

NOTICE

BEL OPTRONIC DEVICES LIMITED

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

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of **BEL OPTRONIC DEVICES LIMITED** will be held on **7th September 2020** at 14.30 hrs., at the Registered office of the Company at **EL - 30 , "J" BLOCK, MIDC , BHOSARI INDUSTRIAL AREA, PUNE – 411026**, through video conference and other visual means(VC) 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 2020 and the financial statements for the year ended 31st March 2020 along with Report of Auditors thereon.
2. To declare dividend on equity shares for the year 2019-20.
3. To appoint a Director in place of Mrs. Anandi Ramalingam who retires by rotation, and being eligible offers herself for reappointment.
4. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Special Resolution**

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and any other statutory modification or re-enactment thereof, for the time being in force, the following clause be added to the Articles of Association of the Company and the existing heading be changed from "**Increase and Reduction of Capital**" to "**Increase, Reduction and Sub-division of Capital**."

New Heading :- **Increase, Reduction and Sub-division of Capital**

New Clause :- **Clause No. 28A**

The company in the general meeting, may subject to BEL nominee(s) being present and voting in favour of the resolution, from time to time sub-divide it's shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

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

"RESOLVED THAT pursuant to the provisions of Section 61, Section 64 of the Companies Act, 2013 and in accordance with Article 28A of the Articles of Association of the Company and all other applicable provisions, if any of the Companies Act, 2013, the Authorised Share Capital of the Company of ₹ 100,00,00,000 (Rupees One Hundred Crores Only) comprising of 1,00,00,000 (One Crore) Equity Shares of ₹ 100/- (Rupees One Hundred) each be and is hereby sub-divided into 100,00,00,000 (Ten Crore) Equity Shares of ₹ 10/- (Rupees Ten) each and the Paid up Share Capital of the Company of ₹ 84,50,69,700/- (Rupees Eighty Four Crores Fifty Lakhs Sixty Nine Thousand Seven Hundred Only) which is divided into 84,50,697 (Eighty Four Lakhs Fifty Thousand Six Hundred and Ninety Seven) Equity Shares of ₹100/- (Rupees Hundred) each be and is hereby sub-divided into 8,45,06,970 (Eight Crores Forty Five Lakhs Six Thousand Nine Hundred and Seventy) Equity Shares of ₹ 10/- (Rupees Ten) each."

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

"RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and any other statutory modification or re-enactment thereof, for the time being in force, the Clause No. V of the Memorandum of Association of the Company be hereby altered and the following revised Clause V be incorporated in the Memorandum of Association.

(A) CLAUSE V

1. The Authorised share capital of the company is ₹ 100,00,00,000 (Rupees One Hundred Crores) divided into 10,00,00,000 (Ten Crore) shares of ₹10 (Rupees Ten) each.

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

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and any other statutory modification or re-enactment thereof, for the time being in force, the Clause No. 4 of the Articles of Association of the Company be hereby altered and the following revised Clause No. 4 be incorporated in the Articles of Association.

CLAUSE No. 4

1. The Authorised share capital of the company is ₹ 100,00,00,000 (Rupees One Hundred Crores) divided into 10,00,00,000 (Ten Crore) shares of ₹10 (Rupees Ten) each.

NOTES :

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies must be received by the Company not later than forty-eight hours before the commencement of the meeting.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to Special business mentioned under Para 4, Para 5, Para 6 and Para 7 above 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 : 13th August 2020

Annexure to the Notice

Item No. 4

BELOP proposes to sub-divide its shares having face value of Rs. 100 into shares with face value of Rs.10 each. As the existing Articles do not contain a clause permitting the sub-division of shares, it is proposed to insert a new Clause No. 28A to permit the sub-division in the shares along with the modification in the Heading from **"Increase and Reduction of Capital"** to **"Increase, Reduction and Sub-division of Capital"**.

The said amendment is being affected by a special resolution as required under Section 14 of the Companies Act, 2013. The Directors therefore recommend that the Special Resolution contained in Item 4 of the accompanying notice should be passed.

None of the Directors 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

Item No. 5

BELOP proposes to sub-divide its shares having face value of Rs. 100 into shares with face value of Rs.10 each including the existing paid-up capital.

The said sub-division is being effected by a special resolution as required under Section 13 of the Companies Act, 2013. The Directors therefore recommend that the Special Resolution contained in Item 5 of the accompanying notice should be passed.

None of the Directors 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

BELOP proposes to sub-divide its shares having face value of Rs. 100 into shares with face value of Rs.10 each. and it is proposed to amend Clause No. V of the Memorandum of Association of the Company to reflect the change in the Authorised Capital of the company.

The said amendment is being affected by a special resolution as required under Section 13 of the Companies Act, 2013. The Directors therefore recommend that the Special Resolution contained in Item 6 of the accompanying notice should be passed.

None of the Directors 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.6 of the notice of this meeting.

Item No. 7

BELOP proposes to sub-divide its shares having face value of Rs. 100 into shares with face value of Rs.10 each and it is proposed to amend Clause No. 4 of the Articles of Association of the Company to reflect the change in the Authorised Capital of the company.

The said amendment is being affected by a special resolution as required under Section 14 of the Companies Act, 2013. The Directors therefore recommend that the Special Resolution contained in Item 6 of the accompanying notice should be passed.

None of the Directors 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.7 of the notice of this meeting.

**BY ORDER OF THE BOARD
FOR BEL OPTRONIC DEVICES LIMITED,**


**PRIYA. S. IYER
COMPANY SECRETARY**

Place : PUNE
Dated : 13th August 2020

**Notes forming part of Notice of the 30th Annual General Meeting of
BEL OPTRONIC DEVICES LIMITED**

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 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 30th AGM of the Company is being held through VC.
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. September 7, 2020. 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 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, 2020 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 2019-20, the Notice of the 30th 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 30th AGM and the Annual Report 2019-20 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.

Instructions for participation through VC in the 30th Annual General Meeting of BEL Optronics Limited

Please follow the below steps for registration and participation

Step 1 : Access the VC portal by clicking this link [https:// webvc.bel.co.in](https://webvc.bel.co.in)

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 click on “Join Meeting” to join the VC session

Enter the Meeting ID & passcode which 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 ID & Passcode, Members should enter their Name 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.

General Guidelines for VC participation

- i. Members may note that the 30th 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:// webvc.bel.co.in](https://webvc.bel.co.in).
- 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.