

Scrutinizer's Report on e-voting carried out for BPL Limited

Ref:

Date:.....

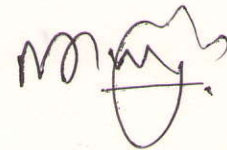
To
The Chairman
BPL Limited

51st Annual General Meeting of the Equity Shareholders of BPL Limited (BPL) held on Wednesday, September 30, 2015 at 10:00 AM at Sri Chackra International , Krishna Gardens, Chandranagar P.O Palakkad – 678007 Kerala.

Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Pursuant to the Resolution passed by the Board of BPL on 14th August, 2015, I have been appointed as the Scrutinizer for the e-voting process as mentioned under Clause (ix) of Sub-rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular dated 17th April, 2014 issued in this regard.

BPL has appointed Karvy Computershare Pvt. Ltd. (Karvy) as the Service Provider, for extending the facility of electronic voting to the shareholders of BPL. Karvy are also the Registrar and Share Transfer Agent (RTA) of the company. The Service Provider 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 51st Annual General Meeting (AGM) of BPL, which is scheduled to be held on Wednesday, September, 30 2015. The Service Provider accordingly had set up e-voting facility on their website: <http://evoting.karvy.com>. BPL has uploaded all the items of the business to be transacted on the website of BPL and also it's service provider to facilitate their shareholders to cast their vote through e-voting.



Ref:

As on the cut off date, there were 24,060 shareholders of BPL. The service provider had sent the Notices of the AGM by email to 10,693 shareholders whose email ids were made available by two depositories and for those holding in physical form to the extent it was available by with the RTA. In respect of 13,367 shareholders, the Notices were sent by speed/registered post. The company had also sent hard copies of the annual reports to those shareholders who sought for the same.

The Notices sent (both through email and physical form) 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.

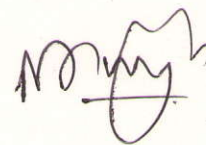
The cut-off date (record date) for the purpose of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was 23rd September, 2015. As prescribed in the aforesaid Rules, the e-voting facility was kept open for three days from 27th September, 2015 at 9:00 AM to 29th September, 2015 at 5:00 PM.

As prescribed in clause (v) of sub rule 3 of the Rule 20, BPL had also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English news paper (Business Standard) and Malayalam news paper (Mangalam) on 07th September, 2015. The notice published in the newspapers carried the required information as was specified in Sub Rule 3(v)(a) to (g) of the said Rule 20.

At the end of the voting period on September 29th, 2015 at 5:00 PM, the voting portal of the Services provider was blocked forthwith. On September 30, 2015 the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of **Ms. Chithralakshmi P and Mr. R Prashant** who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer, the report of the e-voting carried out by the shareholders was duly compiled, the details of which are as follows:

There are in all 7 shareholders holding 3,01,546 equity shares of BPL, who have participated in the e-voting process carried out by BPL.



The pattern of the e-voting is as under:

Ref: (A) Item No. 1- as an Ordinary Resolution:

Date:.....

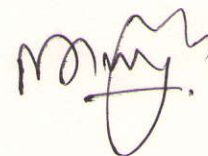
Consideration and adoption of the Annual Audited Accounts as on 31st March, 2015 and Reports of Directors and Auditors thereon:

	No. of members who have exercised e-voting	No. of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	7	3,01,546	100
(ii) Voted against the resolution	Nil	NA	NA
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	Nil	NA	

(B) Item No. 2 -as an Ordinary Resolution :

Declaration on dividend on Preference shares

	No. of members who have exercised e-voting	No. of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	7	3,01,546	100
(ii) Voted against the resolution	Nil	NA	NA
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	Nil	NA	



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Ref: (C) Item No. 3- as an Ordinary Resolution :

Date:.....

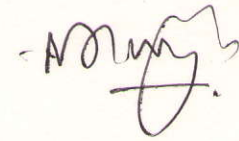
Appointment of a Director in place of Mrs. Anju Chandrasekhar, who retires by rotation, and being eligible, offer herself for re-election

	No. of members who have exercised e-voting	No. of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	7	3,01,546	100
(ii) Voted against the resolution	Nil	NA	NA
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	Nil	NA	

(D) Item No. 4- as an Ordinary Resolution:

Re-appointment of Auditors to hold office from the conclusion of this meeting until the conclusion of 53rd AGM and to fix their remuneration

	No. of members who have exercised e-voting	No. of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	7	3,01,546	100
(ii) Voted against the resolution	Nil	NA	NA
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	Nil	NA	



Ref: As per the e-voting pattern stated above, the entire Resolutions stand passed with the
requisite majority. **Date:.....**

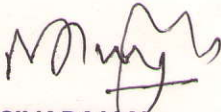
I hereby confirm that, I am maintaining the Registers received from the service Provider both electronically and manually, in respect of the votes cast through e-voting by the shareholders of BPL. I shall be arranging to hand over these records to the Chairman of BPL or such person to be authorised by him in due course as prescribed in the said Rules.

Thanking you,

Very truly yours

Place: Palakkad

Date: 30th September, 2015



P SIVARAJAN
Practicing Chartered Accountant
Membership No: 200652

Ref:

Date:.....

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

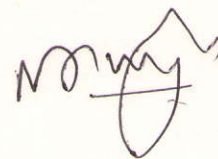
To
The Chairman,
51st Annual General Meeting of the Equity Shareholders of BPL Limited

Held on Wednesday, September 30, 2015 at 10:00 a.m. at Sri Chackra International,
Krishna Gardens, Chandranagar P. O. Palakkad – 678007, Kerala

Dear Sir,

I, P Sivarajan, Practicing Chartered Accountant, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Equity Shareholders of BPL Limited, held on Wednesday, September 30, 2015 at 10:00 AM at Sri Chackra International, Krishna Gardens, Chandranagar P. O. Palakkad – 678007, Kerala.

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



Ref:

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Date:.....

(a) Item No. 1- as an Ordinary Resolution:

Consideration and adoption of the Annual Audited Accounts as on 31st March, 2015 and Reports of Directors and Auditors thereon

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	29564674	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) Invalid votes:

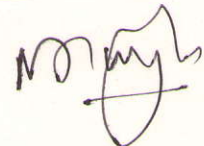
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(b) Item No. 2- as an Ordinary Resolution:

Declaration of dividend of Rs.0.001 per share on 1,69,58,682 Preference Shares of Rs.100/-each

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	29564574	100



Ref:

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Date:.....

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(c) Item No. 3- as an Ordinary Resolution:

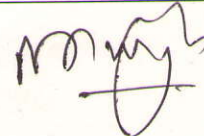
Appointment of a Director in place of Mrs. Anju Chandrasekhar, who retires by rotation, and being eligible, offer herself for re-election.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	28281224	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA



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Ref: (iii) Invalid votes:

Date:.....

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(d) Item No. 4- as an Ordinary Resolution:

Re-appointment of Auditors to hold office from the conclusion of this meeting until the conclusion of 53rd AGM and to fix their remuneration

(i) Voted in favour of the resolution:

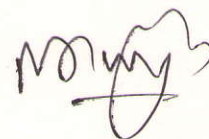
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	29564574	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Ref:

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Date:.....

As per the physical voting pattern stated above, the entire Resolutions stand passed with the requisite majority.

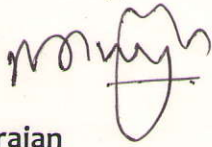
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Date: 30.09.2015


Yours faithfully,

Place: Palakkad



P Sivarajan
M. No.200652
Scrutinizer

Witness 1: Chithralakshmi.P
"PARVATHY", Seshadri Nagar
Koppam, Palakkad

Witness 2: 
PRASANTH.R, S/O. RAMACHANDRAN
THIRUVALATHUR, KODUMBU, PALAKKAD.

COMBINED SCRUTINIZER REPORT ON E-VOTING & POLL-BPL AGM-2015

Ref:

To
The Chairman
BPL Limited
51st Annual General Meeting (AGM)

Date:.....

Sub: Passing of Resolutions through electronic and poll conduct at the 51st AGM of BPL Limited held on September 30, 2015

The Board of BPL Limited (BPL) at its meeting held on 14th August, 2015 had appointed me as Scrutinizer for the e-voting held between September 27, 2015 at 9:00 AM to September 29, 2015 at 5:00 PM and the Chairman of the 51st Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll conducted at the 51st AGM of BPL on September 30, 2015.

BPL has appointed Karvy Computershare Pvt. Ltd. (Karvy) as the Service Provider, for extending the facility of electronic voting to the shareholders of BPL from September 27, 2015 at 9:00 AM to September 29, 2015 at 5:00 PM. Karvy is also the Registrar and Share Transfer Agent of BPL. The e-voting results were unblocked by me on September 30, 2015 and my report is attached herewith.

At the 51st AGM of BPL held on September 30, 2015, the Chairman of BPL had suo motto called for a poll to facilitate the members present at the meeting who could not participate in the e-voting to record their votes through the poll process. For further details kindly refer to my Scrutinizer report in Form MGT-13 dated September 30, 2015.

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

No. of members/proxies who cast their votes	Total No. of Shares held by them	Total No. of Valid votes (as per details provided under each one of the Resolution(s) mentioned hereunder
E-voting - 7	3,01,546	3,01,546
Poll - 35	29564674	29564674 (voting details appended below)

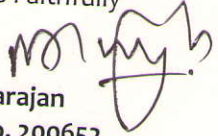


Item No. of Notice	Particulars of Business	Voting details	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes	
			Nos.	%age	Nos.	Date.....	Nos.....	%age....
Ref: Item No. 1 of the Notice (As an Ordinary Resolution)	Adoption of audited accounts as on 31.03.2015 along with reports of auditors and directors	E-voting	3,01,546	100	NIL	NA	NIL	NA
		Poll	2,95,64,674	100	NIL	NA	NIL	NIL
		Total	2,98,66,220	100	NIL	NA	NIL	Nil
Item No. 2 of the Notice (As an Ordinary Resolution)	Declaration of Dividend on Preference shares	E-voting	3,01,546	100	NIL	NA	NIL	NA
		Poll	2,95,64,574	100	NIL	NA	NIL	NIL
		Total	2,98,66,120	100	NIL	NA	NIL	NIL
Item No. 3 of the Notice (As an Ordinary Resolution)	Appointment of Mrs. Anju Chandrasekhar as director, who is retiring by rotation	E-voting	3,01,546	100	NIL	NA	NIL	NA
		Poll	2,82,81,224	100	NIL	NA	NIL	NIL
		Total	2,85,82,770	100	NIL	NA	NIL	NIL
Item No. 4 of the Notice (As an Ordinary Resolution)	Re-appointment of statutory auditors of the company till the conclusion of 53 rd AGM and fix their remuneration	E-voting	3,01,546	100	NIL	NA	NIL	NA
		Poll	29564574	100	NIL	NA	NIL	NIL
		Total	2,98,66,120	100	NIL	NA	NIL	NIL

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 BPL. I shall be arranging to hand over these records to you or such other person as authorised by you.

Thanking you,
Yours Faithfully


P Sivarajan
M. No. 200652
Scrutinizer

Date: 30.09.2015
Place: Palakkad