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

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

To,  
The Chairman,  
BPL Limited

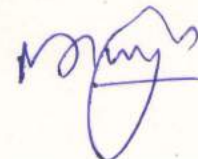
**Sub: Scrutinizer's Report on the Postal Ballot & E Voting process in pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended as on date.**

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>

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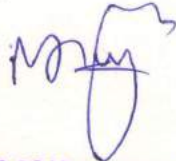
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All the three Special Resolutions stand passed under e-voting and postal ballot with requisite majority.

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. SIVARAJAN, B.Com., FCA**  
Chartered Accountant  
M.No: 200652,  
No. 100, "SOUPARNIKA"  
CHANDRANAGAR COLONY  
PALAKKAD, KERALA-678 007