



BPL Limited

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

The Manager - Listing
Bombay Stock Exchange Limited,
P J Towers, 25th Floor, Dalal Street,
Mumbai - 400 002

29th September, 2019

The Manager – Listing
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No.C/1, G Block,
Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051

Dear Sir/Madam,

Sub: 55th Annual General Meeting (AGM) of BPL Limited

The 55th Annual General Meeting of BPL Limited ("the Company") was held at 27th September, 2019 at 10.00 A.M. at Sri Chakra International, Krishna Gardens, Chandranagar P.O. Palakkad – 678 007, Kerala to transact the business as stated in the Notice of 55th AGM dated 12th August,2019.

In this regard, we hereby submit the following documents:

1. Combined Voting Results on the votes casted through remote e-Voting and Ballot Papers Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Scrutinizer's Report dated 28th September, 2019 pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.

We sincerely request you to take the same on record.

Thanking you,

Very truly yours,

For BPL Limited

B S Harisarvothama

Authorised Signatory

Encl: a/a

Date of the AGM/EGM	BPL LIMITED
Total number of shareholders on record date	27-09-2019
No. of shareholders present in the meeting either in person or through proxy:	30240
Promoters and Promoter Group:	9
Public:	28
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Financial Statements for the year ended 31st March, 2019 and together with Report of Directors and the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	30,916,792	30,819,192	0.0000	30,819,192	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)			99.6843			100.0000	0.0000	0	0
Public- Institutions	Total		30,819,192	0.0000	30,819,192	0	0.0000	0.0000	0	0
	E-Voting			0.0000			0.0000	0.0000	0	0
Public- Non Institutions	Poll	261,760	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)			0.0000			0.0000	0.0000	0	0
Total	Total	48,884,818	30,963,178	63.3390	30,962,578	600	99.5833	0.4167	0	0
	E-Voting									
Total										

Resolution No.	2
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend of Rs. 0.001 per share on the Preference Shares.
Whether promoter/ promoter group are interested in the agenda/resolution?	No



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	30,916,792	30,819,192	99.6843	30,819,192	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		30,819,192	99.6843	30,819,192	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	261,760	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting		129,237	0.7299	128,436	801	99.3802	0.6197	0	0
	Poll	17,706,266	14,749	0.0833	14,749	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		143,986	0.8132	143,185	801	99.4437	0.5563	0	0
	Total	48,884,818	30,963,178	63.3390	30,962,377	801	99.9974	0.0026	0	0

Resolution No.	3									
Resolution required: (Ordinary/Special)	ORDINARY - To appoint a Director in place of Mrs. Anju Chandrasekhar, who retires by rotation and being eligible, offers herself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	30,916,792	29,633,442	95.8490	29,633,442	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		29,633,442	95.8490	29,633,442	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	261,760	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting		129,237	0.7299	128,437	800	99.3809	0.6190	0	0
	Poll	17,706,266	14,749	0.0833	14,749	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0



Total	143,986	143,186	800	99,4444	0.5556	0	0
Total	48,884,818	29,777,428	60,9134	29,776,628	800	99,9973	0.0027

Resolution No.	4	SPECIAL - Re- appointment of Capt. S Prabhala as an Independent Director of the Company								
Resolution required: (Ordinary/Special)	SPECIAL	Re- appointment of Capt. S Prabhala as an Independent Director of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	30,916,792	30,819,192	99.6843	30,819,192	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	30,819,192	30,819,192	99.6843	30,819,192	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	17,706,266	2,749	0.0155	2,749	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	17,706,266	2,749	0.0155	2,749	0	100.0000	0.0000	0	0
Public- Non Institutions	Total	131,986	130,997	0.7454	130,997	989	99.2507	0.7493	0	0
	Total	48,884,818	30,951,178	63.3145	30,950,189	989	99.9968	0.0032	0	0

Resolution No.	5	SPECIAL - Re- appointment of Mr. Suraj L Mehta as an Independent Director of the Company								
Resolution required: (Ordinary/Special)	SPECIAL	Re- appointment of Mr. Suraj L Mehta as an Independent Director of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	30,916,792	30,819,192	99.6843	30,819,192	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	30,819,192	30,819,192	99.6843	30,819,192	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0

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Public- Institutions	Postal Ballot (if applicable)	48,884,818	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
	E-Voting		129,237	0.7299	128,248	989	99.2347	0.7652	0	0
	Poll	17,706,266	14,749	0.0833	14,749	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		143,986	0.8132	142,997	989	99.3131	0.6869	0	0
Public- Non Institutions	Total	48,884,818	30,963,178	63.3390	30,962,189	989	99.9968	0.0032	0	0

Resolution No.	6	SPECIAL - Re-appointment of Mr. Ajit G Nambiar, as Chairman and Managing Director of the Company and payment of Remuneration to him.									
Resolution required: (Ordinary/Special)	SPECIAL - Re-appointment of Mr. Ajit G Nambiar, as Chairman and Managing Director of the Company and payment of Remuneration to him.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll	30,916,792	29,633,442	95.8490	29,633,442	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		29,633,442	95.8490	29,633,442	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll	261,760	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		0	0	0	0	0.0000	0.0000	0	0	
Public- Non Institutions	E-Voting		129,237	0.7299	128,147	1,090	99.1565	0.8434	0	0	
	Poll	17,706,266	14,749	0.0833	14,749	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		143,986	0.8132	142,896	1,090	99.2430	0.7570	0	0	
	Total	48,884,818	29,777,428	60.9134	29,776,338	1,090	99.9969	0.0037	0	0	



Ref:

Date:.....28/09/2019

REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
BPL Limited
Palakkad, PIN 678 007,
Kerala

Sir,

Sub: Consolidated Scrutinizer's Report on remote E-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014, and voting at the 55th Annual General Meeting (AGM) of BPL Limited held on Friday, 27th September 2019, at 10.00 a.m. at Sri Chakra International, Krishna Gardens, Chandranagar PO, Palakkad, Kerala- 6780 007.

I, CA **Sivarajan P**, Practicing Chartered Accountant, Palakkad, was appointed as Scrutinizer by the Board of Directors of BPL Limited pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014 to conduct the voting and remote e-voting process of the Annual General Meeting of "**BPL LIMITED**" held on Friday, 27th September 2019, at 10.00 a.m. Sri Chakra International, Krishna Gardens, Chandranagar PO, Palakkad, Kerala- 6780 007.

I was also appointed as the Scrutinizer to conduct the poll process in respect of the voting at the said Annual General Meeting held on Friday, 27th September, 2019.



I submit my report as under:

The votes were unblocked on 27th September 2019 at 12:30 p.m. in the presence of two witnesses, viz. Ms. KARTIKA VKS currently residing at Souparnika, No.100, Chandranagar Colony, PALAKKAD- 678007 and Mr. PRASAD KS, currently residing at Vadakke Veedu, Kaikuthuparambu, Nurani P.O., PALAKKAD – 678004 who are not in employment of the Company.

The Notice dated 12th August 2019 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders within the time stipulated by Law in respect of the below mentioned resolutions proposed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by Karvy Fintech Private Limited (Karvy) for conducting remote e-voting by the shareholders of the company.

At the Annual General Meeting, voting facility was provided to the shareholders present at the meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the cut-off date of 20th September 2019 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, 23rd September, 2019 (9:00 a.m. IST) and ended on Thursday, 26th September, 2019 (5:00 p.m. IST) and the e-voting module was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on the said voting taken at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who are not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.



I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the download from the Karvy e-voting system and poll at the meeting.

I now submit my consolidated report as under on the result of the remote e- voting and voting at the meeting in respect of the said resolutions.

1. **RESOLUTION NO. 1 - As an ordinary resolution – To receive, consider and adopt** the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon;

(i) Voted “*in favour*” of Resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	20	128637	99.99%
Voting at the meeting	37	30833941	100%
Total	57	30962578	100%

(ii) Voted "*against*" the resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	6	600	0.00%
Voting at the meeting	0	0	0.00%
Total	6	600	0.00%

(iii) "Invalid" Votes:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0

2. **RESOLUTION NO. 2: As an ordinary resolution** - To declare dividend of Rs. 0.001 per share on the preference shares

(i) Voted "*in favour*" of Resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	17	128436	99.38%
Voting at the meeting	37	30833941	100%
Total	54	30962377	100.00%

(ii) Voted "*against*" the resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	9	801	0.00%
Voting at the meeting	0	0	0.00%
Total	9	801	0.00%

(iii) **Invalid Votes:**

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0

3. **RESOLUTION NO. 3: As an ordinary resolution:** To appoint a Director in place of Mrs. Anju Chandrasekhar (DIN: 00228746), who retires by rotation and being eligible, offers herself for re-appointment

(i) Voted "*in favour*" of Resolution


	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	18	128437	99.38%
Voting at the meeting	35	29648191	99.19%
Total	53	29776628	100%

(ii) Voted "against" the resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	8	800	0.00%
Voting at the meeting	0	0	0.00%
Total	8	800	0.00%

(iii) *Invalid* Votes:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



4. RESOLUTION NO. 4: As a Special resolution – Re-appointment of Capt. S Prabhala (DIN: 01302878) as an Independent Director of the Company

(i) Voted “*in favour*” of Resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	17	128248	99.23%
Voting at the meeting	36	30821941	100%
Total	53	30950189	99.99%

(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	9	989	0.00%
Voting at the meeting	0	0	0.00%
Total	9	989	0.00%

(iii) *Invalid* Votes:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0

5. **RESOLUTION NO. 5: As a Special resolution** - Re-appointment of Mr. Suraj L Mehta (DIN: 00164791) as an Independent Director of the Company

(i) Voted "*in favour*" of Resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	17	128248	99.23%
Voting at the meeting	37	30833941	100%
Total	54	30962189	100%

(ii) Voted “against” the resolution:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	9	989	0.00%
Voting at the meeting	0	0	0.00%
Total	9	989	0.00%

(iii) *Invalid* Votes:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0

6. **RESOLUTION NO. 6: As a Special resolution - Re-appointment of Mr. Ajit G Nambiar (DIN: 00228857) as Chairman and Managing Director of the Company and payment of remuneration to him.**

(i) Voted "*in favour*" of Resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	15	128147	99.15%
Voting at the meeting	35	29648191	100.00%
Total	50	29776338	100.00%

(ii) Voted "*against*" the resolution:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	11	1090	0.00%
Voting at the meeting	0	0	0.00%
Total	11	1090	0.00%

(iii) *Invalid* Votes:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0

The Register, all other papers and relevant records relating to remote e-voting and voting at the meeting shall remain in our safe custody until the chairman considers, approves and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.

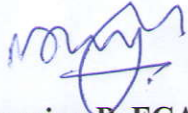


All the above Ordinary and Special Resolutions were passed with requisite majority.

Based on the above information, you may kindly announce the results.

Thanking You,

Yours faithfully



CA Sivarajan P, FCA,

Chartered Accountant

(Membership No. 200652)

UDIN: 19200652AAAAGD2544

Place: Palakkad

Dated: 28th September 2019

We the undersigned, witness that the votes were unblocked from the e-voting website of Karvy Fintech Private Limited (<http://evoting.karvy.com>) in our presence.

Ms. Kartika VKS



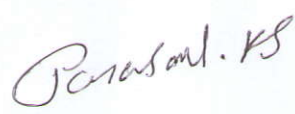
Souparnika, No.100,

Chandranagar Colony,

P.O. Chandranagar,

Palakkad - 678007

Mr. Prasad KS



Vadakkeveedu,

Kaikuthuparambu,

Nurani P.O.,

Palakkad - 678004