

56th

Annual Report 2019-20



Vignyan Industries Limited

(CIN : U51101KA1963PLC001510)

(A subsidiary of BEML Limited, Bengaluru)

Haliyur, B.H. Road, Tarikere Post - 577 228



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BOARD OF DIRECTORS

Shri M V Rajasekhar

Nominee Director / Chairman of the Board

Dr. S Venkateswaran

Independent Director
(upto 25.08.2020)

Shri R Panneer Selvam

Nominee Director

Shri M L Shanmukh

Independent Director
(from 26.08.2020)

Statutory Auditors

M/s. Sudarshan Abilesh & Co.,
Chartered Accountants
Bengaluru

Bankers

State Bank of India
Tarikere

Registered Office and Works

Haliyur, B.H. Road, Tarikere Post - 577 228
Chikkamagaluru District, Karnataka
Tel. (08261) 222252 / 222313 ; Fax : (08261) 222236

CORPORATE VISION & MISSION

A) VISION:

Transforming the organization to be a major supplier of Ferrous Castings / Stainless Steel Castings.

B) MISSION:

Manufacturing and supply of quality castings and provide metallurgical solutions primarily focusing on industrial sectors like Mining & Construction, Railways and Defence with a thrust on profitability.



CHAIRMAN'S LETTER.....

Dear Shareholders,

Your Company has achieved a Revenue from Operations of ₹14.68 crores as against ₹27.08 crores in the previous year, with reduction of 46% due to break down of 20 ton Mixer barrel and electrical cables connecting the 2 ton Furnace and other related problems faced during the year and lock down due to COVID 19 in March 2020.

The value of production of the Company stood at ₹14.20 crores as against 24.78 crores and Profit (Loss) before Tax of ₹(4.66) crores as against profit (loss) of ₹(0.57) crores in the previous year.

Ministry of Defence accorded "in-principle" approval on 07.07.2020 for closure of VIL in accordance with the provisions of DPE Guidelines dated 14.06.2018 on time bound closure of sick/loss making CPSEs. Accordingly, action has been initiated for closure of VIL.

Your Company has implemented the Guidelines on Corporate Governance for CPSEs-2010 issued by the Department of Public Enterprises, Government of India. Further, your Company has been rated as 'Excellent' in adhering to the corporate governance standards. A report on Corporate Governance along with Management Discussion and Analysis Report as required under the said Guidelines is included in the Board's Report.

To conclude, on behalf of the Company, I express my gratitude to the Holding Company and our most valued customer, M/s BEML Limited and to my colleagues on the Board for their valued advice, guidance and support. I am also thankful to other Customers, Bankers, Auditors and other Stakeholders for their support and cooperation.

I take this opportunity to place on record the appreciation for the valuable contribution made and co-operation extended by the employees and officers at all levels for the progress of the Company.

With warm regards,

M V Rajasekhar
Chairman of the Board

Financial Highlights

(₹ Lakhs)

	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11
CAPITAL:										
Equity Capital	278.97	278.97	278.97	278.97	278.97	278.97	278.97	278.97	278.97	278.97
Net Worth	(0.64)	465.78	539.11	515.16	460.59	415.92	445.33	542.12	812.64	730.87
Loan from BEML	-	-	-	-	-	-	-	-	-	-
Loans from Banks & Others	191.38	166.38	69.71	181.94	179.27	193.24	187.07	152.17	377.48	626.15
Gross Block *	988.49	985.55	941.55	908.89	1,693.85	1,673.42	1,657.16	1,657.16	1,655.34	1,651.88
Inventories	529.55	763.25	814.80	533.39	644.38	794.74	926.77	1,482.38	1,502.85	895.04
Trade Receivables	-	47.38	2.75	66.55	-	0.02	-	0.45	3.34	-
Working Capital	(594.68)	(238.75)	(191.12)	(271.92)	(304.27)	(422.90)	(558.30)	(485.45)	(262.89)	(154.58)
Capital Employed	(56.88)	395.15	504.23	492.96	485.59	417.49	351.41	500.64	724.23	979.89
REVENUE :										
Sales	1467.53	2707.68	3026.87	3320.51	3,218.08	3,066.72	3,675.12	2,747.03	3,920.77	3,384.00
Value of Production	1420.13	2478.44	3209.74	3229.48	3,087.98	3,150.01	3,073.11	2,567.28	4,529.36	3,569.98
Value Added	499.54	1,081.68	1,396.84	1,453.22	1,520.45	1,430.35	1,447.64	1,255.35	2,214.37	1,676.87
Profit before Depreciation & Interest	-347.60	75.20	173.02	110.29	126.07	17.11	(46.16)	(104.82)	207.72	(13.09)
Depreciation & amortization expense	99.04	105.44	106.29	73.05	70.96	77.86	76.38	76.90	76.77	76.69
Profit before Interest & Tax	(446.65)	(30.24)	66.72	37.24	55.11	(60.75)	(122.54)	(181.72)	130.95	(89.78)
Finance Costs	23.36	21.11	23.68	23.98	23.49	23.85	22.23	46.10	66.31	70.36
Profit before Tax	-470.00	-51.35	43.04	13.26	31.62	(84.60)	(144.77)	(227.82)	64.64	(160.14)
Tax expense	4.00	-5.17	-19.09	41.31	13.05	(62.92)	(47.97)	42.70	(17.13)	13.10
Profit After Tax	-466.00	-56.52	23.95	54.56	44.67	(21.68)	(96.80)	(270.52)	81.77	(173.24)
Dividend (Excluding Tax)	-	-	13.95	-	-	-	-	-	-	-
PRODUCTION (in MT)	1123	2018	2590	2455	2,204	2,240	2,326	1,974	4,085	4,120
SALES (in MT)	1199	2166	2406	2402	2,285	2,211	2,726	2,181	3,608	3,932
Power Consumed (in lakh units)	20.58	35.35	41.52	37.52	38.41	39.62	41.93	36.79	64.32	63.76
RATIOS:										
Profit before Tax to Sales	(32.03)	(1.90)	1.46	0.40	0.98	(2.76)	(3.94)	(8.29)	1.65	(4.73)
Profit after Tax to Networth	(74)	(12.13)	4.44	10.59	9.70	(5.21)	(21.74)	(49.90)	10.06	(23.70)
Inventory in No. of days of VoP	136	112	93	60	76	92	110	211	121	92
Trade Receivables in No. of days of Sales	-	6	0	7	-	0	-	0	0	-



NOTICE

NOTICE is hereby given that the 56th Annual General Meeting of M/s. Vignyan Industries Limited will be held on **Monday, the 14th September, 2020** at **11.00 Hours** through **Video Conferencing (VC)**, to transact the following business:

I. ORDINARY BUSINESS

- (1) To receive, consider and approve the Audited Financial Statement of the Company for the year ended 31.03.2020 together with the Reports of the Board of Directors and the Auditors thereon.
- (2) To elect a Director in place of Shri M V Rajasekhar, who retires by rotation and being eligible, offers himself for re-appointment.
- (3) To fix the remuneration of the Auditors for the year 2020-21.

II. SPECIAL BUSINESS

- (4) To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution :

“RESOLVED that Shri M L Shanmukh (*DIN-00058949*), who was appointed as Additional Director of the Company with effect from 26.08.2020 by the Board of Directors and who holds office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

By order of the Board
For Vignyan Industries Limited

Tarikere
21.08.2020

M V Rajasekhar
Chairman of the Board

Notes:

- (i) MCA vide General Circular No.20/2020 (F.No.2/4/2020-CL-V), dated 05.05.2020 intimated that, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements along with notice of the meeting shall be sent only by email to the members and to all other persons so entitled. With this facility Companies are allowed to conduct their AGM through Video Conferencing (VC) during the calendar year 2020.
- (ii) A member is entitled to join the Annual General Meeting through Video Conferencing and vote at the Annual General Meeting (AGM).
- (iii) Members may visit the web-site of the Company www.bemlindia.com/vignyan.php for more information on the Company.
- (iv) Members are requested to address all correspondence in relation to share matters to the Company and email addresses at the following address :

Vignyan Industries Limited

Haliyur, B.H. Road
Tarikere Post - 577 228
Chikkmagaluru District, Karnataka
Ph : 08261-222313, 222256
E-mail : v.vil@beml.co.in

- (v) The details of unpaid dividends with corresponding due dates for transfer to the Investor Education and Protection Fund (IEPF) are as under:

<i>Dividend for the year</i>	<i>Date of Declaration</i>	<i>Amount</i>	<i>Due for transfer on</i>
2017-18	22.09.2018	0.36 Lakhs	28.10.2025

Members who have not encashed the dividend warrants / cheques pertaining to the aforesaid years may approach the Company for obtaining payments thereof at least 20 days before the unclaimed dividends are due for transfer to IEPF.

By order of the Board
For Vignyan Industries Limited

Tarikere
21.08.2020

M V Rajasekhar
Chairman of the Board



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

Item No. 4 - Appointment of Additional Director - Shri M L Shanmukh (DIN-00058949)

Shri M L Shanmukh is appointed as Independent Director on the Board the Company w.e.f. 26.08.2020. Shri Shanmukh is Bachelor of Arts in Economics from Mysore University and also holds PG Diploma in Personnel Management & Industrial Relations from Bangalore University. Further, he holds LLB degree from Mysore University. He is former Director (HR) of BEL. He served in State and Central PSUs and having over 32 years of rich and varied experience in all areas of HR, administration and legal matters.

Shri M L Shankukh, being the appointee concerned, is considered to be interested in the proposed resolution. The Board commends the resolution for the approval of the members. Shri M L Shanmukh is not having any inter-se relationship among the directors of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the proposed resolution.

By order of the Board
For Vignyan Industries Limited

Tarikere
21.08.2020

M V Rajasekhar
Chairman of the Board

BOARD'S REPORT

Your Directors have pleasure in presenting the 56th Annual Report and the Audited Accounts of the Company for the financial year ended 31.03.2020.

FINANCIAL RESULTS

(₹ in Crores)

<i>Particulars</i>	2019-20	2018-19
Sales	14.68	27.08
Value of Production	14.20	24.78
Value Added	5.00	10.82
Profit before Depreciation, Interest & Tax	(3.48)	0.75
Depreciation	0.99	1.05
Profit before Interest & Tax	(4.47)	(0.30)
Interest	0.23	0.21
Profit before Tax	(4.70)	(0.51)
Profit after Tax	(4.66)	(0.57)
Profit available for appropriation	(2.80)	1.87
Appropriations:		
Profit & Loss Account	(2.80)	1.87
Net worth	(0.01)	4.66

TURNOVER AND PROFITABILITY

During the FY 202019-20, your Company achieved the turnover of ₹14.68 Crs as against ₹27.08 Crs, resulting in decrease of 46% in turnover due to break down of 20 ton Mixer barrel and electrical cables connecting the 2 ton Furnace and other related problems faced during the year and lock down due to COVID 19 in March 2020. The Value of Production (VoP) stood at ₹14.20 Crs and Profit before Tax at ₹(4.70) Crs as against VoP of ₹24.78 Crs and PBT of ₹0.51 Crs respectively over the previous financial year.

There was no change in the nature of the business of the Company during the year. Further, there was no material change / commitment occurred affecting the financial position of the Company subsequent to the financial year ended 31.03.2020 till the date of this report.

STRATEGIC DISINVESTMENT OF BEML SHAREHOLDING IN VIL

MoD vide letter dated 27.02.2019 has constituted Inter-Ministerial Group (IMG) and Evaluation Committee (EC) for disinvestment of shareholding (96.56%) of BEML Limited. Accordingly, Transaction Advisor (TA), Legal Advisor (LA) and Asset Valuer (AV) were appointed. By following due process, EoI / PIM was published on 04.09.2019 for seeking probable bidders. However, no response was received. Matter was taken up with MoD for further advice on disinvestment / closure. MoD accorded "in-principle" approval on 07.07.2020 for



closure of VIL, in accordance with the provisions of DPE Guidelines vide OM No.DPE/5(1)/2014-Fin. (Part-I) dated 14.06.2018 on time bound closure of sick/loss making CPSEs. Accordingly, closure activities have been initiated.

QUALITY

Your Company was accredited with ISO 9001:2008 certification from Bureau Veritas Quality International and also applied for certification from Research Design and Standard Organization as Class 'A' Foundry.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo in terms of Section 134 of the Companies Act, 2013 are placed at ***Annexure-I***.

FINANCE

The working capital requirements were met out of internal resources and credit facilities availed from State Bank of India. There was no overdue installment of principal and / or interest to the Bank.

The Company's contribution to exchequer was in the order of ₹2.65 Crs during the year by way of GST and Income Tax etc., as against ₹4.93 Crs contributed during the previous year.

INTERNAL FINANCIAL CONTROLS

Your Company has put in place adequate Internal Financial Controls (IFCs) with respect to Financial Statements. Further, the adequacy of internal financial controls over financial reporting is covered by the Statutory Auditors in their Audit Report. In addition, the details of the IFCs are included under the heading 'Internal control systems and their adequacy' in the Management Discussion Analysis Report which forms part of this report.

FIXED DEPOSITS

The Company has not accepted any deposits during the year and there are no unpaid deposits and / or interest on deposits as on 31.03.2020.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

ENTERPRISE RISK MANAGEMENT

In compliance with the DPE Guidelines on Corporate Governance for CPSEs-2010, your Company has formulated "Risk Management Policy" to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the Company's business. In order to achieve the key objective, this Policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. The said policy is also placed on the Company's website <https://www.bemlindia.in/subsidiaries.aspx>.

As per the said policy, the internal risk committee shall appraise the key risks along with mitigation plans and report to the Audit Committee/Board periodically.

RELATED PARTY TRANSACTIONS

During the year 2019-20, all related party transactions that were entered into with M/s. BEML Limited, the holding company, were fair, transparent and at arm's length basis and also in the ordinary course of business of the Company. The said transactions were placed before the Audit Committee for its review and taking note of the same. However, pursuant to provisions of section 188 of the Companies Act, 2013, RPTs between two government companies are exempted. Further, no materially significant related party transactions have been entered into by the Company with the Directors or management or their relatives that may have a potential conflict of the interest with the Company.

VIGILANCE

The Vigilance Department of M/s BEML Limited, the holding company, has deputed an officer to conduct vigilance activities in the Company.

During the year, the department has conducted surprise stores checks, verification of high value purchase orders, bills payables, medical bills, TA/DA claims and property returns on random / selective basis.

The Vigilance Awareness Week-2019 was observed from 28.10.2019 to 02.11.2019 with the theme "INTIGTITY-A WAY OF LIFE".

PROCUREMENTS

Your Company endeavors to procure all materials and services through e-procurement platform on ERP system. Presently, the Company upgraded the SRM e-procurement software which is having encryption facility for better security. During the year, about 75% of the total requirements were sourced through e-procurement.



MICRO AND SMALL ENTERPRISES

The Micro and Small Enterprises continue to get support and preference from your Company. The Company procured items worth ₹1.27 Crs constituting about 29% of the total procurement value of ₹4.42 Crs from the said category of enterprises during the year.

WHISTLE BLOWER POLICY

In terms of Para 4.2.12 of the DPE Guidelines, the role of Audit Committee shall include review of the functioning of the Whistle Blower Mechanism. Accordingly, your Company has formulated necessary 'Whistle Blower Policy' for providing a framework to the employees for reporting to the management instances of unethical behavior, actual or suspected fraud, or violation of the matters concerning the Company. The said Policy is also placed on the web-site of the Company.

RIGHT TO INFORMATION ACT, 2005

Your Company has nominated a Central Public Information Officer and Appellate Authority for providing information to citizens under section 4(1)(b) of Right to Information Act, 2005 and also to attend to the queries and appeals relating thereto. Further, during the year 2019-20 the Company received 4 applications seeking information relating to human resources and the same were disposed off.

RAJBHASHA

Efforts are being continuously made to implement the use of Hindi in official work.

SWACHH BHARAT ABHIYAN

Swachh Bharat Mission was launched by the Government of India during 2014 with the objective of fulfilling the dream of transforming urban India in totally sanitized, healthy and livable cities and towns during next five years the Company has committed towards realization of the dream of Father of the Nation for a 'Clean India' through the Swachh Bharat Abhiyan.

Your Company had organized 'Swachh Bharat Pakhwada' from 19th August to 30th August 2019 & 7th December to 15th December 2019, across the Company. Various Programmes related to cleanliness and competitions were conducted across the Company on daily basis during the fortnight, as per the calendar of activities drawn for the purpose.

COMPOSITION OF AUDIT COMMITTEE:

In terms of Section 177 of the Companies Act, 2013, & rules made there under, your Company has not constituted the Audit Committee due to non-availability of requisite Independent Director during the FY 2019-20, no Audit Committee meeting was held.

CORPORATE GOVERNANCE

Your Company is implementing the DPE Guidelines on Corporate Governance for CPSEs-2010 issued by the Department of Public Enterprises, Government of India and scored 'Excellent' with 89.77% in compliance with rating for the year 2019-20 a report on Corporate Governance is placed as **Annexure-II**.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Para 7.5.1 of the DPE Guidelines of CPSEs, a report on Management Discussion and Analysis Report is placed at **Annexure-III**.

MANPOWER

The manpower strength of the Company as on 31.03.2020 stood at 77 as against 92 during the previous year. This includes 7 persons from SC / ST categories.

HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS

Your Company has identified several thrust areas for continuously updating technical / professional knowledge and skill development of employees towards fostering a performance driven work culture in all areas of operations particularly at shop floor during the year, the Company organized several in-house training programs covering 349 man-days.

The overall industrial relation situation in the Company was cordial during the year.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

In terms of the provisions of the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013, an Internal Complaints Committee is constituted. However, no case of sexual harassment was reported / filed under the said Act during the year 2019-20.

COMPLIANCE UNDER PERSONS WITH DISABILITIES ACT, 1995

Your Company complies with the provisions under the Persons with Disabilities (Equal opportunities, Protection of rights and full participation) Act, 1995 (PwD Act). In terms of various provisions under PwD Act, your Company has ensured reservation of vacancies for the posts identified for each disability, carry forward of vacancies which



could not be filled up due to non-availability of suitable persons with disability and maintenance of requisite records / roster.

ENVIRONMENT AND POLLUTION CONTROL

In order to protect the environment in and around the foundry premises, tree plantation were undertaken 225 Saplings of various species of avenue tree/ flower bearing trees were planted in and around the foundry premises for maintaining the ecological balance. Further, measures have also been taken to protect the existing flora and fauna in the vicinity of the foundry premises.

PARTICULARS OF EMPLOYEES

There were no employees of the Company who received remuneration in excess of the limits prescribed under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS:

Section 118(10) of the Companies Act 2013, stipulates that the Company shall observe secretarial standards with respect to General and Board meetings specified by the Institute of Company Secretaries of India. Accordingly, the Company has complied with the provisions of applicable standards of SS-1 Secretarial Standard on Meetings of Board of Directors and SS-2 Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India.

STATUTORY AUDITORS

The Comptroller and Auditor General of India has appointed M/s. Sudarshan Abilesh & Co, Chartered Accountants, Bengaluru, as the Statutory Auditors of the Company for the financial year 2019-20.

Observation, if any, made in the Independent Auditors' Report on the financial statement and the reply of the Board thereto will be given by way of an addendum to this report.

C&AG AUDIT:

Comments of the Comptroller & Auditor General of India under Section 143(6)(b) of the Companies Act, 2013 on the financial statement, are appended at Page No.86 & 87 to the annual report.

DIRECTORS

(i) Statement on declaration by Independent Director:

The Independent Director has given declaration that he meets the criteria of independence as laid down u/s 149(6) of the Companies Act, 2013.

(ii) Remuneration of Directors:

Nominee Directors of holding company are not paid remuneration including sitting fee.

Independent Director is paid sitting fee of ₹10,000/- per meeting of the Board / Committee of the Board attended and if they attend more than one meeting on the same day, a sitting fee of ₹5,000/- is paid for each of such additional meeting. Conveyance for attending Board / Committee meetings is met / provided by the Company.

(iii) Director retiring by rotation:

Shri M V Rajasekhar, nominee director will be retiring by rotation and being eligible, offer himself for re-appointment at the ensuing AGM. The Board commends the re-appointment of the said retiring director.

(iv) Number of meetings of Board:

During the year, four meetings were held on 21.05.2019, 26.07.2019, 24.10.2019 and 28.01.2020. Requirements on number and frequency of meetings were complied with in full in terms of Section 173 of the Companies Act, 2013 and Para 3.3.1 of the DPE Guidelines on Corporate Governance for CPSEs-2010.

(v) Directors' Responsibility Statement

Pursuant to section 134(3)(c) and 134(5) of the Companies Act, 2013, your Directors state that,

- (a) In the preparation of the annual accounts for the year ended 31.03.2020, the applicable accounting standards has been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2019-20 and of the profit / loss of the Company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the



Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) The directors had prepared the annual accounts on a going concern basis;
- (e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

EXTRACT OF ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in the prescribed form is placed at **Annexure-IV**.

ACKNOWLEDGEMENTS

Your Directors express their appreciation to the Government of India, State Government of Karnataka, M/s BEML Limited (the Holding Company and the major customer), other customers like MIDHANI, NLC etc. and the State Bank of India for their valued support and guidance.

Your Directors wish to thank the Comptroller and Auditor General of India, the Principal Director of Commercial Audit, Statutory Auditors, Internal Auditors, Suppliers and Shareholders for their valued support and co-operation.

The Directors take this opportunity to place on record their appreciation for the valuable contribution made and co-operation extended by the employees and officers at all levels for the progress of the Company.

For and on behalf of the Board of Directors

Bengaluru
17.06.2020

MV Rajasekhar
Chairman of the Board

Annexure-I

(A) CONSERVATION OF ENERGY

(a) Steps taken or impact on conservation of energy

Nil

(b) Steps taken by Company for utilizing alternate sources of energy

Nil

(c) Capital investment on energy conservation equipments

Nil

(B) TECHNOLOGY ABSORPTION

(i) Efforts made towards technology absorption

Nil

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

NIL

(iii) Imported technology (imported during last three years reckoned from the beginning of the financial year)

NIL

(iv) The expenditure incurred on Research and Development

NIL

(C) FOREIGN EXCHANGE EARNINGS & OUTGO - Nil



Annexure-II

REPORT ON CORPORATE GOVERNANCE

In terms of the Department of Public Enterprises (DPE) Guidelines on Corporate Governance for CPSEs-2010, a Report on compliance with the guidelines relating to Corporate Governance is provided as under:

1. COMPANY'S PHILOSOPHY

The Company's philosophy of Corporate Governance is based on the principles of honesty, integrity, accountability, adequate disclosures and legal / statutory compliances, and to protect, promote and safeguard the interests of all the stakeholders it is the constant endeavor of the Company to adopt and maintain the highest standards of ethics in all spheres of business activities. It strives for maximum level of transparency in decision making and avoids conflict of interest. In keeping with its professional approach, the Company is implementing the precepts of Corporate Governance in letter and spirit.

2. BOARD OF DIRECTORS

(i) Composition

As on March 31, 2020, the Board consisted of 3 Directors comprising two nominees of the holding company and one Independent Director. There were no Executive Directors on the Board of the Company. There was no inter-se relationship among the Director

(ii) Meetings and Attendance

During the year under review, your Board met four times on 21.05.2019, 26.07.2019, 24.10.2019 and 29.01.2020. Requirements on number and frequency of meetings in terms of Para 3.3.1 of the DPE Guidelines were complied with in full.

The details of attendance of the Directors at the Board Meetings, Annual General Meeting (AGM) and the other directorships of them as on 31.03.2020 are given below:

Sl. No.	Name of the Director (Director Identification No.)	Designation & Category	Attendance at board meetings/Tot al meetings after appointment as Director	Whether attended last AGM (Yes/No)	No. of other director -ships held
1	Shri MV Rajasekhar* (DIN08467141)	Chairman of the Board, Non-Executive	3/3	Yes	3

2	Shri R Panneer Selvam (DIN 08075917)	Director, Non-Executive	4/4	No	1
3	Dr. S Venkateswaran (DIN 06822317)	Independent Director, Non- Executive	2/4	No	--
4	Shri B R Viswanatha** (DIN 07363486)	Chairman of the Board, Non-Executive	1/1	--	--
5	Prof. S. Sadagopan*** (DIN 00118285)	Director, Non- Executive	--	--	--
6	Shri G. Sudhindra*** (DIN 07363484)	Director, Non- Executive	--	--	--

* Appointed as Director w.e.f. 01.06.2019.

** Ceased to be director w.e.f. 31.05.2019.

*** Ceased to be director w.e.f. 29.04.2019.

(iii) Directors' Shareholding

In terms of Article 5 of Articles of Association of the Company, each Director holds qualification shares of the face value of ₹5,000 jointly with M/s BEML Limited, the holding company.

(iv) Review of Compliance of Laws

In terms of the provisions of the Companies Act, 2013 and Para 3.3.3 of the DPE Guidelines, the Board reviewed the compliance reports relating to various laws applicable to the Company for the year 2019-20 and noted that there were no instances of non-compliances.

(v) Training for Board of Directors

In terms of Para 3.7 of the DPE Guidelines, a "Policy on Training for new Board of Directors" has been put in place and the same is placed on the website of the Company <https://www.bemlindia.in/subsidiaries.aspx>. As part of this, training is imparted to them on business model of the Company including risk profile of the business, corporate governance, responsibility of respective Directors and the manner in which such responsibilities are to be discharged.

(vi) Code of Conduct

The Company has formulated "Code of Conduct for Directors and Senior Management" for better Corporate Governance and fair / transparent practices and the same is placed on the website of the Company <https://www.bemlindia.in/subsidiaries.aspx>. A copy of the same has been circulated to all concerned. The Board members and senior management personnel, i.e., Directors and General Manager, have affirmed their



compliance with the code for the year 2019-20. A declaration to this effect signed by the Chairman of the Board in terms of Para 3.4.2 of the DPE Guidelines, is placed as under:

To the Members of Vignyan Industries Limited,

I, MV Rajasekhar, Chairman of the Board of the Company, hereby declare that the Board of Directors and Senior Management personnel have affirmed their compliance with the Code of Conduct of the Company for the financial year ended 31.03.2020.

On behalf of the Board of Directors

*Bengaluru
17.06.2020*

*MV Rajasekhar
Chairman of the Board*

(vii) Whistle Blower Policy:

In terms of Para 4.2.12 of the DPE Guidelines, the role of Audit Committee shall include review of the functioning of the Whistle Blower Mechanism. Accordingly, the Company has formulated necessary 'Whistle Blower Policy' for providing a framework to the employees for reporting to the management instances of unethical behavior, actual or suspected fraud, or violation of the matters concerning the Company. The said Policy is also placed on the web-site of the Company.

3. BOARD COMMITTEES:

(i) Audit Committee:

In terms of Chapter 4 of the DPE Guidelines, the Audit Committee constituted by the Board will comply with the terms of reference as enumerated under DPE Guidelines on Corporate Governance as amended from time to time, in addition to complying with the directives, if any, of the Board of Directors, Department of Defence Production and Central Vigilance Commission. However, during the year Audit Committee is not constituted due to non-availability of two Independent Directors.

During the year 2019-20, there were no Audit Committee meetings held due to non-availability of requisite Independent Directors.

(ii) Remuneration Committee

In terms of Chapter 5 of the DPE Guidelines, the Remuneration Committee of the Board is constituted as under:

<i>S.No.</i>	<i>Name of the Director</i>	<i>Category</i>
<i>Chairman:</i>		
1	Dr.S Venkateswaran	Independent Director
<i>Members:</i>		
2	Shri M V Rajasekhar	Nominee Director
3	Shri R Panneer Selvam	Nominee Director

As per the terms of reference, the Remuneration Committee will decide the annual bonus / variable pay pool and policy for its distribution across the executives and non-unionized supervisors within the prescribed limits.

(iii) Share Transfer Committee

Share Transfer Committee is constituted with the following members for attending to the requests of members for transfer / transmission of shares, deletion of name, issue of duplicate share certificates, etc.:

<i>S.No.</i>	<i>Name of the Director</i>	<i>Category</i>
<i>Chairman:</i>		
1	Shri MV Rajasekhar	Nominee Director
<i>Member:</i>		
2	Shri R Panneer Selvam	Nominee Director

Company Secretary acts as the Compliance Officer.

4. REMUNERATION OF DIRECTORS

Nominee Directors of holding company are not paid any remuneration including sitting fee.

Independent Director had been paid sitting fee of ₹10,000/- per meeting of the Board / Committee of the Board attended and if they attend more than one meeting on the same day, a sitting fee of ₹5,000/- is paid for each of such additional meeting. Conveyance for attending Board / Committee meetings is met by the Company. Details of sitting fees paid to the Independent Director during the year 2019-20 are given below:

<i>S.No.</i>	<i>Name of the Director</i>	<i>Sitting fee (Amount ₹)</i>
(i)	Dr. S. Venkateswaran	30,000
Total		30,000

Neither there was payment of commission to Directors nor any stock option scheme offered to them during the year.



5. GENERAL BODY MEETINGS

Details of last three Annual General Meetings are as follows:

<i>Year</i>	<i>Location</i>	<i>Date & Time</i>
2018-19	Registered office at Tarikere	21.09.2019 at 12.30 hrs
2017-18	Registered office at Tarikere	22.09.2018 at 12.30 hrs
2016-17	Registered office at Tarikere	16.09.2017 at 12.30 hrs

There was no special resolution passed in the previous three annual general meetings. Further, no special resolution was put through postal ballot during the year under review.

6. ENTERPRISE RISK MANAGEMENT

In compliance with the DPE Guidelines on Corporate Governance for CPSEs-2010, your Company has formulated "Risk Management Policy" to ensure sustainable business growth with stability and promote a pro-active approach in reporting, evaluating and resolving risks associated with the Company's business. In order to achieve the key objective, this policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. The said policy is also placed on the Company's website <https://www.bemlindia.in/subsidiaries.aspx>.

As per the said policy, the internal risk committee shall appraise the key risks along with mitigation plans and report to the Board periodically.

7. DISCLOSURES

In terms of Chapter 7 of the DPE Guidelines, the following disclosures are made:

- During the year 2019-20, all related party transactions that were entered into with M/s. BEML Limited, the holding company, were fair, transparent and at arm's length basis and also in the ordinary course of business of the Company. Further, no related party transactions have been entered into by the Company with the Directors or management or their relatives that may have a potential conflict with the interest of the Company. Details of related party transactions as required under Ind-AS-24 issued by the Institute of Chartered Accountants of India is given in Note No. 28(B) of the Notes forming part of financial statements.
- The Company's financial statement has been prepared based on the applicable Ind-AS issued by the Institute of Chartered Accountants of India.
- There were no cases of non-compliances by the Company and no penalties or strictures were imposed on the Company by any statutory authority, or any

matter related to any guidelines issued by the Government, during last three years excepting non-constitution of Audit Committee during the year.

- The Company has not entered into any contract or arrangement in which the Directors are interested in terms of section 184(2) and 188 of the Companies Act, 2013.
- Senior management personnel have affirmed to the Board that their personal interest in all material, financial and commercial transactions had no potential conflict with the interest of the Company at large.
- The Company has complied with Presidential Directives, if any, issued by the Central Government during the year and also in the last three years.
- Company has implemented all Standard Operating Procedures / advisories issued by the Government of India and respective State Governments in respect of COVID-19 Pandemic.

8. MEANS OF COMMUNICATION

The Company's web-site <https://www.bemlindia.in/subsidiaries.aspx>, which is in English & Hindi languages gives information on management, vision, mission, policies, corporate governance, financial results and annual reports for last 3 years and investors information. The notice along with the audited financial statement form part of the Annual Report is sent to the members electronically within the statutory period for the Annual General Meeting.

9. GENERAL SHAREHOLDER INFORMATION

- (i) The 56th Annual General Meeting for the year 2019-20 is scheduled on Monday, the 14th September, 2020 at 11.00 Hours through Video Conferencing.

MCA vide General Circular No.20/2020 (F.No.2/4/2020-CL-V), dated 05.05.2020 intimated that, in view of the prevailing situation due to COVID-19 pandemic, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements along with notice of the meeting shall be sent only by email to the members, and to all other persons so entitled. With this facility Companies are allowed to conduct their AGM through Video Conferencing (VC) during the calendar year 2020.

- (ii) Share Transfer System

The shares are issued and dealt in physical form only. All the requests for share transfers, transmissions, deletion of name, issue of duplicate share certificates, change of address, etc., will be approved by the Share Transfer Committee and accordingly, communication will be sent to the shareholders after completing the transaction.



(iii) Shareholding pattern as on 31.03.2020

<i>Category</i>	<i>No. of Shares</i>	<i>% to equity</i>
BEML Limited	2,69,376	96.56
Individuals	9,590	3.44
TOTAL	2,78,966	100.00

(iv) Address for correspondence:

M/s. Vignyan Industries Limited,
 Haliyur, B.H. Road,
 Tarikere Post – 577 228,
 Chikkamagaluru District, Karnataka
 Ph: 08261 - 222313 / 222252
 e-mail ID: av.vil@beml.co.in

10. COMPLIANCE UNDER CORPORATE GOVERNANCE

- (i) Your Company submitted quarterly compliance report on Corporate Governance as per prescribed format to the Ministry of Defence (MoD) within 15 days from the close of each calendar quarter.
- (ii) Further, your Company submitted quarterly grading reports on the compliance with the Corporate Governance with MoD. In addition, annual grading report for the FY 2019-20 (average of four quarters) to MoD with a copy to Department of Public Enterprises. As per the grading report for the year 2019-20, your Company was rated as 'Excellent' in adhering to the corporate governance standards with a score of about 89.77%.

For and on behalf of the Board of Directors

Bengaluru
 17.06.2020

M V Rajasekhar
 Chairman of the Board



CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Corporate Identity No.: U51101KA1963PLC001510

Nominal Capital : ₹400 Lakhs

To the Members of M/s. Vignyan Industries Limited

I have examined all the relevant records of M/s. Vignyan Industries Limited for the purpose of certifying compliance of the conditions of the Corporate Governance under DPE Guidelines on Corporate Governance for CPSEs-2010 for the year ended 31st March, 2020. I have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

On the basis of my examination of the records produced and the explanations and information furnished, I certify that the Company has complied with mandatory requirements of DPE Guidelines on Corporate Governance for CPSEs-2010 *excepting constitution of Audit Committee during the year due to non-availability of requisite Independent Directors.*

For Velichety & Co.,
Chartered Accountants

CA. V. Vijaya Raghava Rao
Partner
M.No.: 028453
FRN.: 004588S
UDIN: 20028453AAAABI2748

Bengaluru
June 15, 2020



Annexure-III

Management Discussion and Analysis Report

(In terms of Para 7.5 of the DPE Guidelines on Corporate Governance for CPSEs-2010)

(i) Industry structure and developments:

Your Company was incorporated on 25.09.1963 by two individual promoters. M/s BEML Limited, the holding company, took over the management during October 1984 upon its acquiring 69% of the paid-up share capital of the Company. Presently, 96.56% of the paid-up capital of the Company is held by BEML. The Company manufactures steel castings suitable for engineering, mining, railways and infrastructure industries.

Organization

Your Company has single manufacturing facility located in Tarikere to produce steel castings of various specifications and supply mainly to M/s BEML Limited, the holding company. The Company's manpower strength stood at 77 as on 31.03.2020

Developments and Performance during 2019-20:

During 2019-20, the manufacturing sector, especially, manufacture of earth moving equipments, was still witnessing pressure on their growth rates due to sluggishness prevailing in the economy. The continuing global economic trend is having its impact on the performance of all major manufacturing industries which ultimately impacted the GDP. Your Company registered a turnover of ₹14.68 Crs as against ₹27.08 Crs in the previous year.

(ii) Strengths and Weaknesses:

(a) Strengths:

- ❖ Capability to pour wide range of castings up-to 1750 kgs. Per single piece weight.
- ❖ Ease of transportation as plant is located in Tarikere on National High way.
- ❖ Stabilized quality system - ISO 9001: 2008 & RDSO class "A" foundry accreditation.
- ❖ High Manganese Steel alloy developed & established.

(b) Weaknesses:

- ❖ Unscheduled power cuts being common in rural area.

- ❖ Shortage of skilled manpower in Melting and Fettling sections.
- ❖ Old and outdated equipments requiring sizeable capital investment for replacement/ up-gradation.
- ❖ Shortage of machining facilities for proof machining / finish machining of castings.

(iii) Opportunities & Threats:

(a) Opportunities:

- ❖ Increasing demand for castings in Defence & Railways business segments.
- ❖ Potential market for high alloy castings.
- ❖ Opportunities in metal forming areas including assemblies.
- ❖ Supply castings as final components in value addition.

(b) Threats:

- ❖ Shortfall or non-availability of raw materials like foundry sand, bentonite and steel scrap, etc.
- ❖ Steep and frequent increase of raw material prices.
- ❖ Stringent and strict environmental norms.
- ❖ Huge increase labour cost (Minimum wages).

(iv) Segment-wise or Product-wise performance during 2019-20:

The Company is operating in one segment of business and accordingly the performance furnished under Sl. No. (viii) of this report may be referred.

(v) Risks and Concerns:

The Company follows a system of making all major business decisions after a thorough discussion and analysis of risks and returns involved. Through this approach it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the Company's future performance. The major concerns faced by the Company are:

- (a) Uncertainty, especially in Mining sector, due to delay in resolving environmental and social issues.
- (b) Higher level of input costs.
- (c) Innovative marketing strategies to counter competition.



- (d) Retaining skilled manpower.
- (e) Huge increase in Labour cost

However, necessary action plans and strategies are put in place to address the above challenges and to ensure the business with reasonable growth.

(vi) Internal control systems and their adequacy:

The Company has an internal control system designed to provide assurance regarding optimization and safeguarding of resources, quality and reliability of financial and operational information, compliance with applicable statutes and corporate policies. It is the Company's endeavor to align all its processes and controls with industry best practices.

The internal audit process is designed to review the adequacy of internal control checks in the system and covers all significant areas of the Company's operations. The internal audit department performs risk-based audits, aligned with the internal and transaction audit plan, which would be reviewed in consultation with the statutory auditors and the Audit Committee from time to time.

Your Company has implemented Enterprise Resource Planning. It has an end-to-end SAP platform that provides a robust foundation to address several emerging business needs.

(vii) Discussion on financial performance with respect to operational performance:

(₹ in Crores)

<i>Particulars</i>	2019-20	<i>2018-19</i>
a) Sales	14.68	27.08
b) Value of Production	14.20	24.78
c) Profit before Tax	(4.70)	(0.51)
d) Profit after Tax	(4.66)	(0.57)
e) Net worth	(0.01)	4.66
f) Inventory	5.29	763.25
g) Trade Receivables	0.00	47.38
Total inventory in no. of days of VoP (f/b*365)	136	112
Trade Receivables / Sales in days (g/a*365)	0	6
% Profit Before Tax to Sales (c/a*100)	(32.03)	(0.02)
% Profit After Tax to Networth (d/e*100)	0.00	(0.12)

During the FY 202019-20, your Company achieved the turnover of ₹14.68 Crs as against ₹27.08 Crs, resulting in decrease of 46% in turnover due to break down of 20 ton Mixer barrel and electrical cables connecting the 2 ton Furnace and other related

problems faced during the year and lock down due to COVID 19 in March 2020. The Value of Production (VoP) stood at ₹14.20 Crs and Profit before Tax at ₹(4.70) Crs as against VoP of ₹24.78 Crs and PBT of ₹0.51 Crs respectively over the previous financial year.

(viii) Material developments in Human Resources, Industrial Relations front including number of people employed.

The Company intensified its focus on training and development of manpower. Training and development at middle management levels were in focus during the year. A company-wide associate survey was undertaken to obtain feedback on various aspects of HR, covering all employees. The Company intensified its communication with all levels and categories of employees by way of different internal forums. The Company also continued to excel in the field of training apprentices and workmen.

The industrial relations were harmonious and cordial during the year. The manpower strength as of 31.03.2020 stood at 77 as against 92 during previous year. During the year, 349 man-days of training were imparted to hone the skills and update the knowledge of employees.

(ix) Environmental Protection and Conservation, Technological conservation, Renewable energy developments, Foreign Exchange conservation:

Relevant information in this regard is placed in the Board's Report.

Cautionary Statement - Certain statements made in the Management Discussion and Analysis Report related to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections and so on whether expressed or implied. Several factors could make significant difference to the Company's operations. These include climatic conditions and economic conditions affecting demand and supply, government regulations and taxation, natural calamities and so on over which the Company does not have any direct control.

For and on behalf of the Board of Directors

Bengaluru
17.06.2020

MV Rajasekhar
Chairman of the Board

**Annexure-IV****Form No. MGT-9**

EXTRACT OF ANNUAL RETURN
as on the financial year ended 31.03.2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : **U51101KA1963PLC001510**
- ii) Registration Date : **25.09.1963**
- iii) Name of the Company : **Vignyan Industries Limited**
- iv) Category/Sub-Category of the Company : **Company Limited by Shares**
- v) Address of the Registered office and contact details : **Haliyur, B H Road,
Tarikere Post - 577 228,
Chikmagalur District, Karnataka**
- vi) Whether listed company Yes/No : **No**
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : **Not Applicable**

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Steel Castings	27310	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ subsidiary/ associate	% of shares held	applicable Section
1	M/s BEML Limited, BEML Soudha, No.23/1, S.R. Nagar, Bengaluru-560027	L35202KA1964GOI001530	Holding Company	96.56 %	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	269376	269376	96.56	-	269376	269376	96.56	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	269376	269376	96.56	-	269376	269376	96.56	-
(2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(a)(2)	-	269376	269376	96.56	-	269376	269376	96.56	-



B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Com.	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	5965	5965	2.14	-	5965	5965	2.14	-
2. Non- Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	-	3625	3625	1.30	-	3625	3625	1.30	-
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	-	9590	9590	3.44	-	9590	9590	3.44	-
c) Others (specify)	-	9590	9590	3.44	-	9590	9590	3.44	-
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	278966	278966	100.00	-	278966	278966	100.00	-

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	BEML Limited	269376	96.56	0	269376	96.56	0	Nil
	Total	269376	96.56	0	269376	96.56	0	Nil

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
At the beginning of the year	269376	96.56	269376	96.56
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change			
At the end of the year			269376	96.56

(IV) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year				
1. Shri M S Manjappa	500	0.18	500	0.18
2. Smt. Jayanthimala S Hegde	445	0.16	445	0.16
3. Smt Pushpavathi Shedthi	400	0.14	400	0.14
4. Shri B S Chetan	360	0.13	360	0.13
5. Shri T Nagappa	300	0.11	300	0.11
6. Smt D Parvathamma	274	0.09	274	0.09
7. Prof. P Shivaji Shetty	250	0.08	250	0.08
8. Dr. S Suresh	250	0.08	250	0.08
9. B K Krishnaiah	200	0.07	200	0.07
10. Smt. Lakshmi Shedthi	200	0.07	200	0.07



Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Not Applicable			
At the end of the year (or on the date of separation, if separated during the year)	500	0.18	500	0.18
	445	0.16	445	0.16
	400	0.14	400	0.14
	360	0.13	360	0.13
	300	0.11	300	0.11
	274	0.09	274	0.09
	250	0.08	250	0.08
	250	0.08	250	0.08
	200	0.07	200	0.07
	200	0.07	200	0.07

(v) Shareholding of Directors and Key Managerial Personnel:

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
For Each of the Directors and KMP				
At the beginning of the year	<p>In terms of Article of Association of the Company, the Directors on the Board of the Company from time to time held qualification shares of 50 each having aggregate value of ₹5,000/- jointly with M/s. BEML Limited, the holding company.</p>			
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
At the end of the year				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year as on 01.04.2019				
i) Principal Amount	166.38	-	-	166.38
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	166.38	-	-	166.38

Change in Indebtedness during the financial year				
· Addition	25.00	-	-	25.00
· Reduction		-	-	-
Net Change	191.38	-	-	191.38
<i>Indebtedness at the end of the financial year 31.03.2020</i>				
i) Principal Amount	191.38	-	-	191.38
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	191.38	-	-	191.38

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - as % of profit - others, specify...	--	--
5.	Others, please specify	--	--
	Total (A)	--	--
	Ceiling as per the Act	--	--



B. Remuneration to other Directors:

Independent Directors			
<i>Particulars of Remuneration</i>	<i>Name of Directors</i>		<i>Total Amount in ₹</i>
	Dr S Venkateswaran		
<ul style="list-style-type: none"> · Fee for attending board/committee meetings · Commission · Others, please specify 	30,000/-		30,000/-
	Nil		Nil
	Nil		Nil
Total (1)	30,000/-		30,000/-
Other Non-Executive Directors			
<i>Particulars of Remuneration</i>	<i>Name of Directors</i>		<i>Total Amount in ₹</i>
	Nominee Directors of BEML Limited (Holding Company)		
	Shri MV Rajasekhar	Shri R Panneer Selvam	
<ul style="list-style-type: none"> · Fee for attending board/committee meetings · Commission · Others, please specify 	--	--	--
	--	--	--
	--	--	--
Total (2)	0	0	0
Total (B)=(1+2)	30,000/-		30,000/-
Total Managerial Remuneration	30,000/-		30,000/-
Overall Ceiling as per the Act	Not Applicable		

C. Remuneration to Key Managerial Personnel Other Than MD/Manager /WTD

<i>Sl. No.</i>	<i>Particulars of Remuneration</i>	<i>Key Managerial Personnel</i>			
		<i>CEO</i>	<i>Company Secretary</i>	<i>CFO</i>	<i>Total</i>
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--
2.	Stock Option	--	--	--	--
3.	Sweat Equity	--	--	--	--
4.	Commission	--	--	--	--
	- as % of profit				
	- others, specify...				
5.	Others, please specify	--	--	--	--
	Total	--	--	--	--

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

<i>Type</i>	<i>Section the Companies Act</i>	<i>Brief Description</i>	<i>Details of Penalty /Punishment/ Compounding fees imposed</i>	<i>Authority [RD/NCLT/ Court]</i>	<i>Appeal made, if any</i>
A. COMPANY					
Penalty			None		
Punishment			None		
Compounding			None		
B. DIRECTORS					
Penalty			None		
Punishment			None		
Compounding			None		
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment			None		
Compounding			None		

For and on behalf of the Board of Directors

Bengaluru
17.06.2020

MV Rajasekhar
Chairman of the Board



SIGNIFICANT ACCOUNTING POLICIES

Note no. 1: Corporate Information:

The accompanying financial statements comprise the financial statements of VIL, TARIKERE (the Company) for the year ended 31 March 2019. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at Tarikere, Karnataka, India. VIL manufactures and supplies Castings for BEML and others Information on other related party relationships of the Company is provided in Note 28B. These financial statements were authorised for issue in accordance with a resolution of the directors on 17.6.2020.

Note no. 2: Significant accounting policies

2.1. Basis of preparation and Statement of Compliance

a. The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. These financial statements for the year ended 31 March 2019 with a comparative of year ended 31 March 2018 are prepared in accordance with Ind AS.

b. The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value: • Defined benefit and other long-term employee benefits obligations.

c. The financial statements are presented in Indian Rupee (INR) which is the functional and the presentation currency of the Company and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

d. The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable. Future results could differ due to these estimates.

e. The Company revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the financial statements. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognised assets or liabilities or to profit or loss is applied prospectively in the period(s) of change. Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

2.2. Summary of significant accounting policies

A. Revenue Recognition:

Sales is exclusive of GST.

Revenue from contracts with customers:

Revenue is recognised, on the transfer of promised goods or services, by way of allocating transaction price, being amount of consideration which an entity expects/entitles in exchange for transferring promised goods or services to a customer, to the extent of performance obligation satisfied in a contract.

(i) Satisfaction of performance obligation over time

a. Revenue is recognised overtime where the transfer of control of goods or services take places over time by measuring the progress towards complete satisfaction of that performance obligation, if one of the following criteria is met:

- the company's performance entitles the customer to receive and consume the benefits simultaneously as the company performs
- the company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced
- the company's performance does not create an asset with an alternative use to the company and the company has an enforceable right to payment for performance completed to date.

(ii) Satisfaction of performance obligation at a point in time

a. In respect of cases where the transfer of control does not take place over time, the company recognises the revenue at a point in time when it satisfies the performance obligations.

b. The performance obligation is satisfied when the customer obtains control of the asset. The indicators for transfer of control include the following:

- The company has transferred physical possession of the asset
- The customer has legal title to the asset
- The customer has accepted the asset
- When the company has a present right to payment for the asset
- The customer has the significant risks and rewards of ownership of the asset. The transfer of significant risks and rewards ownership is assessed based on the Incoterms of the contracts.

c. Bill and hold Sales

Bill and hold sales is recognised when all the following criteria are met:

- The reason for the bill and hold sales is substantive
- The product is identified separately as belonging to the customer
- The product is currently ready for physical transfer to the customer
- The company does not have the ability to use the product or to direct it to another customer.

Escalation:

Escalation in prices are recognized as revenue as per the escalation formula provided in the contract. In the absence of such a clause in the contract, any claim for the same is recognized on acceptance by the customer.

Other Income**(i) Interest income:**

Interest Income is recognized using the effective interest rate (EIR) on a time proportion basis and as per the terms of the relevant instrument.

**B. Foreign Currencies:**

Transactions in foreign currencies are initially recorded by the Company at their respective currency exchange rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency exchange rate at the reporting date. Differences arising on settlement or translation of monetary items are recognized in statement of profit and loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

C. Income Taxes:**Current income tax:**

Current tax assets and liabilities are measured at the amount to be recovered from or paid to the taxation authorities as per the applicable tax laws at the reporting date in Statement of profit and loss.

Deferred tax:

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences can be utilized.

For the items directly recognized in Equity, the current and deferred tax pertaining to such item is recognized through Equity.

D. Property, Plant & Equipment:

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses if any. Cost includes expenditure on acquisition of asset, present value of expected cost for the decommissioning of an asset, cost of replacing part of Plant and Equipment and borrowing costs.

Depreciation is calculated on a straight-line basis over estimated useful lives (considered from the first day of the month in which the asset is capitalized) as prescribed in Schedule II of the companies Act 2013.

When parts of an item of property, plant and equipment have different useful lives, they are treated as separate components and depreciated over their estimated useful lives.

The residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively.

Any gain or loss arising out of derecognizing of an asset is included in statement of Profit and Loss of the relevant period.

E. Borrowing Cost:

Borrowing costs directly attributable to creation of an asset are capitalized as part of the cost of the asset. General borrowing costs are capitalized by apportioning the same to qualifying assets.

F. Inventory:

Inventories are valued at the lower of cost and net realizable value. Cost for the purpose of the above is accounted as under:

- (i) Raw materials, Components, Stores and Spare parts: weighted average cost
- (ii) Finished goods and Work in Progress: Cost of materials, labour and production overheads

Scrap is valued at estimated realizable value.

G. Employee Benefits:

Short-term employee benefits:

Short-term employee benefits are expensed as the related service is rendered.

Defined benefit plans:

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by actuarial valuation conducted annually by a qualified actuary using the projected unit credit method.

Actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is recognized in the statement of profit and loss. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in the statement of profit and loss.

Other long-term employee benefits:

The Company's net obligation in respect of long-term employee benefits is the amount of future benefits that employees have earned in return for their service in the current and prior periods. The benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

Defined contribution plan:

For defined contribution plans, the Company contributes to independently administered funds as per relevant scheme. These contributions are recorded in the statement of profit and loss. The Company's liability is limited to the extent of contributions made to these funds.

H. Provisions:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted. Contingent liabilities and contingent assets are not recognized in the financial statements but are disclosed in the notes.

I. Financial Assets:

Recognition and measurement:

All financial assets are recognized initially at fair value. Subsequently, financial assets are measured at fair value or amortized cost based on their classification.

If the hybrid contract contains a host that is a financial asset within the scope of Ind-AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. If the hybrid contains a



host that is not an asset within the scope of Ind AS 109, the embedded derivative is separated and accounted at fair value.

Derecognition:

A financial asset or part of a financial asset is derecognized when the rights to receive cash flows from the asset have expired.

Trade and other receivables:

Receivables are initially recognized at fair value, which in most cases approximates the nominal value. If there is any subsequent indication that those assets may be impaired, they are reviewed for impairment.

Cash and cash equivalents:

Cash comprises of cash on hand and demand deposits. Cash equivalents are short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash, which are subject to an insignificant risk of change in value.

Impairment of financial assets:

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

J. Financial Liabilities:**Recognition and measurement:**

Financial liabilities are classified, at initial recognition, at fair value through statement of profit and loss as loans, borrowings, payables, or derivatives, as appropriate.

Financial liabilities are measured based on their classification at fair value through statement of profit and loss, amortized cost or fair value through other comprehensive income

Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

Trade and other payables:

Liabilities are recognized for amounts to be paid in future for goods or services received, whether billed by the supplier or not.

K. Financial Assets and Liabilities Reclassification:**Reclassification of financial Assets and Liabilities:**

After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For other financial assets, a reclassification is made prospectively only if there is a change in the business model for managing those assets.

Offsetting of financial Assets and Liabilities:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis

L. Earnings per share:

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held.

M. Cash dividend and non-cash distribution to equity shareholders:

The Company recognizes a liability to make cash or non-cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company.

N. Events after the reporting period:

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

O. Lease:

Contracts with third party, which give the company the right of use in respect of an identified Asset, are accounted in line with the provisions of Ind AS 116 – Leases, if the recognition criteria as specified in the Accounting standard are met.

A lease is classified at the inception date as a finance lease or an operating lease by lessor whereas lessee will follow the Single lease accounting (i.e same as finance lease).

P. Company as a lessee:

Lessee will recognize right-of-use asset and lease liability, for all leases, except short term lease and leases for which underlying asset is of low value.

Short term lease is a lease that, at the commencement date, has a lease term of 12 months or less and does not contain a purchase option.

An underlying asset can be of low value only if:

- a) the lessee can benefit from use of the underlying asset on its own or together with other resources that are readily available to the lessee; and
- b) The underlying asset is not highly dependent on, or highly interrelated with, other assets.

The initial value of lease liability shall be determined at the present value of the lease payments due. The interest rate implicit in the lease or lessee's incremental borrowing may be used to arrive at the present value of the lease payments due. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made.

Leases will be recognised where the value of new individual asset is more than ₹2 Lakhs.

At the commencement date, the company as lessee measures the right of use asset at cost. The cost of "right of use" asset is determined at the present value of outstanding lease payments plus any initial direct cost and estimated cost, if any, of dismantling and removing the



underlying asset and presented as part of Plant, property and equipment schedule in the Balance Sheet.

Lessee would recognize depreciation expense on the right of use asset using the straight-line method from the commencement date to the end of lease term or useful life of the asset, whichever is earlier.

For Sudarshan Abilesh & Co

Chartered Accountants

Firm Registration Number: 006787S

For and on behalf of Board of Directors

B.N. Sudarshan

Partner

Membership No.: 201773

UDIN: 20201773AAAADL2066

R. Panneer Selvam

Director

DIN:08075917

M.V. Rajasekhar

Chairman of the Board

DIN:08467141

Place: Bengaluru

Date: 17.06.2020



ANNUAL ACCOUNTS 2019-20



Balance Sheet

(₹ in Lakhs)

Particulars	Note No.	As at 31st March 2020	As at 31st March 2019
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3	537.80	633.90
(b) Capital work-in-progress	4	14.14	17.08
(c) Deferred tax assets (net)	5	40.00	40.00
(d) Other non-current assets	6	-	-
Total non-current assets		591.94	690.98
(2) Current assets			
(a) Inventories	7	529.55	763.25
(b) Financial Assets			
(i) Trade receivables	8	-	47.38
(ii) Cash and cash equivalents	9	-	-
(iii) Bank Balance other than (Note-9) above	9A	0.36	0.36
(iv) Other financial assets	10	1.74	3.38
(v) Current Tax Assets (Net)	10A	-	9.81
(c) Current tax (net)			
(d) Other current assets	11	60.82	61.89
Total current assets		592.47	886.08
Total assets		1,184.41	1,577.06
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	12	278.97	278.97
(b) Other Equity (Refer SOCIE)		(279.62)	186.81
Total Equity		(0.64)	465.78
LIABILITIES			
(1) Non-current liabilities			
(a) Provisions	13	-	-
(b) Deferred Tax Liabilities (Net)	5	-	-
Total non-current liabilities		-	-
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	191.38	166.38
(ii) Trade payables			
(A) Micro & Small Enterprises	15	26.37	24.18
(B) Other than Micro & Small Enterprises	15	322.14	419.98
(iii) Other financial liabilities	16	25.39	31.68
(b) Other current liabilities	17	280.29	79.79
(c) Provisions	18	339.49	379.79
(d) Current tax liabilities (Net)	19	-	9.47
Total current liabilities		1,185.05	1,111.27
Total equity and liabilities		1,184.41	1,577.06



Note nos 1 to 28 includes Significant Accounting Policies and Other Notes to Accounts annexed herewith form part of the Financial Statements

As per our report of even date attached

For Sudarshan Abilesh & Co

Chartered Accountants

Firm Registration Number: 006787S

B.N. Sudarshan

Partner

Membership No.: 201773

UDIN: 20201773AAAADL2066

For and on behalf of Board of Directors

R. Panneer Selvam

Director

DIN:08075917

M.V. Rajasekhar

Chairman of the Board

DIN:08467141

Place: Bengaluru

Date: 17.06.2020



Statement of Profit and Loss

(₹ in Lakhs)

Particulars	Note No	For the year ended 31.03.2020	For the year ended 31.03.2019
Revenues:			
I Revenue from operations	20	1,467.53	2,707.68
II Other income	21	1.48	12.17
III Total Income (I+II)		1,469.01	2,719.85
IV Expenses:			
Cost of materials consumed	22	920.59	1,396.76
Purchase of stock-in-trade		-	-
Changes in inventories of finished goods, stock-in-trade and work-in-progress	23	47.40	229.23
Employee benefits expense	24	420.54	381.80
Finance costs	25	23.36	21.11
Depreciation and amortization expense	3	99.04	105.44
Other expenses	26	428.08	636.86
Total Expenses (IV)		1,939.01	2,771.20
V Profit / (Loss) before exceptional items and tax (III-IV)		(470.00)	(51.35)
VI Add / (Less) Exceptional Items	27	-	-
VII Profit / (Loss) before tax (V-VI)		(470.00)	(51.35)
VIII Tax expense:			
(1) Current tax (MAT)		-	-
(2) Deferred tax		-	(18.66)
IX Profit / (Loss) for the period from continuing operations (VII-VIII)		(470.00)	(32.69)
X Profit / (Loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit / (Loss) from discontinued operations (after tax) (X-XI)		-	-
XIII Profit / (Loss) for the year (IX+XII)		(470.00)	(32.69)
XIV Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss - Remeasurement of defined benefit (liability) / asset		3.57	(23.82)
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.01	
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV Total Comprehensive Income for the year (XIII+XIV)		(466.44)	(56.52)
(Comprising Profit (Loss) and Other Comprehensive Income for the period)			
XVI Earnings per equity share: (Rs 100/- each)			
Basic and diluted	28	(168.48)	(11.72)



Summary of significant accounting policies

Note nos 1 to 28 includes Significant Accounting Policies and Other Notes to Accounts annexed herewith form part of the Financial Statements

For Sudarshan Abilesh & Co

Chartered Accountants

Firm Registration Number: 006787S

B.N. Sudarshan

Partner

Membership No.: 201773

UDIN: 20201773AAAADL2066

For and on behalf of Board of Directors

R. Panneer Selvam

Director

DIN:08075917

M.V. Rajasekhar

Chairman of the Board

DIN:08467141

Place: Bengaluru

Date: 17.06.2020



Cash Flow Statement

(₹ in lakhs)

Particulars	For the year ended			
	31.03.2020		31.03.2019	
A. Cash flow from operating activities				
Net profit loss before tax and extraordinary items		(470.00)		(51.35)
Adjustments for				
Depreciation	99.04		105.44	
Interest expense	20.85		20.37	
Profit on Sale of Plant, Property and Equipment	-		-	
		119.89		125.81
Operating profit loss before changes in working capital		(350.11)		74.46
Adjustment for				
Inventories	233.70		51.54	
Trade receivables	47.38		(44.62)	
Other assets	4.01		(22.52)	
Trade payables	(95.66)		(53.72)	
Other liabilities	199.77		(68.29)	
Provisions	(40.31)		61.02	
		348.90		(76.59)
Cash from generated operations		(1.21)		(2.13)
Direct taxes paid				(4.48)
Net cash flow from/ (used) in operating activities		(1.21)		(6.61)
B. Cash flow from investing activities				
Purchase of plant, property and equipment	(2.94)		(53.35)	
Proceeds from sale of plant, property and equipment	-		-	
Net cash flow from/ (used) in investing activities		(2.94)		(53.35)
C. Cash flow from financing activities				
Proceeds from short-term borrowings (net)	25.00		96.67	
Interest expense on bank borrowings	(20.85)		(20.37)	
Dividend paid for equity shares	-		(13.59)	
Dividend distribution tax paid on equity shares	-		(2.87)	
Net cash flow from / (used) in financing activities		4.15		59.84
D. Net increase decrease cash and cash equivalents				(0.12)
Cash and Cash Equivalents, Beginning Balance		0.36		0.48
Cash and Cash Equivalents, Ending Balance		0.36		0.36



For Sudarshan Abilesh & Co

Chartered Accountants

Firm Registration Number: 006787S

For and on behalf of Board of Directors

B.N. Sudarshan

Partner

Membership No.: 201773

UDIN: 20201773AAAADL2066

R. Panneer Selvam

Director

DIN:08075917

M V Rajasekhar

Chairman of the Board

DIN:08467141

Place: Bengaluru

Date: 17.06.2020



Statement of Changes in Equity as at 31.03.2020

A. Equity share capital

(₹ Lakhs except shares)

(Equity shares of ₹100 each issued, subscribed and fully paid)	No. of Shares	Amount
Balance as on 01.04.2018	2,78,966	278.97
Changes in equity capital during the year	-	-
Balance as on 31.03.2020	2,78,966	278.97

B. Other Equity as on 31.03.2020

	Capital Reserve	Share Premium	General Reserve	Retained Earnings				
Balance as on 01.04.2019	0.16	0.02	-	237.54	(60.91)	-	10.00	186.81
Less: Prior period errors	-	-	-	-	-	-	-	-
Less: Transfer during the year	-	-	-	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	(470.00)	3.57	-	-	(466.43)
Other Comprehensive Income	-	-	-	-	-	-	-	-
Total comprehensive income for the year	0.16	0.02	-	(232.47)	(57.33)	-	10.00	(279.62)
Less: Transfer to								
- Debenture Redemption Reserve	-	-	-	-	-	-	-	-
- Dividend	-	-	-	-	-	-	-	-
- Tax on Dividend	-	-	-	-	-	-	-	-
Balance as on 31.03.2020	0.16	0.02	-	(232.47)	(57.33)	-	10.00	(279.62)

For Sudarshan Abilesh & Co

Chartered Accountants

Firm Registration Number: 006787S

B.N. Sudarshan

Partner

Membership No.: 201773

UDIN: 20201773AAAADL2066

For and on behalf of Board of Directors

R. Panneer Selvam

Director

DIN:08075917

M V Rajasekhar

Chairman of the Board

DIN:08467141

Place: Bengaluru

Date: 17.06.2020

Note 3: Property, plant and equipment

(₹ in Lakhs)

Particulars	Gross Carrying Value				Accumulated Depreciation and Impairment				Net Carrying Value	
	As at 01.04.2019	Additions	Deduction / Re-classification & Adjustments during the Year	As at 31.03.2020	As at 01.04.2019	For the Year	Deduction / Re-classification & Adjustments during the Year	As at 31.03.2020	As at 31.03.2020	As at 31.03.2019
Freehold land*	0.56	-	-	0.56	-	-	-	-	0.56	0.56
Lease Hold	-	-	-	-	-	-	-	-	-	-
Buildings*	107.73	-	-	107.73	38.72	13.16	-	51.88	55.85	69.01
Furniture and fixtures	3.25	-	-	3.25	0.37	0.28	-	0.65	2.59	2.87
Plant and equipment*	832.84	2.94	-	835.78	289.00	78.76	-	367.76	468.03	543.84
Office equipment	6.26	-	-	6.26	1.66	1.64	-	3.31	2.96	4.60
Vehicles:										
Given on Lease	-	-	-	-	-	-	-	-	-	-
Vehicles: Own Use	19.48	-	-	19.48	9.40	3.35	-	12.74	6.73	10.08
Roads and drains	13.47	-	-	13.47	12.20	1.27	-	13.47	-	1.27
Water supply installations	1.95	-	-	1.95	0.29	0.58	-	0.88	1.08	1.66
Total	985.55	2.94	-	988.49	351.65	99.04	-	450.69	537.80	633.90
	941.55	44.00		985.55	246.21	105.44		351.65	633.90	

Depreciation is charged on straight line method adopting 'useful lives' as per Schedule II of the Companies Act, 2013 or such shorter useful lives which in the opinion of the management are appropriate, except for assets whose unit cost does not exceed ₹5,000/- depreciation is charged at the rate of hundred percent in the year of capitalization.

Notes forming part of Financial Statements
Note 4: Capital work-in-progress

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Building		
Machinery*	14.14	17.08
Others	-	-
Total	14.14	17.08

*The balance includes machinery acquired from M/s Sharada Engineering Works Private Limited during the year 2017-18.



Particulars	As at 31st March 2020	As at 31st March 2019
Deferred Tax Liabilities (DTL):		
Property, plant and equipment	28.14	28.14
Effects on change in valuation	-	-
Total DTL (A)	28.14	28.14
Deferred Tax Assets (DTA):		
Timing differences under the Income Tax Act, 1961		
Leave Encashment	1.72	1.72
Gratuity	53.30	53.30
Pay Revision	13.12	13.12
Disallowances	-	-
Total DTA (B)	68.14	68.14
Total (B-A)	40.00	40.00

Note 5: Deferred tax assets (net)

(₹ in Lakhs)

The substantively enacted tax rate as on 31st March 2020 is NIL (DTA / DTL is not calculated for 2019-20 due to lack of clarity on "going concern" status of the company) and as on 31 March 2019 was 26% for deferred tax purposes.

a) Amount recognised in Profit or loss

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Current tax expense:		
Current tax / Minimum alternate tax ("MAT")	-	-
Deferred tax (income)/expense:		
Origination and reversal of temporary differences	-	(18.66)
Tax expenses	-	(18.66)

b) Amount recognised in OCI

(₹ in Lakhs)

Particulars	As at 31st March 2020		
	Before Tax	Tax (expense) benefit	Net of Tax
Re-measurement (losses) / gains on post employment defined benefit plans	3.57	0.01	3.56
Total	3.57	0.01	3.56

(₹ in Lakhs)

Particulars	As at 31st March 2019		
	Before Tax	Tax (expense) benefit	Tax (expense) benefit
Re-measurement (losses) / gains on post employment defined benefit plans	(23.82)		(23.82)
Total	(23.82)		(23.82)

Note 6: Other non-current assets

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Capital advances		-
Less: Allowance for doubtful capital advances		-
Total	-	-

Note 7: Inventories

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Raw materials & components	182.16	392.52
Patterns and other raw materials	20.48	20.97
Less: Allowance for obsolescence - Raw Material		
Raw materials & components in Transit	45.55	21.01
Work-in-progress	158.94	245.64
Less: Allowance for obsolescence - Work-in-progress		
Finished goods	122.42	83.11
Less: Allowance for obsolescence - Finished Goods		
	-	-
Total	529.55	763.25

- Raw materials & Components include materials lying with sub contractors ₹73.92 Lakhs (Previous Year - ₹191.68 Lakhs). Confirmation from the parties is obtained.
- The closing stock of work-in-progress and finished goods are stated at lower of standard cost, which approximates to actuals, and net realisable value. The difference between the actual cost of production and the standard cost is not material.
- Variances arising on account of difference between standard cost and the actual cost, on account of change in the nature of inputs from bought-out to internally manufactured or vice versa, timing difference between standard cost and actual occurrence during the financial period and fluctuations in the material prices, is adjusted in the cost of production in order not to carry forward the period variances to subsequent financial period.
- Allowance towards obsolescence is made as per the provisioning norms and is based on ageing of inventory.

**Note 8: Trade receivables**

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Unsecured, considered good		
Outstanding for period exceeding six months		
Others	-	3.13
From Holding Company - BEML	-	44.25
Unsecured, considered doubtful		
Outstanding for period exceeding six months	15.59	15.59
Less: Allowance for bad and doubtful trade receivables	(15.59)	(15.59)
Total	-	47.38

The movement in the allowance for bad and doubtful trade receivables is as follows:

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31 st March 2019
Balance at the beginning of the year	-	-
Impairment losses recognised	-	-
Written off during the year	-	-
Credited to profit or loss	-	-
Transfers	-	-
Balance at the end of the year	-	-

Note 9: Cash and cash equivalents

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Balances with Banks	-	-
Cash on hand	-	-
Total	-	-

NOTE 9A - Bank balance other than (Note 9) above

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Cheques, drafts on hand		
Balances with Banks - Unclaimed Dividend	0.36	0.36
Total	0.36	0.36

- a. For the purpose of the cash flow statement, cash and cash equivalents comprise the following:

Particulars	As at 31st March 2020	As at 31st March 2019
Balances with Banks	-	-
Balances with Banks - Unclaimed Dividend	0.36	0.36
Cheques, drafts on hand	-	-
Cash on hand	-	-
Total	0.36	0.36

- a. The Company earns no interest on balances with banks in current accounts.
 b. For an understanding of the Company's cash management policies, refer Note no. 28 F (ii) on liquidity risk.

Note 10: Other financial assets

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Interest accrued	1.74	3.38
Interest accrued on bank deposits		
Derivative asset		
Total	1.74	3.38
Note 10A: Current Tax Assets		
Advance Income Tax	-	8.57
Tax Deducted at Source	-	1.24
Total	-	9.81

Note 11: Other Current Assets

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Balances with Public Utility concern	62.54	62.54
Less: Allowance for doubtful balances	(5.12)	(5.12)
Balances with Govt. departments for Customs Duty, Excise Duty etc including receivables		
Advance to Vendors	0.00	0.05
Less: Allowance for doubtful advances to vendors	-	-
Employee Advance	1.99	1.38
Cenvat / VAT/ GST Balances	-	-
Less: Allowance for doubtful Cenvat / VAT Balances		
Claims receivable	-	-
Prepayments	1.40	2.60
Others - Disputed Tax	-	0.44
Total	60.82	61.89
Due by Officers of the Company	0.2	0.13

**Note 12: Equity share capital**

(₹ in Lakhs)

	As at 31st March 2020		As at 31st March 2019	
	Number	Amount	Number	Amount
Authorised :				
Equity Shares of ₹100 each	3,80,000	380.00	3,80,000	380.00
9.5% Redeemable cum Preference Shares at ₹100 each	20,000	20.00	20,000	20.00
Issued :				
Equity Shares of Rs 100 each	2,83,500	283.50	2,83,500	283.50
Subscribed :				
Equity Shares of ₹100 each	2,78,966	278.97	2,78,966	278.97
Paid-up :				
Equity Shares of ₹100 each, fully paid-up	2,78,966	278.97	2,78,966	278.97
Forfeited Shares (amount originally paid) :				
Equity Shares of Paid-up value ₹5 each	-	-	-	-
Total	2,78,966	278.97	2,78,966	278.97

Rights and restrictions attached to equity shares

The company has only one class of share, i.e., equity shares having the face value of ₹100 per share. Each holder of equity share is entitled to one vote per share. Dividend is paid in Indian Rupees. The dividend recommended by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting. In the event of liquidation of the Company, equity shareholders will be entitled to receive remaining assets of the Company after distribution of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

Disclosure requirements for 5 years	Number of Shares				
	2019-20	2018-19	2017-18	2016-17	2015-16
Shares allotted as fully paid up pursuant to contracts without payment being received in cash	Nil	Nil	Nil	Nil	Nil
Shares allotted as fully paid up by way of bonus shares	Nil	Nil	Nil	Nil	Nil
Shares bought back	Nil	Nil	Nil	Nil	Nil

Reconciliation of shares outstanding at the beginning and at the end of the period:

Particulars	2019-20		2018-19	
	No. of Shares	% held	No. of Shares	% held
Outstanding as at Opening Date	2,78,966	278.97	2,78,966	278.97
Add: Issued during the period	-	-	-	-
Less: Buy-back during the period (if any)	-	-	-	-
Outstanding as at Closing Date	2,78,966	278.97	2,78,966	278.97

Equity Shares held by shareholders having 5% or more	2019-20		2018-19	
	No. of Shares	% held	No. of Shares	% held
BEML Limited (Holding Company)	2,69,376	96.56	2,69,376	96.56

Reconciliation of shares outstanding at the beginning and at the end of the period:

Equity Shares held by shareholders having 5% or more	2019-20		2018-19	
	No. of Shares	% held	No. of Shares	% held
BEML Limited (Holding Company)	2,69,376	96.56	2,69,376	96.56

No shares of the Company is reserved for issue under options and contracts / commitments for the sale of shares / disinvestment

Note 13: Provisions - Non-current Liabilities

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Provision for employee benefits		
Provision for:		
Gratuity	-	-
Leave Salary	-	-
for Post retirement medical scheme	-	-
Provision-others		
for warranty	-	-
for unexpired obligations		
Total	-	-

1. For movement in the provisions during the year refer Note no. 18
2. The provision for employee benefits represents annual leave and vested long service entitlements accrued.

Note 14: Borrowings

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Repayable on demand from banks		
Secured		
Cash Credit (secured by first charge by way of hypothecation of Inventories, Bills receivable, Book Debts and all other movables both present and future)	191.38	166.38
Total	191.38	166.38

**Note 15: Trade Payables**

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Total outstanding dues of micro & small enterprises	26.37	24.18
Total outstanding dues of creditors other than micro & small enterprises	322.14	419.98
Total	348.51	444.16

Micro and Small Enterprises (MSE)

The information under MSMED Act, 2006 has been disclosed to the extent such vendors have been identified by the company during the year. The details of amounts outstanding to them based on available information with the Company is as under:

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Amount due and Payable at the year end		
- Principal	26.37	-
- Interest on above Principal	-	-
Payments made during the year after the due date		
- Principal	143.58	87.18
- Interest	-	-
Interest due and payable for principals already paid	2.56	0.74
Total Interest accrued and remained unpaid at year end	2.56	0.74
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as deductible expenditure under section 23 of MSMED Act, 2006.	7.71	5.15

Note 16: Other financial liabilities

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Deposit from vendors	25.03	31.31
Unclaimed dividends	0.36	0.36
Total	25.39	31.68

Note 17: Other current liabilities

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Other payables		
a. Staff related dues	11.28	23.15
b. Statutory dues	12.72	44.12
c. ED provision on FGI/Others	-	-

d. Advances received from Customers	-	7.37
e. Due to Holding Company- BEML Limited	248.59	-
f. Vendors	(0.00)	(0.00)
g. Interest due on MSE vendors	7.71	5.15
Total	280.29	79.79

Note 18: Provisions - Current Liabilities

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Provision for employee benefits		
Provision for:		
Gratuity	153.82	205.01
Leave Salary	7.31	6.63
Pay revision	178.36	168.16
Total	339.49	379.79

Movement in provisions account:

(₹ in Lakhs)

Particulars	As at 01.04.2019	Additions	Utilisation	Reversal	As at 31st March 2020
Gratuity	205.01	18.81	70.00	-	153.82
Leave Salary	6.63	7.76	7.08	-	7.31
Pay Revision	168.16	10.20	-	-	178.36
Total	379.79	36.77	77.08	-	339.48

Note 19: Current tax liabilities (Net)

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Provision for Income tax	-	9.47
Total	-	9.47

Note 20: Revenue from operations

(₹ in Lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Sale of products (including excise duty as applicable):		
Sales Steel castings	1,467.53	2,687.67
Sub-total	1,467.53	2,687.67
(a) Other Operating revenues		
Sales of Scrap	-	20.01
Sub-total	-	20.01
Total	1,467.53	2,707.68

"GST on Revenue from Operations up to March 2020 is ₹263.86 Lakhs (Previous Year ₹487.96 Lakhs). W.e.f 01.07.2017 on the introduction of GST Law, GST has not been included in the Revenue from Operations."

**Note 21: Other income**

(₹ in Lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Other non-operating income	1.48	12.17
Net gain on sale of property, plant and equipment	-	-
Total	1.48	12.17

a. Tax Deducted at Source on Income

Particulars	
a) Interest on Call and Term Deposit from Banks	
b) Interest on Inter Corporate Loans	
c) Others	

Note 22: Cost of materials consumed

(₹ in Lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Opening Stock		
- Raw Material	413.53	235.49
- Spares	-	-
	413.53	235.49
Add: Purchases		
- Raw Material	734.77	1,574.82
- Spares	-	-
	734.77	1,574.82
Closing stock		
- Raw Material	227.72	413.53
- Spares	-	-
	227.72	413.53
Total	920.59	1,396.77

Note 23: Changes in inventories of finished goods, stock-in-trade and work-in-progress:

(₹ in Lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Opening Stock		
Finished goods	83.11	11.20
Work-in-progress	245.64	546.79
Scrap	-	-
	328.76	557.99
Closing Stock		
Finished goods	122.42	83.11
Work-in-progress	158.94	245.64
Scrap	-	-
	281.35	328.76
(Increase) / Decrease		
Finished goods	(39.30)	(71.91)
Work-in-progress	86.70	301.15
Scrap	-	-
Total	47.40	229.23

Note 24: Employee benefits expense

(₹ in Lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Salaries, wages & bonus	336.79	307.05
Leave Salary	7.76	2.28
Contribution to:		
- Gratuity Fund	22.38	14.89
- Provident Fund and Other Funds	26.12	29.80
Staff welfare expenses	27.82	28.33
- Less: Receipts	(0.33)	(0.56)
Net staff welfare expenses	27.49	27.77
Total	420.54	381.80

Note 25: Finance costs

(₹ in Lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Interest expense		
On cash credit	20.85	20.37
Others - Interest others / Interest on MSME	2.51	0.74
Total	23.36	21.11

Note 26: Other expenses

(₹ in Lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Power and fuel	222.46	321.72
Labour contract charges	134.51	230.07
Security Services	33.85	36.22
Repairs & Maintenance		
-Machinery & Equipment	1.48	10.56
-Buildings	0.19	1.40
-Others	2.19	5.62
Stationary	1.07	0.79
Insurance	6.53	2.42
Rates & Taxes	4.31	4.69
Bank Charges	0.30	0.95
Communication expenses	3.05	2.13
Remuneration to Auditors (refer note 'a' below)	2.58	1.02
Legal & Professional Charges	4.38	4.62
Travelling Expenses	7.43	11.23
Foreign exchange difference	-	0.38
Freight charges	-	-
Publicity & Public Relations	-	-
Excise duty on sales *	-	-
Excise duty on increase / (decrease) in Stock	-	-
Provision for Doubtful Trade Receivables & Advances	-	-
Foreign exchange loss / (gain)	-	-
Miscellaneous expenses	3.75	3.04
Total	428.08	636.86

**a. Break up of Remuneration to Auditors:**

(₹ in Lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) As Auditor	1.03	0.72
(b) For taxation matter	-	-
(c) Other Services - Certification Fees	0.40	-
(d) Reimbursement of Expenses	1.15	0.30
Total	2.58	1.02

Note 27: Exceptional Items

(₹ in Lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Income		
MSE Interest write back	-	-
Warranty provision written back	-	-
Liability Written back	-	-
Sub-Total	-	-
Expenditure	-	-
Sub-Total	-	-
Net Income / (Expenditure)	-	-

Note 28 : Other Disclosures**A. Basic / Diluted Earnings Per Equity Share**

(₹ in Lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Net Profit / (Loss) after Tax (Rs in Lakhs)	(470.00)	(32.69)
Average Number of Shares	2,78,966	2,78,966
Earnings Per Share (Basic and Diluted) – Face Value Rs 100/- Per Share (Amount in Rs)	(168.48)	(11.72)

B. Ind AS 24 - Related Parties.

In accordance with the requirements of Ind AS 24, following are details of the transactions during the year with related parties.

Name of the related party	Nature of relationship
BEML Limited	Holding Company
VIL PF Trust	Employee benefit and administration trust fund
VIL Gratuity Trust	Employee benefit and administration trust fund
VIL Death-cum-Retirement Benefit Fund Trust	Employee benefit and administration trust fund
VIL Executive Superannuation (Pension) Fund Trust	Employee benefit and administration trust fund
VIL Executive Superannuation (Benefit) Trust Fund	Employee benefit and administration trust fund
Shri. B R Viswanatha	Key managerial personnel
M.V. Rajasekhar	Key managerial personnel
Shri. R. Panner Selvam	Key managerial personnel

Transactions with related parties

1. The details of related party transactions entered into by the Company for the year ended 31 March 2020 and 31 March 2019 are as follows:

i. Name of the Holding Company: M/s. BEML Limited,

Details of Transactions:

(₹ in Lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Sales*	1726.03	3174.19
Purchases*	292.69	679.55
Dividends paid		
Freight Charges reimbursed		
Goods in Transit	39.97	22.26
Corporate Guarantee given to Bankers	-	-
Amount payable towards supplies as on 31st March	248.59	-
Amount recoverable as on 31st March	-	44.25
Equity Investment held as on 31st March (at cost)	-	-
Salaries charged to VIL for BEML personnel deputed.	90.81	34.89

* Sales and Purchase from Holding Company figures for the year 2019-20 & 2018-19 is inclusive of GST

Remuneration paid to the Directors:	2019-20	2018-19
Shri M V Rajasekhar	NIL	NA
Shri. B R Viswanatha	NIL	NIL
Shri. R H Muralidhara	NIL	NIL
Shri. R. Panner Selvam	NIL	NIL

C. Contingent liabilities & Commitments
I. Contingent liabilities

The following two cases of claims filed by the Vignyan Industries Mazdoor Sangh are pending with the Central Government Industrial Tribunal and Labour Court, Bangalore.

(₹ in Lakhs)

Brief of the Case	For the year ended 31.03.2020	For the year ended 31.03.2019
Payment of Minimum DA to 7 VIL employees registered as CR- No.23/2016 (From 01.06.2005 to 30.6.2016)	15.75	15.75
Payment of variable Dearness Pay registered as CGA No. 02/2014 (From 01.01.2007 to 31.03.2016)	60.65	60.65
Total	76.40	76.40

1. CR-No.23/2016: Case is regarding "Services of the said 7 employees were confirmed after probation, w.e.f 01-06-2006, DA is not protected".

Conciliation proceedings is disposed off in 11.4.2016 by ALC (C) Mangalore (Case filed on 11.1.2016) stating "the parties present held divergent views and the dispute could not be settled



in conciliation and the Govt referred the dispute to H'ble Tribunal. The DA has been paid to the above said employees in terms of MOS (Memorandum of Settlement). Since these employees were casual employees before their appointment on daily wages, DA was not applicable to them. Hence allegation was false.”

As the case once ended with failure and no merit of the case, hence no provision is made in the books of the Company as contingent liability for the year 2019-20

2. CGA No. 02/2014: (Denial of payment of variable Dearness Pay on Dearness Pay) The Trade Union filed the case on the same ground earlier to DLC, Hassan and the same was settled on 29.3.2010 by bi-party settlement.

VIMS, during 2011 again raised the same issue before ALC (C) and ALC(C) forwarded the same to DLC, Hassan, which closed the case stating there is no provision in the “Memorandum of Settlement” to consider the issue on 28.1. 2015.

VIMS, again submitted a representation before ALC (C) seeking to treat the case as Industrial dispute. On 27.10.2015, the ALC (C) disposed of observing that the Union had already signed the Settlement.

VIMS again filed the case on the same settled ground the present case.

Since claim was against MOS for which no provision available in MOS and also already signed by union hence by considering merit of the case, provision towards Contingent liability was not made in the books for the year 2019-20.

II. Commitments

- a. Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ Nil (Previous Year – NIL)

NOTES:

1. The company does not expect any cash outflow in respect of above contingent liabilities.
2. It is not practicable to estimate the timing of cash flows, if any, in respect of matters referred in II (a) above.

D. Ind AS 19 (Employee Benefits)

a. Leave Salary

This is an funded defined benefit plan categorized under other long term employee benefits in terms of Ind AS 19. The defined benefit obligation for compensated absence has been actuarially valued and liability provided accordingly. There are no financial risks associated to the company under this plan.

Actuarial Assumptions	2019-20	2018-19	2017-18
	(Funded)	(Funded)	(Funded)
Mortality Table	2006-08 (IALM)	2006-08 (IALM)	2006-08 (IALM)
	(Ultimate)	(Ultimate)	(Ultimate)
Discount rate	6.55%	7.40%	7.40%
Rate of escalation in salary	7.50%	7.50%	5.00%

b. Interest Rate Guarantee on Provident Fund

- (i) Provident Fund Trust of the Company has to declare interest on Provident Fund at a rate not less than that declared by the Employees' Provident Fund Organisation. In case the Trust is not able to meet the interest liability, Company has to make good the shortfall. There is no additional liability that needs to be provided for the year.

c. Gratuity:

- (i) The employees' gratuity fund scheme managed by a Trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.
- (ii) The results of the actuarial study for the obligation for employee benefits as computed by the actuary are shown below:

	(₹ in Lakhs)		
Actuarial study analysis	2019-20	2018-19	2017-18
Principal actuarial assumptions			
Discount rate	6.55%	7.40%	7.40%
Expected rate of return on plan assets	6.55%	7.40%	7.40%
Components of income statement charge			
Current Service Cost	9.97	9.52	8.09
Interest Cost	12.81	13.88	9.56
Recognition of past service cost	-	(8.51)	-
Settlement / curtailment / termination loss	-	-	-
Total income statement charge	22.78	14.89	17.65
Movements in net liability/(asset)			
Net liability / (asset) at the beginning of the period	205.01	167.00	129.18
Employer contributions	-70.00	(0.70)	1.00
Total expense recognised in profit or loss	22.38	14.89	17.65
Total amount recognised in OCI	-3.57	23.82	19.17
Net liability / (asset) at the end of the period	153.82	205.01	167.00
Reconciliation of benefit obligations			
Obligation at start of the period	210.54	250.52	243.02
Current service cost	9.98	9.52	8.09
Interest cost	12.81	13.88	17.98
Benefits paid	-67.78	(81.03)	(37.40)
Actuarial loss / (gain) on obligations	-4.01	17.65	18.82
DBO at the end of the period	161.54	210.54	250.52



Re-measurements			
Actuarial gain/(loss) due to changes in financial assumptions	5.03	13.94	18.82
Actuarial gain/(loss) on account of experience adjustments	-9.04	3.71	0.35
Total actuarial gain/(loss) recognised in OCI	(4.01)	17.65	19.17
Change in fair value of plan assets			
Fair value of plan assets at the beginning of the year	5.52	83.52	113.85
Interest on plan assets	8.51	8.51	8.42
Contributions made	0.70	0.70	(1.00)
Benefits paid	(81.03)	(81.03)	(37.40)
Actuarial gain/(loss) on plan assets	(6.18)	(6.18)	(0.35)
Fair value of plan assets at the end of the year	(72.48)	5.52	83.52

(iii) Sensitivity Analysis of Significant Assumptions:

The following table presents a sensitivity analysis to one of the relevant actuarial assumption, holding other assumptions constant, showing how the defined benefit obligation would have been affected by changes in the relevant actuarial assumptions that were reasonably possible at the reporting date.

	(₹ in Lakhs)		
	2019-20	2018-19	2017-18
Discount rate			
+ 0.50% discount rate		1.50%	-
- 0.50% discount rate		-1.43%	-
+ 100 bps / - 100 bps		-	-2% / 2.2%
Salary increase			
+ 0.50% salary growth		-1.37%	-
- 0.50% salary growth		1.36%	-
+ 100 bps / - 100 bps		-	2.7% / -2.6%
(iv) Experience adjustments			
	2019-20	2018-19	2017-18
Defined benefit obligation	161.54	210.54	250.52
Fair value of plan assets	(72.48)	5.52	83.52
(Surplus)/deficit in plan assets	153.82	205.01	166.99
Experience adjustment on plan liabilities	-9.04	3.71	0.35
Actual return on plan assets less interest on plan assets	4.30	5.37	9.56

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

(v) Investment details

The plan assets under the fund are deposited under approved securities as follows:

	2019-20	2018-19	2017-18
GOI Bonds %	0	0	0
Others %	0	0	0
Investment with LIC %	100	100	100

E. Fair Values and measurement principles:

a) The carrying value and fair value of financial instruments by category are as follows:

(₹ in Lakhs)

Particulars	31 March 2020		31 March 2019	
	Carrying Amounts		Carrying Amounts	
	Fair Value through Profit or Loss	Other Financial Assets- Amortised Cost	Fair Value through Profit or Loss	Other Financial Assets- Amortised Cost
Financial assets measured at fair value:				
CCIRS instrument	-	-	-	-
Forward exchange contracts	-	-	-	-
	-	-	-	-
Financial assets not measured at fair value:				
Investments			-	-
Loans			-	-
Trade receivables	-	-		47.38
Cash and cash equivalents	-	-		-
Other financial assets		1.74		3.38
	-	1.74	-	50.76
Financial liabilities measured at fair value:				
CCIRS instrument	-	-	-	-
Forward exchange contracts	-	-	-	-
	-	-	-	-
Financial liabilities not measured at fair value:				
Loans and borrowings	-	191.38	-	166.38
Trade payables	-	348.51	-	444.16
Other Financial Liabilities	-	25.39	-	31.68
	-	565.27	-	642.22

b) Transfer between the fair value hierarchy

There were no transfers in either direction in the fair value hierarchy during the year 2019-20 & 2018-19.

F. Financial Risk Management

The Company is broadly exposed to credit risk, liquidity risk and market risk as a result of financial instruments.



The Company's Board of Directors has the overall responsibility for the establishment, monitoring and supervision of the Company's risk management framework. Treasury Management Team in the company take appropriate steps to mitigate financial risks within the framework set by the top management. Derivative transactions are undertaken by a specialist team with appropriate skills and experience. Company does not trade in derivatives for speculation.

(i) Credit Risk:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises from credit exposures from customers, cash and cash equivalents held with banks and current and non-current debt investments.

The Company regularly follow-up the receivable to minimise losses arising from credit exposure from credit customers Credit control assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors. Deposits and cash balances are placed with reputable scheduled banks.

The carrying amount of financial assets represents the Company's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk.

Trade and other receivables:

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, the management also considers the factors that may influence the credit risk of its customer base. Major Customers of the Company is Holding Company, where credit risk is relatively low.

The management has established a system under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, and in some cases bank references.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables based on factual information as on the Balance sheet date.

The maximum exposure to credit risk for trade and other receivables by geographic region was as follows.

(₹ in Lakhs)

Particulars	30 March 2020	31 March 2019
India	-	47.38
Other regions	-	-
Total trade receivables	-	47.38

As at 31 March 2020, the Company's most significant customer, accounted for ₹ NIL lakhs of the trade and other receivables carrying amount (31 March 2019: ₹47.38 lakhs).

The movement in the loss allowance for impairment of trade receivables are disclosed in Note No. 8.

Any past due from Government Customers and those fully covered by guarantees or collaterals received are not tested for impairment. The credit quality of the financial assets is satisfactory, taking into account the allowance for doubtful trade receivables. The Company has not received any collaterals for receivables as at reporting date.

The impairment loss allowance at 31 March 2019 related to several customers that have indication that they may not pay their outstanding balances. The Company believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset, or the risk that the Company will face difficulty in raising financial resources required to fulfil its commitments. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Liquidity risk is maintained at low levels through effective cash flow management, low borrowings and availability of adequate cash. Cash flow forecasting is performed internally by forecasts of the Company's liquidity requirements to ensure that it has sufficient cash to meet operational needs, to fund scheduled investments and to comply with loan covenants.

To ensure continuity of funding, the Company primarily uses short-term bank facilities in the nature of bank overdraft facility, cash credit facility and short-term borrowings to fund its ongoing working capital requirements needs.

Exposure to liquidity risk

The table below details the Company's remaining contractual maturity for its financial liabilities and derivative financial liabilities. The contractual cash flows reflect the undiscounted cash flows of financial liabilities and derivative financial liabilities based on the earliest date on which the Company can be required to pay.

(₹ in Lakhs)

Particulars	Contractual cash flows			Adjustments	Carrying amount
	1 year or less	1 year to 5 years	5 years or more		
31 March 2020					
Non-derivative financial liabilities					
Trade payables	348.51	-	-	-	348.51
Other Financial Liabilities	25.39	-	-	-	25.39
Derivative financial liabilities					
Forward contracts used for hedging:					
- Outflow	-	-	-	-	-
- Inflow	-	-	-	-	-
	373.89	-	-	-	373.89



31 March 2019					
Non-derivative financial liabilities					
Trade payables	444.16	-	-	-	444.16
Other Financial Liabilities	31.68	-	-	-	31.68
Derivative financial liabilities					
Forward contracts used for hedging:					
- Outflow	-	-	-	-	-
- Inflow	-	-	-	-	-
	475.84	-	-	-	475.84

(iii) Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity / commodity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Company uses derivatives to manage market risks. All such transactions are carried out within the guidelines set by the management.

The Company's activities expose it primarily to the financial risks of changes in foreign exchange rates and interest rate movements (refer to notes below on currency risk and interest risk). The Company enters into forward derivative contracts to manage risks of loss arising due to foreign exchange exposure. During the year ended 31 March 2019, there was no change to the manner in which the Company managed or measured market risk.

(iv) Currency Risk

Foreign currency risk is the risk arising from exposure to foreign currency movement that will impact the Company's future cash flows and profitability in the ordinary course of business.

The Company operates domestically and is not exposed to currency risk on account of its borrowings, other payables and receivables being in functional currency i.e. Indian Rupees.

The currency profile of financial assets and financial liabilities as at 31 March 2019 and 31 March 2018 are as below:

Particulars	(₹ in Lakhs)				
	INR	USD	EURO	JPY	BRL
31 March 2020					
Financial assets					
Cash and cash equivalents	-	-	-	-	-
Current investments	-	-	-	-	-
Trade and other receivables	-	-	-	-	-
Other current financial assets	-	-	-	-	-
	-	-	-	-	-

Financial liabilities					
Trade and other payables	348.51	-	-	-	-
Other current financial liabilities	25.39	-	-	-	-
	373.89	-	-	-	-
31 March 2019					
Financial assets					
Cash and cash equivalents	-	-	-	-	-
Current investments	-	-	-	-	-
Trade and other receivables	47.38	-	-	-	-
Other current financial assets	-	-	-	-	-
	47.38	-	-	-	-
Financial liabilities					
Non-current borrowings		-	-	-	-
Trade and other payables	444.16	-	-	-	-
Other non-current financial liabilities	-	-	-	-	-
Other current financial liabilities	31.68	-	-	-	-
	475.84	-	-	-	-

(v) Interest Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing instruments will fluctuate because of fluctuations in market interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises from borrowings and loans and advances made. Borrowings availed at fixed rates expose the Company to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

(₹ in Lakhs)

Particulars	Carrying amount	
	30 March 2020	31 March 2019
Fixed-rate instruments		
Financial assets	-	-
Financial liabilities	-	-
	-	-
Variable-rate instruments		
Financial assets	-	-
Financial liabilities	-	-
	-	-
Total	-	-

(vi) Equity and commodity price risk

Price risk is the risk of fluctuations in the value of assets and liabilities as a result of changes in market prices of investments. The Company has not invested in equity securities and hence it is not exposed to equity price risk. The Company does not invest in commodities and is not exposed to commodity price risk.



G. Capital Management:

The Company strives to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The board of directors seeks to maintain a balance between the higher returns and levels of borrowings and the advantages and security afforded by a sound capital position.

The Company's adjusted net debt to equity ratio at 31 March 2019 is as follows.

(₹ in Lakhs)

Particulars	30 March 2020	31 March 2019
Total borrowings ¹	191.38	166.38
Less: Cash and bank balances ²		
Adjusted net debt	191.38	166.38
Total equity	(0.64)	465.78
Less: Other components of equity	10.00	10.00
Adjusted equity	(10.64)	455.78
Adjusted net debt to adjusted equity ratio	-17.98	0.37

¹ Total borrowing comprises of long-term borrowings, short-term borrowing and bank overdraft facilities.

² Cash and bank balances comprises of cash in hand, cash at bank and term deposits with banks.

H Wage Revision is pending from the year 2013. A provision has been made during the year for Rs 10.20 (Previous year Rs 23.72 Lakhs).

I Previous year figures have been regrouped / reclassified wherever necessary.

For Sudarshan Abilesh & Co
Chartered Accountants
Firm Registration Number: 006787S

For and on behalf of Board of Directors

B.N. Sudarshan
Partner
Membership No.: 201773
UDIN: 20201773AAAADL2066

R. Panneer Selvam
Director
DIN:08075917

M V Rajasekhar
Chairman of the Board
DIN:08467141

Place: Bengaluru
Date: 17.06.2020

Independent Auditor's Report

To the Members of **Vignyan Industries Limited**

Report on the Financial Statements:

We are issuing this revised report to comply with the observations made by the Comptroller and Auditor General of India. This independent Auditor's Report supersedes our report issued on 23/06/2020.

Qualified Opinion

We have audited the accompanying standalone Ind AS financial statements of **Vignyan Industries Limited** ("the Company"), which comprises the Balance Sheet as at **March 31, 2020**, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, statement of cash flow and statement of changes in equity for the year then ended, and notes to 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, except for the matters referred to in the *Basis for Qualified Opinion* section of our report, 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, 2020, and loss, (changes in equity) and its cash flows for the year ended on that date.

Basis for Qualified Opinion

Our qualified opinion is based on the following observation:

- a. MoD (Ministry of Defense) vide their letter dated 3rd September 2019 has directed BEML to initiate and complete the disinvestment process by 4 months and in case no strategic buyer is found, BEML shall initiate the process of closure. BEML Board in turn initiated action for disinvesting VIL. PIM / EOI was uploaded in BEML/MOD, DDP/DIPAM websites, including in the website of TA (Resurgent India) on 04.09.2019 and also published in newspapers on 05.09.2019 for inviting suitable buyers for the same. However, as per information provided to us, no suitable bid was received and as per the alternative mechanism there exists no option for the company but to initiate closure. Also, the company has once again approached MoD for its approval for closure. The directions from MoD was awaited on the date of signing the original report.
- b. The entire production of VIL is captively consumed by BEML and VIL has no or insignificant supplies to customers other than BEML. It is not out of the place to mention that in absence of contracts from BEML, there arises significant doubts on the future cash flows of the company and consequently its ability to continue as a going concern. The financial statements do not adequately disclose this fact.

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our



responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 (ICAI) together with the independence requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

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 financial statements and our auditor's report thereon. Our opinion on the Standalone 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 except as reported in the *basis of qualified opinion* section.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Apart from the matters described *basis of qualified opinion*, we have determined no other key audit matters to communicate in our report.

Management's Responsibility for the Financial Statements:

The company's Directors are responsible for the matters stated in section 134 (5) of the companies Act 2013 (the Act) with respect to preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and Change in Equity of the Company in accordance with the Accounting Standards generally accepted in India including the Indian Accounting standards ('Ind AS') referred to in section 133 of the act read with rule 7 of the companies (Accounts) Rules 2014. This responsibility includes the 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 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS 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.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibility for the Audit of Standalone 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 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 Companies Act, 2013, 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 as mentioned in the *basis of qualified opinion* are based on the audit evidence obtained up to the date of our auditor's report.
- Evaluate the overall presentation, structure and content of the financial Statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 4 and 5 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:



- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss Include Other Comprehensive Income, the Cash flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone Ind AS financial statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except for the deviation pointed out in "*Basis for Qualified Opinion*" section of our report.
 - e) On the basis of written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013.
 - 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**.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There are no pending litigations to be reported in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There is no requirement for transferring amounts to the Investor Education and Protection Fund by the Company.
3. As required under Section 143(5) of the act, which is applicable to the company, findings on the directions issued by Comptroller and Auditor General of India is annexed (Refer – "**Annexure – C**")

For Sudarshan Abilesh & Co.,
Chartered Accountants
FRN: 006787S

B N Sudarshan
Partner
Membership No.: 201773
Place: Bangalore
Date: 14/08/2020
UDIN: 20201773AAAAEL8033

Annexure A – To the Independent Audit Report

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of **VIGNYAN INDUSTRIES LIMITED** on the accounts of the company for the year ended 31st March 2020.

We report that,

1. A. The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.

B. The company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion is reasonable having regard to the size of company and the nature of its assets. In accordance with the program, certain fixed assets were verified during the year and as informed to us, no material discrepancies have noted on such verification during the year.

C. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

2. A. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

B. The procedures of physical verification of inventories held by the company and its contractors followed by the management are reasonable and adequate in relation to the size of the compare and the nature of its business.

C. The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and the book records were not material.

3. The company has not granted any loans secured or unsecured to any company, firm, or other party covered in the register maintained under section 189 of the Companies Act, 2013.

In view of the above, the clauses (iii) (a) (b) and (c) are not applicable.

4. In our opinion and according to the information and explanations given to us, the company has not given any loan or made any investments or given any guarantee or security on which the provision of the 185 and 186 of the companies Act , 2013.

5. The company has not accepted deposits during the year and does not have any unclaimed deposit as at 31st March 2020 and therefore, the provision of the clause3 (v) of the Order are not applicable to the Company.

6. The company is not required to maintain Cost Records pursuant to the Companies (Cost record and Audit) Rules, 2014, as amended and prescribed by the central Government under section 148(1) of the companies Act, 2013.



7. A. According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, GST, duty of customs, cess and any other material statutory dues, as applicable, with the appropriate authorities in India. According to the information and explanations given to us, there are no undisputed amounts in respect of the aforesaid statutory dues which in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.

B. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, customs duty, excise duty and cess and other material statutory dues were in arrears, as at 31.3.2020.

C. There are no dues of income tax, duty of customs Sales tax, duty of Excise, Service tax, goods and service tax and value added tax which have not been deposited with the appropriate authorities.
8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution and banks.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to information and explanations given to us, no material fraud by company or on the company by its officers or employees has been noticed or reported during the year.
11. This clause relating to payment of managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act is not applicable to the Company.
12. The Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-



cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable

16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For Sudarshan Abilesh & Co.,
Chartered Accountants**
FRN: 006787S

B N Sudarshan
Partner
Membership No.: 201773
Place: Bangalore
Date: 14/08/2020
UDIN: 20201773AAAAEL8033



Annexure B – To the Independent Audit Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

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 authorisation 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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.

**For Sudarshan Abilesh & Co.,
Chartered Accountants**

FRN: 006787S

B N Sudarshan

Partner

Membership No.: 201773

Place: Bangalore

Date: 14/08/2020

UDIN: 20201773AAAAEL8033



Annexure - C

Directions under Section 143(5) of Companies Act 2013 for the year 2019-20

S. No.	Directions	Reply
1	Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	Yes. The company has a system in place to process all the accounting transactions through IT System. As all the accounting transactions are processed through IT System, there is no implication of processing of accounting transactions outside IT system on the integrity of the accounts.
2	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts /loans/interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated.	No.
3	Whether funds received/receivable for specific schemes from central/ state agencies were properly accounted for/ utilized as per its term and conditions? List the cases of deviation.	Not Applicable.

For Sudarshan Abilesh & Co.
Chartered Accountants
FRN: 006787S

B. N. Sudarshan
Membership No: 201773
Bengaluru,
Date: 14/08/2020
UDIN: 20201773AAAAEL8033



लोकहितार्थ सत्यनिष्ठा
Dedicated to Truth in Public Interest

To

Shri M V Rajasekhar
Chairman,
M/s. Vignyan Industries Limited,
BEML Soudha, S.R. Nagar,
Bangalore – 560 027.

By Speed Post
Confidential



सं./No Insp/VIL A/cs(2019-20)/2020-21/168

प्रधान निदेशक वाणिज्यिक लेखापरीक्षा एवं पदेन सदस्य
लेखापरीक्षा बोर्ड का कार्यालय, बेंगलूरु - 560 001
OFFICE OF THE PRINCIPAL DIRECTOR OF COMMERCIAL
AUDIT and ex-Officio MEMBER, AUDIT BOARD,
BENGALURU - 560 001.

दिनांक/DATE:

18th August 2020

Sir,

Sub: Comments of the Comptroller and Auditor General of India under section 143(6) (b) of the Companies Act, 2013 on the Financial Statements of **M/s. Vignyan Industries Limited, Tarikere** for the year ended 31 March 2020.

I forward **Nil Comments Certificate** of the Comptroller and Auditor General of India under Section 143(6)(b) of the Companies Act, 2013 on the financial statements of **M/s. Vignyan Industries Limited, Tarikere** for the year ended 31 March 2020.

It may please be ensured that the comments are:

- (i) Printed in toto without any editing;
- (ii) Placed before the AGM as required under Section 143(6)(b) of the Companies Act, 2013; and
- (iii) Placed next to the Statutory Auditors' Report in the Annual Report of the Company with proper indication in the index.

The receipt of this letter may please be acknowledged.

Yours faithfully,



(Arun Kumar V.M.)
Dy. Director (Admin)

Encl: As above.

भारतीय लेखापरीक्षा तथा लेखा विभाग

INDIAN AUDIT & ACCOUNTS DEPARTMENT

पहला तल, बसव भवन, श्री बसवेश्वर रोड, बेंगलूरु - 560 001

1st Floor, Basava Bhavan, Sri Basaveswara Road, Bengaluru - 560 001

डू.भा/Phone : 2226 7646 / 2226 1168

E-mail : mabbangalore@cag.gov.in

फैक्स/Fax : 080-2226 2491



COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF M/s. VIGNYAN INDUSTRIES LIMITED, TARIKERE FOR THE YEAR ENDED 31 MARCH 2020

The preparation of financial statements of M/s. **VIGNYAN INDUSTRIES LIMITED, TARIKERE** for the year ended 31 March 2020 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their revised Audit Report dated 14 August 2020 which supersedes their earlier Audit Report dated 23 June 2020.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of M/s. **VIGNYAN INDUSTRIES LIMITED, TARIKERE** for the year ended 31 March 2020 under section 143(6) (a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the statutory auditor and is limited to primarily inquiries of the statutory auditor, company personnel and a selective examination of some of the accounting records.

In view of the revisions made in the statutory auditors' report, to give effect to some of my audit observations raised during supplementary audit, I have no further comments to offer upon or supplement to the statutory auditors' report under section 143(6)(b) of the Act.

For and on behalf of the
Comptroller & Auditor General of India


(Santosh Kumar)

Pr. Director of Commercial Audit

Place: Bengaluru

Date: 18 August 2020