronics Limited under Section 160 of the Companies Act, 2013, signifying its intention to propose the appointment of Mr. Manoj Kumar as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.

Your Directors feel that the Company would immensely benefit from the wide and varied experience possessed by Mr. Manoj Kumar and accordingly recommend the passing of the resolution proposed at Item No 4 of the Notice.

None of the Directors (other than Mr. Manoj Kumar) and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution set out at Item No. 4 of the Notice of this meeting .

Signature

बेल ऑप्ट्रॉनिक डिवाइसेस लिमिटेड

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Item No. 5

The Board of Directors of the Company have passed a resolution on 19th December 2022 appointing Mr. Manoj Jain, Executive Director (NM) of Bharat Electronics Limited, as Additional Director of the Company with effect from 16th December 2022.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Manoj Jain holds office only upto the date of the ensuing Annual General Meeting being held on 25th August 2023. The Company has received a notice from Bharat Electronics Limited under Section 160 of the Companies Act, 2013, signifying its intention to propose the appointment of Mr. Manoj Jain as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.

Your Directors feel that the Company would immensely benefit from the wide and varied experience possessed by Mr. Manoj Jain and accordingly recommend the passing of the resolution proposed at Item No 5 of the Notice.

None of the Directors (other than Mr. Manoj Jain) and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution set out at Item No. 5 of the Notice of this meeting .

Item No. 6

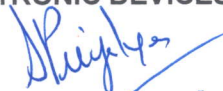
The Board of Directors of the Company have passed a resolution on 10th February 2023 appointing Mr. Damodar Bhattad, Director (Finance) of Bharat Electronics Limited, as Additional Director of the Company with effect from 10th February 2023.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Damodar Bhattad holds office only upto the date of the ensuing Annual General Meeting being held on 25th August 2023. The Company has received a notice from Bharat Electronics Limited under Section 160 of the Companies Act, 2013, signifying its intention to propose the appointment of Mr. Damodar Bhattad as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.

Your Directors feel that the Company would immensely benefit from the wide and varied experience possessed by Damodar Bhattad and accordingly recommend the passing of the resolution proposed at Item No 6 of the Notice.

None of the Directors (other than Mr. Damodar Bhattad) and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at Item No. 6 of the Notice of this meeting .

BY ORDER OF THE BOARD
FOR BEL OPTRONIC DEVICES LIMITED,


PRIYA. S. IYER
COMPANY SECRETARY

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Notes forming part of Notice of the 33rd Annual General Meeting of BEL OPTRONIC DEVICES LIMITED

1. Pursuant to the General Circular numbers 10/2022, 2/2022, 21/2021, 19/2021, 10/2021, 2/2021, 39/2020, 33/2020, 22/2020, 20/2020, 17/2020, 14/2020, issued by the Ministry of Corporate Affairs (MCA) companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 33rd AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorisation letter to the Company or upload on the VC portal.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 25, 2023. Members seeking to inspect such documents can send an email to info@belop.co.in
6. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. Members may send Email to info@belop.co.in for updation of bank account details.
7. The Board of Directors, in its Meeting held on 12th May 2023, has recommended a final dividend ₹ 0.24 (2.40%) per equity share of ₹ 10/- each fully paid up. The Final Dividend for the year 2022-23, if declared at the AGM, will be paid within 30 days from the date of declaration, to those Members whose names appear on the Company's Register of Members as on 3rd August 2023 in respect of physical shares. However, in respect of shares held in

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dematerialized form, the dividend will be payable to those persons whose names appear as beneficial owners as at the closure of the business hours on 3rd August 2023 as per the details furnished by the depositories. The final dividend, once approved by the members in the ensuing AGM will be paid electronically through various online transfer modes to the members to their bank accounts.

8. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2021 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend.
9. In compliance with the Circulars, the Annual Report 2022-23, the Notice of the 33rd AGM, are being sent only through electronic mode to those members whose email addresses are registered with the Company. Members are requested to register their email addresses with the company by sending Email to info@belop.co.in
10. Members may also note that the Notice of the 33rd AGM and the Annual Report 2022-23 will also be available on the Company's website.
11. Since the AGM will be held through VC in accordance with the Circulars the proxy form and attendance slip are not attached to this Notice.
12. The recorded transcript of the AGM, shall be maintained by the Company and also be made available on the website of the Company www.belop-india.in in the Investor Section, at the earliest soon after the conclusion of the Meeting.

BY ORDER OF THE BOARD
FOR BEL OPTRONIC DEVICES LIMITED,


PRIYA. S. IYER
COMPANY SECRETARY

Place : PUNE

Dated : 3rd August 2023

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Instructions for participation through VC in the 33rd Annual General Meeting of BEL Optronics Devices Limited

Please follow the below steps for registration and participation

Step 1 : Access the VC portal by clicking this link <https://belop.my.webex.com/>

System requirements for best VC experience:

Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more
Microphone and speakers – built-in or USB plug-in or wireless Bluetooth

Browser :

Preferred Browser :- Google Chrome : Version 80

Other Browsers :

Mozilla Firefox : Version 74

Microsoft Edge Chromium Based: Version 80

Apple Safari for macOS : Version 12 and 13

Apple Safari for iOS :- iOS versions: 12.4 and 13.3

Yandex for Windows: Version 20

Helpline numbers

+91-020- 27130981/2/3/4 extn. 107/105

Step 2 : After accessing the URL, Enter the Meeting ID and click on “Join” to join the VC session

Enter the meeting passcode and click “OK”. The meeting passcode would be sent to the registered Email Id's of the members 48 hours before the start of the AGM.

Note : Institutional / corporate shareholders are required to send/upload the Board Resolution/ Authorisation Letter authorising its representatives to attend the AGM through VC.

Step 3 : After entering the Meeting Passcode, Members should click “Join Meeting”. After joining Members should enter their Name and E-mail ID and click on Join Meeting

Step 4 : Next Screen will prompt for Camera & Microphone permission and permission should be given

After joining the meeting successfully, user will get Self View on left bottom corner of the screen and other meeting Info like number of participants, layout etc. on right top corner of the screen.

Step 5 : Members can post questions either through chat or video feature available in the VC. Members can exercise these options once the floor is open for shareholder queries.

Signature

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General Guidelines for VC participation

- i. Members may note that the 33rd AGM of the Company will be convened through VC in compliance with the applicable provisions of the Companies Act, 2013, read with the Circulars. The facility to attend the meeting through VC will be provided by the Company. Members may access the same at <https://belop.my.webex.com/>
- ii. The facility of joining the AGM through VC/OAVM will be opened 60 minutes before the scheduled start-time of the AGM.
- iii. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
- iv. Members can participate in the AGM through their desktops/smartphones/ laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
- v. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.

BY ORDER OF THE BOARD
FOR BEL OPTRONIC DEVICES LIMITED,



PRIYA. S. IYER
COMPANY SECRETARY

Place : PUNE
Dated : 3rd August 2023