



*Believe in the Best*

**BPL LIMITED**

---

**Annual Report  
2015-16**



# Corporate Information

## BOARD OF DIRECTORS

Mr. Ajit G Nambiar, *Chairman & Managing Director*  
Mrs. Anju Chandrasekhar  
Capt. S Prabhala  
Mr. Suraj L Mehta

## COMPANY SECRETARY

Mr.D Krishnan

## CHIEF FINANCIAL OFFICER

Mr.S V Ganesh

## AUDITORS

M/s. T Velu Pillai & Co.,  
Chartered Accountants, Bangalore

## BOARD COMMITTEES

### Audit Committee

Mr. Suraj L Mehta, *Chairman*  
Capt. S. Prabhala, *Vice-Chairman*  
Mrs. Anju Chandrasekhar

### Nomination & Remuneration Committee

Capt. S Prabhala, *Chairman*  
Mrs. Anju Chandrasekhar  
Mr. Suraj L Mehta

### Stakeholders Relationship Committee

Capt. S Prabhala, *Chairman*  
Mr. Ajit G Nambiar  
Mrs. Anju Chandrasekhar

### CSR Committee

Mrs. Anju Chandrasekhar, *Chairperson*  
Capt. S Prabhala  
Mr. Ajit G Nambiar

## REGISTERED OFFICE

BPL Works, Palakkad 678007, Kerala

## CORPORATE OFFICE

No. 64, Church Street, Bangalore 560 001

## MANUFACTURING FACILITIES

BPL Works, Palakkad 678 007, Kerala  
Doddaballapur 561 203, Bangalore District

## REGISTRAR AND SHARE TRANSFER AGENT

Kary Computershare Private Limited,  
Kary Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad- 500 032, Telengana, India,  
Tel: +914067161700

Contents	Page No.
Notice of AGM	1-6
Board's Report and Management Discussion & Analysis	7-23
Report on Corporate Governance	24-29
Independent Auditors' Report	30-32
Secretarial Audit Report	33
Balance Sheet	34
Statement of Profit and Loss	35
Cash Flow Statement	36-37
Notes to Accounts	38-49
Independent Auditors' Report (Consolidated)	50-51
Consolidated Balance Sheet	52
Consolidated Statement of Profit and Loss	53
Consolidated Cash Flow Statement	54
Notes to Consolidated Accounts	55-63
Proxy Form	64

# Notice of Annual General Meeting

NOTICE is hereby given that the 52nd Annual General Meeting of BPL Limited, will be held on Thursday, the 22nd December, 2016 at 10.00 A.M. at Sri Chackra International, Krishna Gardens, Chandranagar P.O., Palakkad - 678 007, Kerala, to transact the following businesses:

## ORDINARY BUSINESS

- 1) To consider and adopt the audited financial statements for the year ended 31st March, 2016 together with Report of Directors and Auditors there on.
- 2) To appoint a Director in place of Mrs. Anju Chandrasekhar, who retires by rotation, and offers herself being eligible for re-appointment.
- 3) To ratify the appointment of the existing statutory Auditors of the company to hold office from the conclusion of this Meeting until the conclusion of the 53rd Annual General Meeting, as required under Section 139 of the Companies Act, 2013.

## SPECIAL BUSINESS

- 4) Reappointment of Mr. Ajit G Nambiar as Chairman and Managing Director of the Company & fixation of his remuneration.

To consider and, if thought fit, to pass with or without modification(s), the following as a SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof) read with Schedule V of the Companies Act, 2013 and Article No. 55 of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Ajit G Nambiar, as Chairman and Managing Director of the Company for a period of three years commencing from 1st April, 2016 to 31st March, 2019 on a remuneration of Rs.87,60,000/- per annum, upon the terms and conditions as set out herein below:

### I. Remuneration:

#### A. Fixed Gross Compensation:

The Fixed Gross Compensation as approved currently is Rs. 87,60,000/- per annum inclusive of Contribution to Provident Fund, Gratuity Fund and Medical Insurance.

- i. Salary : Salary of Rs. 4,00,000/- per month
- ii. PERQUISITES

The Chairman and Managing Director shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, re-imbursment of ordinary medical expenses and leave travel concession for self and his family including dependents, premiums towards personal accident insurance and medi-claim and all other payments in the nature of perquisites and allowances as approved by the Remuneration Committee, subject to a ceiling of Rs. 28,80,000/- per annum.

#### B. Statutory Benefits:

- i. Provident Fund: The Company's contribution to Provident Fund not exceeding 12% of the basic salary or as per prevailing applicable rates.
- ii. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

### C. Leave:

The Chairman & Managing Director shall be entitled for leave with full pay or encashment thereof, as per the rules of the Company.

### D. Amenities:

#### i. Conveyance Facilities:

The Company shall provide a suitable vehicle for the Chairman & Managing Director for business use. Fuel costs, repairs, maintenance and running expenses shall be borne / reimbursed by the Company.

#### ii. Telephone, Internet and other Communication Facilities:

The Company shall provide a mobile phone to the Chairman & Managing Director and shall also provide telephone, internet connectivity and other communication facilities at his residence. All the expenses incurred thereof shall be paid or reimbursed by the Company, as per the rules of the Company.

### E. Overall Remuneration:

The aggregate of salary, allowances, perquisites and performance incentive in any one financial year shall not exceed the limits prescribed under Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any modifications or re-enactment for the time being in force.

### F. Income Tax:

In respect of the above remuneration, tax will be deducted at source as per applicable laws / rules.

### EXPLANATION:

"Family" here means the spouse, dependent children and dependent parents of the Chairman and Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

Use of Company's Car for official purposes and Telephones at residence (including payment for local calls and long distance official calls) and cell phone, shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the re-imbursment of ordinary medical expenses, in case of hospitalisation of the Chairman and Managing Director and his family, the Remuneration Committee shall have the discretion to reimburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of Rs.28,80,000/- in any financial year.

### II. Other terms and conditions:

- a. Leave with full pay and allowances shall be allowed as per the Company's rules.

# Notice of Annual General Meeting

- b. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- c. The Chairman shall not be liable to retire by rotation.
- d. The perquisites as listed above shall be valued as per the Income Tax Rules, 1962, as may be applicable.
- e. The terms and conditions of his appointment and remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit, within the maximum amount payable in accordance with the provisions of the Companies Act, 2013 read with Schedule V and The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, or any amendments made hereafter in this regard.

*"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the scope of remuneration of Mr. Ajit G Nambiar, Chairman and Managing Director including monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered necessary, subject to the overall limits as specified by the Companies Act, 2013."*

*"RESOLVED FURTHER THAT Mr. Ajit G Nambiar, shall have the powers and authorities to manage the affairs of the company on a day to day basis, subject to the superintendence, direction and control of the Board of directors of the company."*

*"RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."*

By order of the Board

**D Krishnan**

Company Secretary

Bangalore

26th October, 2016

Registered Office: BPL Works, Palakkad-678 007, Kerala.

CIN: L28997KL1963PLC002015, e-mail:investor@bpl.in

Phone : + 91-80-26484388/26484350 URL : www.bpl.in

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the 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. 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 sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorising their representative to attend and vote on their

behalf at the meeting. Proxies once issued will hold good for any adjournment of this Annual General Meeting (AGM).

3. An Explanatory Statement under Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
4. Members / Proxies should bring the Attendance Slip sent herewith duly filled in, for attending the Meeting.
5. The Register of Members and Share Transfer Books of the Company will be closed from 19th December, 2016 to 22nd December, 2016 (both days inclusive).
6. Shareholders intending to require information about accounts, to be explained at the Meeting, are requested to inform the Company at least a week in advance of their intention, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
7. Members are requested to bring their copy of the Annual Report and the Attendance Slip to the Annual General Meeting. ONLY MEMBERS/ PROXIES WILL BE ADMITTED INTO THE HALL FOR THE MEETING.
8. 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.
9. The Ministry of Corporate Affairs (vide circular No.17/2011 and 18/2011 dated April, 21 and April, 29, 2011 respectively) has undertaken a Green Initiative in Corporate Governance and allowed companies to send documents to its shareholders through an electronic mode. Members are requested to support this green initiative by registering / updating their e-mail IDs as follows:
  - a) If you are holding shares in demat form, register/update your e-mail ID with the depository participant with whom you are maintaining your demat account.
  - b) If you are holding shares in physical form, register/update your e-mail ID with us or with our Registrar and Transfer Agent i.e. Karvy Computershare Private Limited, Hyderabad.
10. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in 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 the Investors' Service Cell, at Dynamic House, No.64, Church Street, Bangalore 560 001.
12. Voting through electronic means :

Pursuant to the provisions of Section 108 of the Act read with the rules framed thereunder and Regulation 44 of SEBI (LODR) Regulations, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the Annual General Meeting (AGM) scheduled to be held on the 22nd December, 2016 at 10.00 A.M. at Sri Chackra International, Krishna Gardens, Chandranagar P.O., Palakkad - 678 007, Kerala.

# Notice of Annual General Meeting

The Company has engaged the services of M/s. Karvy Computershare Private Limited ("Karvy") as the Authorized Agency to provide e-voting facilities. The e-voting particulars are set out below:

EVENT (e-voting event number)	USER ID	PASSWORD/ PIN
----------------------------------	---------	---------------

The e-voting facility will be available during the following voting period:

Commencement of e-voting: From 18th December, 2016 at 9.00 AM

End of e-voting: Up to 21st December, 2016 at 5.00 PM

The cut-off date (i.e. the record date) for the purpose of e-voting is 15th December, 2016

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

This communication forms an integral part of the Notice dated 26th October, 2016 for the AGM scheduled to be held on 22nd December, 2016 which is enclosed herewith and is also made available on the website of the Company [www.bpl.in](http://www.bpl.in). Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through Karvy for all shareholders of the Company to enable them to cast their votes electronically on the resolution mentioned in the Notice of the Annual General Meeting of the Company dated 26th October, 2016.

## Procedure and instructions for e-voting

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:  
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 later. 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/ABSTAIN" against the resolution or alternatively you may partially enter any number in "FOR" , partially in "AGAINST" and partially in "ABSTAIN" but the total number in "FOR/AGAINST/ABSTAIN" 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/Fls/Flls/ 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](mailto:casivarajanp@gmail.com) with a copy marked to [evoting@karvy.com](mailto: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/personal delivery:
  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.
- C. The e-voting period commences on 18th December, 2016 at 09.00 A.M and ends on 21st December, 2016 at 05.00 P.M. In case of any query pertaining to e-voting, please visit Help & FAQs section of Karvy e-voting website.
- D. Once the vote on the resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have casted their vote electronically shall not be allowed to vote again at the AGM.
- E. Mr. P Sivarajan, Practicing Chartered Accountant, has been appointed as Scrutinizer for conducting the e-voting process in accordance with law. The Scrutinizer's decision on the validity of e-voting shall be final. The e-mail ID of the Scrutinizer is [casivarajanp@gmail.com](mailto:casivarajanp@gmail.com)
- F. The Scrutinizer shall, on the date of the AGM, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, and submit it to the Chairman.
- G. The result of voting will be announced by the Chairman of the AGM at or after the AGM to be held on 22nd December 2016 and the resolution will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolution.

# Notice of Annual General Meeting

- H. The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Company ([www.bpl.in](http://www.bpl.in)) and on Karvy's website (<https://evoting.karvy.com>) within 48 hours of completion of voting.
- I. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on 15th December, 2016. Shareholders holding shares either in physical form or dematerialized form may cast their vote electronically.
- J. Shareholders / proxies may also vote at the venue of the meeting physically by using the ballot papers that will be provided at the venue. Shareholders / proxies who have already casted their votes through e-voting will not be allowed to cast their votes physically at the venue of the AGM.
- K. In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Mr. P Nageswara Rao, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad-500 032, E-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com), Phone: 040-67162222.
- L. Members who have acquired shares after the despatch of the Notice and before the Cut off 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](mailto:einward.ris@karvy.com), Phone: 040-67162222, for issuance of the user ID and password for exercising their right to vote by electronic means.

By order of the Board

Bangalore  
26th October, 2016

**D Krishnan**  
Company Secretary

Registered Office: BPL Works, Palakkad-678 007, Kerala.  
CIN: L28997KL1963PLC002015, e-mail: [investor@bpl.in](mailto:investor@bpl.in)  
Phone : + 91-80-26484388/26484350 URL : [www.bpl.in](http://www.bpl.in)

## PARTICULARS REQUIRED FOR RE-APPOINTMENT OF DIRECTORS PURSUANT TO SEBI (LODR) REGULATIONS, 2015

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

### MRS. ANJU CHANDRASEKHAR

Mrs. Anju Chandrasekhar, 49, is a Graduate in Commerce and holds an MBA from Boston University, USA. Mrs. Chandrasekhar has been associated with BPL for over two decades.

Currently, she is the Non-Executive, Director - Corporate Affairs of BPL Limited heading the HR, Legal, Administration and Secretarial functions. Mrs. Chandrasekhar has spearheaded the company's thrust in latest concepts and methods in Human Resources Development at all levels. Additionally, she is a Director on the boards of many companies in the group.

Name of the companies in which Mrs. Anju Chandrasekhar is a Director is furnished below:

1. Electro Investment Pvt. Ltd.
2. Nambiar International Investment Co. Private Limited
3. E R Computers Private Limited
4. Virtual Properties & Estates Private Limited
5. Electronic Research Private Limited
6. Dynamic Electronics Private Limited
7. Anan Properties & Finance Company Private Limited
8. Technocity Digital Electronic Private Limited

9. Stallion Computers Private Limited
10. Asian Age (India) Private Limited
11. BPL Medical Technologies Private Limited
12. Bharat Energy Ventures Limited.

Mrs. Anju Chandrasekhar is a member of the Audit, Stakeholders Relationship, Nomination & Remuneration and Corporate Social Responsibility Committees of BPL Limited.

Except Mrs. Anju Chandrasekhar, being an appointee and Mr. Ajit G Nambiar, being a relative and a Key Managerial Personnel of the Company, none of the other directors and Key Managerial Personnel is concerned or interested, financial or otherwise, in the resolution set out at Item No.2.

The re-appointment of Mrs. Anju Chandrasekhar, being a woman director on the board of the company complies with the requirements of provisions of Section 149 (1) of the Companies Act, 2013 with regard to appointment of a woman director by a listed company.

### ATTENDANCE RECORD OF DIRECTORS WHO SEEK APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director	No. of Board Meetings held during 2015-2016	No. of Board Meetings attended	Last AGM attendance (Yes/No.)	No. of Shares held
Mrs. Anju Chandrasekhar	5	4	No	74,600

### MR. AJIT G NAMBIAR

Mr. Ajit G Nambiar, 53, 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. (ERPL is a company in the BPL Group engaged in the manufacture and marketing of critical components for the Consumer Electronic Industry). Under his stewardship, ERPL, very soon grew from a Rupees Two Crore to a Rupees 100 Crore Company.

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. He is the chief architect of the Company's thrust in Exports to the global markets.

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

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

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

Mr. Ajit G Nambiar is also a member of the Stakeholders Relationship and Corporate Social Responsibility Committees of the Board.

# Notice of Annual General Meeting

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, financial or otherwise, in the resolution set out at Item No.4.

The re-appointment of Mr. Ajit G Nambiar, being a Chairman and Managing Director 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 DIRECTORS WHO SEEK APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director	No. of Board Meetings held during 2015-2016	No. of Board Meetings attended	Last AGM attendance (Yes/No.)	No. of Shares held
Mr. Ajit G Nambiar	5	5	Yes	80,000

By order of the Board

Bangalore  
26th October, 2016

**D Krishnan**  
Company Secretary

Registered Office: BPL Works, Palakkad-678 007, Kerala.  
CIN: L28997KL1963PLC002015, e-mail:investor@bpl.in  
Phone : + 91-80-26484388/26484350 URL : www.bpl.in

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice and should be taken as forming part of the Notice.

### ITEM NO. 4

Mr. Ajit G Nambiar was re-appointed as the Chairman and Managing Director of the Company for a period of 3 years w.e.f. 01.04.2013 to 31.03.2016 at a remuneration of Rs. 87,60,000/- per annum, approval for the same had been obtained from the Central Government. Accordingly, the term of office of Mr. Ajit G Nambiar, as the Chairman & Managing Director (CMD) expired on 31st March 2016 and he is being eligible, offers for re-appointment.

Mr. Ajit G Nambiar, has given a declaration to the Company that he is not disqualified under Section 164 of the Act for appointment as a Director under the Act and has also given his consent to act as the Chairman & MD of the Company.

Pursuant to the provisions of Companies Act, 2013, the Nomination and Remuneration Committee of the Board and Board of Directors at their meetings held on 12th February, 2016 have already approved the re-appointment of Mr. Ajit G Nambiar as Chairman & Managing Director of the company for a further period of 3 years from 1st April, 2016 to 31st March, 2019 and fixed his remuneration for the said period subject to the approval of the members.

As per Table A of Section-II of Schedule V (Part II), in the case of a Company which has no profit or inadequacy of profit, where the effective capital of the Company is more than 100 Crores but less than 250 Crores, the Managing Director is eligible for a remuneration of Rs. 60 Lacs which can be doubled to the extent of Rs.120 Lacs per annum subject to approval from the shareholders by way of a special resolution.

The Effective Capital of the Company as per the last audited Balance Sheet as on 31st March, 2015 is Rs. 227 Crores and accordingly, Mr. Ajit G Nambiar, Chairman & Managing Director of the company is eligible for a maximum remuneration of Rs. 120 Lacs per annum, upon approving a special resolution by the members of the company.

However, in view of the current financial position of the Company, it is proposed to pay a remuneration of Rs. 87,60,000/- per annum to Mr. Ajit G Nambiar, Chairman and Managing Director.

Therefore, the Board recommends the Resolution as set out at Item no. 4 of the Notice as a Special Resolution, for approval of the Members.

The terms of appointment and remuneration of Mr. Ajit G Nambiar as Chairman and Managing Director (CMD) as approved by the Nomination and Remuneration Committee of the Board and the Board of Directors at their meeting held on 12th February, 2016 are as under:-

Upon approval by the members, a separate agreement to give effect to the terms and conditions of the appointment will be executed between the Company and Mr. Ajit G Nambiar.

The Board of Directors recommends the resolution in relation to the re-appointment of Chairman and Managing Director, for the approval of the shareholders of the Company.

Except Mr. Ajit G Nambiar and Mrs. Anju Chandrasekhar being the relative of Mr. Ajit G Nambiar, none of the Directors and Key Managerial Personnel of the Company or their respective relative is concerned or interested financially or otherwise in the Resolution at Item No. 4 of the accompanying Notice.

Information as required to be furnished under sub paragraph (iv) of Clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013, in relation to Item No. 4 of the Notice:

### I. General Information :

#### Nature of industry :

BPL Limited (BPL) was incorporated in 1963 as a Private Limited Company for the manufacture of indicating instruments and Electronic Test and Measuring Instruments in technical and financial collaboration with BPL Instruments Limited, U K. The Company started manufacturing Hermetically Sealed Panel Instruments at its factory in Palakkad (Kerala) for defence use. Later, it started the manufacture of Electronic Test and Measuring Instruments and Electro Medical Instruments - Electrocardiographs, Patient Monitoring Systems, DC Defibrillators and Central Monitoring Systems. The Company has also engaged in manufacturing and trading of consumer durable goods like Colour Televisions, Washing Machines, Refrigerators, Microwave Oven, Computer Monitors and other Home Appliances products. During the year 1996, the Company had embarked on the manufacture of eco-friendly Alkaline Batteries.

- The Company was one of the leading manufacturers of Medical Electronic Products in India.
- The products of the Company are marketed under the brand name "BPL" and the same has been registered under Copyrights Act, 1956 as well as under the Trade and Merchandise Marks Act, 1958.
- During 2005, the company transferred its CTV business to a 50:50 Joint Venture Company Viz. SANYO BPL Private Limited.

# Notice of Annual General Meeting

- During 2013, the company transferred its Medical Electronics business to BPL Medical Technologies Private Limited, an associate company of BPL Limited.
- BPL has its manufacturing facilities at BPL Works, Palakkad-678 007, Kerala and at Doddaballapur 561 203, Bangalore District, Karnataka.

Financial performance (for the period ended 31st March 2016)

(Rupees in Crores)

Financial Parameters:	2015-16
Net Sales and other Income	56.81
Exports	Nil
Net Profit / (Loss)	(8.45)
Amount of dividend on equity shares Paid	NIL

There are no foreign collaborators or investments.

## II. Information about the appointee

### 1) Background Details:

The profile of Mr. Ajit G Nambiar, Chairman & Managing Director has been detailed elsewhere in this accompanying Notice.

### 2) Past Remuneration

Details of remuneration paid to Mr. Ajit G Nambiar, Chairman and Managing Director for the financial year 2015-16 are as given below:

(Rupees)

Particulars	
Salary - Basic	48,00,000
Perquisites	29,84,160
Company's Contribution to : Provident /Gratuity Funds	9,75,840
<b>Total remuneration per annum</b>	<b>87,60,000</b>

### 3) Recognition or Awards

During the tenure of Mr. Ajit G Nambiar, as Chairman & Managing Director, the company has received many awards and recognitions. Few of the prominent awards and recognitions are listed below:

- BPL was rated as No.1 consumer durable brand in 1998
- BPL was rated as No.1 Durables Brand in 2001
- BPL won Red Dot design award for its Studylite product design

### 4) Job Profile and his suitability

The detailed job profile of Mr. Ajit G Nambiar has been detailed in the employment agreement which will be executed post approval of the share holders at the ensuing meeting. Members may refer the said draft document on the company's website at www.bpl.in under investor relations section.

Mr. Ajit G Nambiar, is being the promoter director, took over the mantle of leadership during 1993 and he is the best suited person for the company. In fact, due to his untiring and continuous efforts, the company is able to bring back its consumer durable products like TVs, Washing Machines, Refrigerators and other household electronic goods through online, at present and soon, the same will be made available through offline too. Mr. Nambiar is pioneer in the field of strategic business developments and the company is set to make inroads in the many areas of business and help in brand visibility.

### 5) Remuneration proposed

Remuneration proposed to be paid to Mr. Ajit G Nambiar for the period from 1st April, 2016 to 31st March, 2019 is as set out in the resolution and explanatory statement forming part of the resolution at Item No.4 of the accompanying notice.

### 6) Comparative Remuneration profile:

The Remuneration proposed to be paid to Mr. Ajit G Nambiar, as recommended by the Nomination & Remuneration Committee and has been approved by the Board considering the position, industry standards, past remuneration, responsibilities. The remuneration proposed is on par with most of the listed Companies who are in the similar industry.

### 7) Pecuniary relationship:

Mr. Ajit G Nambiar, Chairman & Managing Director is one of the promoters of the company and holds equity shares in the company. He is related to a director who also holds shares in the company.

## III. Other Information

1) Reasons of loss or inadequate profits: The Company's operating businesses have been under severe pressure due to working capital constraints and have not been able to perform to their optimal level. Consequently, though there is an increase in the net sales and other income, the Company has posted losses for the year 2015-16. However, the company may be able to post better results over a period of years and improve its financial health.

2) Steps taken or proposed to be taken for improvement: The Company is continuing its efforts to address the working capital requirements and is hopeful of arranging the required funds during the current financial year. With infusion of the additional funds and completion of restructuring exercise, coupled with certain new initiatives, the Company is confident of making optimum utilization of all resources available at its disposal.

3) Expected increase in productivity and its profits in measurable terms: The Company is continuing its efforts to address the issues of increasing its productivity levels and there by optimizing its profits, despite the constraint of working capital requirement and is hopeful of posting better results in the forthcoming years.

In view of changing market scenario, the liberalization policy of the government and frequent modifications & upgradations in the technologies, the make in India buzz, the company at present, is not in a position to state the expected increase in productivity and its profits in measurable terms.

## IV. Disclosures

Necessary disclosures have been made with regard to remuneration details of the managerial personnel, elsewhere in the Annual Report.

By order of the Board

Bangalore  
26th October, 2016

**D Krishnan**  
Company Secretary

Registered Office: BPL Works, Palakkad-678 007, Kerala.  
CIN: L28997KL1963PLC002015, e-mail: investor@bpl.in  
Phone : + 91-80-26484388/26484350 URL : www.bpl.in



# Board's Report and Management Discussion & Analysis

Dear Members,

Your Directors have pleasure in presenting the Fifty Second Annual Report on the business and operations of the Company, together with the Audited Statement of Accounts for the year ended March 31, 2016. The Management Discussion and Analysis have also been incorporated into this report.

## □ FINANCIAL HIGHLIGHTS

The Company's financial performance for the year under review along with the previous year's figures is given hereunder:

Particulars	Year ended		(₹ in crores)
	(Standalone)		Year ended
	31.03.2016	31.03.2015	(Consolidated)
Net Sales and other income	56.82	30.55	56.82
Profit before Interest, Depreciation and Tax	15.49	7.28	15.49
Less: Interest	0.76	0.05	0.76
Depreciation	0.49	1.66	0.49
Profit / (Loss) before Tax	14.23	5.56	14.23
Deferred Tax Asset / Tax provision	(22.68)	-	(22.68)
Profit / (Loss) after Tax (including Profit/ (Loss) from discontinuing operations)	(8.45)	7.79	(8.45)
Share of Profit / (Loss) of Associate			(5.48)
Balance Reserve at the beginning of the period	29.16	21.37	29.16
Balance of Reserve at the end of the Period	20.71	29.16	15.23
EPS - Basic	(1.73)	1.59	(2.85)
- Diluted	(1.73)	1.59	(2.85)

## CONSOLIDATED BALANCE SHEET

An analysis of Balance Sheet as at the year ended March 31, 2016 and 2015 is as follows:

Sl. No.	Particulars	Standalone		(₹ in crores)
		Standalone		Consolidated
		31.03.2016	31.03.2015	31.03.2016
A.	EQUITY & LIABILITIES			
1.	Shareholder's Fund			
	Share Capital	218.47	218.47	218.47
	Reserves & Surplus	20.71	29.16	8.50
	Total Shareholder's Fund	239.18	247.63	226.97
2.	Share Application Money pending allotment			
3.	Minority Interest			
4.	Non- Current Liabilities			
	Long Term Borrowings	6.52	0.00	6.52
	Other Long Term Liabilities	0.00	1.90	0.00
	Long Term Provisions	1.58	1.58	1.58
	Total Non- Current Liabilities	8.10	3.48	8.10
5.	Current liabilities			
	Trade Payables	10.98	9.83	10.98
	Other Current Liabilities	42.64	4.69	42.64
	Short Term Provisions	0.48	0.00	0.48
	Total Current Liabilities	54.10	14.51	54.10
	Total Equity & Liabilities	301.38	265.62	289.17
B.	ASSETS			
1.	Non- Current Assets			
	Fixed Assets	11.61	11.87	11.61
	Non-Current Investments	21.05	21.05	8.84
	Deferred Tax assets (Net)	46.54	68.95	46.54
	Long Term Loans & Advances	70.45	24.54	70.45
	Other Non- Current Assets	2.02	1.79	2.02
	Total Non- Current Assets	151.67	128.21	139.46
2.	Current Assets			
	Current Investments			
	Inventories	4.74	2.13	4.74
	Trade Receivables	115.96	115.60	115.96
	Cash & Cash Equivalents	2.70	3.53	2.70
	Short term Loans & Advances	25.74	15.90	25.74
	Other Current Assets	0.57	0.26	0.57
	Total Current Assets	149.71	137.41	149.71
	Total Assets	301.38	265.62	289.17

# Board's Report and Management Discussion & Analysis

## □ OPERATIONS AND BUSINESS OVERVIEW

Your Company posted a total income of Rs.56.82 Crores for the year 2015-16 as compared to Rs.30.55 Crores for the previous year. During the year, the company launched a new range of LED Colour Televisions and Washing Machines in partnership with Flipkart. The company foresees an improvement in its operations during 2016-17 by launching new consumer durables and home appliances with strong focus on consumer care. Focus on quality and customer service, improved supply chain mechanism coupled with new product launches are expected to give strong push to company's operations.

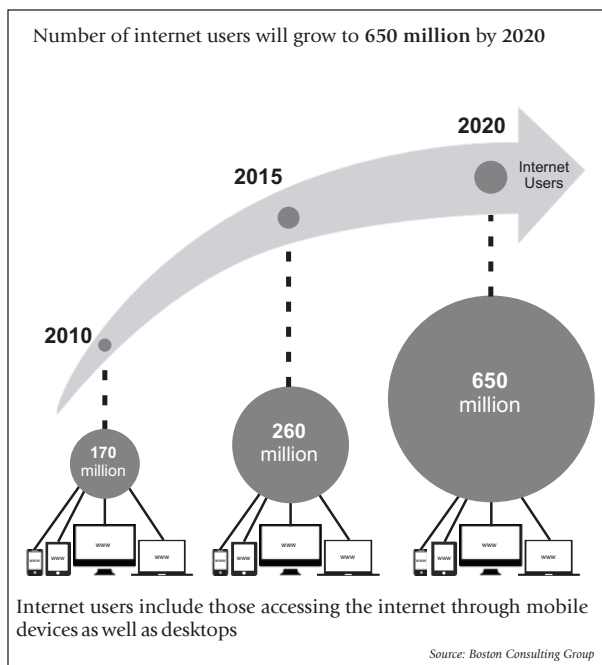
The gross profit earned for the year is Rs. 15.49 Crores. After providing Rs.0.49 Crores and Rs. 0.76 Crores towards depreciation and finance charges respectively, your Company has earned a profit (before provisions & taxation) of Rs. 14.23 Crores for the year 2015-16.

### Dividend

Your Directors regret their inability to recommend any dividend on preference and equity shares of the Company since your Company has accumulated losses on the Balance Sheet and need to fund the new business initiatives.

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

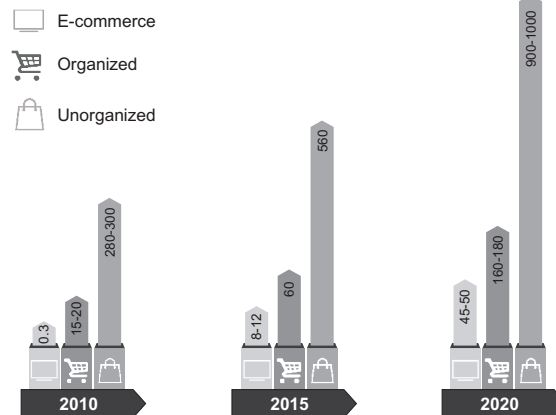
### E-commerce and digital retail in India



India is experiencing the digital revolution. Increasing use of Smart Phones and expanding internet use have fuelled the digital media consumption which has in turn had a profound impact on the future of Indian retail. Winning in this new world of Indian retail requires companies like BPL to re-think their marketing strategies and business models in order to deliver a superior consumer experience.

E-commerce (for goods) could be USD 45-50 billion by 2020

### Size of retail segments (USD billion)



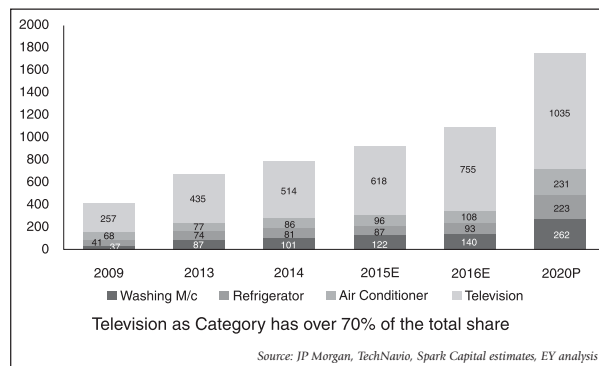
The e-commerce market size includes only goods and not services. This number could be higher given active steering from ecosystem partners and supply side interventions.

Source: Boston Consulting Group

By 2020, we expect the overall retail industry to be USD 1100-1200 Bn, of which organized retail could be potentially USD 140-160 Bn and e-commerce USD 45-50 Bn or higher. The impact of digital media would be profound: By 2020, 350-400 Mn consumers are expected to be digitally influenced in retail and these digital consumers alone would spend 250 Bn USD on retail (25% of total retail spend).

By 2020, 50% of new internet users in India will come from rural communities and people in rural areas will account for about half the subcontinent's total population of internet users.

The number of connected rural consumers to increase from about 120 Million in 2015 to almost 315 million in 2020, a jump of almost 30% a year. Rural growth will significantly outpace growth in urban centers and by 2020, rural users will make up 48% of all connected consumers in India.



In 2016, the TV market in India is estimated to be 11.6 million units and e-commerce is expected to be nearly 16% of this volume. Amongst the various e-commerce companies, Flipkart is expected to have a market share of over 55%.

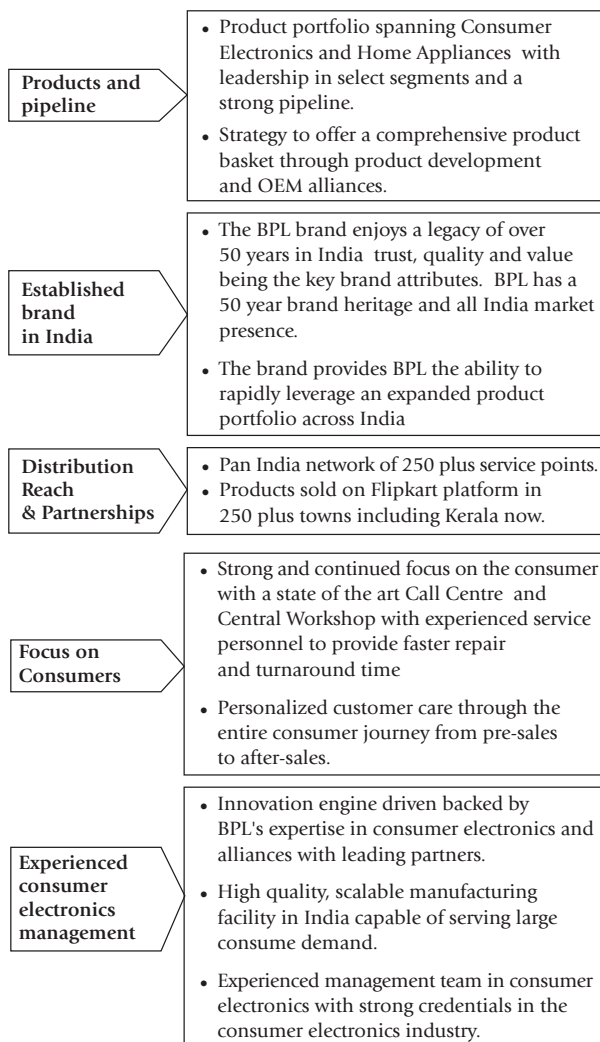
# Board's Report and Management Discussion & Analysis

For Flipkart, BPL is a strategic brand as the brand has a consumer acceptance across various product categories which very few brands today enjoy. BPL is already a major contributor to Flipkart's business and in the television category it has already reached 10% of their sales in just a year of business.

Amongst the new products introduced this year are a complete range of washing machines from semi-automatic to fully automatic front load machines with digital controls. BPL plans to enhance its range of televisions to include the large screen and smart, Ultra High Definition models. The performance of BPL in the washing machines is very encouraging especially in the front loading where the products have been widely accepted by the customers. The reviews and ratings given to the products are of the highest order and this plays a significant part in the growth of BPL's business in e-commerce.

The target for this year is to achieve a turnover of Rs 75 Crores.

## KEY VALUE DRIVERS FOR BPL WITH FLIPKART



## Risks and concerns

The e-commerce platforms offer very low entry barrier to many brands. The Chinese and other multi-national brands are able to make an easy entry in the Indian market with deep pockets for high marketing spends. The on-going price war amongst the various e-commerce companies put a high pressure on BPL to offer products are highly competitive rates and at the same time maintaining quality levels. Since most of the components are imported, there is a risk due to international price fluctuations for these components and adverse US Dollar exchange rates.

## Printed Circuits Board (PCB) Business

At present, the PCB industry in India, consists of single sided, double sided & multi layer PCBs. BPL is engaged in manufacturing of single sided PCBs. The major market for this comes from the Lighting segment (both in LED/ ALMC), consumer electronics, basic telecom equipments, low-end power conversion and auto electronics industry. During the year 2015-16, the segment wise contributions to the total PCB business is as under:

Segment	%
TV	19
Lighting	50
Power Conversion	13
Automotive	10
Others	08
Total	100

Your company was able to cope with the competition & achieve a growth of 25% over the previous year with EBIDTA of around 22%.

Further, PCB industry is witnessing sizeable growth in the led lighting/power conversion sector. During the current financial year, the market in these segments is expected to grow around 50%. Your company intends to reap benefits from this growth and accordingly, the turnover of PCB business may increase by 32% during the current fiscal year.

## Risks and Concerns

There is a threat from our Company's major competitors who, in order to maintain their market share, have installed higher production capacity, offer lower prices, better payment terms and other incentives. Due to delay in upgrading our manufacturing facilities because of financial constraints our market share may be affected. The company is trying to evolve strategies to maintain its market share and profitability through cost reduction and improvement of overall efficiency by installing a new auto line in two stages in the current Fiscal Year.

## Subsidiary/Joint Ventures/Associate Companies

Your company has one Associate Company viz. BPL Medical Technologies Private Limited (BMTPL) as on 31st March, 2016. In accordance with Section 129 of the Companies Act, 2013, your company has prepared Consolidated Financial Statements of the Company, which forms part of the Annual Report. Further, the report on the performance and financial position of the associate and salient features of the financial statements in the prescribed Form AOC-1 is annexed elsewhere in this report.

# Board's Report and Management Discussion & Analysis

Your company has no subsidiaries or joint ventures during the period under review.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company will be available on Company's website [www.bpl.in](http://www.bpl.in). These documents will also be available for inspection during business hours at the registered office of the Company.

## Significant and material orders

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in the future.

## Safety, Health and Environment

Safety Committees at the manufacturing unit are functioning properly to ensure safe and healthy work environment.

Safety, Health and Environmental requirements as per rules have been adhered to at the unit. Shop in-charge personnel and all security staff have been given sufficient on the job training in the use of safety equipments. Necessary consent(s) have been obtained from Pollution Control Board with respect to Water and Air. Fire Fighting equipments and water hydrant system are installed inside the factory for safety of all personnel and to meet any eventuality.

The Company had 75 employees as on March 31, 2016.

## Conservation of energy, technology absorption and foreign exchange earnings and outgo

### a) Conservation of energy:

Though not a large-scale user of energy, your Company continues to explore several measures to conserve scarce resources and protect the environment.

These include Water Recycling, Waste Recycling, Solder Fumes Control and Power Factor Improvement. During the year under review, in view of working capital constraints, your company has not made any capital investment on energy conservation equipments.

### b) Technology absorption:

Continuous efforts have been made for developing new technologies and to innovate products to keep your Company tuned to the market needs.

During the year, no major R & D activity was carried out in view of the financial and other constraints faced by the Company. However, the Company will be focusing on these areas in the current financial year.

### c) Foreign exchange earnings and Outgo:

During the period under review, your Company utilized foreign exchange worth Rs. 13.29 Crores and foreign exchange earning was Nil.

## Corporate Governance

Your company reaffirms its commitment to corporate Governance and is fully compliant with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015. A separate section on compliance with the conditions of Corporate Governance and a certificate from the Statutory Auditors of the Company - M/s T Velupillai & Co, Chartered Accountants, in this regard forms part of the Annual Report.

## Policy on Directors appointment and Remuneration policy

Policy on Directors appointment is to follow the criteria as laid down under the Companies Act, 2013, BPL Code of Conduct for Board of Directors and senior management personnel and the Uniform Listing Agreement with stock exchanges and good corporate practices. Emphasis is given to persons from diverse field or professions.

Guiding policy on remuneration of Directors, Key Managerial Personnel and Employees of the company is that:

- Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff and workmen is industry-driven and takes into account their performance and factors such as to attract and retain quality talent.
- For Directors, it is based on the shareholders resolutions, provisions of Companies Act, 2013 and Rules framed there in, Circulars and Guidelines issued by the Central Government and other authorities, from time to time.

## Board Performance Evaluation

The Company has, during the year, conducted an evaluation of the Board as a whole, its committees and the Individual Directors including the independent directors as stipulated in the Nomination and Remuneration policy adopted by the Company. The evaluation was carried out through different evaluation forms which covered among others the evaluation of the composition of the Board / committee, its effectiveness, activities, governance and with respect to the chairman and the individual directors, their participation, integrity, independence, knowledge, impact and influence on the Board.

The Independent Directors of the Company also convened a separate meeting and evaluated the performance of the Board, the non-independent directors and the Chairman.

## Declaration of independence by the Independent Directors

Pursuant to Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Mr. Suraj L Mehta and Capt. S Prabhala, the Independent Directors of the company have made a declaration confirming the compliance of the conditions stipulated in the aforesaid section.

## Directors' Responsibility Statement

Pursuant to the requirements of Section 134 (1) (c) of the Companies Act, 2013, and on the basis of explanations and compliance certificates given by the executives of the company and subject to disclosures in the annual accounts and also on the basis of discussions with the statutory auditors of the company, from time to time, we state as under:

- a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that

# Board's Report and Management Discussion & Analysis

are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) that the Directors had prepared the annual accounts on a going concern basis.
- e) that the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- f) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## Directors

The Board of Directors at its meeting held on 12th February, 2016 on the recommendation of Nomination and Remuneration Committee has approved the re-appointment of Mr. Ajit G Nambiar as Chairman & Managing Director of the Company for a period of 3 years (with effect from 1st April, 2016), pursuant to provisions of Section 196 of the Companies Act, 2013 and the same is subject to the approval by the shareholders at the ensuing Annual General Meeting.

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Anju Chandrasekhar, Director, retires by rotation, and being eligible, offers herself for re-appointment. Her re-appointment will be placed as one of the items of agenda in the ensuing Annual General Meeting.

## Number of meetings of Board of Directors

The Board of Directors have met five times and Independent Directors once during the Financial Year 2015-16 and details of date of meetings are available elsewhere in the report.

## Details of Committee of Directors

Composition of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee; number of meetings of each committee during the financial year 2015 -16 and meetings attended by each member of the committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the Annual report.

The recommendations of the Audit Committee and Nomination & Remuneration Committee as and when made to the board have been accepted by it.

## Key Managerial Personnel

Mr. Ajit G. Nambiar, Chairman & Managing Director, Mr. S.V. Ganesh, Chief Financial Officer and Mr. D. Krishnan, Company Secretary & Compliance Officer are the Key Managerial personnel of the Company pursuant to Section 203 of the Companies Act, 2013.

## Particulars of contracts or arrangements with related parties

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto are disclosed in Form No. AOC- 2

## Particulars of Loans, Guarantees or Investments

The details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## Deposits

The company has not accepted any deposits from the public and hence, the provisions of the Companies Act, 2013 and Rules framed there under are not applicable to the company.

## Auditors Report

The explanations or comments of the Board on every qualification, reservation or adverse remark or disclaimer made by the Auditor in their report have been furnished by way of an addendum.

## Share Capital

The paid up Equity Share Capital of the Company as on 31st March, 2016 stood at Rs.48.88 Crores comprising 4,88,84,818 Equity Shares of Rs 10/- each, fully paid up. The paid-up Preference Share Capital of the Company as on 31st March, 2016 was Rs.169.59 Crores consisting of 1,69,58,682 Redeemable Preference Shares of Rs.100/- each.

The Company has not issued any Sweat Equity Shares or granted any Employee Stock Option during the Financial Year 2015-16. The Company has not made any provision of money for the purchase of or subscription for shares in the Company under any Scheme.

The provisions of Rule 4 (4) of Companies (Share Capital and Debentures) Rules, 2014 are not applicable to the company since no Equity Shares have been issued by the Company with differential rights during the Financial Year 2015-16.

## Risk management

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks faced by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

# Board's Report and Management Discussion & Analysis

## Whistle Blower/Vigil Mechanism Policy

The Company has put in place a Whistle Blower/ Vigil Mechanism Policy to provide an open and transparent working environment and to promote responsible and secure whistle blowing system for directors and employees of the company to raise any concern. The policy broadly cover instances of unethical behaviour, actual or suspected fraud or violation of the company's code of conduct, alteration of documents, fraudulent financial reporting, misappropriation/ misuse of company's assets, manipulation of company's data, pilferage of proprietary information, abuse of authority etc. The policy provides safeguard against victimization of Director(s)/employee(s) who raise the concern and have access to the Chairman of Audit Committee who is entrusted to oversee the whistle blower mechanism. The policy is available on the website of the company.

## MANAGEMENT DISCUSSION & ANALYSIS

Your Directors have covered the Management Discussion & Analysis as required under the Corporate Governance requirements, as a part of the Board's Report in appropriate places to avoid duplication and overlapping of the contents of the said two reports.

### Internal Control and their adequacy

Your Company has adequate internal financial control systems and checks, which ensure that all assets are safeguarded and that all transactions are recorded and reported properly.

The Internal financial control systems are supplemented by extensive programme of internal audit conducted by external qualified Chartered Accountants. The Company has also put in place effective Budgetary Systems.

### Corporate Social Responsibility (CSR)

The Company has constituted Corporate Social Responsibility Committee which is comprised of three members out of which one is an Independent Director. The Committee was set up to formulate and monitor the CSR Policy. However the Company's average net profit for last 3 years computed as per the provisions of Section 135(5) of Companies Act, 2013, being a negative amount, The Company does not qualify for contribution towards CSR Activities.

Disclosure on CSR Activities as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules 2014 are as tabled below.

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken	The Company's CSR Policy intends to i. Promote education including employment enhancing vocation skills especially among children and women. ii. Eradicate hunger, poverty and malnutrition iii. Promote healthcare and sanitation.
2. The Composition of the CSR Committee	Mrs. Anju Chandrasekhar- Chairperson Capt.S.Prabhala- Member Mr. Ajit G Nambiar- Member

3. Average net profit of the Company for last three financial years	Rs.(4,93,65,475/-)
4. Prescribed CSR Expenditure	Since the average net profit for last three years being negative, the Company does not qualify for spending on the CSR activities.
5. Details of CSR spent during the year	Not Applicable as per the explanations given in point No.4 above.
6. Reasons for not spending 2% of the average net profit of the last three financial years	Due to non-availability of average net profit for the last three years, the Company was not able to spend on any CSR activities.
7. A responsibility Statement of the CSR Committee that the implementation and monitoring of CSR policy is in compliance with CSR objectives and the policy of the company	Not Applicable

### Particulars of Employees

Pursuant to Rule 5 of the Companies (Appointment and Remuneration) Rules, 2014, a disclosure on remuneration related information of employees, Key Managerial Personnel and Directors is annexed herewith and forms part of the report (Annexure-I).

### Statutory Auditors

M/s T Velu Pillai & Co., Chartered Accountants, Bangalore were appointed as Statutory Auditors for a period of three years at the Annual General Meeting held on 29th September, 2014. Their continuance of appointment and payment of remuneration are to be confirmed and ratified in the ensuing Annual General Meeting. The Company has received a certificate from the Auditors to the effect that their re-appointment would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

continuation of appointment and payment of remuneration are to be confirmed and ratified in the ensuing Annual General Meeting. The Company has received a certificate from the Auditors to the effect that their re-appointment would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

### Cost Auditors

The company's business during the year under review was not covered under the Cost Audit Rules nor had the Government notified the company to appoint a cost auditor for the said period.

### Secretarial Audit Report

Pursuant to the provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, your company has appointed Mr. Madhwesh Acharya, a Practicing Company Secretary as Secretarial Auditor of the

# Board's Report and Management Discussion & Analysis

Company for the Financial Year 2015-16 and the Secretarial Audit Report is annexed herewith and forming part of the report.

## Extract of the Annual Return

Pursuant to Section 134 (3) (a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return is annexed herewith and forming part of the report (Annexure-II).

## Sexual Harassment

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, aiming at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of sexual harassment. A Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

During the year under review, there were no complaints pertaining to sexual harassment.

## Extension of time for holding Annual General Meeting

The Registrar of Companies, Kerala, has granted extension of time to the company for holding the 52nd Annual General Meeting up to 31, December 2016.

## Acknowledgements

The Board wishes to record its appreciation of the continued support and hard work of the employees at all levels. The Board also acknowledges continued co-operation received from Dealers, Suppliers, Customers, Banks, Government Departments, Financial Institutions and Shareholders.

For and on behalf of the Board of Directors

Bangalore  
26th October, 2016

**Ajit G Nambiar**  
Chairman & Managing Director

## Addendum to Board's Report

### I) Explanations to the qualifications/adverse remarks of the Statutory Auditors on the Standalone Audited Financial Statements

- a) *Undisputed amounts payable in respect of Customs Duty amounting to Rs. 116.11 Lakhs, was outstanding as at 31st March, 2016, for a period of more than six months from the dates on which they became payable.*

Arrangements are being made to settle the Custom Duty dues.

### II) Explanations to the qualifications/adverse remarks of the Statutory Auditors on the Consolidated Audited Financial Statements

- a. *Non- recognition of value of employee stock option in the Consolidated Statement of Profit and Loss of Associate Company- BPL Medical Technologies Private Limited (BMTPL).*

The Associate Company had obtained one share valuation report during the year and since the share value as per the valuation report was lower than the option grant price, need to account the cost of stock option does not arise. However, the Associate Company has noted that it may need to obtain valuation report for each grant of options in future.

- b. *The Associate Company- BMTPL does not have appropriate internal controls with respect to vendor evaluation and inventory management*

The Associate Company has agreements with OEMs who supply finished goods either domestic or foreign. Also for procurement of laptops, computer software etc competitive quotes are obtained. There are cases where the company may have only one supplier for some of the fixed assets procured since these are used for the calibration of specific equipment the company produces / markets.

In the case of raw materials, documents for evaluation would not be feasible since there are many components which are of proprietary nature and the product functioning depends on this component. Similarly, the company has vendors who have been supplying the components for the products over the last few decades and changing the source can affect the functioning of the medical equipment they manufacture. The Company is in the process of implementing ERP which will address inventory and warranty related matters.

### III) Explanations to the qualifications/adverse remarks of the Secretarial Auditor

- a) *Point No.(i) Filing of Form MGT 14 in respect of resolution passed by Directors and the shareholders with more than 270 days of delay.*

The Company is in the process of making application to Central Government for seeking condonation of delay in filing the resolutions.

- b) *Point No. (ii) Filing of Annual Performance Report with RBI.*

The Company's overseas joint venture has been in-operative for a long period. The Company is in the process of obtaining requisite financial data/information for filing the said returns with the regulatory body.

- c) *Point No. (iii) Grievance Redressal Committee at the PCB unit*

The Company has duly constituted a Grievance Redressal Committee at its PCB unit and the same is functional.

# Board's Report and Management Discussion & Analysis

**Form AOC-1**  
**Statement containing salient features of the financial statement of associate company**  
**Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

<b>Name of Associate</b>		BPL Medical Technologies Private Limited (BMTPL)
1.	Latest audited Balance Sheet Date	31.03.2016
2.	Shares of Associate held by the company on the year end	
	Nos.	2,10,50,000 equity shares of Rs.10/- each.
	Amount of Investment in Associates	Rs.21,05,00,000/-
	Extend of Holding %	20.54
3.	Description of how there is significant influence	The company does not have any significant influence or control in the associate company.
4.	Reason why the associate is not consolidated	The company has consolidated its accounts with that of an associate company as per applicable statutes.
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	Rs.39,78,45,788/-
6.	Profit/(Loss) for the year	Rs. (26,66,60,332)
	i. Considered in Consolidation	Rs. (5,47,80,342)
	ii. Not Considered in Consolidation	Rs.(21,18,79,990)

1. Names of associates or joint ventures which are yet to commence operations - NIL

2. Names of associates or joint ventures which have been liquidated or sold during the year- NIL

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis:**

There were no contracts or arrangements or transactions with any of the related parties which were not at Arm's length basis.

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

Sl.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	BPL Medical Technologies Private Limited - Three common directors
b)	Nature of contracts/arrangements/transaction	Rental Agreement for leasing factory premises situated at Palakkad, Kerala.
c)	Duration of the contracts/ arrangements/ transaction	Factory Premises given on lease for a period of 11 months w.e.f 1 <sup>st</sup> April, 2016.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Monthly rent of Rs. 3,00,000/- for the factory premises of 64,571 sq ft at Palakkad.
e)	Date of approval by the Board	12 <sup>th</sup> February, 2016
f)	Amount paid as advances, if any	Rs. 30.00 Lacs being rental deposit for the above property.

For & on behalf of the Board of Directors

26<sup>th</sup> October, 2016  
 Bangalore

**Ajit G Nambiar**  
 Chairman & Managing Director  
 DIN: 00228857



# Board's Report and Management Discussion & Analysis

## Particulars of Employees / Analysis of Remuneration

(Annexure - I)

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sl. No.	Executive Director	Ratio to median Employee
1.	Mr. Ajit Gopal Nambiar	36.03
Sl. No.	Non-Executive Director	Ratio to median Employee
1.	Mrs. Anju Chandrasekhar	*N.A.
2.	Mr. Suraj Lal Mehta	*N.A.
3.	Capt. S. Prabhala	*N.A.

\*Non-Executive Directors are in receipt of only Sitting Fees which is not taken for calculation of ratio to median employees.

\*\*KMP and Directors are excluded while calculating salary of median employee.

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Sl. No.	Name of the Director/CFO/CS	Designation	% increase in remuneration in the FY 2015-16
1.	Mr. Ajit Gopal Nambiar	Chairman & Managing Director	--
2.	Mrs. Anju Chandrasekhar	Non-Executive Director	--
3.	Mr. Suraj Lal Mehta	Independent Director	NA
4.	Capt. S Prabhala	Independent Director	NA
5.	Mr. S V Ganesh	Chief Financial Officer	62.64%
6.	Mr. D Krishnan	Company Secretary	-

- c. The percentage increase in the median remuneration of employees in the financial year: 11%

- d. The number of permanent employees on the rolls of Company: \*75 \*(including Executive Director)

- e. The explanation on the relationship between average increase in remuneration and Company performance: There is no direct relation between the average increase in the remuneration with year to year financial performance of the Company

- f. Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of KMP in FY 16 (in Rs.)	1,20,20,220
Revenue ( in Rs.)	56,81,41,209
Remuneration of KMPs (as % of revenue)	2.12
Profit before Tax (PBT) ( in Rs.)	14,23,23,991
Remuneration of KMP (as % of PBT)	8.45

- g. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2016	March 31, 2015	% Change
Market Capitalisation (Rupees in lakhs)	12710.05	15056.52	-15.58
Price Earning Ratio	15.028	19.371	-22.42

# Board's Report and Management Discussion & Analysis

- h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with last public offer:

Particulars	March 31, 2016	May 23, 1994	% Change
Market Price (BSE)	Rs. 25.80	Rs.115	- 77.56
Market Price (NSE)	Rs. 26.00	Rs.115	- 77.39

- i. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

	Mr. Ajit G Nambiar, Chairman and Managing Director	Mr. S V Ganesh Chief Financial Officer	Mr. D Krishnan Company Secretary
Remuneration in FY 2015 (in Rs.)	87,60,000	23,00,220	9,60,000
Revenue (in Rs.)	56,81,41,209		
Remuneration as % of revenue	1.54	0.40	0.17
Profit Before Tax (PBT) (in Rs.)	14,23,23,991		
Remuneration (as % of PBT)	6.15	1.62	0.67

- j. There is no variable component of remuneration to the Directors  
k. No employee had received remuneration in excess of highest paid Director of the Company during the Financial Year 2015-16  
l. The Company affirms that the remuneration is as per the remuneration policy of the Company.

FORM NO. MGT 9

(Annexure - II)

EXTRACT OF ANNUAL RETURN  
as on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L28997KL1963PLC002015
2.	Registration Date	16/04/1963
3.	Name of the Company	BPL Limited
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered office & contact details	BPL Works, Palakkad, Kerala, India- 678007.
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Private Limited; Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032,Tel: +914067161700 Fax: +914023114087

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Printed Circuit Board	26104	70
2	E-Commerce Business	99611440	30

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

All the business activities contributing 10% or more of the total turnover of the company shall be stated : NOT APPLICABLE

# Board's Report and Management Discussion & Analysis

## IV. SHARE HOLDING PATTERN (Equity Share Capital breakup as percentage of total equity)

### A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year - (As on 31-March 2015)				No. of Shares held at the end of the year (As on 31-March 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1283350	-	1283350	2.63	1283350	-	1283350	2.63	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	29633442	-	29633442	60.62	29633442	-	29633442	60.62	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	<b>30916792</b>	<b>-</b>	<b>30916792</b>	<b>63.24</b>	<b>30916792</b>	<b>-</b>	<b>30916792</b>	<b>63.24</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	900	900	-	-	900	900	-	-
b) Banks & FI	75276	300	75576	0.15	78350	300	78650	0.16	-0.01
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	443010	-	443010	0.91	443010	-	443010	0.91	-
g) FIIs	-	1300	1300	-	-	1300	1300	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	99000	-	99000	0.20	99000	-	99000	0.20	-
<b>Sub-total (B)(1):</b>	<b>617286</b>	<b>2500</b>	<b>619786</b>	<b>1.27</b>	<b>620360</b>	<b>2500</b>	<b>622860</b>	<b>1.27</b>	<b>-0.01</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	4663916	6900	4670816	9.55	4433534	6900	4440434	9.08	0.47
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	8257239	272542	8529781	17.45	8431575	269442	8701017	17.80	-0.35
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3259488	676050	3935538	8.05	3412661	604100	4016761	8.22	-0.17
c) Others									
Non-Resident Indians	121597	800	122397	0.25	121250	800	122050	0.25	0.0

## Board's Report and Management Discussion & Analysis

Category of Shareholders	No. of Shares held at the beginning of the year - 01.04.2015				No. of Shares held at the end of the year 31.03.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	86808	-	86808	0.18	62154	-	62154	0.13	0.05
Trusts	2900	-	2900	0.01	2750	-	2750	0.01	-
Foreign Bodies	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2)</b>	16391948	956292	17348240	35.49	16463924	881242	17345166	35.48	0.01
Total Public Shareholding (B)=(B)(1)+(B)(2)	17009234	958792	17968026	36.76	17084284	883742	17965026	36.76	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	47926026	958792	48884818	100	48001076	883742	48884818	100	-

### B. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Electro Investment Pvt. Ltd	23102544	47.26	100	23102544	47.26	-	-
2.	Merino Finance Pvt. Ltd	3077500	6.30	58.43	3077500	6.30	-	-
3.	ER Computers Pvt. Ltd	1509000	3.09	-	1509000	3.09	-	-
4.	Nambiar International Investment Company Pvt. Ltd	1432248	2.93	-	1432248	2.93	-	-
5.	Mr. TPG Nambiar	1105750	2.26	-	1105750	2.26	-	-
6.	Namfil Finance Company Pvt. Ltd	506250	1.04	-	506250	1.04	-	-
7.	Mr. Ajit G Nambiar	80000	0.16	-	80000	0.16	-	-
8.	Mrs. Anju Chandrasekhar	74600	0.15	-	74600	0.15	-	-
9.	Mrs. Thankam Nambiar	20000	0.04	-	20000	0.04	-	-
10.	Dynamic Electronics Ltd	5900	0.01	-	5900	0.01	-	-
11.	Mrs. Meena Nambiar	3000	0.01	-	3000	0.01	-	-
	<b>Total</b>	<b>30916792</b>	<b>63.25</b>	<b>158.43</b>	<b>30916792</b>	<b>63.25</b>	<b>-</b>	<b>-</b>

### C. Change in Promoters' Shareholding (please specify, if there is no change)- No change

# Board's Report and Management Discussion & Analysis

## D. Shareholding Pattern of top ten Shareholders - Other than Directors, Promoters and holders of GDRs and ADRs :

Sl. No.	Name	Shareholding at the beginning (01.04.2015)/ end of the Year (31.03.2016)		Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of Total Shares of the Company				No. of shares	% of Total Shares of the Company
1	Asset Reconstruction Company(India) Limited	1334000	2.73	31.03.2015	-	-	1334000	2.73
				31.03.2016	-	-	1334000	
2	Asset Reconstruction Company(India) Limited (Trust Holding)	1042000	2.13	31.03.2015	-	-	1042000	2.13
				31.03.2016	-	-	1042000	
3	General Insurance Corporation of India	300323	0.61	31.03.2015	-	-	300323	0.61
				31.03.2016	-	-	300323	0.61
4	New Berry Capitals Pvt Ltd	240000	0.49	31.03.2015	-	-	240000	0.49
				24.07.2015	-12000	Transfer	228000	0.47
				28.08.2015	57000	Purchase	285000	0.58
				28.08.2015	-57000	Transfer	228000	0.47
				31.03.2016	-	-	228000	0.47
5	Barton Son & Co Pvt Ltd	223975	0.46	31.03.2015	-	-	223975	0.46
				30.10.2015	-5775	Transfer	218200	0.45
				31.03.2016	-	-	218200	0.45
6	Krishna Mohan Nair	169000	0.35	31.03.2015	-		169000	0.35
				10.04.2015	-23000	Transfer	146000	0.30
				17.04.2015	2000	Purchase	148000	0.30
				24.04.2015	-2000	Transfer	146000	0.30
				08.05.2015	-2000	Transfer	144000	0.29
				22.05.2015	1200	Purchase	145200	0.30
				29.05.2015	-200	Transfer	145000	0.30
				05.06.2015	-7000	Transfer	138000	0.28
				12.06.2015	6000	Purchase	144000	0.29
				26.06.2015	1500	Purchase	145500	0.30
				17.07.2015	500	Purchase	146000	0.30
				31.07.2015	-2000	Transfer	144000	0.29
				14.08.2015	-800	Transfer	143200	0.29
				21.08.2015	-200	Transfer	143000	0.29
				04.09.2015	3000	Purchase	146000	0.30
				04.09.2015	-500	Transfer	145500	0.30
11.09.2015	2500	Purchase	148000	0.30				
16.10.2015	1000	Purchase	149000	0.30				

## Board's Report and Management Discussion & Analysis

				30.10.2015	-1000	Transfer	148000	0.30
				13.11.2015	-1000	Transfer	147000	0.30
				20.11.2015	-2000	Transfer	145000	0.30
				27.11.2015	1000	Purchase	146000	0.30
				25.12.2015	1000	Purchase	147000	0.30
				19.02.2016	1500	Purchase	148500	0.30
				26.02.2016	1500	Purchase	150000	0.31
				04.03.2016	-1000	Transfer	149000	0.30
				31.03.2016	1000	Purchase	150000	0.31
				<b>31.03.2016</b>	<b>-</b>	<b>-</b>	<b>150000</b>	<b>0.31</b>
7	S Neenu	5000	0.01	31.03.2015	-	-	5000	0.01
				17.04.2015	3000	Purchase	8000	0.02
				24.04.2015	13888	Purchase	21888	0.04
				01.05.2015	5000	Purchase	26888	0.06
				08.05.2015	4000	Purchase	30888	0.06
				15.05.2015	-5260	Transfer	25628	0.05
				22.05.2015	5000	Purchase	30628	0.06
				05.06.2015	-1500	Transfer	29128	0.06
				21.08.2015	-4894	Transfer	24234	0.05
				28.08.2015	7894	Purchase	32128	0.07
				16.10.2015	-20000	Transfer	12128	0.02
				23.10.2015	1038	Purchase	13166	0.03
				30.10.2015	9000	Purchase	22166	0.05
				13.11.2015	2000	Purchase	24166	0.05
				20.11.2015	-10647	Transfer	13519	0.03
				25.12.2015	-300	Transfer	13219	0.03
				31.12.2015	-6000	Transfer	7219	0.01
				15.01.2016	-3000	Transfer	4219	0.01
				22.01.2016	-3050	Transfer	1169	0.00
				29.01.2016	-1169	Transfer	0	0.00
				05.02.2016	3669	Purchase	3669	0.01
				19.02.2016	-3669	Transfer	0	0.00
				26.02.2016	77069	Purchase	77069	0.16
				04.03.2016	3904	Purchase	80973	0.17
				11.03.2016	5066	Purchase	86039	0.18
				18.03.2016	48562	Purchase	134601	0.28
				31.03.2016	14150	Purchase	148751	0.30
				<b>31.03.2016</b>	<b>-</b>	<b>-</b>	<b>148751</b>	<b>0.30</b>
8	United India Insurance Co Ltd	142687	0.29	31.03.2015	-	-	142687	0.29
				31.03.2016	-	-	142687	0.29
9	Ashkaran Jain	140000	0.29	31.03.2015	-	-	140000	0.29
				04.12.2015	-40000	Transfer	100000	0.20
				31.03.2016	-	-	100000	0.20
10	Bharati Bharat Dattani	138030	0.28	31.03.2015	-	-	138030	0.28
				17.07.2015	-7000	Transfer	131030	0.27

## Board's Report and Management Discussion & Analysis

				24.07.2015	-10000	Transfer	121030	0.25
				31.07.2015	-8008	Transfer	113022	0.23
				07.08.2015	-8089	Transfer	104933	0.21
				21.08.2015	-5000	Transfer	99933	0.20
				25.09.2015	-23698	Transfer	76235	0.16
				30.09.2015	-5000	Transfer	71235	0.15
				09.10.2015	-10000	Transfer	61235	0.13
				16.10.2015	-31224	Transfer	30011	0.06
				04.12.2015	-30011		0	0.00
				31.03.2016	-	-	0	0.00
11	Pravin Bhai V Radadia	135972	0.28	31.03.2015	-	-	135972	0.28
				19.06.2015	100000	Purchase	235972	0.48
				31.03.2016	-	-	235972	0.48
12	Sharada Eswaran	100000	0.20	31.03.2015	-	-	100000	0.20
				31.03.2016	-	-	100000	0.20
13	Siyat Holdings Pvt Ltd	100000	0.20	31.03.2015	-	-	100000	0.20
				31.03.2016	-	-	100000	0.20

### E. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding		Date	Increase/ decrease in Shareholding	Reason	Cumulative Shareholding	
		No. of Shares at the beginning (01.04.15)/end of the year (31.03.16)	% of total shares of the Company				No. of Shares	% of total shares of the Company
A	DIRECTORS							
1.	Mr. Ajit G Nambiar Chairman & Managing Director	80,000	0.16	01.04.15	-	NIL movement during the Year		
				31.03.16	-		80,000	0.16
2.	Mrs.Anju Chandrasekhar Director	74,600	0.15	01.04.15	-	NIL movement during the Year		
				31.03.16	-		74,600	0.15
3.	Mr. Suraj L Mehta Independent Director	9,413	0.02	01.04.15	-	NIL movement during the Year		
				31.03.16	-		9,413	0.02
4.	Capt.Subbarao Prabhala Independent Director	12,000	0.02	01.04.15	-	NIL movement during the Year		
				31.03.16	-		12,000	0.02
B	KMP							
1.	Mr. S V Ganesh Chief Financial Officer	-	-	01.04.15	-	NIL holding during the Year	-	-
				31.03.16	-		-	-
2.	Mr. D Krishnan Company Secretary	-	-	01.04.15	-	NIL holding during the Year	-	-
				31.03.16	-		-	-

## Board's Report and Management Discussion & Analysis

### V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
* Addition	-	600.00	-	-
* Reduction	-	-	-	-
<b>Net Change</b>	<b>Nil</b>	<b>600.00</b>	<b>Nil</b>	<b>Nil</b>
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	-	600.00	-	-
ii) Interest due but not paid	-	52.08	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>652.08</b>	<b>Nil</b>	<b>Nil</b>

### V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. per annum)

Sl.No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		<b>Ajit G Nambiar</b>	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	77,84,160	77,84,160
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	NA
2.	Stock Option	Nil	NA
3.	Sweat Equity	Nil	NA
4.	Commission - as % of profit - others, specify	Nil	NA
5.	Others (contribution to Gratuity and Provident Funds)	9,75,840	9,75,840
	<b>Total (A)</b>	<b>87,60,000</b>	<b>87,60,000</b>
	Ceiling as per the Act	Not Applicable*	Not Applicable*

\*Ceiling is not applicable as the remuneration payable to the Managing Director has been approved by the Central Government.



## Board's Report and Management Discussion & Analysis

### B. Remuneration to other Directors (Rupees)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mrs. Anju Chandrasekhar	Capt. S Prabhala	Mr. Suraj L Mehta	
1.	<b>Independent Director</b>				
	Fees for attending Board and Committee Meetings	-	1,60,000	1,20,000	2,80,000
	Commission	-	-	-	-
	Less : TDS @ 10%	-	(16,000)	(12,000)	(28,000)
	<b>Total (1)</b>	-	<b>1,44,000</b>	<b>1,08,000</b>	<b>2,52,000</b>
2.	<b>Other Non-Executive Directors</b>				
	Fees for attending Board and Committee Meetings	1,30,000	-	-	1,30,000
	Commission	-	-	-	-
	Less : TDS @ 10%	(13,000)	-	-	(13,000)
	<b>Total (2)</b>	<b>1,17,000</b>	-	-	<b>1,17,000</b>
	<b>Total (3) = (1) +(2)</b>				<b>3,69,000</b>

### C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD (Rs. per annum)

Sl.No.	Particulars of Remuneration	CEO	Key Managerial Personnel		
			CS	CFO	Total
1.	Gross salary	NA			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	9,60,000	21,75,780	31,35,780
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	Nil	Nil	
2.	Stock Option	-	Nil	Nil	
3.	Sweat Equity	-	Nil	Nil	
4.	Commission	-	Nil	Nil	
	- as % of profit	-	NA	NA	
	others, specify	-	Nil	Nil	
5.	Others (contribution to Gratuity and Provident Funds)	-	Nil	1,24,440	1,24,440
	<b>Total</b>	-	<b>9,60,000</b>	<b>23,00,220</b>	<b>32,60,220</b>

### VI. DETAILS OF PENALTIES / PUNISHMENT/ COMPOUNDING FEES IMPOSED:

Type	Section of Companies Act	Brief Description	Details of penalty/ punishment/ Compounding fee imposes	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty					
Punishment			Nil		
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment			Nil		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment			Nil		
Compounding					

# Certificate on Corporate Governance

## To The Members of BPL Limited

We have examined the compliance of the conditions of Corporate Governance by the Company for the year ended 31<sup>st</sup> March, 2016 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges for the period from 1st April 2015 to 30<sup>th</sup> November 2015 and as per the regulations 17-27, Clauses (b) to (i) of the regulation 46(2) and para C,D,E of Schedule V of SEBI(Listing Obligations and Disclosure requirements) Regulations 2015 (listing regulations) for the period from 1<sup>st</sup> December 2015 to 31<sup>st</sup> March 2016.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of my information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and Listing Regulations as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For T Velupillai & Co.,  
Chartered Accountants,  
Firm Registration No.0045925

M S Ram (026687)  
Partner

Bangalore  
26<sup>th</sup> October, 2016

## Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 1. Company's philosophy on Code of Corporate Governance

BPL Limited has always been committed to the system by which the business is conducted on the principle of good corporate governance. The culture of good corporate governance is followed at all stages in conducting the business. The principles of corporate governance viz. integrity, equity, fairness, accountability and commitment to values are promoted continuously.

The Corporate Structure, business and financial reporting practices have been aligned to the principles of corporate governance. Continuous Endeavour is made to improve these practices on an ongoing basis.

### 2. Board of Directors

#### a) Composition, Category of Directors, Attendance at Meetings, Other Directorships & Chairmanship and Memberships of Board Committees

The Company has an Executive Chairman. Mr. Ajit G Nambiar is the Chairman and Managing Director and Independent Directors are half of the total strength of the Board. The details of board composition, information on meetings and attendance are as given below:

Director	Category	No. of other Directorships	*No. of Membership(s) of Board Committees of other Companies	*No. of Chairmanship(s) of Board Committees of other Companies	No. of Board Meetings attended in 2015-16
Executive Director					
Mr. Ajit G Nambiar	Chairman & Managing Director (Promoter)	18	1	-	5
Non- Executive Directors					
Mrs. Anju Chandrasekhar	Promoter	12	-	-	5
Capt. S. Prabhala	Independent Director	2	-	-	5
Mr. Suraj Lal Mehta	Independent Director	3	1	-	5

Mrs. Anju Chandrasekhar, Director, is related to Mr. Ajit G Nambiar, Chairman and Managing Director of the Company.

\*Membership / Chairmanship in Audit and Stakeholders Relationship Committees are considered.

# Report on Corporate Governance

## b) Number of Board Meetings held, dates on which held:

Five (5) Board Meetings were held during the Financial Year ended 31st March, 2016 on the following dates:

Sl. No.	Date	Board Strength	No. of Directors present
1	26th May, 2015	4	3
2	14th August, 2015	4	4
3	9th November, 2015	4	4
4	12th February, 2016	4	4
5	22nd March, 2016	4	4

## Audit Committee

In terms of the SEBI's Listing Agreements/ Listing Regulations executed by the Company with Stock Exchanges and pursuant to Section 177 of the Companies Act, 2013, the Company has constituted Audit Committee which also complies with the requirements of the SEBI (LODR) Regulations, 2015 on the composition of the Audit Committee.

All recommendations made by the Audit Committee during the year were accepted by the Board. The Audit Committee charter containing exhaustive term of reference is available on the Company's website. (<https://www.bpl.in>)

## Audit Committee - Attendance

The Audit Committee held four meetings during the year ended 31st March, 2016. These were held on 26th May, 2015; 14th August, 2015; 9th November, 2015 and 12th February, 2016. The attendance details of the members of the Audit Committee are as follows

Name	Designation	Meetings		% of Attendance
		During the tenure	Attended	
Mr. Suraj L Mehta	Independent Director	4	4	100
Mrs. Anju Chandrasekhar	Non-Executive Director	4	3	75
Capt. S Prabhala	Independent Director	4	4	100

c) *The familiarisation programme for independent directors is available at the web link/[www.bpl.in/download/policies/independent-directors](https://www.bpl.in/download/policies/independent-directors)*

## 4. Nomination & Remuneration Committee

The Committee is comprised of three members out which two are Independent Directors and one is Non-Executive Director as on 31st March, 2016. The Committee is responsible for reviewing and

## a) Details of remuneration to all the directors for the financial year 2015 - 16

Name	Designation	Salary (Rs. per annum)	Perquisites (Rs. per annum)	Contribution to Provident and Gratuity Fund (Rs.)	Others-accident and Mediclaim insurance cover	Total (Rs.)	Service contracts	Notice Period	Severance Fee	Stock Option held	No. of Shares
Mr. Ajit G Nambiar	Chairman & Managing Director	77,84,160	-	9,75,840	Yes	87,60,000	As per Company's Rules	As per Company's Rules	Not specified	Nil	80,000
Mrs. Anju Chandrasekhar	Director	-	-	-	-	-	-	-	-	-	74,600
Capt. S Prabhala	Director	-	-	-	-	-	-	-	-	-	2,587
Mr. Suraj L Mehta	Director	-	-	-	-	-	-	-	-	-	9,413

\*The Company has not paid any remuneration to the non-executive directors other than sitting fees of Rs. 10,000/-each, for attending Board/Committee Meetings.

recommending the compensation program for KMP'S and other senior executives of the Company. It reviews and discusses all matters pertaining to evaluation of candidates and recommends appointment of the same.

The Nomination and Remuneration Committee oversees the Annual Self Evaluation of the individual Directors and the Board as a whole. Further, it also reviews the performance of senior executives on an annual basis.

During the year, the Committee has

- Recommended and nominated Directors and senior executives of the Company as the members of Corporate Social Responsibility Committee.
- Under the guidance of the Board, it has framed the criteria and the framework for the performance evaluation of every Director on the Board, including the executive and independent director.
- Recommended the re-appointment of Mr. Ajit G Nambiar as Chairman and Managing Director for a period of 3 years starting from 1st April, 2016 to 31st March, 2019 and the remuneration payable to him to the board.

The Nomination and Remuneration Committee charter is available on the company's website (<https://www.bpl.in>)

## Nomination and Remuneration Committee Attendance

The Nomination and Remuneration Committee met two times during the year ended 31st March, 2016. These were held on 9th November, 2015 and 12th February, 2016. The attendance details of the members of the Nomination and Remuneration Committee are as follows :

Name	Designation	Meetings		% of Attendance
		During the tenure	Attended	
Capt. S Prabhala (Independent Director)	Chairman	2	2	100
Mrs. Anju Chandrasekhar (Non-Executive Director)	Member	2	2	100
Mr. Suraj L Mehta (Independent Director)	Member	2	2	100

## Remuneration Policy

The Company considers its employees as one of the most valuable assets. Its remuneration policy is aimed at motivating the employees to put in their best efforts to achieve the growth plans of the Company. Its remuneration policy is transparent and rewards merit.

# Corporate Governance

## 5. Corporate Social Responsibility Committee

The Committee is comprised of three members, out of which two are Non-Executive Directors and one is Executive Director. The Members of the Committee are as stated under:

Mrs. Anju Chandrasekhar	Chairman
Mr. Ajit G Nambiar	Member
Capt S Prabhala	Member

The Corporate Social Responsibility (CSR) Committee was set up to formulate and monitor the CSR Policy of the Company. The Company's average Net profit for last 3 financial years does not qualify for contribution towards CSR under the provisions of Companies Act, 2013.

## 6. Stakeholders Relationship Committee

The Committee is comprised of three members, out of which two are Non-Executive Directors and one is Executive Director as on 31st March, 2016. Stakeholder Relationship Committee reviews and redresses grievances of the shareholders; reviews share transfers/transmissions and closing of trading window.

As per the Regulations under SEBI (LODR), 2015, the Board has re-designated Mr. D Krishnan as the Compliance Officer of the Company with effect from 12th February, 2016.

During the year, the Committee has considered and approved issue of duplicate Share Certificate to one of the shareholders.

The Stakeholder Relationship Committee charter is available on the company's website (<https://www.bpl.in>)

### Stakeholder Relationship Committee Attendance

The Stakeholder Relationship Committee met four times during the year ended 31st March, 2016. These were held on 6th April, 2015, 14th August, 2015, 9th November, 2015 and 12th February, 2016. The attendance details of the members of the Stakeholder Relationship Committee are as follows:

Name	Designation	Meetings		% of Attendance
		During the tenure	Attended	
Capt. S Prabhala (Independent Director)	Chairman	4	4	100
Mrs. Anju Chandrasekhar (Non-Executive Director)	Member	4	4	100
Mr. Ajit G Nambiar (Executive Director)	Member	4	4	100

### Name and designation of Compliance Officer

Mr. D Krishnan is the Company Secretary and Compliance Officer of the Company upto 31st October, 2016.

Mrs. Chitra M A will be the Company Secretary and Compliance Officer of the Company with effect from 1st November, 2016.

## 7. Management Review and Responsibility

### a) Formal evaluation of Officers

The Nomination and Remuneration Committee of the Board has the power to approve the compensation and benefits for all

executive Board Members. The Committee evaluates and decides on annual compensation of officers of different levels.

### b) Management Discussion and Analysis

A report on Management Discussion and Analysis forms part of this Annual Report.

## 8. Shareholders

### a) Disclosure regarding appointment and re-appointment of Directors

i) Mr. Ajit G Nambiar's term as Chairman and Managing Director of the Company has expired on 31st March, 2016 and being eligible, seek re-appointment at the ensuing Annual General Meeting. The Board recommends his re-appointment.

ii) Mrs. Anju Chandrasekhar, Director, retires by rotation and offers herself for re-appointment at the ensuing Annual General Meeting. The Board recommends her re-appointment.

### b) Investor Grievance

Shareholder complaints are given top priority by the Company and are replied promptly by the Investors' Service Cell and also by the Registrars and Share Transfer Agents of the Company. It is the policy of the Company that Investor Complaints are attended to within 48 hours of receipt. Barring certain cases pending in Courts/ Consumer Forums, relating to disputes over the title to shares, in which the Company has been made a party, the Company has attended to most of the investor grievances/ correspondences.

A statement of the various complaints received and cleared by the Company during the year 2015-2016 is given below:

Nature of Complaint	2015-16		
	Received	Cleared	Pending
Non-receipt of share certificates duly transferred	-	-	-
Requests for endorsement of Share Certificates	-	-	-
Non-receipt of Dividend Warrant	-	-	-
Non-receipt of dividend warrant sent for re-validation	-	-	-
Requests for fully paid stickers	-	-	-
Letters from SEBI	1	1	-
Letters from Stock Exchanges	-	-	-
Letters from Ministry of Corporate Affairs	1	1	-
Non-receipt of Annual Reports	-	-	-
<b>Total</b>	<b>2</b>	<b>2</b>	<b>Nil</b>

### c) Details of Non-Compliance

No penalty has been imposed by any Stock Exchange or SEBI, nor there has been any instance of non-compliance with any legal requirements or matters relating to the capital market over the last three years.

# Corporate Governance

- d) Auditor's Certificate on Corporate Governance  
As required under Schedule V of the SEBI (LODR) Regulations, 2015, the Auditor's Certificate on Corporate Governance is annexed with the Board's Report.
- e) CEO and CFO Certification  
As required by SEBI (LODR) Regulations, 2015, the CEO and CFO Certification are provided in this Annual Report.

- f) Prevention of Insider Trading  
The Company has adopted Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The said Policy is available on Company's website (<https://www.bpl.in>)

## g) General Body Meetings

### i) Location, time and Special Resolution for the last three AGMs

	2012-13	2013-14	2014-15
Date, Venue and Time	30 <sup>th</sup> September, 2013 Sri Chackra International Krishna Gardens, Chandranagar P.O, Palakkad 678 007, Kerala  10:00 A M	29 <sup>th</sup> September, 2014 Sri Chackra International, Krishna Gardens, Chandranagar P.O, Palakkad 678 007, Kerala  10:00 A M	30 <sup>th</sup> September, 2015 Sri Chackra International, Krishna Gardens, Chandranagar P.O, Palakkad 678 007, Kerala 10:00 A M
Special Resolutions passed	1) Approval of the company to the Board of Director to re-appoint Mr. Ajit G Nambiar as Chairman & Managing Director for a period of three years w.e.f 1st April, 2013. 2) Approval of the company to the Board of Director to alter the articles of association of the company by inserting a new article no. 67A.	1) Appointment of Capt. S Prabhala as an Independent Director of the Company. 2) Appointment of Mr. Suraj L Mehta as an Independent Director of the Company.	None

- i. Special resolutions put through postal ballot last year, details of voting pattern, person who conducted the postal ballot exercise, proposed to be conducted through postal ballot and procedures for postal ballot: Nil
- ii. No Extra-Ordinary General Meeting of the Company held during the Financial Year 2015-16.

## h) Disclosures

- i. Disclosures on materially significant related party transactions that may have potential conflict with the interests of the company at large:

There were no materially significant related party transactions during the year under review that might have had potential conflict with the interests of the company.

- ii. Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years **None**

- iii. Details of establishment of vigil mechanism whistle blower policy and affirmation that no personnel has been denied access to the audit committee.

The Company is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics and to full and accurate disclosures. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards

of professionalism, honesty, integrity and ethical behavior. The policy on vigil Mechanism/Whistle Blower Policy is available at the web link : [www.bpl.in/download/Policies/WhistleblowerPolicy.pdf](http://www.bpl.in/download/Policies/WhistleblowerPolicy.pdf)

- iv. Details of compliance with mandatory requirement and adoption of non-mandatory requirements of this clause

The Company has duly complied with the mandatory requirements of Listing Regulations and has constituted various committees accordingly. The company is in the process of adoption of non-mandatory requirements.

- v. Policy on determining material subsidiary; The policy on material subsidiary is available on the web link : [www.bpl.in/download/Policies/material-subsiidiary.pdf](http://www.bpl.in/download/Policies/material-subsiidiary.pdf)

- vi. The policy dealing with related party transactions is available on weblink : [www.bpl.in/download/Policies/PolicyonMaterialityofRelatedPartyTransactions.pdf](http://www.bpl.in/download/Policies/PolicyonMaterialityofRelatedPartyTransactions.pdf)

- vii. Disclosure of commodity price risks and commodity hedging activities: The Company being a user of commodities is exposed to commodity price risk. But the Company has a risk management mechanism to ensure that there is nil or minimum impact on the Company in case if any risks materialize.

- viii. Disclosures with respect to Demat suspense Account /Unclaimed Suspense Account.: As on 31<sup>st</sup> March 2016, no shares were lying under the Demat Suspense Account/ Unclaimed Suspense Account.

# Corporate Governance

## i) Means of Communication

### i. Quarterly results

The Company has been regularly publishing Audited / Un-audited results in leading news dailies, immediately after the same is approved by the Board. The results are also posted on the Company's website.

### ii. Newspapers wherein results normally published

The quarterly results are normally published in the all India edition of Business Standard and Palakkad edition of Mathrubhumi/Mangalam.

### iii. Company's Website address

The quarterly results and other official news are posted on the Company's website at <http://www.bpl.in>

### iv. The presentations made to institutional investors or to the analysts

No presentations were made to institutional investors or to the analysts during the year 2015-16.

### v. E-mail ID for registering complaints by investors is: investor@bpl.in

## j) General Shareholder Information

### i. Date, Time & Venue of Annual General Meeting

The Company will hold its 52nd Annual General Meeting on Thursday, the 22nd day of December, 2016 at 10.00 A.M. at Sri Chackra International, Krishna Gardens, Chandranagar P.O., Palakkad - 678 007, Kerala.

## ii. Financial year

The Company's financial year starts on 1st April and ends on 31st March

## iii. Date of Book Closure

Register of Members / Register of Share Transfer books will remain closed from 19th December 2016 to 22nd December, 2016 (both days inclusive).

## iv. Dividend Payment Date

The Board of Directors have not recommended any dividend on the Preference Shares/ Equity Shares for the financial year ended 31st March, 2016.

## v. Listing on Stock Exchanges

The Company's equity shares are listed in the following stock exchanges and the Company has paid the appropriate listing fees for the financial year 2015-16:

1. Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
2. National Stock Exchange of India Limited, "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051

## vi. Stock Code

Bombay Stock Exchange : 500074

National Stock Exchange : BPL

Market Price Data (high, low during each month in last financial year) and performance in comparison to BSE Sensex & NSE Nifty

Month	BPL on BSE			BSE Sensex		BPL on NSE			NSE Nifty	
	High (₹)	Low (₹)	Volume (Nos.)	High	Low	High (₹)	Low (₹)	Volume (Nos.)	High	Low
<b>2015</b>										
April	36.30	27.40	1068241	29094.61	26897.54	36.40	27.25	22,50,908	8844.80	8144.75
May	31.60	27.00	640732	28071.16	26423.99	31.70	27.2	11,13,201	8489.55	7997.15
June	28.30	21.95	665340	27968.75	26307.07	28.35	22.05	11,99,954	8467.15	7940.30
July	45.40	24.20	5968629	28578.33	27416.39	45.40	24.05	1,51,05,943	8654.75	8315.40
August	41.70	24.05	1953873	28417.59	25298.42	41.60	25.05	43,50,766	8621.55	7667.25
September	32.75	26.20	727495	26471.82	24833.54	32.80	26.05	18,98,068	8055.00	7539.50
October	38.00	30.05	1723171	27618.14	26168.71	37.90	30.10	37,04,721	8336.30	7930.65
November	37.90	31.25	2082513	26824.3	25451.42	37.80	30.50	53,19,168	8116.10	7714.15
December	43.00	33.60	3206033	26256.42	24867.73	42.90	33.60	68,31,512	7979.30	7551.05
<b>2016</b>										
January	41.50	29.50	1205074	26197.27	23839.76	41.50	29.20	34,08,673	7972.55	7241.50
February	33.00	23.25	955060	25002.32	22494.61	32.95	23.10	19,33,941	7600.45	6825.80
March	29.90	23.00	525862	25479.62	23133.18	29.90	24.60	10,95,970	7777.60	7035.10

## vii) Registrar and Transfer Agents

Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, Telangana, India, Tel: +914067161700, Fax: +914023114087, E-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com) [www.karvycomputershare.com](http://www.karvycomputershare.com), Contact Person: Mr. P N Rao / Mr. KS Reddy

## viii) Share Transfer System

The Company's shares are compulsorily traded in the demat

form. The ISIN allotted to BPL Limited is: - INE110A01019. Investors are required to establish an account with a Depository Participant to hold and trade shares in the dematerialized form. The list of participants is available with Depositories.

Share transfers in the physical form are approved on a fortnightly basis by the Company and are mailed to the investors. The total number of shares transferred during the year 2015-2016 was 500 (previous year 500).

# Corporate Governance

## Distribution of Shareholding

No. of Shares held	31 <sup>st</sup> March, 2016			
	No. of Share holders	% of Share holders	No. of Shares held	% of Share holding
1 - 500	20752	85.28	2996860	6.13
501 - 1000	1729	7.11	1461131	2.99
1001 - 2000	853	3.51	1359318	2.78
2001 - 3000	311	1.28	810844	1.66
3001 - 4000	139	0.57	503338	1.03
4001 - 5000	146	0.60	702648	1.44
5001 - 10000	216	0.89	1622451	3.32
Above 10000	188	0.77	39428228	80.66
<b>Total</b>	<b>24334</b>	<b>100.00</b>	<b>48884818</b>	<b>100.00</b>

### x) Dematerialisation of Shares and Liquidity

The Company has arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), to facilitate holding & trading of Company's equity shares in electronic form. Nearly 98.03% of Company's shares are held in electronic form. The Company's shares are regularly traded on Bombay Stock Exchange Limited and the National Stock Exchange Limited.

**Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on equity**

### ix) Shareholders' Profile as on 31<sup>st</sup> March, 2016

BPL Limited's shares are held by diverse entities. The break-up is as follows:

Category	Shares held	% to total Equity
Promoters		
- Core	2,96,33,442	60.62
- Directors, Relatives & Friends	12,83,350	2.63
FII's / NRI's / OCBs		
FI's / Banks / Mutual Funds	2,22,697	0.46
Insurance Companies	5,19,486	1.06
Bodies Corporate	46,70,816	9.55
Public	1,25,55,027	25.68
<b>Total</b>	<b>4,88,84,818</b>	<b>100.00</b>

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments and hence, there will not be any impact on equity.

### xi) Plant Locations

Details of addresses of plant locations are mentioned elsewhere in the Annual Report.

### xii) Address for Correspondence

The Company Secretary, BPL Limited, Dynamic House, No.64, Church Street, Bangalore 560 001.

## CERTIFICATE BY MANAGING DIRECTOR AND CFO UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### We confirm that

- We have reviewed the financial statement for the year and that to the best of our knowledge and belief:
  - these statements do not contain any materially untrue statement or omit any material fact or contains statement that might be misleading;
  - these statements give a true and fair view of the state of affairs of the company and of the results or operations and cash flows. These statements have been prepared in conformity, in all respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
- There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and We have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control if any, of which we are aware and the steps, we have taken or propose to rectify these deficiencies.
- We have indicated to the Auditors and Audit Committee:
  - Any significant changes in internal control over financial reporting during the year;
  - Significant changes in accounting policies during the year;
  - Instances of significant fraud of which we have become aware of and which involve management or other employees who has significant role in the Company's internal control system over financial reporting.

Bangalore  
26<sup>th</sup> October, 2016

**Ajit G Nambiar**  
Chairman & Managing Director

**S.V. Ganesh**  
Chief Financial Officer

## ANNUAL DECLARATION PURSUANT TO REGULATION 26(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

I hereby confirm that all the members of the Board and Senior Management Personnel including me, have affirmed compliance to respective codes of conduct, in accordance with 26(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31st March 2016.

Bangalore  
26<sup>th</sup> October, 2016

**Ajit G Nambiar**  
Chairman & Managing Director  
DIN : 00228857

# Independent Auditors' Report

To the Members of BPL Limited,

## Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of BPL Limited ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its loss and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
- As required by Section 143 (3) of the Act, we report that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- On the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - the Company has disclosed the impact of pending litigations on its financial position in its financial statements;
  - the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

for T Velupillai & Co.,  
Chartered Accountants  
Firm Registration No. 004592S

M S Ram  
Partner  
Membership No. (026687)

Bangalore  
26<sup>th</sup> May, 2016

## ANNEXURE - A TO THE AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

- The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - As informed by the management, the company has conducted physical verification of any of its fixed assets at all locations and the process of reconciliation with books of account is in progress.
  - According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.
- Physical verification at reasonable periods in respect of finished goods, stores, spare parts and raw materials are reported to have been made by the management and certified by them accordingly. In our opinion, the frequency of verification is reasonable.
  - In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the Company is maintaining proper records of inventory. The discrepancies between physical stock and book stock, which were not material, have been properly dealt with in the books of account.
- The company has granted an advance in the nature of loan to 1 party covered in the register maintained under section 189 of the Companies Act 2013, based on information and explanation given to us by the management, the



# Independent Auditors' Report

terms and conditions where of are not prejudicial to the interests of the Company. Schedule of repayment of principal or interest are stipulated. No instalment of principal or interest has fallen due for repayment during the year. No amounts are overdue.

4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made by it after the commencement of Companies Act 2013.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and therefore, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company.
6. According to the information and explanations provided by the management, in respect of Printed Circuit Boards manufactured by the company, the Central Government has prescribed the maintenance of cost

records sub-section (1) of section 148 of the Companies Act. We have broadly reviewed the books of account and records maintained by the Company in this connection and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determining whether they are accurate or complete.

7. (a) According to the records of the Company and information and explanation given to us, the Company is generally regular in remittance of undisputed statutory dues including Income Tax Deducted at Source, Provident Fund, Employees State Insurance, Sales Tax, Service Tax, excise Duty, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, undisputed amounts payable in respect of customs duty amounting to Rs. 116.11 Lakhs were outstanding, as at 31st March 2016, for a period of more than six months from the dates on which they became payable.

(b) The following dues towards sales tax, customs duty, excise duty, and service tax have not been deposited on account of dispute/appeals:

Name of Dues	Nature of Dispute	(Rs. in Lakhs)	Forum where pending
Central Excise	Demand against Exemption availed from Payment of duty on DC Defibrillator	28.71	Tribunal
Central Excise	Recovery of CENVAT Credit due to price reduction of inputs	93.82	Tribunal
Central Excise	Demand of duty at Higher rate for clearance of CENVAT availed inputs	19.87	Commissioner Appeals
Central Excise	Demand of duty on clearance of samples	3.33	Tribunal
Central Excise	Demand of duty on clearance of spare parts/componensts/sub-assemblies	271.48	Tribunal
Central Excise	Demand due to non-inclusion of amortised cost in value	34.73	Tribunal
Central Excise	Demand for duty on waste of ferric chloride acid sold from the unit	25.32	Commissioner Appeals
Service Tax	Demand of Service Tax & Penalty on manpower services provided by BPL to SBPL	98.48	Tribunal
Service Tax	Reversal of Cen vat Credit availed service tax.	3.04	Commissioner. Appeals
Customs duty	Entitlement to exemption of spare parts.	610.5	Tribunal
Customs duty	Entitlement to exemption of spare parts.	17.06	Commissioner Appeals
Customs duty	Demand of duty on clearance of bonded goods	33.3	Tribunal
Sales Tax	Demand due to various disallowances	306.46	DCCT Appeals
Sales Tax	Demand due to various disallowances	939.62	Revision Board
Sales Tax	Demand due to various disallowances	335.33	Tribunal
Sales Tax	Demand due to various disallowances	1308.70	High Court
FEMA	Demand u/s. 10(6) & 7	140.00	Special Director (A), Chennai

8. As per information given to us by the management, the company has not defaulted in repayment of principal and interest to any bank/financial institution or debenture holder, during the year.
9. According to the records of the company and the information and explanations provided by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act, to the extent applicable to it.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our

examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

for T Velupillai & Co.,  
Chartered Accountants  
Firm Registration No. 004592S

M S Ram  
Partner  
Membership No. (026687)

Bangalore  
26<sup>th</sup> May, 2016

# Independent Auditors' Report

---

## ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of BPL Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for T Velupillai & Co.,  
Chartered Accountants  
Firm Registration No. 004592S

Bangalore  
26<sup>th</sup> May, 2016

M S Ram  
Partner  
Membership No. (026687)

# Secretarial Audit Report

---

Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31.03.2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
BPL Limited  
Palakkad

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BPL Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31.03.2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31.03.2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) Other Labour, Industrial and Environmental laws as applicable to the company

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange, if applicable;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (i) The company has not filed Form MGT.14 for certain resolution of shareholder & directors and the delay exceeds 270 days
- (ii) The company has not filed Annual Performance Report as required under Regulation 15 of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations
- (iii) Constitution of Grievance Redressal Committee under Section 9C of Industrial Disputes Act 1947 is applicable to the company. The company has represented that as there are below 100 employee's are working, it has merged the objectives of Grievance Redressal committee along with works committee and the company has not crossed 50 workmen in any day of preceding 12 Months. However, since there was no record made available regarding constitution / conduct / merger of the committee, we are unable to comment on compliances relating to the same

Signature:

9th August, 2016  
Bangalore

Name of Company Secretary in practice / Firm: Madhwesh K

ACS/FCS No.: 21477

CP No.: 10897

# Balance Sheet

(₹)

Particulars	Note No.	As at	
		31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	218,47,26,130	218,47,26,130
(b) Reserves and Surplus	2	20,71,37,512	29,16,09,906
<b>(2) Non-Current Liabilities</b>	3		
(a) Long-term borrowings		6,52,07,671	-
(b) Other long term liabilities		-	1,90,12,532
(c) Long term provisions		1,57,76,509	1,57,51,191
<b>(3) Current Liabilities</b>	4		
(a) Trade payables		10,98,29,319	9,82,56,918
(b) Other current liabilities		42,64,06,819	4,68,59,202
(c) Short-term provisions		47,49,865	19,952
<b>Total</b>		<b>301,38,33,825</b>	<b>265,62,35,831</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed assets	5		
(i) Tangible assets		11,61,29,896	11,87,46,571
(b) Non-current investments	6	21,05,10,000	21,05,10,000
(c) Deferred tax assets (net)	7	46,53,95,293	68,95,20,888
(d) Long term loans and advances	8	70,44,78,635	24,53,79,505
(e) Other non-current assets	9	2,02,27,935	1,79,29,564
<b>(2) Current Assets</b>			
(a) Inventories	10	4,74,35,384	2,13,35,964
(b) Trade receivables	11	115,95,61,986	115,59,76,200
(c) Cash and bank balances	12	2,69,51,375	3,52,83,671
(d) Short-term loans and advances	13	25,74,30,874	15,90,00,821
(e) Other current assets	14	57,12,447	25,52,647
<b>Total</b>		<b>301,38,33,825</b>	<b>265,62,35,831</b>
Contingent Liabilities and Commitments	15	63,12,72,168	65,35,73,892

Significant Accounting Policies and Notes to Accounts

21-22

As per our report attached

For and on behalf of the Board of Directors

for T Velupillai & Co.,

Chartered Accountants

Firm's Registration No: 004592S

  
M S Ram

Partner, M. No. 026687



Ajit G Nambiar

Chairman & Managing Director



S V Ganesh

Chief Financial Officer



Capt. S Prabhala

Director



D Krishnan

Company Secretary

Bangalore

26<sup>th</sup> May, 2016

# Statement of Profit and Loss

(₹)

Particulars	Note No.	For the year ended	
		31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
<b>REVENUE</b>			
I Revenue from Operations (Gross)	16	43,74,36,916	26,21,94,614
Less: Excise duty		3,38,68,817	2,33,25,992
Revenue from Operations (Net)		40,35,68,099	23,88,68,622
II. Other Income		16,45,73,110	6,65,89,281
<b>III. Total Revenue (I +II)</b>		<b>56,81,41,209</b>	<b>30,54,57,903</b>
<b>IV. Expenses</b>			
Cost of materials consumed	17	17,42,33,732	134,072,875
Purchase of Stock-in-Trade	18	15,15,80,297	1,24,02,057
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		(2,42,16,026)	(10,69,166)
Employee benefits	19	4,59,79,898	4,27,90,696
Depreciation and amortization	5	49,18,109	1,66,47,652
Other expenses	20	7,33,21,207	4,50,03,873
<b>Total Expenses</b>		<b>42,58,17,218</b>	<b>24,98,47,987</b>
V. Profit before exceptional items and tax (III - IV)		14,23,23,991	5,56,09,915
VI. Exceptional Items		-	-
<b>VII. Profit before tax (VII - VIII)</b>		<b>14,23,23,991</b>	<b>5,56,09,915</b>
<b>VIII. Tax expense:</b>			
(1) Current tax		(10,93,886)	
(1) Prior period tax		(15,76,904)	
(2) Deferred tax		(22,41,25,595)	-
IX. Profit / (Loss) for the period from continuing operations		(8,44,72,394)	5,56,09,915
X. Profit / (Loss) from discontinuing operations		-	2,23,34,425
XI. Tax expense of discounting operations		-	-
XII. Profit / (Loss) from Discontinuing operations (XII - XIII)		-	2,23,34,425
<b>XIII. Profit / (Loss) for the period (XI + XIV)</b>		<b>(8,44,72,394)</b>	<b>7,79,44,340</b>
<b>XIV. Earning per Equity share :</b>			
(1) Basic		(1.73)	1.59
(2) Diluted		(1.73)	1.59
No. of Equity Shares		4,88,84,818	4,88,84,818

Significant Accounting Policies and Notes to Accounts

21-22

As per our report attached

For and on behalf of the Board of Directors

for T Velupillai & Co.,

Chartered Accountants

Firm's Registration No: 004592S

  
M S Ram

Partner, M. No. 026687



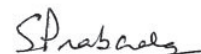
Ajit G Nambiar

Chairman & Managing Director



S V Ganesh

Chief Financial Officer



Capt. S Prabhala

Director



D Krishnan

Company Secretary

Bangalore

26<sup>th</sup> May, 2016

# Cash Flow Statement

(₹)

Particulars	For the year ended	
	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
<b>A. Cash Flow from Operating Activities</b>		
Net Profit / (Loss) before exceptional, extraordinary items and tax	14,23,23,991	5,56,09,915
<i>Adjustments for:</i>		
Depreciation and amortisation	49,18,109	1,66,47,652
(Profit) / loss on sale / write off of assets	(13,64,52,802)	(4,86,25,413)
Finance costs	88,15,300	5,40,329
Interest income	(21,03,482)	(16,63,514)
	(12,48,22,875)	(3,31,00,946)
<b>Operating profit / (loss) before working capital changes</b>	<b>1,75,01,116</b>	<b>2,25,08,969</b>
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(2,60,99,420)	(30,48,531)
Trade receivables	(35,85,786)	(1,75,03,917)
Short-term loans and advances	(9,84,30,053)	(2,28,54,204)
Long-term loans and advances	(45,90,99,130)	(46,57,454)
Other current assets	(31,59,800)	(11,56,984)
Other non-current assets	(22,98,371)	(109,87,37,662)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	1,15,72,401	(2,80,74,065)
Other current liabilities	37,95,47,617	(1,03,69,507)
Other long-term liabilities	(1,90,12,532)	(6,57,66,453)
Short-term provisions	47,29,913	177
Long-term provisions	25,318	(13,76,880)
	(21,58,09,843)	(125,35,45,480)
	(19,83,08,727)	(123,10,36,511)
Cash flow from extraordinary items		2,23,34,425
Cash generated from operations	(19,83,08,727)	(120,87,02,086)
Net income tax (paid) / refunds	(26,70,789)	0
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>(20,09,79,516)</b>	<b>(120,87,02,086)</b>
<b>B. Cash flow from investing activities</b>		
Proceeds from sale of fixed assets	13,41,51,368	5,94,12,689
Proceeds from sale of long-term investments - Subsidiaries	-	115,40,00,000
Interest received - Others	21,03,482	16,63,514
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>13,62,54,850</b>	<b>121,50,76,203</b>

# Cash Flow Statement

(₹)

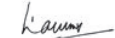
Particulars	For the year ended	
	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
<b>C. Cash flow from financing activities</b>		
Proceeds from long-term borrowings	6,52,07,671	
Finance cost	(88,15,300)	(5,40,329)
Dividends paid	-	(16,959)
Tax on dividend	-	(2,993)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>5,63,92,371</b>	<b>(5,60,281)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>(83,32,295)</b>	<b>58,13,836</b>
Cash and cash equivalents at the beginning of the year	3,52,83,671	2,94,69,835
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		
Cash and cash equivalents at the end of the year	2,69,51,375	3,52,83,671
Note to Cash flow statement		
1. Components of Cash and Cash equivalents		
(a) Cash on hand	23,969	31,196
(b) Balances with banks		
(i) In current accounts	25,77,406	88,00,211
(ii) In deposit accounts	2,43,50,000	264,52,264
	<b>2,69,51,375</b>	<b>3,52,83,671</b>

As per our report attached

for T Velupillai & Co.,

Chartered Accountants

Firm's Registration No: 004592S



M S Ram

Partner, M. No. 026687

Bangalore

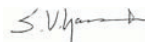
26<sup>th</sup> May, 2016

For and on behalf of the Board of Directors



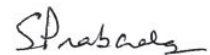
Ajit G Nambiar

Chairman & Managing Director



S V Ganesh

Chief Financial Officer



Capt. S Prabhala

Director



D Krishnan

Company Secretary

# Notes forming part of Balance Sheet

(₹)

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
<b>1. Shareholders' Funds</b>		
<b>Share Capital</b>		
1.1 Equity Share Capital		
1.1.1 Authorised Equity Share Capital 5,50,00,000 Shares (5,50,00,000 Shares) of ₹ 10/- each	55,00,00,000	55,00,00,000
1.1.2 Issued, Subscribed and fully Paid-Up 4,88,84,818 Shares (4,88,84,818 Shares) of ₹10/- each	48,88,48,180	48,88,48,180
1.1.3 Forfeited Shares	9,750	9,750
<b>Total - Equity Share Capital</b>	<b>48,88,57,930</b>	<b>48,88,57,930</b>

Refer Note No.2.3.1

a) Reconciliation of Shares outstanding at the beginning and end of the year is as under:

	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning and end of the year	4,88,84,818	48,88,48,180	4,88,84,818	48,88,48,180
	4,88,84,818	48,88,48,180	4,88,84,818	48,88,48,180

b) Details of shareholders holding more than 5% of equity shares

Sl No.	Name of the Shareholder	As at March 31, 2016		As at March 31, 2015	
		No. of Shares	% of holding	No. of Shares	% of holding
1	Electro Investment Pvt Ltd	2,31,02,544	47.26	2,31,02,544	47.26
2	Merino Finance Private Limited	30,77,500	6.30	30,77,500	6.30
	<b>Total</b>	<b>2,61,80,044</b>	<b>53.56</b>	<b>2,61,80,044</b>	<b>53.56</b>

1.2 Preference Share Capital	March 31, 2016	March 31, 2015
1.2.1 Authorised Preference Share Capital 1,70,00,000 Shares (1,70,00,000 Shares) of ₹100/- each	170,00,00,000	170,00,00,000
1.2.2 Issued, Subscribed and fully Paid-Up 1,69,58,682 Shares (1,69,58,682 Shares) of ₹100/- each	169,58,68,200	169,58,68,200
<b>Total - Preference Share Capital</b>	<b>169,58,68,200</b>	<b>169,58,68,200</b>

Refer Note No.22.3.2

a) Reconciliation of Shares outstanding at the beginning and end of the year is as under:

	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning and end of the year	1,69,58,682	169,58,68,200	1,69,58,682	169,58,68,200
	1,69,58,682	169,58,68,200	1,69,58,682	169,58,68,200



## Notes forming part of Balance Sheet

### b) Details of shareholders holding more than 5% of preference shares

Sl No.	Name of the Shareholder	As at March 31, 2016		As at March 31, 2015	
		No. of Shares	% of holding	No. of Shares	% of holding
1	ER Computers Pvt Ltd	73,71,837	43.47	73,71,837	43.47
2	Electro Investment Pvt Ltd	15,76,222	9.29	15,76,222	9.29
3	Namfil Finance Co Pvt Ltd	13,23,728	7.81	13,23,728	7.81
4	Merino Finance Pvt Ltd	9,80,429	5.78	9,80,429	5.78
5	Oriental Bank of Commerce	20,00,000	11.79	20,00,000	11.79
6	Canara Bank	18,07,033	10.66	18,07,033	10.66
	<b>Total</b>	<b>1,50,59,249</b>	<b>88.80</b>	<b>1,50,59,249</b>	<b>88.80</b>

## 2. Reserves and Surplus

### 2.1 Reserves

(₹)

Description	Balance as at 31 <sup>st</sup> March, 2016	Additions	Deductions	Balance as at 31 <sup>st</sup> March, 2015
Capital Redemption Reserve	53,33,00,000	-	-	53,33,00,000
Capital Reserve	49,800	-	-	49,800
Share Premium Account	-	-	-	184,09,28,868
<b>Total</b>	<b>53,33,49,800</b>	<b>-</b>	<b>-</b>	<b>237,42,78,668</b>

### 2.2 Surplus

Opening Surplus i.e., Balance in Statement of Profit and Loss	(208,26,68,762)			(216,05,93,150)
Add : Profit for the period as per XIII of Statement of Profit and Loss	(8,44,72,394)			7,79,44,340
Less : Dividend on Preference Shares	-			16,959
Share Premium Adjusted : (Refer Note below)	184,09,28,868			
Tax on Preference Dividend	-			2,993
Closing Surplus i.e., Balance in Statement of Profit and Loss	(32,62,12,288)	-	-	(208,26,68,762)

2.3 Total - Reserves and Surplus **20,71,37,512** - - **29,16,09,906**

Share Premium Adjusted : The Hon'ble High Court of Kerala, on 9th September 2015 approved a Scheme of Arrangement of the Company, whereby the whole amount of Rs 184,09,28,868/- in the Share Premium Account is to be adjusted against the accumulated losses. The Company has implemented this by passing requisite entries in the books of account as on 30.9.2015.

## Notes forming part of Balance Sheet

(₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>3. Non-Current Liabilities</b>		
3.1 Long Term Borrowings		
3.1.1 Unsecured		
Term Loans from other Parties	6,52,07,671	-
Total Unsecured Long Term Borrowings	<u>6,52,07,671</u>	-
<b>Total Long Term Borrowings</b>	<u><b>6,52,07,671</b></u>	-
Unsecured Loan represents Rs.600 Lacs loan availed by the company from M/s. Jupiter Capital Private limited on 25th August 2016 at an interest rate of 16% P.A. The principal and the interest amount outstanding at the end of the reporting period are Rs.600 lacs and Rs.52.08 lacs respectively.		
3.2 Other Long Term Liabilities	-	1,90,12,532
<b>Total Long Term Liabilities</b>	-	<u><b>1,90,12,532</b></u>
3.3 Long Term Provisions		
Provision for employee Gratuity/Superannuation	1,57,76,509	1,57,51,191
Total Long Term Provisions	<u>1,57,76,509</u>	<u>1,57,51,191</u>
<b>4. Current Liabilities</b>		
4.1 Trade Payables		
Trade Payables	4,20,74,313	3,05,92,595
Others	6,77,55,006	6,76,64,323
<b>Total - Trade Payables</b>	<u><b>10,98,29,319</b></u>	<u><b>9,82,56,918</b></u>
4.2 Other Current Liabilities		
Trade Deposit & Advances	39,07,20,340	1,26,25,412
Sales Tax & withholding taxes payable	3,03,60,146	2,96,87,773
Employees- Salaries & Benefits	53,26,333	45,46,017
<b>Total - Other Current Liabilities</b>	<u><b>42,64,06,819</b></u>	<u><b>4,68,59,202</b></u>
4.3 Short Term Provisions		
Provision for Preference Dividends	-	19,952
Provision for Tax*	26,70,790	-
Provision for Warranties**	20,79,075	-
Total Short Term Provisions	<u>47,49,865</u>	<u>19,952</u>
<b>Total - Current Liabilities</b>	<u><b>54,09,86,003</b></u>	<u><b>14,51,36,072</b></u>

Note on Provision for Taxation and Warranties :

\* Income tax provision of Rs. 10.94 lakhs on current year rental income and Rs. 15.76 lakhs for the previous year's rental income has been made

\*\* Provision for warranties is made @2% of the turnover of consumer electronic items; LED TVs, Refrigerators and Washing Machines.

## Notes forming part of Balance Sheet

### 5. Non - Current Assets

(₹)

Description	Gross Block			Depreciation				Net Block		
	As at 31 <sup>st</sup> March, 2015	Additions	Deletions	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015	For the year	Deletions	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
5.1 Tangible Assets										
Land	4,10,17,396		1,31,85,500	2,78,31,896	-	-	-	-	2,78,31,896	4,10,17,396
Buildings	17,33,53,370	25,05,035	5,86,493	17,52,71,912	11,16,54,912	7,80,472	(20,81,455)	11,45,16,839	6,07,55,073	6,16,98,458
Plant & Machinery	7,80,97,264	1,13,89,560	41,20,634	8,53,66,190	6,48,93,701	29,31,647	41,57,523	6,36,67,825	2,16,98,365	1,32,03,563
Computer, Equipments and Net working	8,73,72,225	14,34,330		8,88,06,555	8,69,58,002	3,39,113	-	8,72,97,115	15,09,440	4,14,223
Furniture & Fixtures	16,18,47,376	27,89,068	-	16,46,36,444	16,01,41,278	5,57,417	-	16,06,98,695	39,37,749	17,06,098
Vehicles	3,42,03,893			3,42,03,893	3,35,04,244	3,09,460	-	3,38,13,704	3,90,189	6,99,649
Research and Developmental Expenditure	13,23,60,509			13,23,60,509	13,23,53,325	-	-	13,23,53,325	7,184	7,184
<b>Total Tangible &amp; Intangible Assets</b>	<b>70,82,52,033</b>	<b>1,81,17,993</b>	<b>1,78,92,627</b>	<b>70,84,77,399</b>	<b>58,95,05,462</b>	<b>49,18,109</b>	<b>20,76,068</b>	<b>59,23,47,503</b>	<b>11,61,29,896</b>	<b>11,87,46,571</b>
Previous year	72,44,82,811	24,87,311	1,87,18,089	70,82,52,033	57,83,01,312	1,66,47,652	54,43,502	58,95,05,462	11,87,46,571	14,61,81,499

Particulars	No. of Shares	31 <sup>st</sup> March, 2016	No. of Shares	31 <sup>st</sup> March, 2015
<b>6. Non-Current Investments</b>				
Other non-current investments				
Total - Trade Investments		-		-
<b>6.1 Other Investments</b>				
Investment in Partnership Firm (Ref. 6.3.4)		3,88,04,549		3,88,04,549
Investment in Joint Ventures (Ref. 6.3.3)	2,26,90,000	22,69,00,000	2,26,90,000	22,69,00,000
Investments in Traded Companies - Quoted (Ref. 6.3.1)	4,15,000	1,14,93,325	4,15,000	1,14,93,325
Investments in Traded Companies - Un-quoted (Ref. 6.3.2)	3,68,50,980	81,83,43,408	3,68,50,980	81,83,43,408
<b>6.2 Total of 6.1</b>		<b>109,55,41,282</b>		<b>109,55,41,282</b>
Less: Provision for diminution in the value of investments		88,50,31,282		88,50,31,282
<b>Total - Trade Investments &amp; Other Investments</b>		<b>21,05,10,000</b>		<b>21,05,10,000</b>
<b>6.3 Details of Other Investments</b>				
6.3.1 Investments in Traded Companies - Quoted Equity Instruments - Fully Paid - Quoted				
B S Appliances Limited :				
81,000 Equity Shares of ₹ 10/- each, fully paid up (Market value: Nil)	81,000	33,50,375	81,000	33,50,375
BPL Engineering Limited :				
3,34,000 Equity Shares of ₹ 10/- each, fully paid up (Market value: Nil)	3,34,000	81,42,950	3,34,000	81,42,950
6.3.2 Investments in Traded Companies Un-quoted Equity Instruments - Fully Paid - Un-quoted				
BPL Telecom Private Limited :				
25,96,980 Equity Shares of ₹ 10/- each, fully paid up	25,96,980	21,59,58,986	25,96,980	21,59,58,986
BPL Management Services Limited :				
89,91,000 Equity Shares of ₹ 10/- each, fully paid up	89,91,000	8,99,09,910	89,91,000	8,99,09,910

## Notes forming part of Balance Sheet

(₹)				
Particulars	No. of Shares	31 <sup>st</sup> March, 2016	No. of Shares	31 <sup>st</sup> March, 2015
BPL Techno Vision Private Limited : 1000 Equity Shares of ₹ 10/- each	1,000	10,000	1,000	10,000
Electronic Research Private Limited : 35,75,000 Equity Shares of ₹ 10/- each, fully paid up	35,75,000	3,57,50,000	35,75,000	3,57,50,000
Kleer Industries Inc. (USA) : 87,000 Shares of 7 USD each	87,000	2,05,99,443	87,000	2,05,99,443
5,50,000 Shares of 10 USD each	5,50,000	24,56,15,069	5,50,000	24,56,15,069
BPL Medical Technologies Pvt Ltd 2,10,50,000 Equity Shares of Rs. 10/- each fully paid up (**)	2,10,50,000	21,05,00,000	2,10,50,000	21,05,00,000
6.3.3 Joint Venture Companies Equity Instruments - Fully Paid - Un-quoted Sanyo BPL Private Limited : 2,26,90,000 Equity Shares of ₹ 10/- each, fully paid up	2,26,90,000	22,69,00,000	2,26,90,000	22,69,00,000
6.3.4 Investment in Partnership Firms Kodi Properties and Finance		3,78,41,790		3,78,41,790
Wellworth Electronics		9,62,759		9,62,759
** Investment in Associate Company				
<b>7. Deferred Tax Assets (Net)</b>				
7.1 Assets				
Others (carried forward business loss and un-absorbed Depreciation)		46,53,95,293		68,95,20,888
7.2 Net Deferred Tax Asset		<u>46,53,95,293</u>		<u>68,95,20,888</u>
The Company has charged a sum of Rs.22.41 Crores being the losses treated as Deferred Tax Asset (DIA) to the Statement of Profit & Loss during the current year as required under Accounting Standards.				
<b>8. Long Term Loans and Advances</b>				
8.1 Loans and advances to related parties Unsecured, considered good		70,44,78,635		24,53,79,505
8.2 Total of Long Term Loans and Advances		<u>70,44,78,635</u>		<u>24,53,79,505</u>
<b>9. Other Non-Current Assets</b>				
9.1 Others (Security Deposit) Unsecured, considered good Considered Doubtful Less : Provision for doubtful deposits Total Security Deposits		2,02,27,935		1,79,29,564
9.2 Total of other non-current assets		<u>2,02,27,935</u>		<u>1,79,29,564</u>
<b>10. Inventories (As certified by the Management)</b>				
10.1 Refer Note 21.5				
Raw Materials		1,69,57,844		1,46,32,099
Work in Progress		21,48,817		13,85,453
Finished Goods		2,41,67,065		7,14,403
Stores and Spares		41,61,658		46,04,009
Total Inventories		<u>4,74,35,384</u>		<u>2,13,35,964</u>

# Notes forming part of Balance Sheet

(₹)

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
<b>11. Trade Receivables</b>		
11.1 Outstanding for a period more than six months from the due date of payment		
Unsecured considered good	90,50,105	45,955
Unsecured considered doubtful	12,04,824	11,59,462
Less:- Provison for Doubtful receivables	12,04,824	11,59,462
	<u>90,50,105</u>	<u>45,955</u>
11.2 Other Trade Receivables		
Unsecured considered good	115,05,11,881	115,59,30,245
<b>Total Trade Receivables</b>	<u>115,95,61,986</u>	<u>115,59,76,200</u>
<b>12. Cash and bank balances</b>		
12.1 Cash and Cash equivalents		
Cash on hand	23,969	31,196
Total - Cash and Cash equivalents	<u>23,969</u>	<u>31,196</u>
12.2 Other Bank Balances		
Bank Balances :		
(i) Current Account	25,77,406	88,00,211
(ii) Deposit Account*	2,43,50,000	2,64,52,264
Total - Bank Balances	<u>2,69,27,406</u>	<u>3,52,52,475</u>
Total of Cash and Bank Balances	<u>2,69,51,375</u>	<u>3,52,83,671</u>
The bank deposit account as on 31.03.2016 includes a restricted deposit of Rs. 43.50 lakhs (previous year - Rs. 94.52 lakhs). The restriction is on account of lien being marked on deposit as the same was given as a margin for bank guarantee.		
<b>13. Short Term Loans and Advances</b>		
13.1 Advance payment of income tax & wealth tax (including TDS)	6,06,35,556	5,12,54,091
13.2 Deposits/Balances with Excise / Sales Tax Authorities	2,95,66,128	2,86,30,707
13.3 Loans & Advances to Employees	6,00,615	2,40,753
13.4 Others : Unsecured, considered good	16,66,28,574	7,88,75,270
Total - Short Term Loans and Advances	<u>25,74,30,874</u>	<u>15,90,00,821</u>
<b>14. Other Current Assets</b>		
Interest Accured	32,90,686	25,52,647
Other Current Assets	24,21,761	-
	<u>57,12,447</u>	<u>25,52,647</u>
<b>15. Contingent Liabilities and Commitments</b>		
15.1 Contingent Liabilities		
Claims against the company not acknowledged as debt		
Cental Excise	4,77,26,880	4,87,84,584
Customs	8,00,94,017	6,65,66,447
Service Tax	1,01,52,110	1,01,52,110
Sales Tax	28,90,11,133	32,80,70,751
Guarantees	20,42,88,028	20,00,00,000
<b>Total - Contingent Liabilities and Commitments</b>	<u>63,12,72,168</u>	<u>65,35,73,892</u>

## Other Notes to Balance Sheet

In the opinion of the Board, none of the assets has a value lower on realization in the ordinary course of business than the amount at which they are stated in the Balance Sheet.

## Notes forming part of Statement of Profit and Loss

(₹)

Particulars	31 <sup>st</sup> March, 2016		31 <sup>st</sup> March, 2015	
<b>16. Revenue</b>				
16.1 Revenue from Operations				
Sale of Products	43,72,84,442		26,17,71,040	
Sale of Services	1,52,474		4,23,574	
Less: Excise Duty	3,38,68,817		2,33,25,992	
Net Sales		<u>40,35,68,099</u>		<u>23,88,68,622</u>
16.2 Other Income				
Interest Income		21,03,482		16,63,514
Net gain / loss on sale of Fixed Assets		13,64,52,802		4,86,25,413
Freight		95,76,756		57,49,606
Other non-operating income - Net		1,64,40,070		1,05,50,748
Total - Other Income		<u>16,45,73,110</u>		<u>6,65,89,281</u>
<b>17. Raw Materials Consumed</b>				
Opening Stock	1,92,36,108		1,41,48,578	
Raw & Process Material Purchased	16,30,34,999		12,75,07,196	
Power Charges	1,17,20,575		1,06,98,349	
Fuel & Water	13,61,552		9,54,860	
Closing Stock	(2,11,19,502)		(1,92,36,108)	
Total - Raw materials consumed		<u>17,42,33,732</u>		<u>13,40,72,875</u>
<b>18. Purchase of Stock-in-Trade</b>		15,15,80,297		1,24,02,057
Changes in Inventories				
Stock at Opening - Finished Goods	7,14,403		60,181	
Stock at Opening - Work in Process	13,85,453		9,70,509	
Total - Opening Stock		<u>20,99,856</u>		<u>10,30,690</u>
Stock at Closing - Finished Goods	11,04,082		7,14,403	
Stock at Closing - Stock in Trade	2,30,62,983		-	
Stock at Closing - Work in Process	21,48,817		13,85,453	
Total - Closing Stock		2,63,15,882		20,99,856
(Increase)/Decrease in Stocks		<u>(2,42,16,026)</u>		<u>(10,69,166)</u>
<b>19. Employee Benefits</b>				
Salaries and Wages	3,34,09,293		3,01,57,270	
Contribution to Provident and other funds	12,22,352		17,54,148	
Director's Remuneration*	87,60,000		87,60,000	
Staff welfare expenses	25,88,253		21,19,278	
Total - Employee Benefits		<u>4,59,79,898</u>		<u>4,27,90,696</u>

\*Payment of remuneration to Mr. Ajit G Nambiar, Chairman & Managing Director of the Company upto the financial year 2015-16 has been approved by the Govt. of India Vide SRN No.B70022835/2013 - CL-VII dt.17th October, 2013. The remuneration is paid / provided accordingly.

## Notes forming part of Statement of Profit and Loss

(₹)

Particulars	31 <sup>st</sup> March, 2016		31 <sup>st</sup> March, 2015	
<b>20. Other Expenses</b>				
Advertisement & Publicity	5,24,802		4,53,837	
Auditors Remuneration	6,07,025		6,84,000	
Bad Debts Written Off	2,24,764		42,86,298	
Commission on Sales	12,68,295		23,07,952	
Selling Expenses	5,36,829		-	
Warranties	20,79,075		-	
Communication Expenses	13,88,408		12,33,836	
Travelling Expenses	62,59,875		17,14,407	
Conveyance Expenses	38,22,836		29,25,277	
Rebates and Discounts	6,51,000		12,600	
Directors Sitting Fees	4,10,000		4,30,000	
Freight Charges	1,08,56,288		64,27,380	
Insurance Expenses	8,22,538		4,18,749	
Legal & Professional	1,70,80,033		1,21,51,722	
Miscellaneous Expenses	4,93,231		3,11,520	
Office Maintenance	60,53,226		63,91,810	
Printing & Stationary	6,70,842		4,84,979	
Rates & Taxes	89,43,774		29,76,052	
Interest Cost	57,86,301		-	
Bank Charges	6,84,681		5,40,329	
Bills Discounting charges	11,69,646		-	
Interest - Others	23,44,318		-	
Rent	3,68,520		92,080	
Repair & Maintenance P&M	2,74,900		11,61,045	
<b>Total Other Expenses</b>		<b>7,33,21,207</b>		<b>4,50,03,873</b>
<b>21.1 Auditors' Remuneration</b>				
Audit Fees	4,00,000		4,00,000	
Tax Audit Fees	75,000		75,000	
Reimbursement of Expenses	16,205		30,065	
Taxation matters	21,000		75,000	
Certification Charges	20,000		32,000	
Service Tax	74,820		71,935	
<b>Total</b>		<b>6,07,025</b>		<b>6,84,000</b>

# Notes to Accounts

Notes attached to and forming part of the Accounts for the Period ended 31st March, 2016

## 21. Significant Accounting Policies

### 21.1 General

The financial statements have been prepared under historical cost convention in accordance with Generally Accepted Accounting Principles in India and the provisions of the Companies Act, 2013 as adopted consistently by the company.

### 21.2 Fixed Assets

Fixed Assets, except Land and Building which were revalued as on 30.04.85, are stated at their original cost of acquisition including incidental expenditure related thereto, taxes, duties other than modvat credit availed and installation expenses. Net surplus or deficiency that arise when an asset is disposed/discarded/demolished/destroyed, are duly accounted.

### 21.3 Depreciation

Depreciation on Fixed Assets are provided on Straight Line Method at the rates and manner prescribed under Schedule II of the Companies Act, 2013.

### 21.4 Investments

Investments are stated at cost. Provisions are made to recognize permanent diminution in the value of Investments.

### 21.5 Inventories

Inventories are valued as under:  
Finished Goods : At lower of cost or realisable value

Work in Progress : At cost inclusive of appropriate overheads

Materials, Components & Spares : At weighted average cost including taxes & duties

Goods in transit : At cost

### 21.6 Foreign Currency Transaction

Transactions in Foreign Currency, other than those covered by forward contracts are accounted at exchange rates prevailing on the date of the transaction. Assets and liabilities in foreign currency not covered by forward contracts are translated at exchange rate prevailing on the date of the Balance Sheet. The Net loss, if any, on conversion is charged to revenue / asset account but gains if insignificant, is not accounted for.

### 21.7 Research and Development

Fixed Assets purchased for Research & Development are capitalised and depreciated as per the Company's policy.

### 21.8 Retirement Benefit

Contribution to recognised Provident Fund is made at predetermined rates. The Company has an arrangement with Life Insurance Corporation of India to administer its Gratuity and Superannuation Schemes. The Gratuity liability calculated as per Actuarial Valuation is Rs. 91.83 Lakhs for existing employees. The liability for the exit employees is Rs. 26.59 Lakhs. The following table sets out the status of the plan as required under AS 15:

(₹)			
Gratuity computations as on 31 <sup>st</sup> March, 2016			
		31.03.2016	31.03.2015
	Defined Benefit Plans - Gratuity - Funded Obligation		
<b>i</b>	<b>Actuarial Assumptions</b>		
	Discount Rate (per annum)	8.00%	8.00%
	Expected return on plan assets	8.00%	8.00%
	Salary escalation rate*	5.00%	5.00%
	Expected average future service (years)	18.23	18.18
<b>ii</b>	<b>Reconciliation of present value of obligation</b>		
	Obligations at period beginning - Current	5,96,734	5,27,836
	Obligations at period beginning - Non-current	77,24,913	67,06,743



## Notes to Accounts

	Current Service Cost	10,65,743	10,34,675
	Interest Cost	6,24,730	5,43,258
	Actuarial (gain)/loss	1,96,352	3,96,835
	Benefits Paid	(10,25,046)	(8,87,700)
	Present value of obligation at end of the year	91,83,425	83,21,647
	Current Liability (within 12 months)	6,73,152	5,96,734
	Non Current Liability	85,10,273	77,24,913
<b>iii</b>	<b>Change in plan assets</b>		
	Plans assets at period beginning, at fair value	9,617	3,46,185
	Expected return on plan assets	357	27,695
	Actuarial gain/(loss)	235	3,462
	Contribution for Benefits settled directly by company	10,01,700	8,87,700
	Benefits settled directly by the company	(10,01,700)	-8,87,700
	Plans assets at period end, at fair value	19,053	3,86,959
<b>iv</b>	<b>Net (Asset)/Liability recognised in Balance Sheet</b>		
	Present value of obligation at end of the year	91,83,425	83,21,647
	Fair value of plan assets at end of the year	19,053	3,86,959
	Net Asset/(Liability) recognized in the Balance Sheet	91,64,372	(79,34,689)
<b>v</b>	<b>Expenses recognised in the Statement of Profit and Loss</b>		
	Current Service Cost	10,65,743	10,34,675
	Interest Cost	6,24,730	5,43,258
	Expected return on plan assets	(357)	(27,695)
	Actuarial (gain) /loss recognised in the period	1,96,351	3,93,373

The Company has discontinued the Superannuation Scheme effective November 2011. The crystallized liability under Superannuation Scheme as on 31<sup>st</sup> March, 2016 was ₹ 12.56 lakhs.

### 21.9 Borrowing Cost

Borrowing Cost that are directly attributable to the acquisition, Construction or production of a qualifying asset are capitalised as part of the asset. Other borrowing costs are recognized as expense in the period in which they are incurred.

### 21.10 Revenue Recognition

Revenue in respect of Sale of Products is recognized when goods are supplied to customers.

Service Income is accounted as and when services

are rendered. Dividend income on Investments is accounted when the right to receive the payment is established. Interest income is recognised on a time proportionate basis considering the amount outstanding and rate applicable. Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

### 21.11 Contingent Liability

All known liabilities are provided for in the accounts except liabilities of a contingent nature, which are adequately disclosed in accounts.

# Notes to Accounts

## 22. Notes to Accounts

### 22.1 Quantitative Particulars

#### a. Particulars of opening and closing stock of finished goods after adjusting returns

Products	Opening Stock (Sqm)	Closing Stock (Sqm)
Printed Circuit Board (Unpopulated)	822	866

#### b. Production

Products	Installed Capacity (Sqm)	Actual production	
		2015-16 (Sqm)	2014-15 (Sqm)
Printed Circuit Board (Unpopulated)	2,88,000	2,17,184	1,78,784

The products are assembled from a large number of Components/Parts procured from outside suppliers. Hence, quantity particulars for each item in respect of Purchases, Consumption and Sales cannot be furnished.

#### c. Traded Goods Purchase

(Qty. in nos / Value in lakhs)

Products	2015-16		2014-15	
	Quantity	Value	Quantity	Value
LED TVs/Refrigerators/Washing Machines	7,076	1270.00	-	-

#### d. Sales

LED TVs/Refrigerators/Washing Machines	5,381	1039.00	-	-
--	-------	---------	---	---

### 22.2 Share Capital

- 2.1 Share Capital includes 21,930 Equity Shares of Rs 10/- each allotted as Fully Paid Up for consideration other than cash and 96,50,000 Equity Shares of Rs 10/- each allotted as Bonus Shares by Capitalisation of General Reserve during an earlier period.
- 2.2 1,69,58,682 Non- Convertible, Non-Cumulative 0.001% Preference Shares of Rs. 100/- each, were allotted on 23rd September, 2005, pursuant to the Scheme of Arrangement approved by the Hon. High Court of Kerala, Ernakulam. Out of which, 1,41,24,682 shares are redeemable in four equal installments at the end of the 11th,12th,13th and 14th year and the balance of 28,34,000 shares are redeemable in ten equal installments commencing from 31st March, 2008. The Company is yet to redeem these preference shares and the amount outstanding as on 31st March 2016,

was Rs.25.51crores. Company is making arrangements for the redemption of the above and the same will be redeemed in due course.

- 2.3 There are no Micro and Small Enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st March 2016. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the company.
- 2.4 As the company has no qualifying assets as defined in Accounting Standard 16, amount of borrowing cost that are directly attributable to the acquisition, construction or production of a qualifying asset have not been capitalised.
- 2.5 In accordance with the provisions of Accounting Standard 17, the Company has only one reporting segment viz, Electronic Industry. Segmental reporting as defined is therefore not applicable.

# Notes to Accounts

## 2.7 Related Party disclosure in accordance with Accounting Standard 18:

(Amt. in ₹)

Related Parties - 2015-16						
Party Name	Opening Balance	Dr	Cr	Closing Balance	Nature of relation	Nature of Transaction
Bharat Energy Ventures Limited (BEVL)	21,24,78,635	49,28,00,000	8,00,000	70,44,78,635	Co. in which Directors have control	Guarantee satisfied
BPL Telecom Private Limited					Co. in which Directors have control	
1)	84,350	17,26,090	18,87,124	(76,684)		
2)	2,78,96,900	12,43,56,917	2,04,71,600	13,17,82,217		Trade Advance
BPL Techno Vision Private Limited					Co. in which Directors have control	
1)	(185,09,989)	1,99,76,800	1,02,13,800	(87,46,989)		Payment made
2)		2,84,550	2,55,696	28,854		
Phoenix Holdings Private Limited	(20,41,835)	20,41,835	-	-	Co. in which Directors have control	Payment made
Orion Constructions Company Pvt Ltd	(7,01,696)	-	-	-7,01,696	Co. in which Directors have control	
Electronic Research Private Limited	110,39,28,404		40,00,000	109,99,28,404	Co. in which Directors have control	Payment received
Mr. Ajit G Nambiar	(4,30,972)	49,73,808	49,55,821	(4,12,985)	Chairman & Managing Director	Remuneration
Dynamic Electronics Pvt Ltd	(25,00,000)	25,00,000		-	Co. in which Directors have control	Payment made
Electro Investment Pvt Ltd	(57,00,000)	57,00,000		-	Co. in which Directors have control	Payment made
E R Computers Pvt Ltd	3,29,00,870		3,29,00,870	-	Co. in which Directors have control	Payment received

## 2.8 The Lease Rentals received/charged during the year and the obligations on operating leases are as follows:

As Lessor: (₹ in lakhs)

	Year ended 31 <sup>st</sup> March	
	2016	2015
Lease rentals recognized during the period	53.79	82.06
As Lessee:		
Lease rentals paid during the period	3.68	-
Lease obligations payable within one year	-	-

The operating lease arrangements are renewable on a periodic basis. Some of these lease agreements have price escalation clauses.

## 2.9 The amount provided by the company in the books of

account towards gratuity is sufficient to cover the actuarial value of liability as certified by an external valuer. However, due to shortage of funds, the company is yet to fund the full actuarial liability under the scheme administered by LIC of India. As per the agreement with employees, the company has no liability for payment of leave encashment to its employees.

2.10 The company has obtained confirmation of balances from its debtors. The balances due to creditors including Group Companies are subject to confirmation/reconciliation.


2.11 Previous year's figures have been regrouped/reclassified, wherever necessary, to correspond with the current year's classification/disclosure.

As per our report attached

for **T Velupillai & Co.,**

Chartered Accountants

Firm's Registration No: 004592S



**M S Ram**

Partner, M. No. 026687

Bangalore

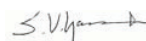
26<sup>th</sup> May, 2016

For and on behalf of the Board of Directors



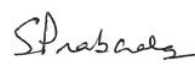
**Ajit G Nambiar**

Chairman & Managing Director



**S V Ganesh**

Chief Financial Officer



**S Prabakar**

Director



**D Krishnan**

Company Secretary

# Independent Auditors' Report on Consolidated Financial Statements

## Independent Auditors' Report on Consolidated Financial Statements

To the Members of BPL Limited

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of BPL Limited ("the Holding Company") and its associate, BPL Medical Technologies Private Limited (collectively referred to as "the Company"), comprising of the consolidated balance sheet as at 31 March 2016, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Basis for Qualified Opinion

- a) As reported by auditors of BPL Medical Technologies Pvt Ltd, employee stock option cost has not been recognized in the absence of intrinsic value on grant date, which is not in accordance with Guidance Note on accounting for Employees Share- Based Payments issued by Institute of Chartered Accountants of India and in the absence of aforementioned intrinsic value on grant date, the impact of not recognizing such stock option cost on the consolidated statement of profit and loss is not ascertainable and

accordingly we are unable to comment on the same including consequential impact that might arise in this regard.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of matter mentioned in Basis for qualified opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31 March 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

### Other Emphasis Matters

We did not audit the financial statements of BPL Medical Technologies Pvt Ltd (Associate) whose financial statements reflect total assets of Rs. 2,912,113,991.00 as at 31st March, 2016, total loss of `Rs. 266,700,790.00 and net cash flows amounting to `Rs.92,816,411.00 for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose report on consolidated financial statements have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid associate is based solely on the reports of the other auditor.

Our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its associate company incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations if any on the consolidated financial position of the Group.;

# Independent Auditors' Report on Consolidated Financial Statements

- ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivatives contracts.; and
- iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company and its associate company incorporated in India.

for T. Velupillai & Co.  
Chartered Accountants  
Firm's registration number: 004592S

Bangalore  
26th October, 2016

M.S.RAM  
Partner  
Membership Number: 026687

## Annexure - A to the Auditors' Report Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of of BPL Limited ("the Holding Company") and its associate, BPL Medical Technologies Private Limited (collectively referred to as "the Company"), which are companies incorporated in India, as of that date.

### Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Qualified Opinion

As reported by auditors of BPL Medical Technologies group in their report on Internal Financial controls, following material weaknesses have been identified as at March 31, 2016:

- a) The Holding company, BPL Medical Technologies group did not have appropriate Internal controls with respect to accounting and disclosure of Employee Stock Options, which could potentially result in misstatement of employee benefit expense in the consolidated financial statements.
- b) The Holding company, BPL Medical Technologies group did not have appropriate Internal controls with respect to documentation of vendor evaluation for purchase of inventories and fixed assets, maintenance of age analysis of inventories and monitoring of actual cost of warranty which could potentially result in such account balances being under/overstated.

A 'material weakness' is a deficiency or a combination of deficiencies, in internal financial controls over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effect of material weaknesses described above on the achievement of objectives of control criteria, the Holding company, BPL Medical Technologies group have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

for T. Velupillai & Co.  
Chartered Accountants  
Firm's registration number: 004592S

Bangalore  
26th October, 2016

M.S.RAM  
Partner  
Membership Number: 026687

# Consolidated Balance Sheet

(₹)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2016
<b>I. EQUITY AND LIABILITIES</b>		
<b>(1) Shareholders' Funds</b>		
(a) Share Capital	1	218,47,26,130
(b) Reserves and Surplus	2	8,50,47,512
<b>(2) Non-Current Liabilities</b>	3	
(a) Long-term borrowings		6,52,07,671
(b) Other long term liabilities		-
(c) Long term provisions		1,57,76,509
<b>(3) Current Liabilities</b>	4	
(a) Trade payables		10,98,29,319
(b) Other current liabilities		42,64,06,819
(c) Short-term provisions		47,49,865
<b>Total</b>		<b>289,17,43,825</b>
<b>II. ASSETS</b>		
<b>(1) Non-Current Assets</b>		
(a) Fixed assets	5	
(i) Tangible assets		11,61,29,896
(b) Non-current investments	6	8,84,20,000
(c) Deferred tax assets (net)	7	46,53,95,293
(d) Long term loans and advances	8	70,44,78,635
(e) Other non-current assets	9	2,02,27,935
<b>(2) Current Assets</b>		
(a) Inventories	10	4,74,35,384
(b) Trade receivables	11	115,95,61,986
(c) Cash and bank balances	12	2,69,51,375
(d) Short-term loans and advances	13	25,74,30,874
(e) Other current assets	14	57,12,447
<b>Total</b>		<b>289,17,43,825</b>
Contingent Liabilities and Commitments	15	63,12,72,168

Significant Accounting Policies and Notes to Accounts  
As per our report attached

21

For and on behalf of the Board of Directors

for T Velupillai & Co.,

Chartered Accountants

Firm's Registration No: 004592S


  
M S Ram

Partner, M. No. 026687



Ajit G Nambiar

Chairman & Managing Director



S V Ganesh

Chief Financial Officer



Capt. S Prabhala

Director



D Krishnan

Company Secretary

Bangalore

26<sup>th</sup> October, 2016

# Consolidated Statement of Profit and Loss

(₹)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March, 2016
<b>REVENUE</b>		
I Revenue from Operations (Gross)	16	43,74,36,916
Less: Excise duty		3,38,68,817
Revenue from Operations (Net)		40,35,68,099
II. Other Income		16,45,73,110
<b>III. Total Revenue (I +II)</b>		<b>56,81,41,209</b>
<b>IV. Expenses</b>		
Cost of materials consumed	17	17,42,33,733
Purchase of Stock-in-Trade	18	15,15,80,297
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		(2,42,16,026)
Employee benefits	19	4,59,79,898
Depreciation and amortization	5	49,18,109
Other expenses	20	7,33,21,207
<b>Total Expenses</b>		<b>42,58,17,218</b>
V. Profit before exceptional items and tax (III - IV)		14,23,23,991
VI. Exceptional Items		-
<b>VII. Profit before tax (VII - VIII)</b>		<b>14,23,23,991</b>
<b>VIII. Tax expense:</b>		
(1) Current tax		(10,93,886)
(1) Prior period tax		(15,76,904)
(2) Deferred tax		(22,41,25,595)
IX. Profit / (Loss) for the period from continuing operations		(8,44,72,394)
X. Share of Profit/(Loss) of an Associate		(5,47,80,342)
XI. Profit / (Loss) from discontinuing operations		-
XII. Tax expense of discounting operations		-
XIII. Profit / (Loss) from Discontinuing operations (XII - XIII)		-
<b>XIV. Profit / (Loss) for the period (IX + X + XIII)</b>		<b>(13,92,52,736)</b>
<b>XV. Earning per Equity share :</b>		
(1) Basic		(2.85)
(2) Diluted		(2.85)
No. of Equity Shares		4,88,84,818

Significant Accounting Policies and Notes to Accounts

21

As per our report attached

For and on behalf of the Board of Directors

for T Velupillai & Co.,

Chartered Accountants

Firm's Registration No: 004592S

  
M S Ram

Partner, M. No. 026687



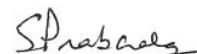
Ajit G Nambiar

Chairman & Managing Director



S V Ganesh

Chief Financial Officer



Capt. S Prabhala

Director



D Krishnan

Company Secretary

Bangalore

26<sup>th</sup> October, 2016

# Consolidated Cash Flow Statement

(₹)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	
<b>A. Cash Flow from Operating Activities</b>		
Net Profit / (Loss) before exceptional, extraordinary items and tax		14,23,23,991
<i>Adjustments for:</i>		
Depreciation and amortisation	49,18,109	
Share of Profit / (Loss) of associates	5,47,80,342	
(Profit) / loss on sale / write off of assets	(13,64,52,802)	
Finance costs	88,15,300	
Interest income	(21,03,482)	
		(7,00,42,533)
<b>Operating profit / (loss) before working capital changes</b>		<b>7,22,81,458</b>
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(2,60,99,420)	
Trade receivables	(35,85,786)	
Short-term loans and advances	(9,84,30,053)	
Long-term loans and advances	(45,90,99,130)	
Other current assets	(31,59,800)	
Other non-current assets	(22,98,371)	
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	1,15,72,401	
Other current liabilities	37,95,47,617	
Other long-term liabilities	(1,90,12,532)	
Short-term provisions	47,29,913	
Long-term provisions	25,318	
		(21,58,09,843)
		(14,35,28,385)
Cash flow from extraordinary items		
Cash generated from operations		(14,35,28,385)
Net income tax (paid) / refunds		(26,70,789)
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>(14,61,99,174)</b>
<b>B. Cash flow from investing activities</b>		
Proceeds from sale of fixed assets	13,41,51,368	
Share of Loss		
- Associates	(5,47,80,342)	
Interest received		
- Others	21,03,482	
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>8,14,74,508</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from long-term borrowings	6,52,07,671	
Finance cost	(88,15,300)	
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>5,63,92,371</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(83,32,295)</b>
Cash and cash equivalents at the beginning of the year		3,52,83,671
Effect of exchange differences on restatement of foreign currency Cash and cash		
Cash and cash equivalents at the end of the year		2,69,51,375
Note to Cash flow statement		
1. Components of Cash and Cash equivalents		
(a) Cash on hand		23,969
(b) Balances with banks		
(i) In current accounts		25,77,406
(ii) In deposit accounts		2,43,50,000
		<b>2,69,51,375</b>

As per our report attached

For and on behalf of the Board of Directors

for T Velupillai & Co.,

Chartered Accountants

Firm's Registration No: 004592S



**M S Ram**

Partner, M. No. 026687

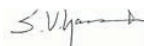
Bangalore

26<sup>th</sup> October, 2016



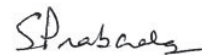
**Ajit G Nambiar**

Chairman & Managing Director



**S V Ganesh**

Chief Financial Officer



**Capt. S Prabhala**

Director



**D Krishnan**

Company Secretary



# Notes forming part of Consolidated Balance Sheet

(₹)

Particulars	As at 31 <sup>st</sup> March, 2016
<b>1. Shareholders' Funds</b>	
<b>Share Capital</b>	
1.1 Equity Share Capital	
1.1.1 Authorised Equity Share Capital 5,50,00,000 Shares (5,50,00,000 Shares) of ₹ 10/- each	55,00,00,000
1.1.2 Issued, Subscribed and fully Paid-Up 4,88,84,818 Shares (4,88,84,818 Shares) of ₹10/- each	48,88,48,180
1.1.3 Forfeited Shares	9,750
<b>Total - Equity Share Capital</b>	<b>48,88,57,930</b>

a) Reconciliation of Shares outstanding at the beginning and end of the year is as under:

	As at March 31, 2016	
	No. of Shares	Amount
Balance at the beginning and end of the year	4,88,84,818	48,88,48,180
	4,88,84,818	48,88,48,180

b) Details of shareholders holding more than 5% of equity shares

Sl No.	Name of the Shareholder	As at March 31, 2016	
		No. of Shares	% of holding
1	Electro Investment Pvt Ltd	2,31,02,544	47.26
2	Merino Finance Private Limited	30,77,500	6.30
	Total	2,61,80,044	53.56

1.2 Preference Share Capital

1.2.1 Authorised Preference Share Capital 1,70,00,000 Shares (1,70,00,000 Shares) of ₹100/- each	170,00,00,000
1.2.2 Issued, Subscribed and fully Paid-Up 1,69,58,682 Shares (1,69,58,682 Shares) of ₹100/- each	169,58,68,200
<b>Total - Preference Share Capital</b>	<b>169,58,68,200</b>

a) Reconciliation of Shares outstanding at the beginning and end of the year as under:

	As at March 31, 2016	
	No. of Shares	Amount
Balance at the beginning and end of the year	1,69,58,682	169,58,68,200
	1,69,58,682	169,58,68,200

## Notes forming part of Consolidated Balance Sheet

b) Details of shareholders holding more than 5% of preference shares

Sl No.	Name of the Shareholder	As at March 31, 2016	
		No. of Shares	% holding
1	ER Computers Pvt Ltd	73,71,837	43.47
2	Electro Investment Pvt Ltd	15,76,222	9.29
3	Namfil Finance Co Pvt Ltd	13,23,728	7.81
4	Merino Finance Pvt Ltd	9,80,429	5.78
5	Oriental Bank of Commerce	20,00,000	11.79
6	Canara Bank	18,07,033	10.66
	Total	1,50,59,249	88.80

### 2. Reserves and Surplus

#### 2.1 Reserves

(₹)

Description	Balance as at 31 <sup>st</sup> March, 2016	Additions	Deductions
Capital Redemption Reserve	53,33,00,000	-	-
Capital Reserve	1,50,64,055	-	-
Share Premium Account	-	-	-
Total	54,83,64,055	-	-

#### 2.2 Surplus

Opening Surplus i.e., Balance in Statement of Profit and Loss	(216,49,92,675)		
Add : Profit for the period as per XIII of Statement of Profit and Loss	(13,92,52,736)		
Less : Share Premium Adjusted :	184,09,28,868		
Closing Surplus i.e., Balance in Statement of Profit and Loss	(46,33,16,543)	-	-
2.3 Total - Reserves and Surplus	8,50,47,512	-	-

## Notes forming part of Consolidated Balance Sheet

(₹)

Particulars	As at 31 <sup>st</sup> March, 2016
<b>3. Non-Current Liabilities</b>	
3.1 Long Term Borrowings	
3.1.1 Unsecured	
Term Loans from other Parties	6,52,07,671
Total Unsecured Long Term Borrowings	6,52,07,671
<b>Total Long Term Borrowings</b>	<b>6,52,07,671</b>
Unsecured Loan represents Rs.600 Lacs loan availed by the company from M/s. Jupiter Capital Private limited on 25th August 2016 at an interest rate of 16% P.A. The principal and the interest amount outstanding at the end of the reporting period are Rs.600 lacs and Rs.52.08 lacs respectively.	
3.2 Long Term Provisions	
Provision for employee Gratuity/Superannuation	1,57,76,509
<b>Total Long Term Provisions</b>	<b>1,57,76,509</b>
<b>4. Current Liabilities</b>	
4.1 Trade Payables	
Trade Payables	4,20,74,313
Others	6,77,55,006
<b>Total - Trade Payables</b>	<b>10,98,29,319</b>
4.2 Other Current Liabilities	
Trade Deposit & Advances	39,07,20,340
Sales Tax & withholding taxes payable	3,03,60,146
Employees- Salaries & Benefits	53,26,333
<b>Total - Other Current Liabilities</b>	<b>42,64,06,819</b>
4.3 Short Term Provisions	
Provision for Tax*	26,70,790
Provision for Warranties**	20,79,075
Total Short Term Provisions	47,49,865
<b>Total - Current Liabilities</b>	<b>54,09,86,003</b>

Note on Provision for Taxation and Warranties :

\*Income tax provision of Rs. 10.94 lakhs on current year rental income and Rs. 15.76 lakhs for the previous year's rental income has been made

\*\*Provision for warranties is made @ 2% of the turnover of Consumer Electronic items; LED TVs, Refrigerators and Washing Machines.

# Notes forming part of Consolidated Balance Sheet

## 5. Non - Current Assets

(₹)

Description	Gross Block				Depreciation				Net Block	
	As at 31 <sup>st</sup> March, 2015	Additions	Deletions	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015	For the year	Deletions	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>5.1 Tangible Assets</b>										
Land	4,10,17,396		1,31,85,500	2,78,31,896	-	-	-	-	2,78,31,896	4,10,17,396
Buildings	17,33,53,370	25,05,035	5,86,493	17,52,71,912	11,16,54,912	7,80,472	(20,81,455)	11,45,16,839	6,07,55,073	6,16,98,458
Plant & Machinery	7,80,97,264	1,13,89,560	41,20,634	8,53,66,190	6,48,93,701	29,31,647	41,57,523	6,36,67,825	2,16,98,365	1,32,03,563
Computer, Equipments and Net working	8,73,72,225	14,34,330		8,88,06,555	8,69,58,002	3,39,113	-	8,72,97,115	15,09,440	4,14,223
Furniture & Fixtures	16,18,47,376	27,89,068	-	16,46,36,444	16,01,41,278	5,57,417	-	16,06,98,695	39,37,749	17,06,098
Vehicles	3,42,03,893			3,42,03,893	3,35,04,244	3,09,460	-	3,38,13,704	3,90,189	6,99,649
Research and Developmental Expenditure	13,23,60,509			13,23,60,509	13,23,53,325	-	-	13,23,53,325	7,184	7,184
<b>5.2 Total Tangible &amp; Intangible Assets</b>	<b>70,82,52,033</b>	<b>1,81,17,993</b>	<b>1,78,92,627</b>	<b>70,84,77,399</b>	<b>58,95,05,462</b>	<b>49,18,109</b>	<b>20,76,068</b>	<b>59,23,47,503</b>	<b>11,61,29,896</b>	<b>11,87,46,571</b>

Particulars	No. of Shares	As at 31 <sup>st</sup> March, 2016
<b>6.1 Other Investments</b>		
Investment in Partnership Firm (Ref. 6.3.4)		3,88,04,549
Investment in Joint Ventures (Ref. 6.3.3)	2,26,90,000	22,69,00,000
Investments Traded Companies - Quoted (Ref. 6.3.1)	4,15,000	1,14,93,325
Investments Traded Companies - Un-quoted (Ref. 6.3.2)	3,68,50,980	69,62,53,408
Total - Other Investments		<u>97,34,51,282</u>
<b>6.2 Total of 6.1</b>		
Less: Provision for dimunition in the value of investments		<u>88,50,31,282</u>
<b>Total - Trade Investments &amp; Other Investments</b>		<u><b>8,84,20,000</b></u>
<b>6.3 Details of Other Investments</b>		
<b>6.3.1 Investments in Traded Companies - Quoted</b>		
Equity Instruments - Fully Paid - Quoted		
B S Appliances Limited :		
81,000 Equity Shares of ₹ 10/- each, fully paid up (Market value: Nil)	81,000	33,50,375
BPL Engineering Limited :		
3,34,000 Equity Shares of ₹ 10/- each, fully paid up (Market value: Nil)	3,34,000	81,42,950
<b>6.3.2 Investments in Traded Companies Un-quoted</b>		
Equity Instruments - Fully Paid - Un-quoted		
BPL Telecom Private Limited :		
25,96,980 Equity Shares of ₹ 10/- each, fully paid up	25,96,980	21,59,58,986
BPL Management Services Limited :		
89,91,000 Equity Shares of ₹ 10/- each, fully paid up	89,91,000	8,99,09,910
BPL Techno Vision Private Limited :		
1000 Equity Shares of ₹ 10/- each	1,000	10,000
Electronic Research Private Limited :		
35,75,000 Equity Shares of ₹ 10/- each, fully paid up	35,75,000	3,57,50,000
Kleer Industries Inc. (USA) :		
87,000 Shares of 7 USD each	87,000	2,05,99,443
5,50,000 Shares of 10 USD each	5,50,000	24,56,15,069

## Notes forming part of Consolidated Balance Sheet

		(₹)
Particulars	No. of Shares	As at 31 <sup>st</sup> March, 2016
BPL Medical Technologies Pvt Ltd (Associate Company) 2,10,50,000 Equity Shares of Rs. 10/- each fully paid up	2,10,50,000	21,05,00,000
Transfer to Goodwill		(12,20,90,000)
<b>6.3.3 Joint Venture Companies</b>		
Equity Instruments - Fully Paid - Un-quoted		
Sanyo BPL Private Limited :		
2,26,90,000 Equity Shares of ₹ 10/- each, fully paid up	2,26,90,000	22,69,00,000
<b>6.3.4 Investment in Partnership Firms</b>		
Kodi Properties and Finance		3,78,41,790
Wellworth Electronics		9,62,759
<b>7. Deferred Tax Assets (Net)</b>		
<b>7.1 Assets</b>		
Others (carried forward business loss and un-absorbed Depreciation)		46,53,95,293
<b>7.2 Net Deferred Tax Asset</b>		<u>46,53,95,293</u>
The Company has charged a sum of Rs.22.41 Crores being the losses treated as Deferred Tax Asset (DTA) to the Statement of Profit & Loss during the current year as per Accounting Standard.		
<b>8. Long Term Loans and Advances</b>		
<b>8.1 Loans and advances to related parties</b>		
Unsecured, considered good		70,44,78,635
<b>8.2 Total Loans and Advances to related parties</b>		<u>70,44,78,635</u>
<b>9. Other Non-Current Assets</b>		
<b>9.1 Others (Security Deposit)</b>		
Unsecured, considered good		2,02,27,935
Less : Provision for doubtful deposits		
Total Security Deposits		<u>2,02,27,935</u>
<b>9.2 Total of other non-current assets</b>		<u>2,02,27,935</u>
<b>10. Inventories</b>		
<b>10.1 Valued at Lower of Cost or Realisable value</b>		
Raw Materials		1,69,57,844
Work in Progress		21,48,817
Finished Goods		2,41,67,065
Stores and Spares		41,61,658
<b>Total Inventories</b>		<u>4,74,35,384</u>
<b>11. Trade Receivables</b>		
<b>11.1 Outstanding for a period more than six months from the due date of payment</b>		
Unsecured considered good		90,50,105
Unsecured considered doubtful		12,04,824
Less:- Provison for Doubtful receivables		(12,04,824)
		<u>90,50,105</u>

## Notes forming part of Consolidated Balance Sheet

(₹)	
Particulars	As at 31 <sup>st</sup> March, 2016
11.2 Other Trade Receivables	
Unsecured considered good	115,05,11,881
Total Trade Receivables	<u>115,95,61,986</u>
<b>12. Cash and bank balances</b>	
12.1 Cash and Cash equivalents*	
Cash on hand*	23,969
Total - Cash and Cash equivalents	<u>23,969</u>
12.2 Other Bank Balances*	
Bank Balances :	
(i) Current Account	25,77,406
(ii) Deposit Account	<u>2,43,50,000</u>
Total - Bank Balances	<u>2,69,27,406</u>
Total of Cash and Bank Balances	<u>2,69,51,375</u>
<b>13. Short Term Loans and Advances</b>	
13.1 Advance payment of income tax & wealth tax (including TDS)	6,06,35,556
13.2 Deposits/Balances with Excise / Sales Tax Authorities	2,95,66,128
13.3 Loans & Advances to Employees	6,00,615
13.4 Others :	
Unsecured, considered good	16,66,28,574
Total - Short Term Loans and Advances	<u>25,74,30,874</u>
<b>14. Other Current Assets</b>	
Interest Accured	32,90,686
Other Current Assets	24,21,761
	<u>57,12,447</u>
<b>15. Contingent Liabilities and Commitments</b>	
15.1 Contingent Liabilities	
Claims against the company not acknowledged as debt	
Cental Excise	4,77,26,880
Customs	8,00,94,017
Service Tax	1,01,52,110
Sales Tax	28,90,11,133
Guarantees	<u>20,42,88,028</u>
Total - Contingent Liabilities and Commitments	<u>63,12,72,168</u>

### Other Notes to Balance Sheet

In the opinion of the Board, none of the assets has a value lower on realization in the ordinary course of business than the amount at which they are stated in the Balance Sheet.

# Notes forming part of Consolidated Statement of Profit and Loss

(₹)

Particulars	for the year ended 31 <sup>st</sup> March, 2016	
<b>16. Revenue</b>		
16.1 Revenue from Operations		
Sale of Products	43,72,84,442	
Sale of Services	1,52,474	
Less: Excise Duty	3,38,68,817	
Net Sales		<u>40,35,68,099</u>
16.2 Other Income		
Interest Income	21,03,482	21,03,482
Net gain / loss on sale of Fixed Assets	13,64,52,802	13,64,52,802
Freight	95,76,756	95,76,756
Other non-operating income - Net	1,64,40,070	1,64,40,070
Total - Other Income		<u>16,45,73,110</u>
<b>17. Raw Materials Consumed</b>		
Opening Stock	1,92,36,108	
Raw & Process Material Purchased	16,30,34,999	
Power Charges	1,17,20,575	
Fuel & Water	13,61,552	
Closing Stock	(2,11,19,502)	
Total - Raw materials consumed		<u>17,42,33,732</u>
<b>18. Purchase of Stock-in-Trade</b>	15,15,80,297	15,15,80,297
Changes in Inventories		
Stock at Opening - Finished Goods	7,14,403	
Stock at Opening - Work in Process	13,85,453	
Total - Opening Stock		<u>20,99,856</u>
Stock at Closing - Finished Goods	11,04,082	
Stock at Closing - Stock in Trade	2,30,62,98	
Stock at Closing - Work in Process	21,48,817	
Total - Closing Stock		2,63,15,882
(Increase)/Decrease in Stocks		<u>(2,42,16,026)</u>
<b>19. Employee Benefits</b>		
Salaries and Wages	3,34,09,293	
Contribution to Provident and other funds	12,22,352	
Director's Remuneration*	87,60,000	
Staff welfare expenses	25,88,253	
Total - Employee Benefits		<u>4,59,79,898</u>

## Notes forming part of Consolidated Statement of Profit and Loss

(₹)

Particulars	for the year ended 31 <sup>st</sup> March, 2016	
<b>20. Other Expenses</b>		
Advertisement & Publicity	5,24,802	
Auditors Remuneration	6,07,025	
Bad Debts Written Off	2,24,764	
Commission on Sales	12,68,295	
Selling Expenses	5,36,829	
Warranties	20,79,075	
Communication Expenses	13,88,408	
Travelling Expenses	62,59,875	
Conveyance Expenses	38,22,836	
Rebates and Discounts	6,51,000	
Directors Sitting Fees	4,10,000	
Freight Charges	1,08,56,288	
Insurance Expenses	8,22,538	
Legal & Professional	1,70,80,033	
Miscellaneous Expenses	4,93,231	
Office Maintenance	60,53,226	
Printing & Stationary	6,70,842	
Rates & Taxes	89,43,774	
Interest Cost	57,86,301	
Bank Charges	6,84,681	
Bills Discounting charges	11,69,646	
Interest - Others	23,44,318	
Rent	3,68,520	
Repair & Maintenance P&M	2,74,900	
<b>Total Other Expenses</b>		<u><u>7,33,21,207</u></u>
<b>21.1 Auditors' Remuneration</b>		
Audit Fees	4,00,000	
Tax Audit Fees	75,000	
Reimbursement of Expenses	16,205	
Taxation matters	21,000	
Certification Charges	20,000	
Service Tax	74,820	
<b>Total</b>		<u><u>6,07,025</u></u>



# Notes to Consolidated Accounts

Notes attached to and forming part of the Consolidated Accounts for the Period ended 31st March, 2016.

## Corporate Information

BPL Limited (BPL) has acquired 2,10,50,000 equity shares of Rs.10/- each fully paid up (20.54%) in BPL Medical Technologies Pvt Ltd (BMTPL) for an amount of Rs.21,05,00,000/- in August 2013 as a part of Business Transfer Agreement (BTA). BPL 's investment in the equity capital of BMTPL accounts for 20.54% and accordingly, BMTPL is an Associate Company of BPL.

BPL is engaged in the business of manufacturing of unpopulated Printed Circuit Boards (PCB) and Trading in Electronic Consumer Durables. Associate is engaged in the business of manufacturing, trading, sale and maintenance of medical devices.

## 2. Basis of Preparation

The consolidated financial statement is prepared in accordance with the generally accepted accounting principles in India (Indian GAAP". The Consolidated financial statement have been prepared to comply in all material respects with the accounting standard notified under sec 133 of the Companies Act, 2013 ("the Act") read together with Rule 7 of the Companies (Accounts) Rules 2014. The consolidated financial statements have been prepared on an accrual basis and under the historical cost convention.

In the preparation of the consolidated financial statements, the Associate Company's financials have been consolidated in accordance with the Accounting Standard 23, "Accounting for Investments in Associates in Consolidated Financial

Statements" (AS 23) as specified under Sec 133 of the Companies Act, 2013 ("the Act") read together with Rule 7 of the Companies (Accounts) Rules 2014. The consolidated financial statements have been prepared on the following basis:

- i) Carrying amount of the investment is decreased to recognise the investor's share of the losses of the investee during period under consideration. However, diminution in value as on the date of investment and share of loss during the preceding years have been disclosed under capital reserve in the schedule to the financial statement.
- ii) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances are presented, to the extent possible, in the same manner the BPL's standalone financial statements.
- iii) The financial statements of the entity used for the purpose of consolidation are drawn up to same reporting date as that of BPL Limited.
- iv) This being the first year of preparation of Consolidated Financial Statements pursuant to the requirements under the Act and accordingly, the previous year figures are not available for comparison.

The consolidated financial statement, in addition to BPL Limited, comprises of the following Associate Company:

Name of the Associate	Country of Incorporation	% of Investment as on 31st March, 2016
BPL Medical Technologies Pvt Ltd	India	20.54%

## Additional information:

Name of the entity in the Associate	Net Assets, i.e., total assets minus total liabilities		Share in profit or (loss)	
	As % of consolidated net assets	Amount - Rs.	As % of consolidated profit or loss	Amount - Rs.
BPL Medical Technologies Pvt Ltd	20.54	39,78,45,788	20.54	(5,47,80,342)

As per our report attached

for T Velupillai & Co.,

Chartered Accountants

Firm's Registration No: 004592S

  
M S Ram

Partner, M. No. 026687

Bangalore

26<sup>th</sup> October, 2016

For and on behalf of the Board of Directors



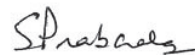
Ajit G Nambiar

Chairman & Managing Director



S V Ganesh

Chief Financial Officer



Capt. S Prabhala

Director



D Krishnan

Company Secretary

# Proxy Form

## BPL LIMITED

CIN: L28997KL1963PLC002015

Registered Office: BPL Works, Palakkad -678 007, Kerala

Phone: 91-80-25589109, email id: investor@bpl.in, website: www.bpl.in

## PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP/ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

(3) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 52nd Annual General Meeting of the Company, to be held on December 22, 2016 at 10.00 A.M. at Hotel Sri Chackra International, Krishna Gardens, Chandranagar P.O, Palakkad -678 007, Kerala and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	To consider and adopt the audited financial statements for the year ended 31st March, 2016 together with Report of Directors and Auditors there on.
2.	To appoint a director in place of Mrs. Anju Chandrasekhar who retires by rotation, and being eligible, offers herself for re-election.
3.	To ratify the appointment of existing Statutory Auditors of the company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting as required under Section 139 of the Companies Act, 2013.
4.	To re-appoint Mr Ajit G Nambiar as Chairman and Managing Director of the Company and fix his remuneration.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Re.0.30  
Revenue  
Stamp

### Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office/ Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please refer to the Notice convening the 52nd Annual General Meeting for the details of Resolutions and Notes thereon.
3. Please fill all the information including details of member(s) in the above box before submission.

For more information on the range of **BPL** Products  
visit : [www.bpl.in](http://www.bpl.in)



**Consumer Products**  
Believe In The Best  
TV. FRIDGE. WASHING MACHINE



**Medical Technology**  
Happier Living Everyday  
SURGICAL. MEDICAL. SCANNING



**Telecom**  
Happier Living Everyday  
CONSUMER. ENTERPRISE. POWERLINE



**Home Automation**  
Intelligent Life. Simplified  
VILLA. APARTMENT. BUSINESS. DEVELOPERS



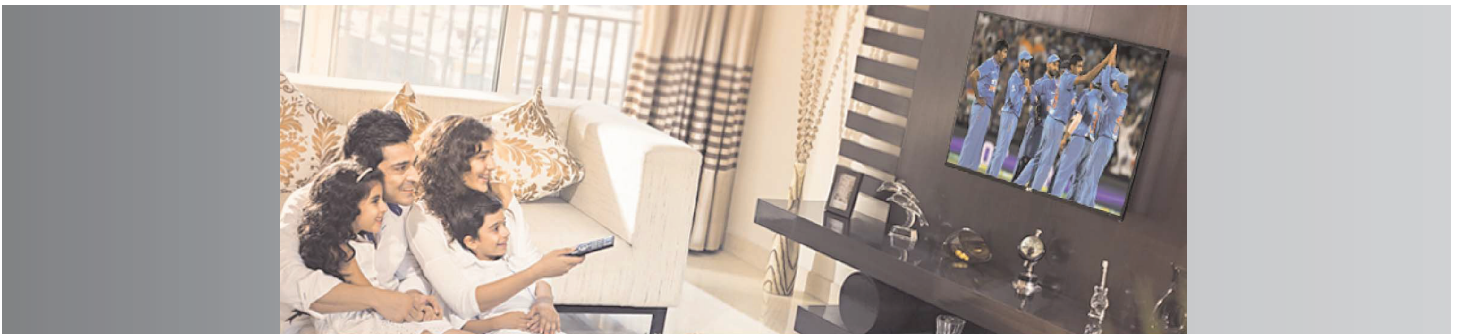
**Surveillance**  
Intelligent Security. Rest Assured  
ANALOG. NETWORK. PROFESSIONAL



**Lighting Solutions**  
Save Energy. Save Money  
LED. RECHARGEABLE. SOLAR



*Believe in the Best*



*For more information  
visit : [www.bpl.in](http://www.bpl.in)*