

**BPL Limited**

28B/29, KIADB, Industrial Area,
Veerapura Post, Doddaballapura-561203
Bengaluru District, Karnataka, India.
Ph: +91 80 2558 1343
E-mail : investor@bpl.in / Website : www.bpllimited.com
CIN : L28997KL1963PLC002015

6th July,2026

The Manager - Listing, Corporate Relationship Department Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip code - 500074	The Manager - Listing, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Trading Symbol – BPL
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Dear Sir,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) - Notice of Postal Ballot

In furtherance to our letter dated 28th May, 2026 and pursuant to Regulation 30 & other applicable Regulations, if any, of the SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice of the Company dated 6th July, 2026 along with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Notice’) for seeking approval of the Members of the Company on the following resolutions and forming part of the Notice.

S. No	Resolution	Type of Resolution
1.	Re-appointment of Mr.C K Sabareeshan (DIN:0013462) as an Independent Director, for a further period of 5 years.	Special Resolution



In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, this Notice is being sent only through electronic mode to those members whose e-mail IDs are registered with the Company / Depositories / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, July 3, 2026 ('Cut-off date'). Accordingly, physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-Voting facility to its members. The remote e-Voting period commences from Wednesday, July 8, 2026 at 9:00 a.m. (IST) and ends on Friday, August 7, 2026 at 5:00 p.m. (IST). The e-Voting module shall be disabled by NSDL thereafter. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions for remote eVoting form part of the 'Notes' section to the Notice.

The results of the postal ballot will be announced on or before August 10, 2026.

The said Notice is also being made available on the website of the Company at <https://www.bpllimited.com> and on the website of NSDL at www.evoting@nsdl.com.

This is for your information and records.

Thank you,

Yours Faithfully,
For BPL Limited

A handwritten signature in blue ink, appearing to read 'Divya Bhardwaj'.

Divya Bhardwaj
Company Secretary & Compliance Officer



BPL LIMITED

CIN: L28997KL1963PLC002015

Registered Office: BPL Works, Palakkad, 678007

Phone: 080-25580490; **Email:** investor@bpl.in

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

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

VOTING STARTS ON	VOTING ENDS ON
Wednesday, July 8, 2026, at 9.00 a.m. (IST)	Friday, August 7, 2026, at 5.00 p.m. (IST)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the Special Business as set out hereunder by passing a Special Resolution by way of postal ballot, only by voting through electronic means (“remote e-voting”).

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (‘Notice’) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with BPL Limited (“the Company”)/KFIN TECHNOLOGIES LIMITED, the Company’s Registrars and Transfer Agent (“RTA”) / National Securities Depository Limited (“NSDL”) and/or Central Depository Services



(India) Limited (“CDSL”), (NSDL and CDSL collectively “Depositories”). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through remote e-voting.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of **National Securities Depository Limited (“NSDL”)** for facilitating e-voting. The Notice is also available on the website of the Company at <https://www.bpllimited.com>

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Friday, August 7, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Special Business:

Item no. 1 - Re-appointment of Mr. CK Sabareeshan (DIN: 00013462) as an Independent Director of the company for a further period of 5 years (second term).

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force) and all other rules, regulations and guidelines framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee (“Committee”) and board of directors (“Board”), **Mr. CK Sabareeshan** (DIN: 00013462), who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act (including the rules framed thereunder) and who has provided his consent to act as an independent director of the Company, and who meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, the members hereby approve



the re-appointment of Mr. **CK Sabareeshan** (DIN: 00013462) as an Independent Director of the Company for a further period of 5 (five) years effective from August 12, 2026 till August 11, 2032, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and 198 read with Schedule V as applicable and all other provisions, if any, of the Act and the rules made thereunder along with Regulation 17 and other applicable provisions, if any, the LODR Regulations (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) as applicable, and any other applicable laws, rules and regulations and pursuant to recommendation by the Committee and the Board, the consent of the members be and is hereby accorded for payment of commission (if any) and sitting fees to Mr. CK Sabareeshan, as the Board may approve from time to time subject to overall limits prescribed from time to time in terms of the appointment letter and as may be determined by the Board for his appointment as an independent director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, 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 authorised 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 the 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.”

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

e-mail: investor@bpl.in

Bengaluru
July 6, 2026

By order of the Board of Directors
for BPL Limited

Sd/-

Divya Bhardwaj
Company Secretary & Compliance Officer



Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations and SS-2, each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms an integral part of this Notice.
2. This Postal Ballot Notice is being sent ONLY to those members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories/KFIN Technologies Limited, the Company's Registrars and Transfer Agent ('RTA'), and whose email address is registered with the Company/RTA/Depositories/Depository Participants, as on July 3, 2026, ("the Cut-off Date").
3. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
4. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on July 3, 2026 being the Cut-off date, fixed for the purpose.
5. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., August 07, 2026. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
6. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting i.e. on or before Thursday, August 9, 2026 and will also be displayed on the Company website <https://www.bpllimited.com/> on the website of NSDL www.evoting.nsdl.com and communicated to the Stock Exchanges and Registrar and Share Transfer Agent (RTA).
7. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. August 7, 2026. Members may send their requests to www.bpllimited.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.



8. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).
9. Those Members who have already registered their email addresses are requested to keep the same validated with their DPs/Depositories/RTA to enable serving of notices/documents/Annual Reports and other communications electronically to their email address in future.
10. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
11. The instructions for Equity Shareholders for remote e-voting are as under:

The way to vote electronically on NSDL e-voting system consists of ‘Two Steps’, which are mentioned below:

Step 1: Access to the NSDL e-voting system

A. Login method for e-voting for individual shareholders holding securities in demat mode

In terms of the Securities and Exchange Board of India (‘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. Members 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 Members holding securities in demat mode with NSDL.	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . 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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> 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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play





<p>Individual Members holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>



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

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



- B. Login Method for e-Voting for shareholders other than individual shareholders holding securities in demat mode and members holding securities in physical mode
1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.nsd.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
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*****
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*****
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 137971 then user ID is 137971001***

5. Password details for members other than Individual members are given below:
 - i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - ii. 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.

- a) 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 members 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:
 - i. 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.
 - ii. 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - iv. Members can also use the OTP 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 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 is in active status.
2. Select 'EVEN' of company i.e.137971, for casting your vote during the remote e-voting period.



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.

Process for those Members whose email addresses 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), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar card by email to evoting@nsdl.com.
2. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to evoting@nsdl.com. If you are an Individual members 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 members holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to 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 members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email address correctly in their demat account in order to access e-voting facility.

General Guidelines for shareholders



1. Institutional members (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 the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to casivcarajanp@gmail.com with a copy marked to evoting@nsdl.com. Institutional members (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 to reset the password
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request to Mr. Falguni Chakraborty, Deputy Manager, NSDL at evoting@nsdl.com.
4. The Board of Directors have appointed Mr.P Sivarajan, Practicing Chartered Accountant, (M No. 200652), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
5. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, and the results will be announced within two working days from the conclusion of e-voting i.e. on or before Sunday, August 9, 2026. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.
6. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website at <https://www.bpllimited.com/> and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. on Friday, August 07, 2026.

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

Email: investor@bpl.in

Bengaluru
July 6, 2026

By order of the Board of Directors
for BPL Limited

Sd/-

Divya Bhardwaj
Company Secretary & Compliance Officer



EXPLANATORY STATEMENT

Statement Pursuant to Section 102 (1) and 110 of the Companies Act, 2013 (“Act”)

The following explanatory statement sets out material facts relating to the proposed resolutions mentioned in the accompanying Notice

Item 1

The Board recommends passing the Resolution in Item No. 1 of the Notice as a Special Resolution.

The Company proposes to re-appoint Mr.CK Sabareeshan (DIN: 00013462) as an Independent Director of the Company for a further term of five (5) consecutive years, with effect from 12th August, 2026 till August 11, 2032 (both days inclusive) subject to the approval of the shareholders through a special resolution.

Considering his extensive industry experience, strong governance background, and valuable contribution during his previous tenure, the Company now proposes to re-induct him as an Independent Director, in compliance with the provisions of Section 149(4) & 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”).

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 Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (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 SEBI or any other such authority,

- (v) Confirmation in terms of Regulation 25(8) of the LODR Regulations 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; and
- (vi) Mr.CK Sabareeshan has also confirmed that he is in compliance with Rule 6(1) and 6(2) of the Appointment Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has also received a notice in writing from a member proposing his candidature under Section 160(1) of the Act.

In the considered opinion of the Board, Mr.CK Sabareeshan fulfils the conditions specified in the Act, and relevant rules made thereunder and LODR Regulations for his appointment as an independent director of the Company and he is independent of the Management of the Company. Additionally, the Board observed that the distinguished background and expertise of Mr.CK Sabareeshan are congruent with the roles and competencies identified by the Committee, thereby confirming his eligibility for appointment as an Independent Director.

A copy of the draft letter for the appointment of Mr.CK Sabareeshan as an Independent Director setting out the terms and conditions is available on the website of the Company at <https://www.bpllimited.com/>.

The resolution seeks the approval of members for the appointment of Mr.CK Sabareeshan as an Independent Director of the Company from August 12, 2026 to August 11, 2032 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

Pursuant to the provisions of Section 197 of the Act, the Company will be paying sitting fees to Mr.CK Sabareeshan as the Board may approve from time to time subject to overall limits prescribed from time to time in terms of the appointment letter and as may be determined by the



Board for his appointment as an independent director of the Company.

The other details of Mr. CK Sabareeshan in terms of Regulation 36(3) of the LODR Regulations and Secretarial Standard-2 are given in *Annexure I* to this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Mr. CK Sabareeshan and his relatives to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the resolution set forth in item no. 1 for the approval of members.

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

Email: investor@bpl.in

Bengaluru
July 6, 2026

By order of the Board of Directors
for BPL Limited

Sd/-

Divya Bhardwaj
Company Secretary & Compliance Officer



Annexure – I

Additional information on directors recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards issued by ICSI:



Age: 71 years
DIN: 00013462

Here's a concise, professional one-page profile on director's introduction.

Brief Profile of Mr. Sabareeshan Chittur Kalyanakrishnan

Mr. Sabareeshan Chittur Kalyanakrishnan is a seasoned corporate leader, finance professional, and management consultant with over **31 years of industrial experience** across finance, corporate governance, strategic management, project execution, risk management, legal compliance, and organisational transformation. His academic background combines **Science and Commerce**, complemented by professional qualifications as a **Chartered Accountant (CA)** and **Company Secretary (CS)**.

He spent the last **16 years of his corporate career** with **Automotive Axles Limited**, an Indo-American joint venture and listed company engaged in the manufacture of drive axles and air-actuated brakes for commercial vehicles. As **Executive Director (Finance), Chief Financial Officer, and Company Secretary**, he was a member of the Board and played a pivotal role in financial leadership, corporate governance, strategic planning, and business transformation.

During his corporate career, he successfully led several organisation-wide initiatives, including implementation of **ISO 9000/QS 9000 Quality Systems**, Enterprise Risk Management, Legal Compliance Management Systems, ERP implementation (MFG/PRO), performance management restructuring, and major capacity expansion projects.

Following his voluntary retirement in 2010, Mr. Sabareeshan CK pursued his passion for learning and development by becoming a full-time trainer, mentor, and management consultant. Over



seven years, he delivered extensive training programmes for **Robert Bosch** across India and Southeast Asia, covering Project Management, Agile Frameworks, Leadership, Negotiation Skills, Risk Management, Team Building, and Communication, contributing more than **8,000 man-days** of executive training.

He is a **Certified ScrumMaster (Scrum Alliance, USA)**, a **Certified NLP Practitioner**, and a **Certified Bosch Trainer** for Project Management and Agile methodologies.

Mr. Sabareeshan has also made significant contributions to professional and industry bodies. He has served as **Chairman, CII Mysore**, **Chairman, Mysore Chapter of the Institute of Company Secretaries of India (ICSI)**, and **Chairman, Mysore Branch of the Southern India Regional Council of the Institute of Chartered Accountants of India (ICAI)**. He has actively mentored MSMEs, supported employability initiatives through Rotary, and advised organisations on business transformation, ERP implementation, SAP optimisation, and project management.

Known for his integrity, strategic thinking, and commitment to developing people, Mr. Sabareeshan brings to the Board extensive experience in finance, governance, risk management, organisational leadership, and business transformation, together with a strong passion for mentoring future leaders.

Inter-se relationships with directors and key managerial personnel: None

Listed companies in which Mr.CK Sabareeshan holds directorship and committee membership/Chairmanships (other than BPL Limited)

<i>Board Membership in Listed Entities</i> :None	
<i>Committee Membership in Listed Entities :</i>	
1.	Panasonic Appliances Company India Ltd

Shareholding in the Company: 1500

Key terms and conditions of appointment: As per the resolution in Item No.1of this notice read with the explanatory statement thereto.

Remuneration proposed to be paid: As determined by the Board of Directors from time to time within the limits as approved by the members

Date of first appointment on Board: Mr.CK Sabareeshan was appointed as a non- executive director on the Board on August 13,2021.

Number of Board meetings attended during the year: 5

Listed Entities from which Mr.CK Sabareeshan has resigned as Director in past 3 years:- NONE