



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

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

September 07, 2017

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

Dear Sir/Madam,

Sub: Notice of AGM and Annual Report issued to shareholders of the Company

We would like to inform your good selves that the Company had issued Notice of AGM and Annual Report to the shareholders of the Company and published newspaper advertisements with regard to the same.

Please find enclosed copies of Notice of AGM and newspaper advertisements published by the Company with regard to the same.

Please take the same on record.

Thanking you,

Very truly yours,
BPL LIMITED

Chitra M A
Company Secretary



Encl: a/a

Notice of Annual General Meeting

Notice is hereby given that the 53rd Annual General Meeting of BPL Limited will be held on **Tuesday, the 26th September, 2017 at 2.45 P.M.** at Sri Chackra International, Krishna Gardens, Chandranagar P.O., Palakkad - 678007, Kerala, to transact the following business:

ORDINARY BUSINESS

- 1) To consider and adopt the Audited Financial Statements for the year ended 31st March, 2017 together with Report of Directors and the Auditors thereon.
- 2) To declare dividend of Rs. 0.001 per share on the Preference Shares.
- 3) To appoint a Director in place of Mr. Ajit G Nambiar, who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint auditors of the Company and to fix their remuneration.

Explanation: Section 139 of the Companies Act, 2013 provides for the appointment and mandatory rotation of the statutory auditors. As per the provisions of the said section and the rules framed thereunder, it is mandatory to rotate the statutory auditors on completion of a term as specified under the rules depending on the number of years for which an audit firm has been functioning as an auditor of a Company.

The existing Auditors, M/s T. Velupillai & Co, Chartered Accountants, have served as the auditors of the Company for more than 10 years as on the date of commencement of the Companies Act, 2013 and will be completing the transitional period of three years at the ensuing Annual General Meeting (AGM) as per the provisions of Companies Act, 2013 and rules framed thereunder.

The Audit Committee of the Company has proposed and the Board has recommended the appointment of M/s. MKUK Associates, Chartered Accountants, Bangalore, as the Auditors of the Company for a period of 5 years commencing from the date of ensuing AGM.

M/s. MKUK Associates, Chartered Accountants, Bangalore, subject to the approval of shareholders in the AGM, will hold office for a period of five years from the conclusion of 53rd Annual General Meeting of the Company till the conclusion of 58th Annual General Meeting of the Company to be held in the year 2022.

Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to Section 139 and 142 of the Companies Act, 2013 and the rules made thereunder, as proposed by the audit Committee and recommended by the Board, M/s MKUK Associates, Chartered Accountants, Bangalore, (Firm Regn No.050113S) be and is hereby appointed as the statutory auditor of the Company and to hold office for a period of five years commencing from the FY 2017-18, on a remuneration as recommended by the audit committee in consultation with the auditors.”

By Order of the Board



Chitra M A

10th August, 2017
Bangalore

Company Secretary

NOTES:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself, and such proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as a proxy for any other person or shareholder.
3. The instrument of proxy in order to be effective must be deposited/ lodged at the registered / corporate office of the Company, duly completed and signed not later than 48 hours before the time fixed for holding the meeting. A proxy form is enclosed to this report.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
5. Members / Proxies should bring the Attendance Slip duly filled in, for attending the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2017 to 26th September, 2017 (both days inclusive).
7. Pursuant to the provisions of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements - LODR) Regulations, 2015, additional information on Directors seeking re-election at the Annual General Meeting is appended to this Notice.



Notice of Annual General Meeting

8. Dividend of Rs. 0.001 per share has been recommended on the Preference Shares as per the terms of the issue covered by the approved Scheme of Arrangement.
9. *Members are requested to support the green initiative taken by the company by registering / updating their e-mail IDs with the depository participants to enable them to send the communication electronically.*
10. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom demat accounts are maintained. Members holding shares in physical form can submit their PAN details either to the Company or to Company's Registrar & Share Transfer Agent Viz. Karvy Computershare Private Limited, Hyderabad.
11. Shareholders are requested to address all their correspondence including on matters related to Share Transfers, Annual Report etc., to BPL Limited, Dynamic House, No.64, Church Street, Bangalore 560 001.
12. Pursuant to the provisions of Section 108 of the Act read with the rules framed thereunder and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is offering e-voting facility to its members in respect of all the businesses to be transacted at the Annual General Meeting. The Company has engaged the services of M/s. Karvy Computershare Private Limited ("Karvy") to provide e-voting facilities.
13. The e-voting period commences on Friday 22nd September 2017 at 9.00 AM and ends at Monday 25th September 2017 at 5.00 PM. E-voting module will be disabled by Karvy for voting thereafter. Shareholders holding shares either in physical form or dematerialized form as on 19th September 2017 may cast their vote electronically. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/beneficial owners as on the cut-off date i.e 19th September 2017.
14. Once the vote on the resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. Shareholders/ proxies may also vote at the AGM through the ballot papers that will be provided at the venue. Shareholders who have cast their votes through e-voting prior to the meeting may also attend the AGM but shall not be allowed to cast their vote again.
15. Mr. P Sivarajan, Practicing Chartered Accountant, has been appointed as Scrutinizer for conducting the e-voting and ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of voting shall be final.
16. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by depository participants as on the cutoff date i.e. 19th September 2017 only, shall be entitled to avail the e-voting as well as voting in the AGM. Members who have acquired shares after the dispatch of the Notice and before the cutoff date may obtain the user ID by approaching Mr. P Nageswara Rao, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@karvy.com, Phone: 040-67162222, for exercising their right to vote by electronic means.
17. The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges within 48 hours of conclusion of the meeting and the same will also be hosted on the website of the Company (www.bpl.in).
18. Annual Report including the notice of AGM and Proxy Form is being sent by electronic mode to members whose email addresses are registered with the Depository Participant, unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. A copy of Annual Report and the AGM Notice will be available on the Company's website, www.bpl.in
19. Register of Directors and Key Managerial Personnel and their share holding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the said act will be available for inspection by the members at the AGM.
20. In case of any grievances connected with the voting by electronic means, shareholders are requested to contact [Mr. P Nageswara Rao](mailto:Mr.P.Nageswara.Rao@karvy.com), Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail : einward.ris@karvy.com, Phone : 040-67162222.

Procedure and instructions for e-voting

Please read the procedure and instructions for e-voting given below before exercising the vote.

A. Members who received the Notice through e-mail from Karvy:

- 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). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote:



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User ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 digit Client ID b) For CDSL :- 16 digits Beneficiary ID / Client ID For Members holding shares in Physical Form: Event No. (EVENT) followed by Folio No. registered with the Company
Password	Your unique password is printed in the attendance slip/provided in the e-mail forwarding the electronic notice

- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach Password Change Menu wherein they are required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. After changing password, you need to login again with the new credentials.
- vi. On successful login, the system will prompt to select the "Event" i.e BPL Limited.
- vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under "FOR/AGAINST" against the resolution or alternatively you may partially enter any number in "FOR", partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding.
- viii. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- ix. Corporate/Institutional Members (corporate /FIs /FIIs/Trust/Mutual Funds/Companies, etc) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer

at e-mail ID: casivarajanp@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No.".

B. In case of Members receiving the Notice by post:

1. Please use the User ID and initial password as provided in the attendance slip.
2. Please follow all steps from Sr. No. (i) to (ix) as mentioned in (A) above, to cast your vote.

In case of any query pertaining to e-voting, please visit Help & FAQs section of Karvy e-voting website.

By Order of the Board



Chitra M A

Company Secretary

10th August, 2017
Bangalore

Corporate Office:

No.64, Dynamic House, Bangalore- 01.
e-mail: investor@bpl.in, Phone: + 91-80-25589109
URL : www.bpl.in

PARTICULARS REQUIRED FOR RE-APPOINTMENT OF A DIRECTOR PURSUANT TO THE COMPANIES ACT, 2013 AND SEBI (LODR) REGULATIONS, 2015

The brief profile of the Director eligible for re-appointment is given below:

Mr. AJIT G NAMBIAR

Mr. Ajit G Nambiar, 54, is the Chairman & Managing Director of BPL Limited. After obtaining his Degree in Computer Engineering from Boston University, USA, Mr. Nambiar started his career in Electronic Research Private Limited (ERPL) in 1984 and was appointed as its Managing Director in 1986.

Mr. Ajit Nambiar took over as the Managing Director of BPL Limited in 1993 and due to his untiring efforts, the Company made rapid strides on all fronts. He took over as the Chairman of the Company in the year 1999. His vision has resulted in the Company becoming a truly diversified entity, with its foray into soft energy, computer peripherals and other businesses.

Mr. Ajit Nambiar holds directorships in many companies of the Group. He has rich and varied experience in management of companies for over three decades.

Name of the companies in which Mr. Ajit G Nambiar is a Director is furnished below:

1. BPL Limited, 2. Electro Investment Pvt. Ltd, 3. Nambiar Intl. Investment Co. Pvt. Ltd, 4. PanIndia Telecommunications

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Network Pvt. Ltd, 5. Phoenix Holdings Pvt. Ltd, 6. Stallion Computers Pvt. Ltd, 7. E R Computers Private Limited, 8. Electronic Research Pvt. Ltd, 9. NI Micro Technologies Pvt. Ltd, 10. Dynamic Electronics Pvt. Ltd, 11. Anan Properties & Finance Co., Pvt. Ltd, 12. Zyfax Systems (Bangalore) Pvt. Ltd, 13. Merino Finance Pvt. Ltd, 14. Asian Age (India) Pvt. Ltd, 15. BPL Medical Technologies Pvt. Ltd, 16. BPL Telecom Pvt. Ltd, 17. BPL Power Projects (AP) Pvt. Ltd, 18. Bharat Energy Ventures Limited, 19. Panasonic Appliances India Company Limited.

Mr. Ajit G Nambiar is also a member of the Stakeholders Relationship Committee of the Company.

Except Mr. Ajit G Nambiar, being an appointee and Mrs. Anju Chandrasekhar, being a relative, none of the other directors and Key Managerial Personnel is concerned or interested in the resolution set out at Item No.3.

The re-appointment of Mr. Ajit G Nambiar, on the board of the

company complies with the requirements of provisions of Section 203 of the Companies Act, 2013 with regard to appointment of Key Managerial Personnel by a listed company.

ATTENDANCE RECORD OF A DIRECTOR WHO SEEKS APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director	No. of Board Meetings held during 2016-2017	No. of Board Meetings attended	Last AGM attendance (Yes/No.)	No. of Shares held
Mr. Ajit G Nambiar	6	6	Yes	80,000

By Order of the Board



Chitra M A

Company Secretary

10th August, 2017
Bangalore



Business Standard Tuesday 05.9.2017

BPL LIMITED
Regd. Office : BPL Works, Palakkad - 678007, Kerala
CIN: L28997KL1963PLC002015; e-mail: investor@bpl.in,
Website: www.bpl.in

NOTICE

NOTICE is hereby given that the 53rd Annual General Meeting (AGM) of the Company will be held on Tuesday, the 26th September, 2017 at 2.45 PM, at Sri Chackra International, Krishna Gardens, Chandranagar P.O., Palakkad - 678 007, Kerala, to transact the Ordinary Business as stated in the Notice of AGM thereof.

Notice is further hereby given that the Share Transfer Books and the Register of Members of the Company will remain closed from 20th September, 2017 to 26th September, 2017 (both days inclusive).

Copies of the Notice convening AGM along with 53rd Annual Report for 2016-17 have been sent to the members whose e-mail IDs are registered with the Company/Depository Participants through electronic means. In case of other members i.e. members not having registered e-mail ID, physical copies of the Attendance Slip and Annual Report have been sent at their registered address in the permitted mode. The dispatch of Notice of AGM has been completed on 2nd September, 2017.

Members of the Company holding shares, either in physical or in dematerialised form as on 1st September, 2017, are provided with the facility to cast their vote electronically through e-voting services provided by Karvy Computershare Pvt Ltd (Karvy) on all the resolutions set forth in the Notice of the AGM.

All members are hereby informed that:

- i) The e-voting period shall commence on Friday, September, 22, 2017 (9:00 AM) and ends on Monday, September, 25, 2017 (5:00 PM), after which voting shall not be allowed. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member by e-voting, he shall not be allowed to change it subsequently.
- ii) In case of any person becoming the member of the Company after the dispatch of the notice of AGM but on or before the cut off date i.e. 19th September, 2017, may write an email to evoting@karvy.com for obtaining login ID and password. Further, if the member is already registered with Karvy e-voting platform then he can use his existing User ID and Password for casting the vote through remote e-voting.

iii) Members may also note that:

- a) The facility of voting through ballot shall be made available at the AGM.
- b) The members who have casted their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
- c) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depository as on the cutoff date, i.e. 19th September 2017, is only entitled to avail the facility of e-voting or through ballot at the AGM.
- d) The notice of AGM and the Annual Report are available on the Company's website: www.bpl.in and on website of Karvy Computershare Pvt Ltd: <https://evoting.karvy.com> and are also open for inspection on all working days between 11:00 a.m. to 1:00 p.m. at the registered office of the Company.

The Board has appointed Mr. P. Sivarajan, Practising Chartered Accountant, as the Scrutinizer, for conducting the e-voting and ballot process in a fair and transparent manner.

In case of queries, members may contact Mr. P. Nageswara Rao, Manager, Karvy Computershare Private Limited, Karvy Selenium Tower B, Serilingampally, Hyderabad or call on 040 67161526 or Toll Free no. 1800345 4001 or visit FAQ section of Karvy's website, for further information.

for BPL Limited

Margalam Palakkad Edition