



BPL Limited

Dynamic House, 64 Church Street
Post Box No. 5194
Bengaluru - 560 001, India.
Ph : +91-80-2532 7985, 2558 9109
E-mail : investor@bpl.in / Website : www.bpl.in
CIN : L28997KL1963PLC002015

To,

24th May 2019

The Manager - Listing, Corporate Relationship Department BSE Limited 25 th Floor, Phiroze Jeejebhoy Towers Dalal Street, Mumbai - 400 001	The Manager - Listing, National Stock Exchange of India Limited, Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051
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Dear Sir,

Sub: Annual Secretarial Compliance Report under Regulation 24 (A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As required under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith a copy of the Secretarial Compliance Report of the Company duly issued by Mr. Madhwesh K, Practicing Company Secretary, for the year ended 31th March, 2019.

Thank you,

for BPL LIMITED

Ajit G Nambiar
Chairman & Managing Director

Madhwesh K
Practicing Company Secretary

Secretarial compliance report of BPL LIMITED for the year ended 31st March, 2019

I/We Madhwesh K, have examined:

- (a) all the documents and records made available to us and explanation provided by BPL Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; NOT APPLICABLE
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; NOT APPLICABLE
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; NOT APPLICABLE
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; NOT APPLICABLE

No. 114/74, Ground Floor, 6th Main Road,
5th Block, Jayanagar, Bangalore 560041
www.accrescentlpo.com

Ph. No. 9980672126
Email ID: madhweshpcs@accrescentlpo.com

Madhwesh K

Practicing Company Secretary

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; NOT APPLICABLE

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i)(other regulations as applicable) NOT APPLICABLE

and circulars/ guidelines issued thereunder;

(Note: The aforesaid list of Regulations is only illustrative. The list of all SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
		NONE	

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	None			

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Madhwesh K

Practicing Company Secretary

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
-	NA			

Place: Bangalore

Date: 07.05.2019

M. Radh

MADHWESH. K
Practicing Company Secretary
Membership No. 21477
C.O.P. No: 10897

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