

**Notes forming part of Notice of the 32nd Annual General Meeting of
BEL OPTRONIC DEVICES LIMITED**

1. Pursuant to the General Circular numbers 2/2022, 21/2021, 19/2021, 10/2021, 2/2021, 39/2020, 33/2020, 22/2020, 20/2020, 17/2020, 14/2020, issued by the Ministry of Corporate Affairs (MCA) companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 32nd AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorisation letter to the Company or upload on the VC portal.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 23, 2022. Members seeking to inspect such documents can send an email to info@belop.co.in
6. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. Members may send Email to info@belop.co.in for updation of bank account details.
7. The Board of Directors, in its Meeting held on 16th May 2022, has recommended a final dividend ₹ 0.24 (2.40%) per equity share of ₹ 10/- each fully paid up. The Final Dividend for the year 2021-22, if declared at the AGM, will be paid within 30 days from the date of declaration, to those Members whose names appear on the Company's Register of Members as on 29th July 2022 in respect of physical shares. However, in respect of shares held in dematerialized form, the dividend will be payable to those persons whose names appear as beneficial owners as at the closure of the business hours on 29th July 2022 as per the details furnished by the depositories. The final dividend, once approved by the members in the ensuing AGM will be paid electronically through various online transfer modes to the members to their bank accounts.
8. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2021 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend.
9. In compliance with the Circulars, the Annual Report 2021-22, the Notice of the 32nd AGM, are being sent only through electronic mode to those members whose email addresses are registered with the Company. Members are requested to register their email addresses with the company by sending Email to info@belop.co.in

10. Members may also note that the Notice of the 32nd AGM and the Annual Report 2021-22 will also be available on the Company's website.
11. Since the AGM will be held through VC in accordance with the Circulars the proxy form and attendance slip are not attached to this Notice.
12. The recorded transcript of the AGM, shall be maintained by the Company and also be made available on the website of the Company www.belop-india.in in the Investor Section, at the earliest soon after the conclusion of the Meeting.

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



**PRIYA. S. IYER
COMPANY SECRETARY**

Place : PUNE
Dated : 17th August 2022