
BPL LIMITED

PROCEEDINGS OF THE 56th ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF THE COMPANY HELD ON TUESDAY THE 20TH OCTOBER 2020 AT 10.30 A.M. THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO VISUAL MEANS (OAVM) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BPL WORKS, PALAKKAD, PIN: 678 007, KERALA.

The following Directors / Members were present:

Mr. Ajit G Nambiar : Chairman & Managing Director and Member

Mrs. Anju Chandrasekhar: Woman Director

Mr. Nowroz J Cama : Independent Director, Chairman of Audit Committee

Dr.Chandan Juneja : Independent Director, Chairman of Nomination & Remuneration and Stakeholders Relationship Committee

72 Members were present.

No. of Proxies- Nil

Corporate Representations-7

In Attendance:

Miss. Dolly Lohia : Company Secretary & Compliance Officer

In Presence:

Mr.Manoj Kumar UK : Authorised Rep. of Statutory Auditor

Mr. Madhwesh Acharya : Secretarial Auditor

Mr. P Sivarajan : Scrutiniser

1. The Chairman called the Meeting to order at 10.30 AM. The notice convening the Meeting was taken as read with the permission of the Members. The Register of Directors and Key Managerial Personnel and their Shareholdings were accessible digitally to the members during the meeting.
2. The Chairman informed the members that Mr. P Sivarajan, a Practicing Chartered Accountant was appointed as the Scrutinizer for both e-voting and insta poll conducted at the Annual General Meeting (AGM) in a fair and transparent manner.
3. The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided e-voting facility to all the members for casting their vote on all the resolutions as set out as item No. 1 to 4 in the notice convening the 56th



Annual General Meeting. The e-voting facility was made available to the members from 16th October, 2020 to 19th October, 2020. He further stated that the company has provided insta poll facility to the members who are attending the AGM through VC/OVAM and have not voted earlier.

4. Mr. P Sivarajan, Scrutinizer, had locked the e-voting module at 5 pm on 19th October, 2020 and later insta poll module after fifteen minutes of the closing time of AGM and later, submitted his Report to the Chairman.
5. The Statutory Auditors' Report and Secretarial Audit Report were read at the Meeting by Ms. Dolly Lohia, Company Secretary and Compliance Officer of the company.
6. The Company has decided to hold this Annual General Meeting of the members of the company through VC/OAVM and beyond 30th September, 2020 (general permission available till 31st December, 2020) in view of the notifications issued by Ministry of Corporate Affairs (MCA), Govt of India.
7. **ADOPTION OF AUDITED ANNUAL ACCOUNTS FOR THE YEAR 2019-20, BOARD'S REPORT AND THE REPORT OF THE AUDITORS THERE ON**

Item No.1 of the Agenda

The Chairman addressed the Members on the working and activities of the Company. After concluding, he proposed the following as an Ordinary Resolution:

***"RESOLVED THAT** the Company do hereby adopts the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the Financial Year ended on that date, along with the Board's Report and the Report of the Auditors thereon".*

The voting results for this item of agenda are as follows:

- (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 / instapoll	47	31050699	99.99%
Total	47	31050699	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 / instapoll	12	2021	0.00%
Total	12	2021	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 / instapoll	0	0
Total	0	0

8. RE-ELECTION OF MR. AJIT G NAMBIAR AS A DIRECTOR OF THE COMPANY

Item No.2 of the Agenda

The Chairman proposed the following resolution at the meeting as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ajit G Nambiar (DIN: 00228857), Director, who retires by rotation and being eligible, be and is hereby appointed as a Director of the Company who is liable to retire by rotation".

The voting results for this item of agenda are as follows:

(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 / instapoll	46	30970699	99.99%
Total	46	30970699	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 / instapoll	12	2021	0.00%
Total	12	2021	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 / instapoll	0	0
Total	0	0

9. Appointment of Mr. Nowroz J Cama as an Independent Director of the Company

Item No.3 of the Agenda

The Board at its meeting held on 29th June 2020 has appointed Mr. Nowroz J Cama as an independent Director of the company for a period of five years. The said appointment is subject to the approval of the members. The approval of the members is sought now for a period of five years from 29th June 2020 to 28th June 2025.

Mr. Ajit G Nambiar proposed the following, as a Special Resolution:

***“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17(1)(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nowroz J Cama (DIN:08772755), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 29th June, 2020 to 28th June, 2025”.*

The voting results for this item of agenda are as follows:

(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 / instapoll	46	31050510	99.99%
Total	46	31050510	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 / instapoll	13	2210	0.00%
Total	13	2210	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 / instapoll	0	0
Total	0	0

10. Appointment of Dr. Chandan Juneja as an Independent Director of the Company

Item No.4 of the Agenda

The Board at its meeting held on 29th June 2020 has appointed Dr. Chandan Juneja as an independent Director of the company for a period of five years. The said appointment is subject to the approval of the members. The approval of the members is sought now for a period of five years from 29th June 2020 to 28th June 2025.

Mr. Ajit G Nambiar proposed the following, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule

IV to the Act and Regulation 17(1)(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Chandan Juneja (DIN:07945542), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 29th June, 2020 to 28th June, 2025”.

The voting results for this item of agenda are as follows:

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 / instapoll	46	31050510	99.99%
Total	46	31050510	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 / instapoll	13	2210	0.00%
Total	13	2210	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 / instapoll	0	0
Total	0	0

11. Speakers' Session

Mr. Praful Chavda (Folio No: 1201350000107177) and Mr. Dinesh Gopaldas Bhatia (Folio No. IN30090710003699) shareholders who had registered earlier to speak at the AGM, have raised few queries on the functioning of the company, enquired about the future plans of the company and also wished the board for all the success.

Mr. Manmohan Ganesh, Authorised Person, answering to the queries raised by the shareholders gave a brief on the functioning of the company and its future plans to improve the business and enhance the shareholders' value.

12. Instapoll

Mr. Ajit G Nambiar, Chairman of the Meeting, informed the participating members that those who did not cast their vote through e-voting may now exercise their voting rights by using the same login & password by clicking on the "InstaPoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

He had also informed that the results of the e-voting will be announced on the Company's Website on or before 22nd October, 2020 and the same will also be communicated to NSE and BSE.

There being no other business to be transacted, the Meeting concluded with a vote of thanks to the Chair at 11.15 AM.

Palakkad
20th October, 2020



CHAIRMAN