



**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 / Website : www.bpl.in  
CIN : L28997KL1963PLC002015

March 13, 2017

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

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: Scrutinizer's Report and Voting Results of Postal Ballot of BPL Limited pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015**

Pursuant to Section 110 of the Companies Act 2013 read with the rules thereunder, the Company had conducted Postal ballot process for items as stated in the Postal ballot notice for which voting period was kept open for a period commencing from 10<sup>th</sup> February 2017, 9 AM to 11<sup>th</sup> March 2017, 5 PM. Now the Company had completed the postal ballot process and had obtained the members' approval by special resolutions for items given below.

Items as per the Postal ballot notice:

1. Increasing the limits for making investments, providing loans, guarantee and security under Section 186 of the CA 2013.
2. Increasing the limits of borrowings under Section 180(1)(c) of the Companies Act 2013.
3. Providing security in respect of borrowings to be availed by the Company under Section 180(1)(a) of the C A 2013.

We are enclosing the Scrutinizer Report submitted by Mr. P. Sivarajan, Practising Chartered Accountant and also voting results of postal ballot and e voting as per the format given under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Please take the same on record.

Thanking you,

Very truly yours,

**BPL LIMITED,**

**Chitra. M.A**  
**Company Secretary**  
Encl: a/a





**VOTING RESULTS**

Date of the AGM/EGM	Not Applicable
Total number of shareholders on record date	27870
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable

**Agenda Wise Disclosure:**

1. Resolution required: (Ordinary/Special)		Special. Increasing the limits for making investments, providing loans, guarantee and security under Section 186 of the CA 2013.						
Whether promoter/promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of Shares held	No. of 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)*100	(4)	(5)	(6)=(4)/(2)*100	(7)
Promoter and Promoter Group	E-Voting	30916792	Nil	NA	Nil	Nil	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		30916792	100	30916792	Nil	100	Nil
	Total		30916792	100	30916792	Nil	100	NA
Public Institutions	E-Voting	720718	300323	41.66	300323	Nil	100	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		Nil	NA	Nil	Nil	NA	NA
	Total		300323	41.66	300323	Nil	100	NA
Public Non Institutions	E-Voting	17247308	140047	0.81	139897	150	99.89	0.11
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		24208	0.14	23758	450	98.14	1.86
	Total		164255	0.95	163655	600	99.63	0.37
<b>Total</b>		<b>48884818</b>	<b>31381370</b>	<b>64.19</b>	<b>31380770</b>	<b>600</b>	<b>99.999</b>	<b>0.001</b>





Special. Increasing the limits of borrowings under Section 180(1)(c) of the Companies Act 2013.

2. Resolution required: (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares $(3)=(2)/(1)*$ 100	No. of Votes in favour	No. of votes-against	% of Votes in favour on votes polled $(6)=(4)/(2)*$ 100	% of votes against on votes polled (7)	
Promoter and Promoter Group	E-Voting	30916792	Nil	NA	Nil	Nil	NA	NA	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot		30916792	100	30916792	Nil	100	Nil	
	Total		30916792	100	30916792	Nil	100	NA	
Public Institutions	E-Voting	720718	300323	41.66	300323	Nil	100	NA	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot		Nil	NA	Nil	Nil	NA	NA	
	Total		300323	41.66	300323	Nil	100	NA	
Public Non Institutions	E-Voting	17247308	140067	0.81	139808	259	99.82	0.18	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot		24548	0.14	24098	450	98.17	1.83	
	Total		164615	0.95	163906	709	99.57	0.43	
<b>Total</b>		<b>48884818</b>	<b>31381730</b>	<b>64.20</b>	<b>31381021</b>	<b>709</b>	<b>99.998</b>	<b>0.002</b>	



3. Resolution required: (Ordinary/Special)		Special. Providing security in respect of borrowings to be availed by the Company under Section 180(1)(a) of the CA 2013.						
Whether promoter/promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of Shares held	No. of 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)* 100	(4)	(5)	(6)=(4)/(2)* 100	(7)
Promoter and Promoter Group	E-Voting	30916792	Nil	NA	Nil	Nil	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		30916792	100	30916792	Nil	100	Nil
	Total		30916792	100	30916792	Nil	100	NA
Public Institutions	E-Voting	720718	300323	41.66	300323	Nil	100	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		Nil	NA	Nil	Nil	NA	NA
	Total		300323	41.66	300323	Nil	100	NA
Public Non Institutions	E-Voting	17247308	140047	0.81	139738	309	99.78	0.22
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		24548	0.14	24098	450	98.17	1.83
	Total		164595	0.95	163836	759	99.54	0.46
<b>Total</b>		<b>48884818</b>	<b>31381710</b>	<b>64.20</b>	<b>31380951</b>	<b>759</b>	<b>99.998</b>	<b>0.002</b>

Ref:

Date:.....

13-03-2017

**SCRUTINIZER REPORT ON E-VOTING & POSTAL BALLOT**

To,  
The Chairman,  
BPL Limited

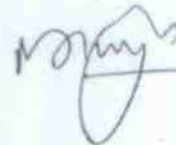
**Sub:** Scrutinizer's Report on the Postal Ballot & E Voting process in pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended as on date.

The Board of BPL Limited (BPL) had appointed me as Scrutinizer to scrutinize the process of postal ballot including e voting in respect of special resolutions as stated in Postal Ballot Notice dated 26<sup>th</sup> October 2016.

I hereby issue this Scrutiniser Report in respect of e-voting and votes casted through postal ballots.

I submit my report as under:

1. The Company had offered voting facility through e voting as well as postal ballot forms to all the equity shareholders of the Company as on the cut off date.
2. The Company had appointed Karvy Computershare Pvt. Ltd. as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company.
3. The dispatch of notice for the postal ballot was completed by the Company on 08<sup>th</sup> February 2017.
4. The shareholders holding the shares of the Company as on the cut off date 3<sup>rd</sup> February 2017 were entitled to vote on the proposed resolutions.
5. The Company had also released an advertisement, which was published in English news paper (Business Standard) on 10<sup>th</sup> February, 2017 and in Malayalam news paper (Mangalam) on 11<sup>th</sup> February 2017.



Ref:

Date:.....13-03-2017..

6. E Voting and voting through postal ballot were commenced from 10<sup>th</sup> February 2017 09.00 AM and ended on 11<sup>th</sup> March 2017, 5.00 PM.
7. E Voting was unblocked after 5.00 PM on 11<sup>th</sup> March 2017 in the presence of two witnesses
1. Dhanya.G
  2. Swetha.K

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

Item No. of Notice	Particulars of Business	Voting details	Total No of Votes polled	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes	
				Nos.	%	Nos	%	Nos.	%age
Item No.1 Special Resolution	Increasing the limits for making investments, providing loans, guarantee and security under Section 186 of the CA 2013.	E Voting	441158	440220	99.79	150	0.03	788	0.18
		Postal Ballot	30944843	30940550	99.989	450	0.001	3843	0.01
		<b>Total</b>	<b>31386001</b>	<b>31380770</b>	<b>99.989</b>	<b>600</b>	<b>0.001</b>	<b>4631</b>	<b>0.01</b>
Item No. 2 Special Resolution	Increasing the limits of borrowings under Section 180(1)(c) of the Companies Act 2013.	E Voting	441178	440131	99.76	259	0.06	788	0.18
		Postal Ballot	30945183	30940890	99.989	450	0.001	3843	0.01
		<b>Total</b>	<b>31386361</b>	<b>31381021</b>	<b>99.984</b>	<b>709</b>	<b>0.002</b>	<b>4631</b>	<b>0.014</b>
Item No. 3 Special Resolution	Providing security in respect of borrowings to be availed by the Company under Section 180(1)(a) of the C A 2013.	E Voting	441158	440061	99.75	309	0.07	788	0.18
		Postal Ballot	30945183	30940890	99.987	450	0.001	3843	0.012
		<b>Total</b>	<b>31386341</b>	<b>31380951</b>	<b>99.984</b>	<b>759</b>	<b>0.002</b>	<b>4631</b>	<b>0.014</b>

Sivarajan, B.com.F.C.A  
Chartered Accountant

"Souparnika" No.100  
Chandranagar Colony P.O.,  
Palakkad- 678 007  
Phone: 2572135  
Mob: 9846038884  
e-mail:casivarajanp@gmail.com

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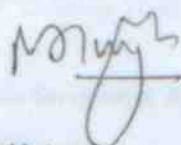
Date:.....  
13-03-2017

All the three Special Resolutions stand passed under e-voting and postal ballot with requisite majority.

The postal ballot and all other papers relating to postal ballot including voting by electronic means shall be under safe custody till the Chairman considers, approves and signs the Minutes and thereafter 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: 13.03.2017  
Place: Palakkad

P. SIVARAJA I, B.Com... +CA  
Chartered Accountant  
M.No: 200652  
No. 100, "SOUPARNIKA"  
CHANDRANAGAR COLONY  
PALAKKAD, KERALA-678 007

WITNESSES

1. Dhanya.G 
2. Swetha.K 