Happier Living Everyday

BPL LIMITED

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of BPL Limited will be held on **Thursday, the 29th March 2012, at 10.00 AM at Srichackra International, Krishna Gardens, Chandranagar P.O., Palakkad - 678 007,** Kerala, to transact the following Special Business :

SPECIAL BUSINESS

1) To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION :**

RESOLVED THAT *pursuant to Section 372A and all other applicable provisions of the Companies Act, 1956 subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to invest by way of subscription, purchase or otherwise, in the equity share capital of the Subsidiary Company viz. Bharat Energy Ventures Limited, upto a sum not exceeding Rs. 40 Crores (Rupees Forty Crores only) notwithstanding that the aggregate of the investments so far made, securities provided, loans/ guarantees so far given by the Company along with the proposed investment exceed the limit as specified under Sub-Section (1) of Section 372A of the Companies Act, 1956.*

RESOLVED FURTHER THAT *the Board of Directors of the Company, be and is hereby authorised to do or cause to be done, all such acts, deeds and things as they may think necessary or expedient for the purpose of giving effect to this resolution and to settle all questions and matters arising out of and incidental to the proposed investment.*

By Order of the Board

Srinath Maniyal M
Company Secretary

Bangalore
February, 14, 2012

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES, ONCE ISSUED WILL HOLD GOOD FOR ANY ADJOURNMENT OF THIS EXTRA ORDINARY GENERAL MEETING.
2. The Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 is annexed.

3. Members/Proxies should bring the Attendance Slip sent herewith duly filled in, for attending the Meeting.

By Order of the Board

Srinath Maniyal M
Company Secretary

Bangalore
February, 14, 2012

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ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, 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. 1

The shareholders may be aware that BPL Limited has invested substantially through its Subsidiary Company Bharat Energy Ventures Limited (BEVL) in the thermal power project being set up by BPL Power Projects (AP) Private Limited (BPL Power). BPL Power is implementing a coal based 2 X 300, 600 MW thermal power project at Ramagundam, Andhra Pradesh (enhanced from the original envisaged capacity of 520 MW). BEVL is required to invest to the extent of 37 per cent of the total equity requirement of the power project. BPL Limited has already invested about Rs. 115 crores in the equity of BPL Power through its subsidiary and a substantial part of the equity investment is yet to be made. Your Company proposes to further invest in the equity share capital of the Subsidiary Company up to the extent of Rs. 40 Crores, subject to such approvals as may be necessary. The shareholders would be approached from time to time, for further investment approvals depending on requirements.

The project related expenses upto financial closure of Ramagundam Power Project (BPL Power AP) is being met by BEVL. As the power project is capital intensive and large amount of equity investment is required, the Company is required to invest further in the equity of its Subsidiary Company, so that the Project Development Costs as well as funding all expenses in respect of Ramagundam Project is met through the Subsidiary Company.

Pursuant to the provisions of Section 372A of the Companies Act, 1956, prior approval of shareholders by way of a special resolution is required since the aggregate of the investments so far made, securities provided, Loans/guarantees so far given by the Company along with the proposed investment exceed the limit as specified under Sub-Section (1) of Section 372A of the Companies Act, 1956.

Your Directors recommend the resolution for your approval. Except Mr. Ajit G Nambiar and Capt. S Prabhala, no other Director is concerned or interested in the Resolution.

By Order of the Board

Srinath Maniyal M
Company Secretary

Bangalore
February, 14, 2012

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ADMISSION SLIP

EXTRA - ORDINARY GENERAL MEETING - 29TH MARCH, 2012

Venue : Sri Chackra International, Krishna Gardens, Chandranagar, Palakkad - 678 007, Kerala. Time : 10.00 A.M.

Folio No./Client ID No. :

No. of Shares held :

Please ✓ whether

☐ MEMBER

☐ JOINT HOLDER

☐ PROXY

Member's or Proxy's Signature :

Notes:

1. Members/Proxies must bring the admission slip duly completed & signed and hand over the same at the entrance.
2. Admission is restricted strictly for members and valid proxies only. Please bring your copy of the enclosed Notice.

CUT HERE

CUT HERE

BPL LIMITED

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

PROXY FORM

Folio No./Client ID No. :

No. of shares held :

I/We,.....

.....of.....

.....in the district of .....

being a member / members of BPL Limited, hereby appoint.....

.....of

..... in the district of .....or

failing him/her.....of

..... in the district of .....

as my / our proxy to vote for me / us on my / our behalf at the Extra-Ordinary General Meeting of the Company to be held at Palakkad on 29th March, 2012 and at any adjournment thereof.

Affix 30 paise Revenue Stamp

Signed, this..... day of ..... 2012.

Signature.....

Notes:

1. The form should be signed across the stamp as per specimen signature registered with the Company.
2. The proxy form duly completed must reach the Registered Office of the Company at BPL Works, Palakkad – 678 007, Kerala, atleast 48 hours before the Meeting.
3. A proxy need not be a member.

For Office Use Only	Proxy No .:	Date of Receipt :

Book - post

To :

If undelivered, please return to :

Investors' Service Cell
BPL Limited
11th KM, Arakere ,
Bannerghatta Road,
Bangalore 560 076

Visit : www.bpl.in