



Believe in the Best

BPL LIMITED ANNUAL REPORT 2017- 2018



Corporate Information

BOARD OF DIRECTORS

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

COMPANY SECRETARY

Mrs. Chitra Mangalam Achuthananda Iyer

CHIEF FINANCIAL OFFICER

Mr. S V Ganesh

AUDITORS

M/s. MKUK & Associates
Chartered Accountants, Bangalore

BOARD COMMITTEES

Audit Committee

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

Nomination & Remuneration Committee

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

Stakeholders Relationship Committee

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

CSR Committee

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

Secretarial Auditor

Mr. Madhwesh K

REGISTERED OFFICE

BPL Works, Palakkad 678007, Kerala
CIN : L28997KL1963PLC002015
e-mail : investor@bpl.in
Website : www.bpl.in

CORPORATE OFFICE

No. 64, Church Street, Bangalore 560 001

MANUFACTURING FACILITIES

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

REGISTRAR AND SHARE TRANSFER AGENT

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

Contents	Page No.
Notice of AGM	1-7
Board's Report and Management Discussion & Analysis	8-15
Report on Corporate Governance	16-21
Independent Auditors' Report	22-24
Secretarial Audit Report	25
Balance Sheet	26
Statement of Profit and Loss	27
Cash Flow Statement	28-29
Statement of Changes in Equity	30-31
Notes to Accounts	32-62
Proxy Form	63

Notice of Annual General Meeting

Notice is hereby given that the 54th Annual General Meeting (AGM) of BPL Limited will be held on **Friday, the 28th September, 2018 at 10.00A.M. at Sri Chackra International**, Krishna Gardens, Chandranagar P.O., Palakkad - 678007, Kerala, to transact the following business:

ORDINARY BUSINESS

- 1) To consider and adopt the audited financial statements for the year ended 31st March, 2018 together with report of the Board of Directors and the auditors thereon.
- 2) To declare dividend of Rs. 0.001 per share on the Preference Shares.
- 3) To appoint a director in the place of Mrs. Anju Chandrasekhar, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- 4) Revision of remuneration payable to Mr. Ajit G Nambiar, Chairman and Managing Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution 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 revising the remuneration of Mr. Ajit G Nambiar, Chairman and Managing Director of the Company from Rs.87.60 lakhs to Rs.105 lakhs per annum plus 1.5% of Profit Before Tax (PBT) from operations of the Company with effect from 1st April, 2018.

The details are as set out below :

I. Remuneration:

A. Fixed Gross Compensation:

The Fixed Gross Compensation as approved currently is Rs. 1,05,00,000/- per annum inclusive of contribution to Provident Fund, Gratuity Fund and Medical Insurance.

i. Salary:

Salary of Rs. 5,00,000/- 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-imbursement 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.32,46,720/- per annum.

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.

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.

Notice of Annual General Meeting

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-imbursement of ordinary medical expenses, in case of hospitalisation of the Chairman and Managing Director and his family, the Remuneration Committee shall have the discretion to reimburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites will exceed the limit of Rs.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 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 Company Secretary of the company be and is hereby authorised to do all necessary acts, deeds and things which may be expedient or proper, to give effect to the above resolution".

By Order of the Board



Chitra M A

Company Secretary

6th August, 2018
Bangalore

Corporate Office:

Dynamic House, No.64, Church Street, Bangalore- 01.

e-mail:investor@bpl.in, Phone: + 91-80-25589109

URL : www.bpl.in

NOTES:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself/ herself, and such proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as a proxy for any other person or shareholder.
3. The instrument of proxy in order to be effective must be deposited/ lodged at the registered / corporate office of the Company, duly completed and signed not later than 48 hours before the time fixed for holding the meeting. A proxy form is enclosed to this report.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
5. Members/Proxies should bring the Attendance Slip duly filled in, for attending the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive).

Notice of Annual General Meeting

7. Pursuant to the provisions of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements - LODR) Regulations, 2015, additional information on Director seeking re-election at the Annual General Meeting is appended to this Notice.
 8. Dividend of Rs. 0.001 per share has been recommended on the Preference Shares as per the terms of the issue covered by the approved Scheme of Arrangement.
 9. Members are requested to support the green initiative taken by the company by registering / updating their e-mail IDs with the depository participants to enable them to send the communication electronically.
 10. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom demat accounts are maintained. Members holding shares in physical form can submit their PAN details either to the Company or to Company's Registrar & Share Transfer Agent Viz. Karvy Computershare Private Limited, Hyderabad.
 11. Shareholders are requested to address all their correspondence including on matters related to Share Transfers, Annual Report etc., to BPL Limited, Dynamic House, No.64, Church Street, Bangalore 560 001 or write to investor@bpl.in
 12. Pursuant to the provisions of Section 108 of the Act read with the rules framed thereunder and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is offering e-voting facility to its members in respect of all the businesses to be transacted at the Annual General Meeting. The Company has engaged the services of M/s. Karvy Computershare Private Limited ("Karvy") to provide e-voting facilities.
 13. The e-voting period commences on Monday 24th September 2018 at 9.00 AM and ends at Thursday 27th September 2018 at 5.00 PM. E-voting module will be disabled by Karvy, for voting thereafter. Shareholders holding shares either in physical form or dematerialized form as on 21st September 2018 may cast their vote electronically. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/beneficial owners as on the cut-off date i.e. 21st September, 2018.
 14. Once the vote on the resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. Members attending the AGM, who have not already cast their votes by remote e-voting, can exercise their voting rights through the ballot papers provided at the AGM. Shareholders who have cast their votes through e-voting may also attend the AGM but are not entitled to cast their vote again.
 15. Mr. P Sivarajan, Practicing Chartered Accountant, has been appointed as Scrutinizer for conducting the e-voting and ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of voting shall be final.
 16. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by depository participants as on the cutoff date i.e. 21st September, 2018, shall only be entitled to avail the e-voting as well as voting in the AGM. Members who have acquired shares after the dispatch of the Notice and before the cutoff date may obtain the user ID and password by sending a request to evoting@karvy.com
 17. The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges within 48 hours of conclusion of the meeting and the same will also be hosted on the website of the Company - www.bpl.in.
 18. Annual Report including the notice of AGM and Proxy Form is being sent by electronic mode to members whose email addresses are registered with the Depository Participants, unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. A copy of Annual Report and the AGM Notice are available on the Company's website, www.bpl.in.
 19. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the said act will be available for inspection by the members at the AGM.
 20. In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Mr. P Nageswara Rao, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: evoting@karvy.com, Phone: 040-67162222.
- ### Procedure and instructions for e-voting
- Please read the procedure and instructions for e-voting given below before exercising the vote.
- A. Members who received the Notice through e-mail from Karvy:
 - i. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'

Notice of Annual General Meeting

- ii. Enter the login credentials (i.e., user-id & password). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote:

User ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 digit Client ID b) For CDSL :- 16 digits Beneficiary ID / Client ID For Members holding shares in Physical Form: Event No. (EVENT) followed by Folio No. registered with the Company
Password	Your unique password is printed in the attendance slip if you are receiving a physical copy of Annual Report. If you are receiving the Annual Report by E-mail, password will be provided in the e-mail forwarding the electronic notice and annual report.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach Password Change Menu wherein you are required to mandatorily change their your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. After changing password, you need to login again with the new credentials.
- vi. On successful login, the system will prompt to select the "Event" i.e BPL Limited.
- vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under "FOR/AGAINST" against the resolution or alternatively you may partially enter any number in "FOR", partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding.
- viii. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

- ix. Corporate/ Institutional Members (Corporate/FIs/Flls/Trusts/ Mutual Funds /Companies, etc) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authorisation Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: casivarajanp@gmail.com with a copy marked to evoting@karvy.com.

- B. In case of Members receiving the Notice by post/personal delivery:

1. Please use the User ID and initial password as provided in the attendance slip.
2. Please follow all steps from Sr. No. (i) to (ix) as mentioned in (A) above, to cast your vote.

In case of any query pertaining to e-voting, please visit Help & FAQs section of Karvy e-voting website.

By Order of the Board



Chitra M A

Company Secretary

6th August, 2018

Bangalore

Corporate Office:

Dynamic House, No.64, Church Street, Bangalore- 01.

e-mail: investor@bpl.in, Phone: + 91-80-25589109

URL : www.bpl.in

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

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

Mrs. Anju Chandrasekhar

Mrs. Anju Chandrasekhar, 51, is a graduate in Commerce and holds a MBA from Boston University, USA. Mrs. Chandrasekhar has been associated with the Company for over two decades. She was inducted on 31st December, 1991 as a director of the board.

Nature of expertise in specific functional areas

Currently, she is the Director - Corporate Affairs of the Company heading the HR, legal, administration and secretarial functions. She is one of the non-executive directors of the Company as well. Mrs. Chandrasekhar has spearheaded the Company's thrust in latest concepts and methods in Human Resources Development at all levels.

Mrs. Anju Chandrasekhar is a member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders

Notice of Annual General Meeting

Relationship Committee and Corporate Social Responsibility Committee of the Company.

Disclosure of relationship between directors inter-se.

Mr. Ajit G Nambiar, Chairman and Managing Director of the company is related to Mrs. Anju Chandrasekhar. None of the other directors and Key Managerial Personnel is related to Mrs. Anju Chandrasekhar.

Listed companies (other than BPL Limited) in which Mrs. Anju Chandrasekhar is a director/committee member - Nil.

Mrs. Anju Chandrasekhar holds 74,600 shares of the company and her attendance record is given in the Corporate Governance section of the Annual Report.

By Order of the Board



Chitra M A

Company Secretary

6th August, 2018
Bangalore

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

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

ITEM NO.4

Mr. Ajit G Nambiar was re-appointed as the Chairman and Managing Director of the Company for a period of 3 years w.e.f 01.04.2016 on a remuneration of Rs.87,60,000/- per annum. Nomination and Remuneration Committee (NRC) of the Company at its meeting held on 6th August, 2018 has recommended an increase in the remuneration of Mr. Ajit G Nambiar from Rs.87.60 Lakhs to Rs.105 Lakhs w.e.f. 1st April 2018. The Committee has also recommended for a variable compensation of 1.5% of PBT from operations of the Company. Based on the recommendations of NRC, the Board of Directors of the Company has approved the said revision of remuneration at its meeting held on 6th August, 2018.

As per the provisions of Schedule V of the Companies Act, 2013 in the case of a Company which has no profit or inadequacy of profit, where the effective capital of the Company is more than 100 Crores but less than 250 Crores, the Managing Director is eligible for a remuneration of Rs.120 Lakhs which can be doubled to the extent of Rs.240 lakhs per annum subject to the approval from the shareholders by way of a special resolution.

The effective capital of the Company as per the last audited Balance Sheet as on 31st March 2018 is Rs.164 Crores and accordingly, Mr. Ajit G

Nambiar, Chairman and Managing Director of the Company is eligible for a maximum remuneration of Rs.240 Lakhs per annum, upon approving a special resolution by the members of the Company.

However, in view of the current financial position of the Company, it was proposed to revise the remuneration of Mr. Ajit G Nambiar from Rs.87.60 Lakhs to Rs.105 Lakhs per annum plus 1.5% of PBT from operation of the Company.

The total remuneration of Mr. Ajit G Nambiar, Chairman & Managing Director shall not exceed Rs. 240 lakhs in any financial year, after taking into consideration the variable compensation of 1.5% of the PBT.

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

Except Mrs. Anju Chandrasekhar being a relative of Mr. Ajit G Nambiar, none of the directors and key managerial personnel of the Company is concerned or interested financially or otherwise in the Resolution at item No.4 of the Notice.

Information as required to be furnished as per the provisions of Schedule V of the Companies Act 2013, in relation to Item No.4 of the Notice:

I. General Information:

Nature of Industry BPL Limited (BPL) was incorporated in 1963 as a Private Limited Company for the manufacture of indicating instruments, electronic test instruments and measuring instruments in technical and financial collaboration with BPL Instruments Limited, U K. The Company started manufacturing 'hermetically sealed panel instruments' at its factory in Palakkad, Kerala for defence use. Later, it started the manufacture of electronic test and measuring instruments and electro medical instruments - electrocardiographs, patient monitoring systems, DC defibrillators and central monitoring systems. During the year 1996, the Company had embarked on the manufacture of eco-friendly alkaline batteries. The Company was one of the leading manufacturers of medical electronic products in India. The products of the Company are marketed under the brand name "BPL" and the same has been registered under Copyrights Act, 1956 as well as under the Trade and Merchandise Marks Act, 1958.

During 2013, the company transferred its Medical Electronics business to BPL Medical Technologies Private Limited. The Company is currently engaged in the business of consumer durables and printed circuit boards. It has manufacturing facilities at BPL Works, Palakkad-678 007, Kerala and at Doddaballapur – 561 203, Bangalore District, Karnataka.

Notice of Annual General Meeting

Financial performance (for the period ended 31st March 2018)

(₹ in Lakhs)

Financial Parameters:	2017-18
Net Sales and other Income	14031.75
Export	Nil
Net Profit / (Loss) before tax	2262.38
Amount of dividend on equity shares paid	NIL

There are no foreign collaborators or investments.

II. Information about the appointee

1) Background Details:

Mr. Ajit G Nambiar, 55, is the Chairman & Managing Director of BPL Limited. After obtaining his degree in Computer Engineering from Boston University, USA, Mr. Nambiar started his career in Electronic Research Private Limited in 1984.

Mr. Ajit G Nambiar took over as the Managing Director of BPL Limited in 1993 and due to his untiring efforts, the Company made rapid strides on all fronts. He took over as the Chairman of the Company in the year 1999. His vision has resulted in the Company becoming a truly diversified entity, with its foray into soft energy, computer peripherals and other businesses.

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

2) Past Remuneration

Details of remuneration paid to Mr. Ajit G Nambiar, Chairman and Managing Director for the financial year 1st April 2016 to 31st March 2018 are as given below:

Particulars	Amount in Rupees
Salary-Basic	48,00,000
Perquisites	28,80,000
Company's Contribution to Provident /Gratuity Funds	10,80,000
Total remuneration per annum	87,60,000

3) Recognition or Awards

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

a) BPL was rated as No.1 consumer durable brand in 1998

b) BPL was rated as No.1 Durables Brand in 2001

c) BPL wins Red Dot design award for its Studylite product design

4) Job Profile and his suitability

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

5) Remuneration proposed

Remuneration proposed to be paid to Mr. Ajit G Nambiar for the period from 1st April, 2018 to 31st March, 2019 is Rs.105 Lakhs plus 1.5% of PBT from operations of the Company.

6) Comparative Remuneration profile:

Nomination & Remuneration Committee, while proposing the revised remuneration of Chairman and Managing Director of the Company, had considered the industry standards, size of the Company, his profile and his responsibilities towards the Company.

7) Pecuniary relationship:

Mr.Ajit G Nambiar, Chairman & Managing Director is one of the promoters of the company and holds 80,000 equity shares in the company. He is related to Mrs. Anju Chandrasekhar, a Non-executive director of the Company who also holds shares in the Company.

III. Other Information

1) Reasons of inadequate profits: The Company's' operating businesses have been under severe pressure due to working capital constraints and have not been able to perform to their optimal level.

In fact, the company has shown positive impact in earning profits for the last few financial years and will be able to post better results over a period of time and improve its financial health.

2) Steps taken or proposed to be taken for improvement: The Company is continuing its efforts to address the

Notice of Annual General Meeting

working capital requirements and has obtained financial assistance from a nationalised bank during the current financial year. With infusion of additional funds and completion of restructuring exercise, coupled with certain new initiatives, the Company is hopeful of making optimum utilization of all resources available at its disposal.

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

In view of changing market scenario, the liberalization policy of the government and frequent modifications & upgradations in the technologies, the make in India buzz, the company at

present, is not in a position to state the expected increase in productivity and its profits in measurable terms.

IV. Disclosures

Necessary disclosures have been made with regard to remuneration details of the managerial personnel, in the 'Report on Corporate Governance Section' which is a part of this Annual Report.

By Order of the Board



Chitra M A

Company Secretary

6th August, 2018
Bangalore

Corporate Office:

Dynamic House, No.64, Church Street, Bangalore- 01.

e-mail:investor@bpl.in, Phone: + 91-80-25589109

URL : www.bpl.in

Board's Report and Management Discussion & Analysis

Dear Members,

Your Directors have pleasure in presenting their report along with the audited accounts for the year ended March 31, 2018.

REVIEW OF OPERATIONS

Building upon a good foundation set up in 2016-17, your company has maintained its course in successfully reviving its Consumer Durables Business. Despite severe competition from International brands aimed at gaining market share with limited focus on short term retained earnings, and regulatory headwinds, as exemplified by a sharp rise in import duties on TVs and Microwave ovens, BPL's Consumer Durables Business witnessed a year on year revenue growth of close to 45% in 2017-18. Positive customer reviews, exemplary quality standards and feature rich products, and a customer focused value proposition offered by the company, have made it one of the most preferred online brands in the country, with several of its products being top sellers through the year.

In the past year, your company also aggressively launched a range of new products including Side-by-side Refrigerators, Inverter Air Conditioners and 4K Ultra HD LED Televisions. With these introductions, BPL now has a complete consumer durables portfolio including LED TVs, Washing Machines, Microwave Ovens, Refrigerators and Air Conditioners. This has also resulted in over 35 models of products that meet the needs of both urban and semi-urban markets. The Company also ensures that it fully complies with various government regulations such as BIS, BEE and the recently introduced E-Waste Management rules.

For the year 2017-18, your company posted gross revenues of Rs.125.24 Crores and profits from operations for the Financial Year is Rs.22.62.Crores (before provisions & taxation).

Your Company's financial performance for the year under review is summarized below:

(₹ in crores)

Particulars	Year Ended	
	31.03.2018	31.03.2017
Net Sales and other income	140.32	177.35
Profit before Tax	22.62	53.38
Deferred Tax	15.27	0.31
Profit after Tax	7.35	53.07
EPS - Basic	1.50	10.86
- Diluted	1.50	10.86

DIVIDEND

Your Directors express their inability to recommend any dividend on equity shares of the Company since your Company needs to fund new business initiatives, additional product lines and a surge in business levels.

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

However, a dividend on the preference shares has been recommended as per the terms of the issue covered by the approved Scheme of Arrangement.

FUTURE OUTLOOK

Your company's management is a firm believer in the opportunities and advantages of an online sales strategy, specifically in terms of customer reach, logistic efficiencies, data analytics' insight and real-time market feedback. In view of this, your company will maintain its online exclusive strategy in the near term and is determined to be a leader in this space.

The Company's focus in the 2018-19 fiscal year is to further extend its product line to include Dish Washers, Audio products and a line of luxury

Refrigerators and Washing Machines that allow us to satisfy the needs of this growing customer segment. As consumers become more energy and environmentally conscious, the company will move towards inverter-based technologies in its home appliances, that are more resistant to voltage fluctuations and are energy efficient. In addition, with the intention of improving customer experience and to leverage the growing proliferation of broad-band high speed internet services, your company is upgrading its range of LED Smart TVs to include pure Android Televisions. These LED Televisions will provide the company's customers with a smartphone like integrated experience and will allow access to unlimited Apps via Google's play store. Through this offering, the company's Smart TV customers will soon be able to access all popular internet based streaming channels and services.

The management is confident that the new range of BPL products, combined with an expanded and improved service