



**BPL LIMITED**

**CIN:** L28997KL1963PLC002015

**Registered Office:** BPL Works, Palakkad, 678007

**Phone:** 8025580490; **Email:** investor@bpl.in

**Website:** <https://bpllimited.com/>

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extra-ordinary General Meeting (EGM) of BPL Limited will be held on **Thursday, the 26<sup>th</sup> June, 2025** at 11.00 A M through Video conferencing (VC)/Other Audio Visual Means (OVAM) for which purpose the Registered office of the company situated at BPL Works, Palakkad – 678 007, Kerala, India, shall be deemed to be made there to transact the following business:

**SPECIAL BUSINESSES**

- 1. Re-appointment of Mr. Ajit G Nambiar, as Chairman and Managing Director of the Company and payment of Remuneration to him.**

*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, approval of the Board and subject to the provisions of Sections 196, 197, 198 and the rules made thereunder, read with Schedule V of the Companies Act, 2013, approval of members of the Company be and hereby accorded for re- appointment of Mr. Ajit G Nambiar as Chairman and Managing Director of the Company for a period of three years from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2028 on the following terms and conditions:

**I. Remuneration:**

**a. Fixed Gross Compensation:**

The Fixed Gross Compensation is Rs. 1,20,00,000/- per annum inclusive of contribution to Provident Fund, Gratuity Fund and Medical Insurance.

**i. Salary:**

Salary of Rs.6,00,000/- 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-imbusement 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.4,00,000/- per month

**b. Statutory Benefits:**

- i. Provident Fund: The Company's contribution to Provident Fund not exceeding 12% of the basic salary.
- 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.
- iii. Overseas Business Trip

The Chairman & Managing Director is eligible for reimbursement of overseas business trip expenses upto a maximum amount of Rs.25,00,000/- per annum. Any expenditure over and above this sum shall have to be approved by the Board from time to time.

**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 Cars 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-imbusement of ordinary medical expenses, in case of hospitalization 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.32,46,720/- in any financial year.

## **II. Other terms and conditions:**

- a. The Company shall indemnify Mr. Ajit G Nambiar and keep him indemnified against all the costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company's work including the legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of law, Arbitration etc.
- b. Leave with full pay and allowances shall be allowed as per the Company's rules.
- c. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- d. The perquisites as listed in para (iv) 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.

## **III. Variable Compensation**

The Company shall pay 1.50% of the Profit Before Tax (PBT) from operations as Variable Compensation to the Chairman & Managing Director, once a year, as performance pay/Bonus, based on the performance of the company.

***RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds and things which may be expedient or proper, to give effect to the above resolutions"***

## **2. Re-appointment of Mr. Nowroz J Cama, as an independent director for the second term of 5 years**

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

**"RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on approval and recommendation of

the Nomination and Remuneration Committee and that of the Board, **Mr. Nowroz J Cama** (DIN: 08772755), who holds office as an Independent Director upto 29/06/2025 and meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, for a further period of 5 (Five) years effective from 29/06/2025 till 28/06/2030, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**3. Re-appointment of Dr. Chandan Juneja, as an independent director for the second term of 5 years**

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

“**RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on approval and recommendation of the Nomination and Remuneration Committee and that of the Board, **Dr. Chandan Juneja** (DIN: 07945542), who holds office as an Independent Director upto 29/06/2025 and meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, for a further period of 5 (Five) years effective from 29/06/2025 till 28/06/2030 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

*By order of the Board*

28/05/ 2025  
Bangalore

**Ajit G Nambiar**  
*Chairman & Managing Director*

## NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and consequential Circulars issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold EGM through Video Conference / Other Audio Visual Means (VC/OAVM), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.bpplimited.com](http://www.bpplimited.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1, 2 & 3 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial

Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this EGM is also annexed.

8. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
9. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at [investor@bpl.in](mailto:investor@bpl.in).
11. Since the EGM will be held through VC / OAVM, no Route Map is annexed to this Notice.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 22/06/2025, at 11:00 A.M. and ends on 25<sup>th</sup> June 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20/06/2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20/06/2025.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="464 259 1418 658">1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="464 696 1418 1137">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="464 1176 1418 1285">3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="464 1323 1418 1805">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="464 1843 1418 1953">5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [casivcarajanp@gmail.com](mailto:casivcarajanp@gmail.com), with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number to [investor@bpl.in](mailto:investor@bpl.in), ). The same will be replied by the company suitably.

## **QUESTIONS & ANSWERS SESSION AND REGISTRATION OF SPEAKERS at EGM**

### **1. Questions prior to e-EGM:**

*Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investors@bpl.in](mailto:investors@bpl.in) from **22/06/2025- to 24/06/2025**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.*

2. Due to limitations of transmission and coordination during the Q&A session, the company may dispense with the speaker registration during the e-EGM conference.

*By order of the Board*

**Sd/-**

**Ajit G Nambiar**  
*Chairman & Managing Director*

28/05/ 2025  
Bengaluru

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

**Particulars as required for re-appointment of Directors pursuant to provisions of the Companies Act, 2013, SEBI (LODR) Regulations 2015 and also the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No.1**

**Information required to be furnished under Regulation 36(3) of the SEBI (LODR) Regulations 2015 and Secretarial Standard – 2- General Meetings.**

**The particulars of Director who is proposed to be re-appointed at this meeting are given below:**

Name and DIN	<b>Mr. Ajit G Nambiar (DIN: 00228857)</b>
Date of Birth (DOB) & Age	<b>11.07.1963/62 years</b>
Nationality	<b>Indian</b>
Original date of appointment	21st September, 1988
Date of previous appointment	<b>28<sup>th</sup> September 2022</b>
Relationship with other Directors	Mr. Ajit G Nambiar, Director, is related to Mrs. Anju Chandrasekhar, Director of the Company. None of the other directors and Key Managerial Personnel is concerned or interested or related to Mr. Ajit G Nambiar
Qualification	Graduate in Computer Science Engineering from Boston University, USA.
Expertise in specific functional areas	<p><b>Mr. Ajit Nambiar's</b> Consumer Electronics experience is extensive and diversified. He started his career in the year 1986 with Electronic Research Pvt Limited's manufacturing operations as Head of Manufacturing at Bangalore and in 1986 joined BPL Limited in their Sales division. He has a varied and rich experience across BPL Group in several roles as Head of Electronic Research components division, leading the marketing division of BPL Limited and finally as Director of BPL Limited</p> <p>He is a graduate in Computer Science engineering from Boston University and has undergone several management training with Sanyo Electric Co. Ltd at their Kobe based institute in Japan. He is known for his passion, patience and strong customer centric approach.</p>
Number of shares & % of holding	80,000 equity shares/0.16%
Name of the companies in which Mr. Ajit G Nambiar is a director	<ol style="list-style-type: none"> <li>1. Electro Investment Pvt. Ltd</li> <li>2. Nambiar Intl. Investment Co. Pvt. Ltd</li> <li>3. E R Computers Private Limited</li> <li>4. Electronic Research Pvt. Ltd</li> <li>5. Dynamic Electronics Pvt. Ltd</li> <li>6. Anan Properties &amp; Finance Co., Pvt. Ltd</li> </ol>

	7. BPL Medical Technologies Pvt. Ltd 8. BPL Power Projects (AP) Pvt. Ltd 9. Bharat Energy Ventures Private Limited 10. Stallion Computers Private Limited 11. .Phoenix Holdings Private Limited 12. Zyfax Systems ( Bangalore) Pvt Ltd	
Chairmanships/Memberships of Committees in other Public Limited Companies (Including Audit Committee and Stakeholders Relationship Committee)	Mr. Ajit G Nambiar is a member of the Stakeholders Relationship and CSR Committee.	
Number of Board meetings attended during the FY 2024-25	<b>Held : 5</b>	<b>Attended : 5</b>
<b>Listed Entities from which the appointee has resigned as Director in past 3 years:</b>	<b>None</b>	

The re-appointment of Mr. Ajit G Nambiar, as a director on the board of the company complies with the requirements of provisions of Section 152 of the Companies Act, 2013 with regard to re-election of a director.

The Nomination & Remuneration Committee at its meeting held on 28/05/2025 has recommended the said re- appointment and accordingly, the Board too recommends the resolution as set out at **Item no. 1** of the Notice as Special Resolution.

Except Mr. Ajit G Nambiar and Mrs. Anju Chandrasekhar, being a 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 resolution at Item No. 1 of the accompanying Notice.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company

In conformity with the provisions of Section 102 of the Companies Act, 2013 and also with the SEBI (LODR) Regulations, 2015, 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. The brief profile of the Directors eligible for re-appointment is given below.

### Explanatory statement including profile:

**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. 01.04.2022 to 31.03.2025 at a remuneration of Rs. 1,05,00,000/- per annum, pursuant to the provisions of the Companies Act, 2013 and applicable rules framed thereunder by the Ministry of Corporate Affairs (MCA). Accordingly, the term of office of Mr. Ajit G Nambiar, as the Chairman & Managing Director (CMD) expired on 31<sup>st</sup> March 2025 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 & Managing Director 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 28.05.2025 have already approved re-appointment of Mr. Ajit G Nambiar as Chairman & Managing Director of the company for a further period of 3 years from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2028 and fixed his remuneration for the said period subject to the approval of the members.

As per the provisions of Section 198 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the total remuneration proposed to be paid to Mr. Ajit G Nambiar i.e., Rs. 1,20,00,000/-per annum as salary & perquisites and 1.5% of PBT from operations of the company as performance incentive/bonus are within the limits as prescribed under the said Act and Rules.

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.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

### Item No.2

#### Information required to be furnished under Regulation 36(3) of the SEBI (LODR) Regulations 2015 and Secretarial Standard – 2- General Meetings.

The particulars of Director who is proposed to be re-appointed at this meeting are given below:

Name and DIN	<b>Mr. Nowraoz J Cama (DIN: 08772755)</b>
Date of Birth (DOB) & Age	<b>04-07-1944 / 79years</b>
Nationality	<b>Indian</b>
Original date of appointment	29 <sup>th</sup> June 2020
Date of previous appointment	29 <sup>th</sup> June 2020
Relationship with other Directors	None
Qualification	Graduate in economics and political science and also holds a Diploma in Banking (Pt.I) 1968, from English Institute of Bankers, London, UK
Expertise in specific functional areas	He has hands-on experience in technical and operational areas/products of full-service international banking. He is specialized in large

	Corporate Business Accounts management / Financial Analysis and Client Relations, with responsibility for delivering required ROE through a profitable Corporate Accounts Portfolio.	
Number of shares & % of holding	-	
<i>Name of the companies in which Mr. Nowroz J Cama is a director</i>	None	
Chairmanships/Memberships of Committees in other Public Limited Companies (Including Audit Committee and Stakeholders Relationship Committee)	None	
Number of Board meetings attended during the FY 2024-25	<b>Held : 5</b>	<b>Attended : 5</b>
<b>Listed Entities from which the appointee has resigned as Director in past 3 years:</b>	<b>None</b>	

The re-appointment of Mr. Nowroz J Cama, as an independent director on the board of the company complies with the requirements of provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015.

The Nomination & Remuneration Committee at its meeting held on 28/05/2025 has recommended the said re- appointment and accordingly, the Board too recommends the resolution as set out at **Item no. 2** of the Notice as Special Resolution.

Except Mr. Nowroz J Cama, none of the Directors and Key Managerial Personnel of the Company or their respective relative is concerned or interested financially or otherwise in resolution at Item No. 2 of the accompanying Notice.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,
- (v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company

In conformity with the provisions of Section 102 of the Companies Act, 2013 and also with the SEBI (LODR) Regulations, 2015, 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. The brief profile of the Directors eligible for re-appointment is given below.

### **Explanatory statement including profile:**

**Mr. Nowroz J Cama** was appointed as independent director of the Company for a period of 5 years from 29th June, 2020 to 28th June, 2025 pursuant to the provisions of the Companies Act, 2013 and applicable rules framed thereunder by the Ministry of Corporate Affairs (MCA). Accordingly, the term of office of Mr. Nowroz J Cama, as the Independent Director expires on 28<sup>th</sup> June 2025 and he being eligible, offers himself for re-appointment.

**Mr. Nowroz J Cama**, has given a declaration to the Company that he is not disqualified under Section 149(6) of the Act for appointment as an Independent Director under the Act and has also given his consent to act as such for the Company.

Pursuant to the provisions of Companies Act, 2013, the Nomination and Remuneration Committee of the Board and Board of Directors at their meeting held on 28/05/2025 has already approved the re-appointment of **Mr. Nowroz J Cama** as Independent Director of the company for a further period of 5 years from 29<sup>th</sup> June, 2025 to 28<sup>th</sup> June 2030 subject to the approval of the members.

**Mr. Nowroz J Cama**, about 79 years old, is a graduate in economics and political science and also holds a Diploma in Banking (Pt.I) 1968, from English Institute of Bankers, London, UK. He began his career as a Management Trainee with Grindlays Bank Limited in 1965 in their India and London offices. Later, moved through various levels, functions and business lines in Banking and in Financial & Human Resource Management, with full responsibility for profitability, operational efficiency, strategy and coordination at field, Regional and Country levels.

He has hands-on experience in technical and operational areas/products of full-service international banking. He is specialized in large Corporate Business Accounts management / Financial Analysis and Client Relations, with responsibility for delivering required ROE through a profitable Corporate Accounts Portfolio.

He has managed the Grindlays International Management Training Centre (GRIT) which drew middle and senior managers from branches in South Asia, Asia-Pacific, Middle East / Africa, and the UK, for development of Managerial and Corporate Financial Analysis skills.

Mr. Nowroz has similar experience and exposure with banks in Hong Kong and Saudi Arabia for 10 years. He returned to India as Head - Corporate Bank (India) with Banque IndoSuez in Bombay. Subsequently, moved to the Tata Group as Head of their elite Leadership Development Programme, The Tata Administrative Service (TAS) for 4 years. This involved recruitment from the top business schools in India, followed by up to 2 years of development through structured on-job and classroom training, culminating in placement with appropriate Tata Group companies. This was followed by 2 years with Tata Financial Services in the Group office in Bombay.

Post retirement in 2004, Mr. Nowroz J Cama started from scratch the Pune business for a Bangalore based company focused on recruitment for banks, BPOs and other international back-office service providers. Also consulted with a major Bangalore based real estate developer in the area of Corporate Structuring, results oriented Jobs Profiling, and Performance Management Systems, on a project basis.

After moving to Bengaluru, he worked with a software financial solutions provider specializing in development of sophisticated analytical software for banks, in Business Development and Client Relationship, covering India, Sri Lanka and one country in Africa. More recently, over two and a half years ending November 2016, he worked with a Bengaluru based bio-technology research and development company in the area of Financial Structuring and Strategic Management. Until mid-2019, he was engaged in an advisory/mentoring capacity with a small Financial and Investment Services firm specializing in comprehensive M & A consultancy to small and medium enterprises (SMEs); covering

the full range of financial and business planning for equity / debt funding for growth, expansion and acquisitions, including Compliance and CFO services.

Mr. Nowroz J Cama is not holding any directorships or membership in any committees.

Mr. Nowroz J Cama has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 (“the Act”) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mr. Nowroz J Cama fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Nowroz J Cama as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, excluding Saturday. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Nowroz J Cama as an Independent Director and based on the recommendations of the Nomination & Remuneration Committee, the Board recommends a Special Resolution as set out at Item No. 2, for approval of the members.

Name of the companies in which Mr. Nowroz J Cama is Director has already been furnished under the explanatory statement given for agenda item No.2 above.

Mr. Nowroz J Cama is not a member of committee in any other company.

The re-appointment of Mr. Nowroz J Cama, as an Independent Director on the board of the company complies with the requirements of provisions of Section 149 of the Companies Act, 2013 and applicable provisions of SEBI (LODR) Regulations 2015.

The Board of Directors recommends the resolution as set out at Item no. 2 of the Notice as a Special Resolution in relation to the re-appointment of independent director, for the approval of the shareholders of the Company via special resolution.

Except Mr. Nowroz J Cama 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. 2 of the accompanying Notice.

#### **ATTENDANCE RECORD OF DIRECTORS WHO SEEK APPOINTMENT / RE-APPOINTMENT AT THE EGM**

<b>Name of the Director</b>	<b>No. of Board Meetings held during 2024-25</b>	<b>No. of Board Meetings attended</b>	<b>Last AGM attendance (Yes/No.)</b>	<b>No. of Shares held</b>
Nowroz J Cama	5	5	Yes	0

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

**Item No.3**

**Information required to be furnished under Regulation 36(3) of the SEBI (LODR) Regulations 2015 and Secretarial Standard – 2- General Meetings.**

**The particulars of Director who is proposed to be re-appointed at this meeting are given below:**

Name and DIN	<b>Dr. Chandan Juneja (DIN: 07945542)</b>	
Date of Birth (DOB) & Age	<b>04-05-1963 / 62years</b>	
Nationality	<b>Indian</b>	
Original date of appointment	29 <sup>th</sup> June 2020	
Date of previous appointment	29 <sup>th</sup> June 2020	
Relationship with other Directors	None	
Qualification	Dr. Chandan Juneja holds MBBS degree from M/s Ramaiah Medical College, Bangalore and Diplomate of National Board (DNB) awarded to him by the National Board of Examinations (NBE), an autonomous academic body under the Ministry of Health and Family Welfare, Government of India.	
Expertise in specific functional areas	<p>He is a dedicated General Surgeon with strong track record of success in treating advanced conditions. He is a Consultant General Surgeon visiting many well -known hospitals in Bangalore. He is a member of Surgical Society of Bangalore and is accomplished surgeon in the field of Proctology.</p> <p>Dr. Juneja has hands-on experience in handling the family Real Estate business. More recently worked with Mumbai based Real Estate Company. He was involved with his family manufacturing business in the nineties and has experience interacting with banks and financial institutions.</p>	
Number of shares & % of holding	<b>0</b>	
<i>Name of the companies in which Dr. Chandan Juneja is a director</i>	<ul style="list-style-type: none"> <li>• BPL POWER PROJECTS (AP) PRIVATE LIMITED</li> <li>• BHARAT ENERGY VENTURES PRIVATE LIMITED</li> </ul>	
Chairmanships/Memberships of Committees in other Public Limited Companies (Including Audit Committee and Stakeholders Relationship Committee)	None	
Number of Board meetings attended during the FY 2024-25	<b>Held : 5</b>	<b>Attended : 5</b>

<b>Listed Entities from which the appointee has resigned as Director in past 3 years:</b>	<b>None</b>	

The re-appointment of **Dr. Chandan Juneja**, as an independent director on the board of the company complies with the requirements of provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015.

The Nomination & Remuneration Committee at its meeting held on 28/05/2025 has recommended the said re- appointment and accordingly, the Board too recommends the resolution as set out at **Item no. 3** of the Notice as Special Resolution.

Except **Dr. Chandan Juneja** none of the Directors and Key Managerial Personnel of the Company or their respective relative is concerned or interested financially or otherwise in resolution at Item No. 3 of the accompanying Notice.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,
- (v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company

In conformity with the provisions of Section 102 of the Companies Act, 2013 and also with the SEBI (LODR) Regulations, 2015, 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. The brief profile of the Directors eligible for re-appointment is given below.

**Explanatory statement including profile:**

**Dr. Chandan Juneja** was appointed as independent director of the Company for a period of 5 years from 29th June , 2020 to 28th June, 2025 pursuant to the provisions of the Companies Act, 2013 and applicable rules framed thereunder by the Ministry of Corporate Affairs (MCA). Accordingly, the term of office of **Dr. Chandan Juneja**, as the Independent Director expires on 28<sup>th</sup> June 2025 and he being eligible, offers himself for re-appointment.

**Dr. Chandan Juneja**, has given a declaration to the Company that he is not disqualified under Section 149(6) of the Act for appointment as an Independent Director under the Act and has also given his consent to act as such for the Company.

Pursuant to the provisions of Companies Act, 2013, the Nomination and Remuneration Committee of the Board and Board of Directors at their meeting held on 28<sup>th</sup> May 2025 has already approved the re-

appointment of **Dr. Chandan Juneja** as Independent Director of the company for a further period of 5 years from 29<sup>th</sup> June, 2025 to 28<sup>th</sup> June 2030 subject to the approval of the members.

Dr. Chandan Juneja, aged 57 years, is a dedicated General Surgeon with strong track record of success in treating advanced conditions. He holds MBBS degree from M/s Ramaiah Medical College, Bangalore and Diplomate of National Board (DNB) awarded to him by the National Board of Examinations (NBE), an autonomous academic body under the Ministry of Health and Family Welfare, Government of India. He is a Consultant General Surgeon visiting many well-known hospitals in Bangalore. He is a member of Surgical Society of Bangalore and is accomplished surgeon in the field of Proctology.

Dr. Juneja has hands-on experience in handling the family Real Estate business. More recently worked with Mumbai based Real Estate Company. He was involved with his family manufacturing business in the nineties and has experience interacting with banks and financial institutions.

He is pro-active and high-performing professional committed to achieving the best possible outcome for each activity.

He has in-depth knowledge of finance and accounts, having involved in many of the family manufacturing and real estate companies. He is good in decision making under pressure. He is a professional with high ethical standards and a practice-based learning executive.

Dr. Chandan Juneja is holding directorships as provided in the table above and does not hold any membership in any committees. Dr. Chandan Juneja has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Dr. Chandan Juneja fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Dr. Chandan Juneja as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, excluding Saturday. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Chandan Juneja as an Independent Director and based on the recommendations of the Nomination & Remuneration Committee, the Board recommends a Special Resolution as set out at Item No. 3, for approval of the members.

Name of the companies in which Dr. Chandan Juneja is Director has already been furnished under the explanatory statement given for agenda item No.3 above.

Dr. Chandan Juneja is not a member of committee in any other company.

The re-appointment of Dr. Chandan Juneja, as an Independent Director on the board of the company complies with the requirements of provisions of Section 149 of the Companies Act, 2013 and applicable provisions of SEBI (LODR) Regulations 2015.

The Board of Directors recommends the resolution as set out at Item no. 3 of the Notice as a Special Resolution in relation to the re-appointment of independent director, for the approval of the shareholders of the Company via special resolution.

Except Dr. Chandan Juneja 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. 3 of the accompanying Notice.

#### **ATTENDANCE RECORD OF DIRECTORS WHO SEEK APPOINTMENT / RE-APPOINTMENT AT THE EGM**

<b>Name of the Director</b>	<b>No. of Board Meetings held during 2024-25</b>	<b>No. of Board Meetings attended</b>	<b>Last AGM attendance (Yes/No.)</b>	<b>No. of Shares held</b>
Dr. Chandan Juneja	5	5	Yes	0

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

*By order of the Board*

**Sd/-  
Ajit G Nambiar**

*Chairman & Managing Director*

28/05/2025  
Bengaluru

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