

# **BPL LIMITED**

Registered Office : BPL Works, Palakkad-678 007, Kerala, India.  
CIN : L28997KL1963PLC002015; e-mail : investor@bpl.in;  
Website : www.bpl.in, Ph : 080-25589109



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## **NOTICE OF POSTAL BALLOT**

To  
**The Members**

**Notice** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or reenactment thereof for the time being in force), to pass the resolutions set out below through postal ballot (including electronic voting).

The Resolutions and Explanatory Statement pertaining to the said Resolutions setting out the relevant material facts and the reasons for which such resolution proposed, are appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed, postage pre-paid, Business Reply Envelope ("**BRE**").

**If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid BRE, so as to reach the Scrutinizer on or before Saturday, 11th March, 2017 by 5:00 p.m. Please note that any Postal Ballot Form(s) received thereafter will be treated as not having been received.**

**For e-voting, please read carefully the "Instructions for e-voting" enumerated under point no.5 in the notes to this Notice.**

The Board of Directors of the Company has appointed Mr. P. Sivarajan, Practicing Chartered Accountant, as Scrutinizer, for conducting the said Postal Ballot process in a fair and transparent manner.

The said resolutions as set out below, are to be passed as special resolutions and shall be declared as duly passed if votes cast in favour of the resolutions are not less than three times the number of votes, if any cast against the resolution.

The Scrutinizer will submit his report to the Chairman/Company Secretary of the Company, after completion of scrutiny, on or before 13th March, 2017. The result of the Postal Ballot will be announced on Monday, 13th March, 2017 and communicated to stock exchanges and also shall be displayed on the company's website.

### **SPECIAL BUSINESS:**

#### 1) Increasing the limits of Investments

To consider and, if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION:**

***"RESOLVED THAT*** pursuant to the provisions of Section 186 of the Companies Act, 2013 and such other provisions as may be applicable, if any, and the Rules made thereunder, including any statutory modifications or re-enactments thereof, the consent of the Company be and hereby accorded to the Board of Directors of the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, to give loan(s) and/or give any guarantee(s)/provide any security(ies) as may be required from time to time, exceeding 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as the Board of Directors may think fit, in one or more tranches, not exceeding Rs.250 Crores (Rupees Two Hundred Fifty Crores only), over and above the limits prescribed under the above said section.

***"RESOLVED FURTHER THAT*** the Board or any Committee thereof is authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in this regard."

#### 2) Increasing the limits of borrowings

To consider and, if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION:**

***"RESOLVED THAT*** in terms of Section 180 (1)(c) of the Companies Act, 2013 and such other provisions as may be applicable, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money on behalf of the Company, as may be required from time to time, any sum or sums of monies which together with the money already

*borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.200 Crores (Rupees Two Hundred Crores only) over and above the limits so prescribed under the above said Section.*

***“RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to these Resolutions.”*

3) Creation of charges on the movable and immovable properties of the Company in respect of borrowings

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

***“RESOLVED THAT** pursuant to the provisions of Section of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act,2013(including any statutory modification or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors to create, mortgage and/or charge, in addition to the mortgage/charge created by the Company, in such form and manner as the Board may determine on the movable or immovable properties of the Company for securing the borrowings of the Company availed/to be availed from banks or financial institutions by way of loans together with any kind interest, charges, expenses and all other monies payable by the Company in respect of the said borrowings as may be required from time to time, subject to the limits approved under Section 180(1)(C) of the Companies Act,2013.’*

***“RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to these Resolutions.”*

for **BPL LIMITED**

Sd/-

**Ajit G Nambiar**

Chairman & Managing Director

Bangalore  
26/10/2016

**NOTES:**

1. **A statement setting out the material facts concerning each item of special business (explanatory statement) pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 is enclosed herewith.**
2. The postal ballot notice is being sent (by post or e-mail) to all the members, whose name appears in the Register of Members/ List of beneficial owners, as on 3rd February, 2017. The notice will be displayed on the website of the Company ([www.bpl.in](http://www.bpl.in)) and on the website of Karvy, <https://evoting.karvy.com>. The postal ballot notice is being sent to the members in electronic mode to the email addresses registered with their depository participant/the company's Registrar and Transfer agent. For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a pre-paid postage, self addressed business reply envelope.
3. In compliance with the provisions of Section 110 of Companies Act, 2013 read with the Rules thereunder, the Company is pleased to offer e-voting facility for all its shareholders to enable them to cast their votes electronically. For this purpose, the Company has engaged Karvy Computershare Private Limited (Karvy) for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
4. Members have the option either to vote through the e-voting process or through the postal ballot form.
5. The procedure and instructions for e-voting are as follows:  
In case a Member receives an email from Karvy Computershare Pvt. Ltd. [for members whose email IDs are registered with the Company / Depository Participant(s)].
  - a) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
  - b) 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:

User-ID	i. 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 ii. For Members holding shares in Physical Form:- Event No. (EVENT) followed by Folio No. registered with the Company
Password	iii. Your unique password is printed above / provided in the e-mail forwarding the electronic notice

- c) After entering these details appropriately, click on “LOGIN”.
- d) 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.
- e) After changing password, you need to login again with the new credentials.
- f) On successful login, the system will prompt to select the “Event” i.e BPL Limited.
- g) 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.
- h) 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.
- i) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- j) 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.”.
6. In case of a member receiving physical copy of the Postal Ballot Notice [for members whose email Ids are not registered with the Company/Depository Participant(s)] who wish to vote electronically:
- Please use the User ID and initial password as provided in the physical Postal Ballot Form.
  - Please follow all steps from (a) to (j) as mentioned in Sl.No.5 above, to cast your vote.
  - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available in the Downloads section of Karvy’s e-voting website: <https://evoting.karvy.com> or contact Mr. Nageswara Rao, Karvy Selenium, Tower B, Plot No.31 &32, Financial District, Gachibowli, Hyderabad- 500 032, email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com). Phone 040-67162222.
  - If you are already registered with Karvy for e-voting then you have to use your existing user ID and password for casting your vote.
7. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 3rd February, 2017.
8. The e-voting period commences on **Friday, 10th February, 2017 (9.00 a.m.)** and ends on **Saturday, 11th March, 2017 (05.00 p.m.)**. During this period, shareholders' of the Company, holding share either in physical form or in dematerialized form, as on the cut-off date 3rd February, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting after after 5.00 pm on 11th March, 2017.
9. Members who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form, can download e-voting Form from the link [www.evoting@karvy.com](http://www.evoting@karvy.com) or seek duplicate e-voting Form from M/s Karvy Computershare Private Limited, Registrar and Share Transfer Agents, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Telangana, India, Tel: +914067161400, Fax: + 914023114087, E-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com) or download from the Company’s website [www.bpl.in](http://www.bpl.in) or send an email to [investor@bpl.in](mailto:investor@bpl.in).

10. Members can opt for only one mode of voting, either by physical ballot or the e-voting. In case members cast their vote both by postal ballot and e-voting, the vote cast through e-voting shall prevail and the vote cast through postal ballot form shall be considered invalid.
11. The last date for the receipt of duly completed postal ballot form or e-voting shall be the date on which resolution would be deemed to have been passed, if approved by the requisite majority.
12. The Scrutinizer will submit his report to the Chairman or Secretary of the Company, after completion of scrutiny, on or before 13th March, 2017.
13. The Company shall announce the results of the Postal Ballot at its Corporate Office on Monday, 13th March, 2017. In addition to the results being communicated to BSE Limited and National Stock Exchange of India Limited, it shall also be displayed at the Company's registered office as well as on its website i.e. www.bpl.in.

**STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS (EXPLANATORY STATEMENT) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 1**

Under the provisions of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures and/or any other securities of other body corporates, in excess of the limits prescribed, can be exercised by the Board only with the consent of the shareholders obtained by means of a Special Resolution.

In order to support its business activities, the Company may acquire shares of other body corporates, give loans and /or give guarantees or provide security to any other body corporate. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution for the authorizing the Board to exercise aforesaid powers, in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum limit of Rs.250 Crores (Rupees Two Hundred Fifty Crores only) over and above the limits prescribed under the said section.

In view of this, it is proposed to seek approval of the members by means of a special resolution.

The Board recommends the Resolution as set out at Item no.1 of the Notice as a Special Resolution, for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned/ interested in the above resolution.

**ITEM NO. 2 & 3**

Under the provisions of Section 180(1)(c) of the Companies Act, 2013, it is necessary to obtain approval of the shareholders by means of Special Resolution(s) to enable the Board of Directors of the Company to make borrowings, exceeding the aggregate of the paid up capital and free reserves of the Company.

Presently, the company's consumer durables like TVs, Washing Machines and Refrigerators are sold through on line through an e-tailer – Flipkart. The Company has plans to expand its horizons in the field of consumer electronics by increasing its product line, product mix and planning to venture into offline market in the coming years. These business expansions require working capital and as well as investments in the field of marketing and brand building activity. Hence, the company has to increase its borrowing limits provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.200 Crores (Rupees Two Hundred Crores only) over and above the limits so prescribed under the above said Section.

Under Section 180(1) (a) of the Companies Act, 2013, a special resolution is required to be obtained by the Company for creation of charges/mortgages/ hypothecation on movable or immovable properties of the Company so as to secure the borrowings of the Company availed by it from time to time subject to the limits approved under Section 180(1)(c) of the Companies Act,2013.

The Board recommends the Resolutions as set out at Item no. 2 and 3 of the Notice as Special Resolutions, for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned/ interested in the above resolutions.

for **BPL LIMITED**

Sd/-

**Ajit G Nambiar**

*Chairman & Managing Director*

Bangalore  
26/10/2016