

**BPL Limited**

Dynamic House, 64 Church Street
Post Box No. 5194
Bengaluru - 560 001, India.
Ph : +91 80 25580490
E-mail : investor@bpl.in / Website : www.bpllimited.com
CIN : L28997KL1963PLC002015

30th May 2022

The Manager - Listing, Corporate Relationship Department Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip code - 500074	The Manager - Listing National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Trading Symbol - BPL
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Sub: Outcome of the Board Meeting held on 30th May 2022

- A.** In Compliance with Regulation 33 of SEBI (LODR) Regulations, 2015, please find attached the following:
- (i) Audited Standalone & Consolidated Financial Results for the fourth quarter and twelve months period ended on 31st March 2022.
 - (ii) Statement of Assets and Liabilities for the year ended 31st March 2022.
 - (iii) Statement of Cash Flows for the year ended 31st March 2022.
 - (iv) A copy of the Auditors' Report of (standalone & consolidated) on the aforesaid results issued by M/s. MKUK & Associates, Statutory Auditors of the Company for the fourth quarter and twelve months period ended on 31st March, 2022.
 - (v) Statement of impact on Audit Qualifications for the Financial Year ended 31st March 2022, along with management response for the same.

The said audited Financial Results was recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held today. The Audit Report was also adopted by the Board at the said meeting.

B. Appointment of Mr. Sukumar Rangachar as an additional director (non -executive capacity) subject to approval of the members at the forthcoming general meeting.

C. M/s T.Vellupillai & Co., Chartered Accountants, Bengaluru, was re- appointed as an Internal Auditors of the Company for the FY 2022-23.

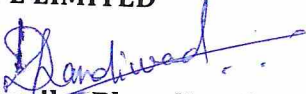
The meeting commenced at 12.17 A.M and concluded at 3.15 P.M.

We request you to kindly take the above on records and acknowledge receipt thereof.

Thanking you,

Very truly yours,

BPL LIMITED



Deepika Bhandiwad
Company Secretary and Compliance Officer

Encl: a/a

BPL Limited
 Regd. Office: BPL Works, Palakkad - 678 007, Kerala. CIN - L28997KL1963PLC002015
 E-mail: Investor@bpl.in, URL: www.bpl.in, Tel: No. +91 80 25589109
 Statement of Standalone Audited Financial Results for the Quarter and Year ended 31st March, 2022

Sl. nos	Particulars	(Rs. In Lakhs)				
		Quarter Ended			Year Ended	
		31-03-2022 (Audited)	31-12-2021 (Unaudited)	31-03-2021 (Audited)	31-03-2022 (Audited)	31-03-2021 (Audited)
I	REVENUE					
	Revenue from operations	925.97	1,327.68	1,490.59	3,820.75	4,375.69
II	Other Income (net)	751.89	14.26	14.42	1,098.44	108.30
III	Total Income (I+II)	1,677.85	1,341.94	1,505.01	4,919.18	4,483.99
IV	EXPENSES					
	Cost of material consumed	680.47	886.15	1,011.43	2,650.88	2,190.14
	Purchases of Stock-in-Trade	(22.22)	11.45	(157.18)	24.37	489.62
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	6.92	20.65	14.94	(9.67)	255.48
	Employee benefits expense	225.52	178.28	174.90	729.83	653.13
	Finance costs	37.85	41.31	55.11	172.56	203.16
	Depreciation and amortization expense	41.52	41.82	41.25	167.36	168.40
	Other expenses	143.27	105.94	215.28	419.00	578.70
	Total Expenses	1,113.34	1,285.60	1,355.73	4,154.34	4,538.63
V	Profit/(loss) before exceptional items and tax (III- IV)	564.52	56.34	149.28	764.85	(54.64)
VI	Profit/(loss) before tax (V-VI)	564.52	56.34	149.28	764.85	(54.64)
VII	Tax Expense:					
	(1) Current Tax	122.11			122.11	-
	(2) MAT Credit Availed	(122.11)			(122.11)	
	(3) Deferred Tax	(530.10)	-	2,091.85	(530.10)	2,091.85
VIII	Profit (Loss) for the period from continuing operations (VII-VIII)	1,094.62	56.34	(1,942.57)	1,294.95	(2,146.49)
IX	Profit/(loss) for the period (IX+XII)	1,094.62	56.34	(1,942.57)	1,294.95	(2,146.49)
X	Other Comprehensive Income					
	(i) Items that will not be reclassified to profit or loss	357.58	-		357.58	
	(ii) Gains/(losses) on defined benefit obligations	(5.61)		43.09	(5.61)	43.09
XI	Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)	1,446.59	56.34	(1,899.48)	1,646.92	(2,103.40)
XII	Paid-up equity share capital: (Face value Rs.10 each)	4,890.69	4,888.58	4,888.58	4,890.69	4,888.58
	Earnings per equity share (for continuing operation):					
	(1) Basic	2.96	0.12	(3.89)	3.37	(4.30)
	(2) Diluted	2.96	0.12	(3.89)	3.37	(4.30)

BPL Limited
CIN - L28997KL1963PLC002015
Balance Sheet as at

Rs. In Lakhs

	Particulars	Note No.	31 Mar 2022	31 Mar 2021
1	ASSETS			
	Non Current Assets			
	(a) Property, Plant and Equipment	3	1,905.75	2,043.92
	(b) Other Intangible assets	3.1	1.83	2.26
	(c) Investment Property	3.2	208.41	214.87
	(d) Financial Assets			
	(i) Investments	4	17,484.52	5,586.94
	(ii) Other receivables	5	-	10,845.08
	(e) Deferred tax assets (net)	6	3,489.78	2,837.56
	(f) Other Non-Current assets	7	274.47	273.29
	Total Non-Current Assets		23,364.76	21,803.91
2	Current assets			
	(a) Inventories	8	582.10	576.08
	(b) Financial Assets			
	(i) Trade receivables	9	1,305.40	1,567.26
	(ii) Cash and Cash equivalents	10.1	46.64	140.08
	(iii) Other Bank Balances	10.2	15.13	10.50
	(iv) Other financial assets	11	10,279.52	10,296.44
	(c) Current Tax Assets (Net)	12	763.37	734.80
	(d) Other current assets	13	252.22	384.40
	Total Current Assets		13,244.38	13,709.55
	Total Assets		36,609.15	35,513.47
	EQUITY AND LIABILITIES			
	EQUITY			
	(a) Share capital	14	4,890.69	4,888.58
	(b) Other Equity	15	11,654.86	9,985.94
	LIABILITIES			
1	Non-current liabilities			
	(a) Financial Liabilities			
	Borrowings - Unsecured	16	-	244.12
	(b) Provisions	17	212.62	182.36
	Total Non- Current Liabilities		212.62	426.48
2	Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings - Secured	18	1,042.74	1,017.86
	(ii) Trade payables			
	(a) Total Outstanding dues of Micro and Small	19	4.90	6.69
	(b) Total Outstanding dues of creditors other than Micro and Small	19	442.09	1,079.66
	(iii) Other financial liabilities	20	17,980.32	17,637.19
	(b) Other current liabilities	21	367.34	463.41
	(c) Provisions	22	13.60	7.67
	Total Current Liabilities		19,850.98	20,212.47
	Total Equity and Liabilities		36,609.14	35,513.47
	Contingent Liabilities and Commitments	23	17382.28	7694.53

See accompanying notes to the financial statements 1-2

BPL LIMITED
CIN - L28997KL1963PLC002015

CASH FLOW STATEMENT

Particulars	For the year ended 31 Mar 2022	For the year ended 31 Mar 2021
	Rs. In Lakhs	Rs. In Lakhs
A. Cash flow from operating activities		
Net Profit / (Loss) before exceptional, extraordinary items and tax	764.85	(54.64)
<i>Adjustments for:</i>		
Depreciation and amortisation	167.36	168.40
(Profit) / loss on sale / write off of assets	0.60	(0.12)
Finance costs	172.56	203.16
Interest income	(5.83)	-
Dividend income	(1,031.45)	-
Rental income from investment properties	(44.85)	(34.56)
Non-cash expenses adjustment	14.31	43.08
	(727.29)	379.96
Operating profit / (loss) before working capital changes	37.55	325.32
<i>Changes in working capital:</i>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	(6.02)	193.43
Trade receivables	261.87	(582.35)
Short-term loans and advances	16.92	192.58
Other current assets	(18.51)	130.39
Other non-current assets	(1.19)	(19.36)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	(639.36)	301.07
Other current liabilities	(96.07)	(301.25)
Other financial liabilities	343.12	(1.56)
Short-term provisions	5.93	(54.48)
Long-term provisions	30.26	(56.06)
Cash generated from operations	(103.04)	(197.59)
Net cash flow from / (used in) operating activities (A)	(65.49)	127.73
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(22.95)	(5.25)
Proceeds from sale of fixed assets	0.04	0.25
Inter-corporate deposits (net)	(694.91)	-
Bank balances not considered as Cash and cash equivalents	(4.63)	3.00
Interest received	5.83	-
Dividend received	1,031.45	-
Rental income from investment properties	44.85	34.56
Net cash flow from / (used in) investing activities (B)	359.68	32.56
C. Cash flow from financing activities		
Proceeds from issue of equity shares	4.34	-
Proceeds from other short-term borrowings	24.88	68.37
Repayment of other short-term borrowings	(244.12)	-
Finance cost	(172.56)	(203.16)
Dividends paid	(0.17)	-
Net cash flow from / (used in) financing activities (C)	(387.63)	(134.79)

BPL LIMITED
CIN - L28997KL1963PLC002015

CASH FLOW STATEMENT

Particulars	For the year ended 31 Mar 2022	For the year ended 31 Mar 2021
	Rs. In Lakhs	Rs. In Lakhs
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(93.44)	25.50
Cash and cash equivalents at the beginning of the year	140.08	114.58
Effect of exchange differences on restatement of foreign currency Cash and cash		
Cash and cash equivalents at the end of the year	46.64	140.08
Note to Cash flow statement		
Components of Cash and Cash equivalents		
(a) Cash on hand	-	0.02
(b) Balances with banks		
(i) In current accounts	26.79	28.67
(ii) In deposit accounts	19.86	111.39
Ref Note:1.18	<u>46.64</u>	<u>140.08</u>

Notes:

1. The above results have been reviewed by the Audit Committee and approved and taken on record by the Board of Directors at their respective meetings held on 30th May 2022.
2. The Financial results for all the periods presented above have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.
3. The format for audited quarterly / yearly results as prescribed in SEBI's Circular CIR/CFD/CMD/15/2015 dated 30 November 2015 has been modified to comply with requirements of SEBI's circular dated 5th July 2016, Ind AS and Schedule III (Division II) to the Companies Act, 2013, applicable to companies that are required to comply with Ind AS.
4. The estimated amount of contingent liabilities as on March 31st 2022 is Rs. 173.82 Crores.
5. An unsecured claimant had obtained an order against the Company from single Bench of the Honorable High Court of Delhi, confirming the order of a Sole Arbitrator. The Company has filed 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.
6. Balances due from Sundry debtors and other advances recoverable are subject to confirmation and reconciliation from the parties concerned. The process of confirmation and reconciliation is in progress.
7. As the financial figures of operating segments other than the main segment (PCB manufacturing) are lower than the quantitative thresholds prescribed under Ind AS 108 "operating segments", PCB manufacturing is considered as the single segment for reporting.
8. The Company has considered the possible effects of COVID-19 pandemic in the preparation of the financial results including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions to the possible future uncertainties in the global economic conditions on account of pandemic, the Company has, on the date of approval of the financial results, used internal and external sources of information and expects that there will not be any negative impact on the carrying amount of these assets.
9. Previous period figures have been regrouped /reclassified to conform to current period's presentations.

Auditor's Qualified Opinion

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:

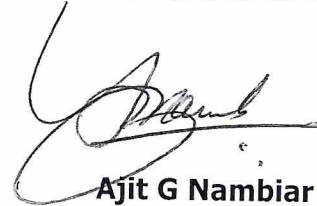
Preference Shares have become due as per the terms on which they were issued and have not yet been redeemed. Pursuant to the provisions of Section 55 of the Companies Act, 2013, Preference Shares can be redeemed only out of profits that are otherwise available for dividend. Though the Company has earned profit, it is inadequate for the said redemption. The Company is exploring possible methods for redemption of Preference Shares at an early date.

2. *The Company has not contributed a sum of Rs.250.93 lacs towards Group gratuity policy maintained with LIC as required under Payment of Gratuity Act.*

Management Response:

Due to paucity of funds on account of working capital constraints, the Company was unable to make contribution towards Gratuity Fund. The company is making necessary arrangements to fund the same in instalments, over a period of time.

For and behalf of the Board of BPL Limited



Ajit G Nambiar
(Chairman & Managing Director)

Place: Bangalore

Date: May 30, 2022

BPL Limited

Regd. Office: BPL Works, Palakkad - 678 007, Kerala. CIN - L28997KL1963PLC002015

E-mail: Investor@bpl.in, URL:www.bpl.in, Tel: No. +91 80 25589109

Statement of Consolidated Audited Financial Results for the Quarter and Year ended 31st March, 2022

Ref Note Below:

(Rs. In Lakhs)

Sl. nos	Particulars	Quarter Ended	Year Ended
		31-03-2022 (Audited)	31-03-2022 (Audited)
I	REVENUE		
	Revenue from operations		
II	Other Income (net)	925.97	3,820.75
III	Total Income (I+II)	751.89	1,098.44
		1,677.85	4,919.18
IV	EXPENSES		
	Cost of material consumed	680.47	2,650.88
	Purchases of Stock-in-Trade	(22.22)	24.37
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress		
	Employee benefits expense	6.92	(9.67)
	Finance costs	225.52	729.83
	Depreciation and amortization expense	37.85	172.56
	Other expenses	41.52	167.36
	Total Expenses	143.27	419.00
		1,113.34	4,154.34
V	Profit/(loss) before exceptional items and tax (III- IV)	564.52	764.85
VI	Profit/(loss) before tax (V-VI)	564.52	764.85
VII	Tax Expense:		
	(1) Current Tax	122.11	122.11
	(2) MAT Credit Availed	(122.11)	(122.11)
	(3) Deferred Tax Charge / (Credit)	(530.10)	(530.10)
VIII	Profit (Loss) for the period from continuing operations (VII-VIII)	1,094.62	1,294.95
IX	Profit/(loss) for the period (IX+XII)	1,094.62	1,294.95
X	Other Comprehensive Income		
	(i) Items that will not be reclassified to profit or loss	357.58	357.58
	(ii) Gains/(losses) on defined benefit obligations	(5.61)	(5.61)
XI	Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)	1,446.59	1,646.92
XII	Paid-up equity share capital: (Face value Rs.10 each)	4,890.69	4,890.69
	Earnings per equity share (for continuing operation):		
	(1) Basic	2.96	3.37
	(2) Diluted	2.96	3.37

BPL Limited
CIN - L28997KL1963PLC002015
Consolidated Balance Sheet as at

Particulars	Note No.	Rs. In Lakhs
		31 Mar 2022
ASSETS		
Non Current Assets		
(a) Property, Plant and Equipment		
(b) Goodwill	3	3,038.33
(c) Capital work in progress		2,308.70
(d) Other Intangible assets	4	30,872.90
(e) Investment Property	3.1	1.83
(f) Financial Assets	3.2	208.41
(i) Investments		
(g) Deferred tax assets (net)	5	5,944.52
	6	3,489.78
(h) Other Non-Current assets		
Total Non-Current Assets	7	341.16
		46,205.62
Current assets		
(a) Inventories		
(b) Financial Assets	8	582.10
(i) Trade receivables		
(ii) Cash and Cash equivalents	9	1,305.40
(iii) Other Bank Balances	10.1	49.18
(iv) Other financial assets	10.2	15.13
	11	4,458.12
(c) Current Tax Assets (Net)		
	12	763.97
(d) Other current assets		
Total Current Assets	13	252.22
		7,426.13
Total Assets		53,631.75
EQUITY AND LIABILITIES		
EQUITY		
(a) Share capital		
(b) Other Equity	14	4,890.69
Total equity attributable to equity holders of the Company	15	11,718.56
(c) Non-controlling interests		16,609.25
Total equity		13,483.22
LIABILITIES		30,092.47
Non-current liabilities		
(a) Financial Liabilities		
Borrowings		
(b) Provisions	16	2,076.28
Total Non- Current Liabilities	17	212.62
		2,288.89
Current liabilities		
(a) Financial Liabilities		
(i) Borrowings		
(ii) Trade payables	18	1,042.74
(a) Total Outstanding dues of Micro and Small		
(b) Total Outstanding dues of creditors other than Micro and Small	19	4.90
(iii) Other financial liabilities	19	1,774.54
	20	18,043.29
(b) Other current liabilities		
	21	371.31
(c) Provisions		
Total Current Liabilities	22	13.60
		21,250.39
Total Equity and Liabilities		53,631.75
Contingent Liabilities and Commitments		
	23	17,407.89

BPL LIMITED
CIN - L28997KL1963PLC002015
CONSOLIDATED CASH FLOW STATEMENT

Particulars

For the year ended 31 Mar 2022

Particulars	Rs. In Lakhs
A. Cash flow from operating activities	
Net Profit / (Loss) before exceptional, extraordinary items and tax	764.85
<i>Adjustments for:</i>	
Depreciation and amortisation	
(Profit) / loss on sale / write off of assets	167.36
Finance costs	0.60
Interest income	172.56
Dividend income	(5.83)
Rental income from investment properties	(1,031.45)
Non-cash expenses adjustment	(44.85)
	14.31
Operating profit / (loss) before working capital changes	(727.29)
<i>Changes in working capital:</i>	
<i>Adjustments for (increase) / decrease in operating assets:</i>	
Inventories	
Trade receivables	(6.02)
Short-term loans and advances	261.87
Other current assets	16.92
Other non-current assets	(19.11)
	(1.19)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>	
Trade payables	
Other current liabilities	(639.36)
Other financial liabilities	(96.07)
Short-term provisions	344.29
Long-term provisions	5.93
	30.26
Cash generated from operations	(102.48)
Net cash flow from / (used in) operating activities (A)	(64.92)
	(64.92)
B. Cash flow from investing activities	
Capital expenditure on fixed assets, including capital advances	(22.95)
Proceeds from sale of fixed assets	0.04
Inter-corporate deposits (net)	(694.91)
Bank balances not considered as Cash and cash equivalents	(1.49)
Interest received	5.83
Dividend received	1,031.45
Rental income from investment properties	44.85
Net cash flow from / (used in) investing activities (B)	362.82
C. Cash flow from financing activities	
Proceeds from issue of equity shares	3.17
Proceeds from other short-term borrowings	24.88
Repayment of other short-term borrowings	(244.12)
Finance cost	(172.56)
Dividends paid	(0.17)
Net cash flow from / (used in) financing activities (C)	(388.80)

BPL LIMITED

CIN - L28997KL1963PLC002015

CONSOLIDATED CASH FLOW STATEMENT

Particulars	For the year ended 31 Mar 2022
	Rs. In Lakhs
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(90.90)
Cash and cash equivalents at the beginning of the year	140.08
Effect of exchange differences on restatement of foreign currency Cash and cash	
Cash and cash equivalents at the end of the year	49.18
Note to Cash flow statement	
Components of Cash and Cash equivalents	
(a) Cash on hand	0.04
(b) Balances with banks	
(i) In current accounts	29.29
(ii) In deposit accounts	19.86
	<u>49.18</u>

Notes:

1. The above consolidated results have been reviewed by the Audit Committee and approved and taken on record by the Board of Directors at their respective meetings held on 30th May 2022.
2. The Consolidated Financial results for all the periods presented above have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.
3. The format for audited quarterly / yearly results as prescribed in SEBI's Circular CIR/CFD/CMD/15/2015 dated 30 November 2015 has been modified to comply with requirements of SEBI's circular dated 5th July 2016, Ind AS and Schedule III (Division II) to the Companies Act, 2013, applicable to companies that are required to comply with Ind AS.
4. The estimated amount of contingent liabilities as on March 31st 2022 is Rs. 174.07 Crores.
5. 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, 2022. Therefore, standalone profitability is considered as consolidated profitability.
6. This being the initial year of consolidation, no comparable previous period figures are available.

Auditor's Qualified Opinion

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 dividend. 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.

2. *The Company has not contributed a sum of Rs.250.93 lacs towards Group gratuity policy maintained with LIC as required under Payment of Gratuity Act.*

Management Response:

Due to paucity of funds on account of working capital constraints, the Company was unable to make contribution towards Gratuity Fund. The company is making necessary arrangements to fund the same in instalments, over a period of time.

3. *The financial statement of a subsidiary BPL Power Projects (AP) Pvt Ltd, which is consolidated with the Company are prepared based on going concern assumption, considering various factors.*

Management Response:

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

For and behalf of the Board of BPL Limited

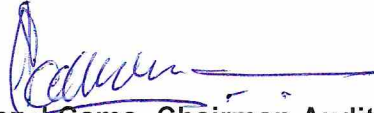
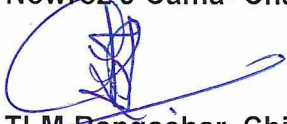


Ajit G Nambiar
(Chairman & Managing Director)

Place: Bangalore
Date: May 30, 2022

BPL Limited

Statement of impact of Audit Qualifications for the Financial Year ended 31st March, 2022				
[See Regulation 33/52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (in lakhs)	Adjusted figures (audited figures after adjusting for qualifications) (in Lakhs)
	1.	Turnover/ Total Income	4919.18	4919.18
	2.	Total Expenditure	4154.34	4154.34
	3.	Net Profit/ (Loss)	1646.92	1646.92
	4.	Earnings Per Share	3.37	3.37
	5.	Total Assets	36609.14	36609.14
	6.	Total Liabilities	36609.14	36609.14
	7.	Net Worth	16545.55	16545.55
	8.	Any other Financial Item(s) (as felt appropriate by the management)	-----	-----
II.	Audit Qualification (each Audit Qualification separately):			
	a.	Details of Audit Qualification: A. The company has not redeemed preference shares amounting to Rs. 16958.68 lacs, which had fully fallen due for redemption in August 2019 B. The Company has not contributed a sum of 250.94 lacs towards Group gratuity policy maintained with LIC as required under Payment of Gratuity Act.		
	b.	Type of Audit Qualification: Qualified Opinion/ Disclaimer of Opinion/ Adverse Opinion		
	c.	Frequency of Qualification: Repeated qualification		
	d.	1. For Audit Qualification(s) where the impact is quantified by the Auditor, Management's views: A. Preference Shares issued by the company 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 dividend. Though the company has earned profits, it is inadequate for the redemption. The company is exploring possible methods for redemption of preference shares at an early date.		

		B. Due to paucity of funds, the Company was unable to make contribution towards Gratuity Fund. The company is making necessary arrangements to fund the same in instalments, over a period of time.
	e.	For Audit Qualifications where the impact is not quantified by the Auditor:
	(i)	Management's estimation on the impact of Audit Qualification- Nil
	(ii)	If Management is unable to estimate the impact, reasons for the same: - NIL
	(iii)	Auditor's comments on (i) or (ii) above: NIL
III.	Signatories	
	 Mr. Ajit G Nambiar- Chairman & Managing Director	
	 Mr. Nowroz J Cama- Chairman-Audit Committee	
	 Mr. TLM Rangachar, Chief Financial Officer	
	 Mr. Manoj Kumar U K - Statutory Auditor	
	Place: Bengaluru Date: 30.05.2022	

For BPL Limited


Deepika N Bhandiwad
Company Secretary



To the Members of M/s. BPL LIMITED
Report on the standalone Financial Statements

Qualified Opinion

We have audited the accompanying Standalone financial statements of M/s BPL Limited ("the Company") which comprises the Balance Sheet as at March 31, 2022, 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 standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

1. 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.
2. The Company is yet to contribute a sum of Rs. 250.94 lacs (previous year Rs.224.78lacs) towards Group gratuity policy maintained with LIC as required under Payment of Gratuity Act due 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, 2022. 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 matters were identified and communicated to management

1. The Company is in the process of obtaining confirmation of balances from various Trade Debtors. Management has represented that confirmation requests were sent to all the parties and confirmation/reconciliation are awaited, however all bad and doubtful receivables have been identified and either written off or provided doubtful.
2. An unsecured creditor had obtained a favourable order of Single Bench of Honorable High court of Delhi confirming award by sole arbitrator. The company has filed further appeal against the said order and is not able to quantify the final demand hence no provision has been made in the accounts. Management has represented that the Company has filed appeal with Division Bench of Honorable High court of Delhi since the claim for principal itself is barred by law of limitation. The proceedings in the case are going on. Management has further represented that an amount of 22.04 crore is disclosed as contingent liability. However Interest awarded has not been provided since management expects no ultimate liability.

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 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.

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.

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

c. 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.

d. 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.



e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. 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, no remuneration is paid by the Company to its directors during the year.

h. 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.

for MKUK & ASSOCIATES.
Chartered Accountants
Firm's registration number: 050113S



Bangalore
Date: 30.05.2022


Manoj Kumar UKN
Partner

Membership Number: 091730

UDIN: 22091730 AJVRVE 2384

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 2022, We report that:

- 1.(a) The Company has maintained records showing full particulars including quantitative details and situation of fixed assets., however, these need to be updated to include all required particulars and to be in agreement with books of account.
- (b) As informed by the management, the company has conducted physical verification of any of its fixed and no differences were noticed.
- (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, 2022 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 were outstanding, as at 31st March



2022, 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:

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	Tribunal
Central Excise	Demand of duty at higher rate for clearance of Cen vat availed inputs	19.87	Commissioner Appeals
Central Excise	Duty Exemption on DC Defibrillator	56.42	Commissioner of customs & Central Excise
Central Excise	Penalty due to non inclusion of amortized 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 on Bonded goods since abandoned	33.24	Tribunal
Value added tax	Disallowance of Rebates & Discounts	229.64	MP Commercial Tax Appellate Board



Value added tax	Turnover differences, stock transfer rejection by ?	703.21	Supreme Court
Value added tax	Demand due to various disallowances which ACT	709.97	Revision Board
Value added tax	Demand due to various disallowances Which ACT	184.19	Additional Commissioner - Which Department
Value added tax	Assessment Demand - Which ACT	145.16	DCCT (Appeals)
Value added tax	Demand due to various disallowances which h ACT	379.93	Tribunal
Value added tax	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	7592.00	Appeal before Income Tax Authorities
Income Tax	Demand for Gift tax on shares transferred to Subsidiary Company	1170.00	Supreme Court

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.
- (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: 0501135




Manoj Kumar UKN
Partner

Membership number: 091730

UDIN: 22 091730AJVRVE2384

Bangalore
Date: 30.05.2022

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 2022 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 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: 0501135



Manoj Kumar UKN Partner

Membership number: 091730

UDIN 22091730AJVRV2384

BANGALORE

Date 30.05.2022



To the Members of M/s. BPL LIMITED

Report on the consolidated Financial Statements

Qualified Opinion

We have audited the accompanying Consolidated financial statements of M/s BPL Limited ("the Company") which comprises the Balance Sheet as at March 31, 2022, 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and profit (including other comprehensive income), 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. 250.94 lacs (previous year Rs.224.78lacs) 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, which is consolidated with the Company are prepared based on going concern assumption. Considering various factors,

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, 2022. 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. The Company is in the process of obtaining confirmation of balances from Various Trade Debtors.

Management has represented that confirmation requests were sent to all the parties and confirmation/reconciliation are awaited, however all bad and doubtful receivables have been identified and either written off or provided doubtful.

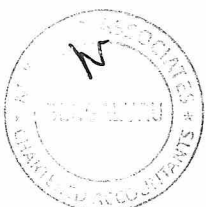
2. An unsecured creditor had obtained order a favourable order of Single Bench of Honorable High court of Delhi confirming award by sole arbitrator Management has represented that the Company has filed appeal with Division Bench of Honorable High court of Delhi The proceedings in the case are going on. Management has further represented that an amount of 22.04 crore is disclosed as contingent liability. However Interest awarded has not been provided since management expects no ultimate liability.
3. Capital Work in Progress - Project Work in progress of subsidiary Company Bharat Energy Venture Private Limited 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 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 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.

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.

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



c. 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.

d. 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.

e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. 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, no remuneration is paid by the Company to its directors except Managing Director during the year.

h. 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.

for MKUK & ASSOCIATES.
Chartered Accountants
Firm's registration number: 0501135




Manoj Kumar UKN

Partner
Membership Number: 091730

UDIN: 22091730AJVR22881

Bangalore
Date: 30.05.2022

Annexure - A to the 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 2022, We report that:

- 1.(a) The Company has maintained records showing full particulars including quantitative details and situation of fixed assets., however, these need to be updated to include all required particulars and to be in agreement with books of account.
- (b) As informed by the management, the company has conducted physical verification of any of its fixed and no differences were noticed.
- (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 favour 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, 2022 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 were outstanding, as at 31st March 2022, 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	Tribunal
Central Excise	Demand of duty at higher rate for clearance of Cen vat availed inputs	19.87	Commissioner Appeals
Central Excise	Duty Exemption on DC Defibrillator	56.42	Commissioner of customs & Central Excise
Central Excise	Penalty due to non inclusion of amortized 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 on Bonded goods since abandoned	33.24	Tribunal
Value added	Disallowance of Rebates &	229.64	MP Commercial Tax



tax	Discounts		Appellate Board
Value added tax	Turnover differences, stock transfer rejection by ?	703.21	Supreme Court
Value added tax	Demand due to various disallowances which ACT	709.97	Revision Board
Value added tax	Demand due to various disallowances Which ACT	184.19	Additional Commissioner - Which Department
Value added tax	Assessment Demand - Which ACT	145.16	DCCT (Appeals)
Value added tax	Demand due to various disallowances which h ACT	379.93	Tribunal
Value added tax	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	7592.00	Appeal before Income Tax Authorites
Income Tax	Demand for Gift tax on shares transferred to Subsidiary Company	1170.00	Supreme Court

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.
- (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 for allotment 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 consolidated 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.
21. There are no qualification or material adverse remarks in CARO reports of Subsidiary Companies considered for consolidation.

for MKUK & ASSOCIATES.
Chartered Accountants
Firm's registration number: 0501135



Manoj Kumar UKN
Partner

Membership number: 091730
UDIN: 22091730AJVR22881

Bangalore
Date: 30.05.2022

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 2022 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 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: 0501135



Manoj Kumar UKN

Partner

Membership number: 091730

UDIN 22091730AJVR22881

BANGALORE

Date 30.05.2022