

BPL LIMITED

11th KM, Arakere, Bannerghatta Road, Bangalore 560 076.



To the Members,

Abstract & Memorandum of Interest under Section 302 of the Companies Act, 1956

The Board of Directors of the Company at their Meeting held on 8th February, 2013, has pursuant to the recommendations made by the Compensation Committee and subject to the approval of shareholders of the Company and of the Central Government, resolved to re-appoint Mr. Ajit G Nambiar as the Chairman & Managing Director of the Company for a period of three years from 1st April, 2013 to 31st March, 2016.

In terms of Section 302 of the Companies Act, 1956, the abstract of the terms of the re-appointment of Mr. Ajit G Nambiar, Chairman & Managing Director and the payment of remuneration to him, together with Memorandum of Interest are set out below:

1. **TERMS OF RE-APPOINTMENT:** Mr. Ajit G Nambiar, re-appointed as the Chairman & Managing Director of the Company for a period of three years, with effect from 1st April, 2013 to till 31st March, 2016.
2. **SALARY:** Rs. 4, 00,000/- per month
3. **PERQUISITES:** In addition to the salary, the Chairman & Managing Director is entitled to a maximum of Rs. 28,80,000/- per annum towards perquisites like furnished accommodation or House Rent Allowance in lieu thereof, re-imbusement of ordinary medical expenses and Leave Travel Concession for self and his family including dependents, premia towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances.

Explanation

"Family" here means the spouse, dependent children and dependent parents of the Chairman & Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

Use of Company's Car for official purposes and Telephone at residence and Cell Phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the re-imbusement of ordinary medical expenses, in case of hospitalization of the Chairman & Managing Director and his family, the Board of Directors shall have the discretion to re-imburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of Rs. 28,80,000/- in any financial year.

Contribution to Provident fund will not be included in the computation of the ceiling on perquisites to the extent it is not taxable under the Income Tax Act.

Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

The Chairman & Managing Director shall be entitled to re-imbusement of expenses incurred by him in connection with the business of the Company.

Memorandum of Interest

Except Mr. Ajit G Nambiar and Ms. Anju Chandrasekhar, no other Director is interested or concerned with the aforesaid re-appointment and payment of remuneration to the Chairman and Managing Director.

BPL LIMITED

Sd/-

Srinath Maniyal M
Company Secretary

8th February, 2013
Bangalore

Registered Office: BPL Works, Palakkad – 678 007, Kerala.