



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

September 29, 2018

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: 54th Annual General Meeting of BPL Limited

We are enclosing the voting results of 54th Annual General Meeting of the Company as per the format given under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 along with a report by Mr. P. Sivarajan, Chartered Accountant, the Scrutinizer appointed by the Company, for both e-voting and ballot process.

The Annual General Meeting of the Company was held on Friday, September 28, 2018 at 10:00 AM. at Sri Chackra International, Krishna Gardens, Chandranagar P. O. Palakkad 678007, Kerala.

Please take the same on record.

Thanking you,

Very truly yours,

for BPL Limited,

Company Secretary



Encl: a/a

VOTING RESULTS

| | |
|--|---------------|
| Date of the AGM/EGM | 28.09.2018 |
| Total number of shareholders on record date | 30048 |
| No. of Shareholders present in the meeting either in person: Promoters and Promoter Group: Public: | 32 7 25 |
| No. of Shareholders attended the meeting through Video Conferencing | Nil |

Agenda Wise Disclosure:

| 1.Resolution required: (Ordinary/Special) | Whether promoter/promoter group are interested in the agenda/resolution | No. of Shares held | No. of valid votes polled | % of Votes polled on outstanding shares | No. of Votes in favour | No. of votes-against | % of Votes in favour on votes polled | % of votes against on votes polled | |
|---|---|--------------------|---------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|------|
| Ordinary. To consider and adopt the audited financials for the year ended 31 st March 2018 together with Report of the Board and Auditors thereon. | No | (1) | (2) | (3)=(2)/(1)* 100 | (4) | (5) | (6)=(4)/(2)*100 | (7) | |
| Promoter and Promoter Group | E-Voting | 30916792 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | | 29713442 | 96.11 | 29713442 | 0 | 100 | 0 | |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA | |
| | Total | | 29713442 | 96.11 | 29713442 | 0 | 100 | 0 | |
| | Public Institutions | E-Voting | 573326 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public Non Institutions | E-Voting | 17394700 | 51926 | 0.2985 | 50176 | 1750 | 96.629 | 3.37 |
| | | Poll | | 25050 | 0.144 | 25050 | 0 | 100 | 0 |
| Postal Ballot | | | NA | NA | NA | NA | NA | NA | |
| Total | | | 76976 | 0.44 | 75226 | 1750 | 97.72 | 2.27 | |
| Total | | 48884818 | 29790418 | 60.94 | 29788668 | 1750 | 99.994 | 0.006 | |



| 2. Resolution required: (Ordinary/Special) | | Ordinary. Declaration of dividend to Preference Shareholders | | | | | | |
|---|----------------|--|---------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution | | No | | | | | | |
| Category | Mode of Voting | No. of Shares held | No. of valid votes polled | % of Votes polled on outstanding shares | No. of Votes in favour | No. of votes-against | % of Votes in favour on votes polled | % of votes against on votes polled |
| | | (1) | (2) | (3)=(2)/(1)* | (4) | (5) | (6)=(4)/(2)* | (7) |
| Promoter and Promoter Group | E-Voting | 30916792 | 0 | 0 | 0 | 0 | 100 | 0 |
| | Poll | | 29713442 | 96.11 | 29713442 | 0 | 100 | 0 |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | 29713442 | 96.11 | 29713442 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 573326 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non Institutions | E-Voting | 17394700 | 51926 | 0.2985 | 50101 | 1825 | 96.4853 | 3.5146 |
| | Poll | | 25050 | 0.144 | 25050 | 0 | 100 | 0 |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | 76976 | 0.44 | 75151 | 1825 | 97.63 | 2.37 |
| Total | | 48884818 | 29790418 | 60.94 | 29788593 | 1825 | 99.994 | 0.006 |



| 3. Resolution required: (Ordinary/Special) | | Whether promoter/promoter group are interested in the agenda/resolution | | Ordinary. Re Appointment of Mrs. Anju Chandrasekhar, who retired by rotation | | | | | | |
|--|----------------|---|---------------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|----|--|
| | | Yes | | | | | | | | |
| Category | Mode of Voting | No. of Shares held | No. of valid votes polled | % of Votes polled on outstanding shares | No. of Votes in favour | No. of votes-against | % of Votes in favour on votes polled | % of votes against on votes polled | | |
| | | (1) | (2) | (3)=(2)/(1)* | (4) | (5) | (6)=(4)/(2)* | (7) | | |
| Promoter and Promoter Group | E-Voting | 30916792 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | | 29633442 | 95.85 | 29633442 | 0 | 100 | 0 | 0 | |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA | NA | |
| | Total | | 29633442 | 95.85 | 29633442 | 0 | 100 | 0 | 0 | |
| Public Institutions | E-Voting | 573326 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA | 0 | |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public Non Institutions | E-Voting | 17394700 | 51926 | 0.2985 | 50176 | 1750 | 96.6298 | 3.3701 | 0 | |
| | Poll | | 25050 | 0.144 | 25050 | 0 | 100 | 0 | 0 | |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA | NA | |
| | Total | | 76976 | 0.44 | 75226 | 1750 | 97.72 | 2.27 | 0 | |
| Total | | 48884818 | 29710418 | 60.77 | 29708668 | 1750 | 99.995 | 0.005 | | |



| 4. Resolution required: (Ordinary/Special) | | Special. Revision of remuneration payable to Mr. Ajit G Namblar, Chairman & MD | | | | | | |
|---|----------------|--|---------------------------|---|------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution | | Yes | | | | | | |
| Category | Mode of Voting | No. of Shares held | No. of valid votes polled | % of Votes polled on outstanding shares | No. of Votes in favour | No. of votes- against | % of Votes in favour on votes polled | % of votes against on votes polled |
| | | (1) | (2) | (3)=(2)/(1)* | (4) | (5) | (6)=(4)/(2)* | (7) |
| Promoter and Promoter Group | E-Voting | 30916792 | 0 | 0 | 0 | 0 | 100 | 0 |
| | Poll | | 29633442 | 95.85 | 29633442 | 0 | 100 | 0 |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | 29633442 | 95.85 | 29633442 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 573326 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non Institutions | E-Voting | 17394700 | 51926 | 0.2985 | 40571 | 11355 | 78.1323 | NA |
| | Poll | | 25050 | 0.144 | 25050 | 0 | 100 | 21.8676 |
| | Postal Ballot | | NA | NA | NA | NA | NA | 0 |
| | Total | | 76976 | 0.144 | 65621 | 11355 | 85.249 | NA |
| Total | | 48884818 | 29710418 | 60.78 | 29699063 | 11355 | 99.962 | 14.751 |
| | | | | | | | | 0.038 |



Ref:

29/09/2018

Date:.....

SCRUTINIZER REPORT ON E-VOTING & POLL- BPL LIMITED

To
The Chairman,
BPL Limited.

Sub: Voting results of 54th AGM of BPL Limited held on September 28, 2018

The Board of BPL Limited at its meeting held on 6th August, 2018 had appointed me as the Scrutinizer for the e-voting and ballot process for the company's 54th Annual General Meeting (AGM) held on September 28, 2018.

The company has appointed Karvy Computershare Pvt. Ltd. (Karvy) for extending the facility of electronic voting to the shareholders of the Company. Karvy is also the Registrar and Share Transfer Agent (RTA) of the company. Karvy had provided a system for recording the votes of the shareholders electronically on all the items of the business sought to be transacted in the AGM of the company.

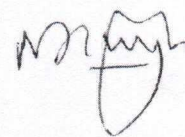
As informed, the company had completed the dispatch of Notice and Annual Report by email (whose email ids are registered with the Company/Depository) and by courier on 4th September 2018. The company had sent hard copies of the annual reports to those shareholders who sought for the same.

The Notice of the Annual General Meeting contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The cut-off date for the purpose of identifying the shareholders who are entitled to vote on the resolutions placed for approval was 21st September, 2018. As prescribed in the aforesaid Rules, the e-voting facility was kept open for four days from 24th September, 2018 at 9:00 AM to 27th September, 2018 at 5:00 PM. At the end of the voting period, Karvy had blocked the voting portal. The votes cast through e-voting facility were duly unblocked by me in the presence of **Ms. DHANYA G and Mr. PRASANTH R** who acted as the witnesses.

All the Resolutions stand passed under e-voting and poll with requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to the Secretary of the Company for its safe custody.



-2-

Ref:

The results of the e-voting together with that of the poll are as under.

Date:.....

| Item No. of Notice | Particulars of Business | Voting details | Total Votes polled | Votes in favour of the Resolution | | Votes against the Resolution | | Invalid votes | |
|--|--|----------------|--------------------|-----------------------------------|---------------|------------------------------|--------------|---------------|----------|
| | | | | Nos. | % | Nos. | % | Nos. | % |
| Item No. 1 of the Notice (Ordinary Resolution) | Adoption of audited accounts as on 31.03.2018 along with reports of auditors and directors | E-voting | 51926 | 50176 | 96.630 | 1750 | 3.370 | 0 | 0 |
| | | Poll | 29738492 | 29738492 | 100 | 0 | 0 | 0 | 0 |
| | | Total | 29790418 | 29788668 | 99.994 | 1750 | 0.006 | 0 | 0 |
| Item No. 2 of the Notice (Ordinary Resolution) | Declaration of dividend to Preference Shareholders | E-voting | 51926 | 50101 | 96.485 | 1825 | 3.515 | 0 | 0 |
| | | Poll | 29738492 | 29738492 | 100 | 0 | 0 | 0 | 0 |
| | | Total | 29790418 | 29788593 | 99.994 | 1825 | 0.006 | 0 | 0 |
| Item No. 3 of the Notice (Ordinary Resolution) | Re Appointment of Mrs. Anju Chandrasekhar, who retired by rotation | E-voting | 51926 | 50176 | 96.630 | 1750 | 3.370 | 0 | 0 |
| | | Poll | 29658492 | 29658492 | 100 | 0 | 0 | 0 | 0 |
| | | Total | 29710418 | 29708668 | 99.995 | 1750 | 0.005 | 0 | 0 |
| Item No. 4 of the Notice (Special Resolution) | Revision of remuneration payable to Mr. Ajit G Nambiar | E-voting | 51926 | 40571 | 78.132 | 11355 | 21.868 | 0 | 0 |
| | | Poll | 29658492 | 29658492 | 100 | 0 | 0 | 0 | 0 |
| | | Total | 29710418 | 29699063 | 99.962 | 11355 | 0.038 | 0 | 0 |

Thanking you,
Yours Faithfully

P Sivarajan

Date: 29.09.2018
Place: Palakkad

Witness:

1 DHANYA G
HOUSE NO. 65-B
CHANDRANAGAR PO
PALAKKAD - 678 007

2 PRASANTH
THIRUVALATHUR
KODUMBU, PALAKKAD

Counter
Signature

For BPL LIMITED
Company Secretary