

# BPL LIMITED

Registered Office : BPL Works, Palakkad-678 007, Kerala, India.



## POSTAL BALLOT FORM

Serial No.:

Name of the First Shareholder (in block letters) :

Postal address :

Registered folio No./Client ID No.\* :

Class of Share :

(\*Applicable to investors holding shares in dematerialized form)

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice dated July 18, 2014 by sending my / our assent or dissent to the said Resolutions by placing the relevant mark at the appropriate Places in the box below :

Sl. No.	Description	No. of shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Special Resolution as stated at Item No. 1 pursuant to the provisions of Section 52 of the Companies Act, 2013 and Sections 100 to 104 and all other applicable provisions, if any, of the Companies Act, 1956, read with Article 51A of the Articles of Association of the Company and pursuant to the relevant provisions of the Companies (Court) Rules, 1959 and subject to the confirmation of the Hon'ble High Court of Judicature at Kerala (High Court) and other appropriate authorities, if any, for the reduction of capital (Securities Premium Account), i.e. utilizing the entire credit balance in the Share Premium Account to reduce a part of accumulated losses (debit balance) in the Statement of Profit & Loss of the company, as on the appointed date or on the date of approval of the Scheme of Arrangement by the Hon'ble High Court.			

Place :

Date :

**(Signature of the Shareholder)**

**NOTE :** Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS FOR E-VOTING:

1. The Explanatory Statement pursuant to Section 102 read with Sections 2(65) and 110 of the Companies Act, 2013 (CA 2013) setting out material facts is annexed hereto.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, 18th July, 2014.
3. The Company has appointed Mr. P Sivarajan, a Practicing Chartered Accountant, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with provisions of Section 110 of CA 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer **e-voting facility** as an alternate, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Karvy Computershare Private Limited (Karvy) for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting facility is made mandatory for all the listed companies with effect from 1st April, 2014.

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
  - iv) Members can cast their vote online from 30.07.2014 @ 9.00 AM to 29.08.2014 @ 5.00 PM
  - v) After entering these details appropriately, click on "LOGIN".
  - vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vii) You need to login again with the new credentials.
  - viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
  - ix) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your existing login id and password are to be used.
  - x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
  - xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
  - xiii) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [casivarajan@gmail.com](mailto:casivarajan@gmail.com), with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."
5. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post/courier along with Postal Ballot Form. Shareholders who have not received Postal Ballot Notice either by e-mail or by post/courier can download Postal Ballot Form from the link [www.evoting@karvy.com](http://www.evoting@karvy.com) or seek duplicate Postal Ballot Form from M/s Karvy Computershare Private Limited, Registrar & Transfer Agents, Plot No 17 -24| Vittal Rao Nagar | Madhapur | Hyderabad 500 081 or BPL Limited, 11th KM, Arakere, Bannerghatta Road, Bangalore 560 076.
  6. **Kindly note that the Shareholders have an option on mode of voting, i.e. e-voting or Physical Ballot.** Duly completed physical postal ballots have to reach the scrutinizer on or before 29th August, 2014. Postal Ballot received after this date will not be considered for counting.
  7. Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form and act accordingly to cast their vote electronically.
  8. The voting rights of Shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Friday, 18th July, 2014.
  9. The voting period ends on the close of Friday, 29th August, 2014. The e-voting module shall also be disabled by Karvy for voting thereafter.
  10. The Scrutinizer will submit his report to the Chairman & Managing Director or Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced at the Corporate Office of the Company situated at 11th KM, Arakere, Bannerghatta Road, Bangalore 560 076 on Wednesday, 3rd September, 2014 at 3 p.m. The result of the Postal Ballot will also be posted on the Company's website [www.bpl.in](http://www.bpl.in) and communicated to the stock exchanges where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
  11. The Board of Directors have appointed Mr. Ajit G Nambiar, Chairman & Managing Director and Mr. D Krishnan, Company Secretary, as the persons responsible for the entire postal ballot process.
  12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. to 1.00 p.m. up to the date of declaration of results of the Postal Ballot.

## Shareholding Pattern

Sl.No.	Particulars	Pre reduction of capital (Securities Premium account) as on 31st December, 2013		Post reduction of capital (Securities Premium account) (expected)#	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
1	Promoter and Promoter Group	3,09,16,792	63.24	3,09,16,792	63.24
2	Mutual Funds	900	0.00	900	0.00
3	Insurance Companies	4,43,010	0.91	4,43,010	0.91
4	Foreign Institution Investors	1,300	0.00	1,300	0.00
5	Body corporate	43,56,179	8.92	43,71,563	8.94
6	Individuals	1,21,69,582	24.90	1,21,45,417	24.86
7	Others				
	- NRI	1,54,983	0.32	1,56,008	0.32
	- Trusts	3,950	0.01	3,950	0.01
	- Clearing Members	80,821	0.17	69,333	0.14
	- HUF	6,54,501	1.34	6,73,745	1.38
	- Overseas Corporate Bodies	99,000	0.20	99,000	0.20
	- Bank	600	0.00	600	0.00
	- Indian Financial Institutions	3,200	0.00	3,200	0.00
	Total	4,88,84,818	100.00	4,88,84,818	100.00

# The reduction of capital (Securities Premium account) involves write off of Deficit in the statement of Profit & Loss by reducing the amount standing to the credit of the Securities Premium account. Thus, reduction of capital (Securities Premium account) does not entail discharge of any consideration by the company to its shareholders. Accordingly, shareholding pattern of the company, post reduction of capital (Securities Premium account) would not change.

# In the post reduction of capital (Securities Premium account), the figures for all categories like Mutual Funds, Bodies Corporate etc. have been taken at the Pre reduction of capital (Securities Premium account) levels as on 11th July, 2014 as the shares are constantly traded and it is not possible to make an assessment on the position post reduction of capital (Securities Premium account) with respect to these categories of shareholders.

## 5. FAIRNESS OPINION FROM MERCHANT BANKER

Merchant Banker i.e. Karvy Investor Services Limited, Hyderabad, have certified that pursuant to Clause 24 of the listing agreement and SEBI circular dated Feb 04, 2013, they have reviewed the proposed application for reduction of capital (Securities Premium account) and the valuation report from the Statutory auditors of the company (Pre and Post Reduction of Capital) and believe it to be fair and reasonable from a commercial and financial point of view to the holders of equity shares of the Company.

6. No investigation proceedings are pending under Section 235 to Section 251 or any other provisions of the Companies Act, 1956 or any other provisions of Companies Act, 2013, against the company.

7. The registered office of the Company is situated in Kerala, therefore the Company would file an application for the approval of the reduction of capital (Securities Premium account) before the Hon'ble High Court of Kerala on passing of the Special Resolution.

8. The Company shall file a certified copy of the Order of the Hon'ble High Court sanctioning the reduction of capital (Securities Premium account) with the Registrar of Companies, Kerala and also file requisite documents and forms as required under the Companies Act, 2013 and applicable rules notified there under.

The Board of Directors of the Company recommends to the shareholders for passing the above proposed resolutions as a special resolution.

## Complaints Report – BPL Limited

## Part A

Sr.No.	Particulars	Number
1	Number of complaints received directly	0
2	Number of complaints forwarded by Stock Exchange	0
3	Total Number of complaints / comments received (1+2)	0
4	Number of complaints resolved	0
5	Number of complaints pending	0

## Part B

Sr.No.	Name of Complainant	Date of Complaint	Status (Resolved/ Pending)
1.	Not Applicable	Not Applicable	Not Applicable
2.	- do-	- do-	- do-
3.	- do-	- do-	- do-

By Order of the Board  
for BPL LIMITED

D Krishnan  
Company Secretary

Bangalore  
July 18, 2014

BSE Limited Registered Office : Floor 25, P J Towers, Dalal Street,  
Mumbai 400 001 India T: +91 22 2272 1234 / 33 F: +91 22 2272 1003  
www.bseindia.com

DCS/AMAL/PS/24(f)/442/2013-14

March 27, 2014

The Company Secretary, BPL Limited, BPL Works, Palakkad, Kerala - 678007

Dear Sir/Madam,

Sub: **Observation letter regarding the scheme of Arrangement/Amalgamation between BPL Ltd and its shareholders & creditors of the company**

We are in receipt of draft scheme of Arrangement/Amalgamation involving compromise between the company and the shareholders & creditors of the company pursuant to section 391 read with section 78, 100 to 104 of Companies Act, 1956.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provision of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provision of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated March 26, 2014 given the following comment(s) on the draft scheme of arrangement:

□ The company shall duly comply with various provisions of the aforesaid SEBI circular.

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing / delisting / continuous listing requirements within the provision of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court. Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court. The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,

Sd/-  
Bhuvana Sriram  
Dy. Manager

Sd/-  
Pooja Sanghvi  
Asst. Manager

SENSEX India's Index the world tracks



NATIONAL STOCK EXCHANGE  
OF INDIA LIMITED

Ref: NSE/LIST/234484-E

March 27, 2014

The Company Secretary, BPL Limited, 11th KM, Arakere Gate, Bannerghatta Road,  
Bangalore - 560076

Kind Attn.: Mr. D. Krishnan

Dear Sir,

Sub: Observation letter for Scheme of Arrangement (under section 391 read with sections 78, 100 to 104 of the Companies Act, 1956) between BPL Limited and their shareholders & creditors

This has reference to draft Scheme of Arrangement (under section 391 read with sections 78, 100 to 104 of the Companies Act, 1956) between BPL Limited and their shareholders & creditors submitted to NSE vide your letter dated January 27, 2014.

Based on our letter reference no NSE/LIST/233815-H submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI vide its letter dated March 26, 2014, has given following comments on the draft scheme of arrangement:

"The company shall duly comply with various provisions of the Circulars."

Accordingly, we do hereby convey our, no-objection with limited reference to those matters having a bearing on listing / delisting / continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Company to file the scheme with the Hon'ble High Court.

However, the Exchange reserves its right to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from March 27, 2014, within which the scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, you shall submit to NSE the following:

(a) Copy of Scheme as approved by the High Court; (b) Result of voting by shareholders for approving the Scheme; (c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-a-vis the Draft Scheme (d) Status of compliance with the Observation Letter/s of the stock exchanges (e) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and (f) Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,  
For National Stock Exchange of India Limited

Sd/-  
Kamlesh Patel  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)

**BPL LIMITED**

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

**POSTAL BALLOT NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

NOTICE is hereby given to the members of BPL Limited (the "Company") pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act") read with the Clauses 20 to 22 of the Companies (Management and Administration) Rules, 2014 to pass the proposed resolutions as a special resolution as set out below by way of Postal Ballot.

Your consideration and approval is sought for the resolution annexed herewith. The proposed resolution, explanatory statements setting out the material facts and reasons there to, the postal ballot forms, are being mailed to you either through e-mail or by post/courier to the registered e-mail id or postal address, for your consideration and enabling you to cast your vote electronically (i.e. by e-voting).

Mr. P. Sivarajan, a Practising Chartered Accountant has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman & Managing Director or Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced at the Corporate Office of the Company situated at 11th KM, Arakere, Bannerghatta Road, Bangalore 560 076 on Wednesday, 3rd September, 2014 at 3 p.m. The result of the Postal Ballot will also be posted on the Company's website [www.bpl.in](http://www.bpl.in) and communicated to the stock exchanges where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.

**SPECIAL BUSINESS**

1. The members are requested to consider and if thought fit, to give assent/dissent to the following resolutions as a Special Resolution

**REDUCTION OF CAPITAL (SECURITIES PREMIUM ACCOUNT)**

"RESOLVED THAT pursuant to the provisions of Section 52 of the Companies Act, 2013, further enactments if any, read with Sections 100 to 104, 391 and other applicable provisions, if any, of the Companies Act, 1956, read with Article 51A of the Articles of Association of the Company and pursuant to the relevant provisions of the Companies (Court) Rules, 1959 and subject to the confirmation of the Hon'ble High Court of Judicature at Kerala (High Court) and other appropriate authorities, if any, and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded to the board of directors for setting off an amount of Rs. 184,09,28,868/- (Rupees one hundred eighty four crores nine lakhs twenty eight thousand eight hundred sixty eight only) out of the accumulated balance of loss in Statement of Profit and Loss of the Company against the Securities Premium Account and consequently nullifying of Securities Premium Account with effect from the Appointed Date (i.e. 1st January, 2014) or such other date as may be approved by the Court, through a Scheme of Arrangement.

RESOLVED FURTHER THAT approval of the Company be and is here by granted for execution of appropriate documents, papers, deeds and other writings on behalf of the Company as may be necessary or incidental thereto in this regard and that the Board of Directors be authorised to do such acts, deeds, matters, things as may be required in connection with the above.

RESOLVED FURTHER THAT Mr. Ajit G. Nambiar, Chairman & Managing Director, Mrs. Anju Chandrasekhar, Director and Mr. D. Krishnan, Company Secretary, be and are hereby severally authorized to sign, execute and deliver, file petitions, pleadings, forms, reports, applications, affidavits, declarations, certificates and all other documents, deeds and writings, and take any action that may be required in order to consummate the transactions contemplated therein including represent the Company before any regulatory authorities and the Court in relation to any matter pertaining to the Scheme or delegate such authority to another person by a valid power of attorney in successful implementation of the Scheme of Arrangement for reduction of capital i.e. utilization of entire balance in share premium account to set off part of the accumulated loss in the Statement of Profit & Loss.

By Order of the Board  
for BPL LIMITED

D Krishnan  
Company Secretary

Bangalore  
July 18, 2014

**NOTES:**

- Explanatory Statement and reasons for the proposed Special Business mentioned above pursuant to Section 102 read with Sections 2(65) and 110 of the Companies Act, 2013 setting out material facts are appended herein below.
- In accordance with the Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by SEBI, the Complaints Report and Observation Letters of the stock exchanges are enclosed herewith to this Notice.
- The Notice is being sent to all the members by post/courier, whose names appear in the Register of Members as on 18th July, 2014
- The copies of the following documents will be open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 A.M. to 1:00 P.M.:
  - Memorandum and Articles of Association of the Company.
  - The audited Balance Sheet and Statement of Profit and Loss of the Company for the year ended 31st March, 2013
  - Management Certified Financial Statements of the Company for the period ended 31st December, 2013
  - Complaints Report submitted by the Company to the Stock Exchanges.
  - Valuation Certificate from the statutory auditors of the company (Pre and Post Reduction of Capital).
  - Fairness Opinion by merchant banker on the proposed reduction of capital (Securities Premium account).
  - Copies of the letters bearing nos. NSE/LIST/ 234484 -E and DCS/AMAL/PS/24(f)/442/2013-14 (both dated 27th March, 2014) of the National Stock Exchange of India Limited and BSE Limited, respectively granting No-objection/ observation letter to the reduction of capital (Securities Premium account).
  - Notice to equity shareholders and the Explanatory Statement, copies of which may be obtained free of cost.

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 READ WITH SECTIONS 2(65) AND 110 OF THE COMPANIES ACT, 2013****1. SALIENT FEATURES OF THE REDUCTION OF CAPITAL (SECURITIES PREMIUM ACCOUNT)**

- As on 31st December, 2013, the Company's Reserves and Surplus include an amount of Rs. 184,09,28,868/- (Rupees One hundred eighty four crores nine lakhs twenty eight thousand eight hundred sixty eight only) standing to the credit of the Securities Premium account. At the same time, the Company also has accumulated losses amounting to Rs.215,59,68,561/- (Rupees Two hundred fifteen crores fifty nine lakhs sixty eight thousand five hundred sixty one only) represented as a Deficit in the statement of Profit & Loss, as on 31st December, 2013.
- As per the provisions of Section 52 of the Companies Act, 2013 and Sections 100 to 104 of the Companies Act, 1956, the balance in Securities Premium account can only be utilised for purposes specified therein. Any utilisation of Securities Premium account for other purpose would be construed as reduction of capital and the provisions of Sections 100 to 104 of the Companies Act, 1956 are applicable. The Board of Directors of the Company have approved, subject to the approval from shareholders and other regulatory approvals, to write off such Deficit in the statement of Profit & Loss by reducing the amount standing to the credit of the Securities Premium account, which will give a true and fair view of the financial statements of the Company.
- Therefore, it is proposed that the entire balance in Securities Premium account of the Company as on 31st December, 2013 i.e. Rs. 184,09,28,868/- (Rupees One hundred eighty four crores nine lakhs twenty eight thousand eight hundred sixty eight only) be utilized for writing off a part of the Deficit in the statement of Profit & Loss as on the 'appointed date'. Consequently upon the implementation of the court approved scheme of arrangement, the deficit in the Statement of Profit and Loss will get reduced from Rs.215,59,68,561/- to Rs. 31,50,39,693/- as on 31st December, 2013.
- Such writing off of Deficit in the statement of profit and loss with the Securities Premium account would amount to Reduction of Capital (Securities Premium account) in accordance with the provisions of Section 52 of the Companies Act, 2013 and Sections 100 to 104 of the Companies Act, 1956.
- The reduction of capital (Securities Premium account) will not be prejudicial to the creditors of the Company whose interests will in no way be affected, since the proposed reduction of share capital (Securities Premium account) does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital.
- The reduction of capital (Securities Premium account) will also have no adverse effect on the Company's ability to honor its commitments or pay its debts/creditors in the ordinary course of business.
- This resolution is subject to the confirmation of the Hon'ble High Court of Judicature at Kerala.

**2. NO-OBJECTION/ OBSERVATION LETTERS FROM THE STOCK EXCHANGES**

In terms of Clause 24(f) of the Listing Agreement, the Company being a listed company, was required to file application with the stock exchanges for obtaining No-Objection / Observation Letter to the reduction of capital at least 30 days before the date of filing of the application with Hon'ble High Court. The National Stock Exchange of India Limited and BSE Limited have vide their letters nos. NSE/LIST/ 234484 -E and DCS/AMAL/PS/24(f)/442/2013-14 (both dated 27th March, 2014) respectively, issued No-Objection Letter/ Observation Letters to the Company, for the reduction of capital (Securities Premium account).

**3. DETAILS OF SHAREHOLDING OF EXECUTIVE DIRECTORS IN THE COMPANY**

The shareholding of Executive Directors in the company as on 18th July, 2014 was as follows:

Sl. No.	Name of the Director- Shareholder	No. of Shares	%age of total shareholding
1.	Mr. Ajit G Nambiar	80,000	0.16

None of the directors and Key Management Persons (KMPs) have any material interest in the above referred Special Resolution for reduction of capital (Securities Premium account).

**4. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY**

The Capital Structure and Shareholding Pattern of the company pre reduction of capital (Securities Premium account) as on 31st December, 2013 and post reduction of capital (Securities Premium account) [expected] are as follows:-

(In Rupees)

Particulars*	Pre reduction of capital (Securities Premium account) as on 31st December, 2013	Post reduction of capital (Securities Premium account) [expected]
Authorized Capital	55,00,00,000	55,00,00,000
Issued Capital :-	48,88,48,180	48,88,48,180
Subscribed & Paid up Capital	48,88,48,180	48,88,48,180

\* equity shares of Rs.10/- each, fully paid up.