



**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](mailto:Investor@bpl.in) / Website : [www.bpl.in](http://www.bpl.in)  
CIN : L28997KL1963PLC002015

The Manager - Listing  
Bombay Stock Exchange Limited,  
P J Towers, 25th Floor, Dalal Street,  
Mumbai - 400 002

December 24, 2016

The Manager – Listing  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No.C/1, G Block,  
Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051

Dear Sir/Madam,

**Sub: 52<sup>nd</sup> Annual General Meeting of BPL Ltd- E-Voting Results**

We are attaching herewith the scanned copies of report on the e-voting and poll and the Combined report submitted by Mr. P. Sivarajan, the Scrutinizer for both e-voting and poll.

Please take the same on record.

Thanking you,

Very truly yours,

**BPL LIMITED,**

**Chitra. M.A**

**Company Secretary**

Encl: a/a

Ref:

Date:.....

**COMBINED SCRUTINIZER REPORT ON E-VOTING & POLL-BPL AGM-2016**

To,  
The Chairman  
**BPL Limited**  
52<sup>nd</sup> Annual General Meeting (AGM)

**Sub: Passing of Resolutions through electronic and poll conducted at the 52<sup>nd</sup> AGM of BPL Limited held on December 22, 2016**

The Board of BPL Limited (BPL) at its meeting held on 10<sup>th</sup> August, 2016 had appointed me as Scrutinizer for the e-voting held between December 18, 2016 at 9:00 AM to December 21, 2016 at 5:00 PM and the Chairman of the 52<sup>nd</sup> Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll conducted at the 52<sup>nd</sup> AGM of BPL on December 22, 2016.

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 December 18, 2016 at 9:00 AM to December 21, 2016 at 5:00 PM. Karvy is also the Registrar and Share Transfer Agent of BPL. The e-voting results were unblocked by me on December 22, 2016 and my report is attached herewith.

At the 52<sup>nd</sup> AGM of BPL held on December 22, 2016, 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 December 22, 2016.

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 - 8	1,592	1,592
Poll - 33	2,85,93,177	2,85,93,177 ( 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.	%age	Nos.	%age

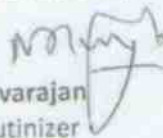
Item No. 1 of the Notice (As an Ordinary Resolution)	Adoption of audited accounts as on 31.03.2016 along with reports of auditors and directors	E-voting	1,592	100	NIL	NA	NIL	NA
		Poll	2,85,93,177	100	NIL	NA	NIL	NIL
		<b>Total</b>	<b>2,85,94,769</b>	<b>100</b>	<b>NIL</b>	<b>NA</b>	<b>NIL</b>	<b>NIL</b>
Item No. 2 of the Notice (As an Ordinary Resolution)	Appointment of Mrs. Anju Chandrasekhar as director, who is retiring by rotation	E-voting	1,592	100	NIL	NA	NIL	NA
		Poll	2,74,07,427	100	NIL	NA	NIL	NIL
		<b>Total</b>	<b>2,74,09,019</b>	<b>100</b>	<b>NIL</b>	<b>NA</b>	<b>NIL</b>	<b>NIL</b>
Item No. 3 of the Notice (As an Ordinary Resolution)	Ratification of appointment of statutory auditors of the company till the conclusion of 53 <sup>rd</sup> AGM.	E-voting	1,592	100	NIL	NA	NIL	NA
		Poll	2,85,93,177	100	NIL	NA	NIL	NIL
		<b>Total</b>	<b>2,85,94,769</b>	<b>100</b>	<b>NIL</b>	<b>NA</b>	<b>NIL</b>	<b>NIL</b>
Item No. 4 of the Notice (As a Special Resolution)	Re-appointment of Mr. Ajit G Nambiar as Chairman & Managing Director of the company and fixation of his remuneration	E-voting	1,592	100	NIL	NA	NIL	NA
		Poll	2,74,07,427	100	NIL	NA	NIL	NIL
		<b>Total</b>	<b>2,74,09,019</b>	<b>100</b>	<b>NIL</b>	<b>NA</b>	<b>NIL</b>	<b>NIL</b>

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  
Scrutinizer



Date: 22.12.2016  
Place: Palakkad

Ref:

Date:.....

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

To,  
The Chairman  
BPL Limited

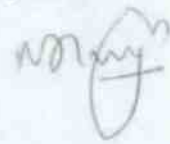
52<sup>nd</sup> Annual General Meeting of the Equity Shareholders of BPL Limited (BPL) held on Thursday, December 22, 2016 at 10:00 AM at Sri Chackra International, Krishna Gardens, Chandranagar P.O Palakkad – 678007 Kerala.

**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 10<sup>th</sup> August, 2016, 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 17<sup>th</sup> April, 2014 issued in this regard.

The Company has appointed Karvy Computershare Pvt. Ltd. (Karvy) as the Service Provider, 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. 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 52<sup>nd</sup> Annual General Meeting (AGM) of the Company, held on Thursday, December, 22 2016. 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.

As on the cut off date, there were 27,053 shareholders of the Company. The service provider had sent the Notices of the AGM by email to 14,858 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 12,205 shareholders, the Notices were sent by Courier. The Company had 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 18<sup>th</sup> November, 2016. As prescribed in the aforesaid Rules, the e-voting facility was kept open from 18<sup>th</sup> December, 2016 at 9:00 AM to 21<sup>st</sup> December, 2016 at 5:00 PM.

The Company had also released an advertisement, which was published in English news paper (Business Standard) and Malayalam news paper (Mangalam) on 27<sup>th</sup> November, 2016. The notice published in the newspapers carried all the required information as was specified in the Companies Act 2013 and Rules Thereunder.

At the end of the voting period on December 21<sup>st</sup>, 2016 at 5:00 PM, the voting portal of the Services provider was blocked forthwith. On December 22, 2016 the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. M Manikkan and Ms. Preetha PV who acted as the witnesses.

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

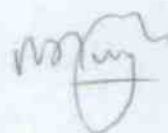
There are in all 8 shareholders holding 1,592 equity shares of BPL, who have participated in the e-voting process carried out by BPL.

The pattern of the e-voting is as under:

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

***Consideration and adoption of the Annual Audited Accounts as on 31<sup>st</sup> March, 2016 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	8	1,592	Nil
(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 :**

*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	8	1,592	Nil
(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	

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

*Ratification of appointment of Auditors to hold office from the conclusion of this meeting until the conclusion of 53<sup>rd</sup> Annual General Meeting*

	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	8	1,592	Nil
(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 a Special Resolution:

*Re- appointment of Mr. Ajit G Nambiar as Chairman & Managing Director of the company and fixation of 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	8	1,592	Nil
(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	

As per the e-voting pattern stated above, the entire Resolutions stand passed with the 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 by the shareholders of BPL. I shall be arranging to hand over these records to the Chairman of the Company or Company Secretary of the Company.

Thanking you,

Very truly yours

Place: Palakkad

Date: 22<sup>nd</sup> December, 2016



**P SIVARAJAN**  
Practicing Chartered Accountant  
Memb No: 200652

Ref:

FORM No. MGT-13

Date:.....

Report of Scrutinizer

[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,  
52<sup>nd</sup> Annual General Meeting of the Equity Shareholders of BPL Limited  
Held on Thursday, December 22, 2016 at 10:00 a.m. at Sri Chackra  
International, Krishna Gardens, Chandranagar P. O. Palakkad - 678007, Kerala

Dear Sir,

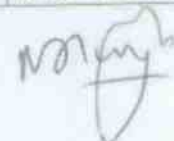
I, P Sivarajan, Practicing Chartered Accountant, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Equity Shareholders of BPL Limited, held on Thursday, December 22, 2016 at 10:00 AM at Sri Chackra International, Krishna Gardens, Chandranagar 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. There was no incomplete/ defective poll papers.
4. The result of the Poll is as under:  
(a) Item No. 1- as an Ordinary Resolution:

*Consideration and adoption of the Annual Audited Accounts as on 31<sup>st</sup> March, 2016 and Reports of Directors and Auditors thereon*

- (i) Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of
-------------------	-------------------------	----------------------





present and voting (in person or by proxy)	them	valid votes cast
33	2,85,93,177	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:

*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
32	2,74,07,427	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

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

*mfg<sup>3</sup>*

***Ratification of the appointment of statutory Auditors to hold office from the conclusion of this meeting until the conclusion of 53<sup>rd</sup> Annual General Meeting.***

(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
33	2,85,93,177	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

(d) Item No. 4- as a Special Resolution:

***Re-appointment of Mr.Ajit G Nambiar as Chairman & Managing Director of the company and fixation of his 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
32	2,74,07,427	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

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: 22.12.2016

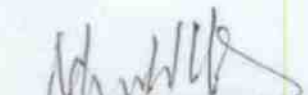
Yours faithfully,

Place: Palakkad

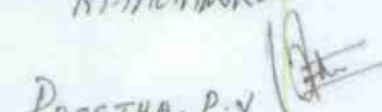
  
P Sivarajan

Scrutinizer

Witness 1

  
M. Monikkan

Witness 2

  
PREETHA. P.V