



Happier Living Everyday

BPL Limited
ANNUAL REPORT 2010 - 2011

Annual Report 2010 - 2011

Corporate Information

BOARD OF DIRECTORS

Mr. Ajit G Nambiar, *Chairman & Managing Director*

Mrs. Anju Chandrasekhar

Mr. S Padmakumar, *upto 9.11.2010*

Mr. K S Prasad

Capt. S Prabhala

Mr. K Jayabharath Reddy

Mr. Suraj L Mehta

Mr. Subhash Bathe

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. R Vijayendra

AUDITORS

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

BOARD COMMITTEES

Audit Committee

Mr. K Jayabharath Reddy, *Chairman*

Mr. S Padmakumar, *upto 9.11.2010*

Mr. Suraj L Mehta

Mr. Subhash Bathe

Compensation Committee

Capt. S Prabhala, *Chairman*

Mrs. Anju Chandrasekhar

Mr. K Jayabharath Reddy

Mr. Subhash Bathe

Investors' Relations Committee

Mr. K S Prasad, *Chairman*

Mrs. Anju Chandrasekhar

Mr. S Padmakumar, *upto 9.11.2010*

REGISTERED OFFICE

BPL Works, Palakkad 678007, Kerala

CORPORATE OFFICE

11th KM, Arakere, Bannerghatta Road,
Bangalore 560 076

MANUFACTURING FACILITIES

BPL Works, Palakkad 678 007, Kerala

Doddaballapur 561 203, Bangalore District

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Notice of Annual General Meeting

NOTICE is hereby given that the 47th Annual General Meeting of BPL Limited, will be held on **Wednesday**, the **27th** day of **July, 2011** at 10.00 A M at Sri Chackra International, Krishna Gardens, Chandranagar P.O., Palakkad - 678 007, Kerala, to transact the following business:

ORDINARY BUSINESS

- 1) To consider and adopt the Profit & Loss Account for the year ended 31st March, 2011 and the Balance Sheet as at that date together with Report of Directors and the Auditors thereon.
- 2) To confirm payment of interim dividend on Preference Shares
- 3) To appoint a Director in place of Mr. Subhash Bathe, who retires by rotation, and being eligible, offers himself for re-election.
- 4) To appoint a Director in place of Mrs. Anju Chandrasekhar, who retires by rotation, and being eligible, offers herself for re-election.
- 5) To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

By Order of the Board

Bangalore
27th May, 2011

R Vijayendra
Company Secretary

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 ANNUAL GENERAL MEETING.
2. Members/Proxies should bring the Attendance Slip sent herewith duly filled in, for attending the Meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from 20th July, 2011 to

27th July, 2011 (both days inclusive).

4. Shareholders intending to require information about accounts, to be explained at the Meeting, are requested to inform the Company at least a week in advance of their intention, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
5. Pursuant to the provisions of the listing agreement, additional information on Directors seeking re-election at the Annual General Meeting is appended to this Notice.
6. Shareholders are requested to address all their correspondence including on matters related to Share Transfers, Annual Report etc., to the Investors' Service Cell at 11th KM, Arakere, Bannerghatta Road, Bangalore - 560 076.
7. Interim dividend of Rs. 0.001 per share has been declared on the preference share as per the terms of the issue covered by the approved Scheme of Arrangement.
8. The Ministry of Corporate Affairs (vide circular No.17/2011 and 18/2011 dated April, 21 and April, 29, 2011 respectively) has undertaken a Green Initiative in corporate Governance and allowed companies to send documents with it's shareholders through an electronic mode. Members are requested to support this green initiative by registering /updating their e-mail IDs as follows:
 - a) If you are holding shares of in demat form register/update your e-mail ID with the depository participant with whom you are maintaining your demat account.
 - b) If you are holding shares of in physical form, register/update your e mail ID with us or with our Registrar and Transfer Agent i.e. Karvy computershare Private Limited.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom demat accounts are maintained. Members holding shares in physical form

Annexure to Notice

can submit their PAN details either to the company or to company's Registrar & Share Transfer Agent Viz. Karvy Computershare Private Limited, Hyderabad.

By Order of the Board

Bangalore
27th May, 2011

R Vijayendra
Company Secretary

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

Information on Directors seeking Re-appointment at the Annual General Meeting

MR. SUBHASH BATHE

Mr. Subhash Bathe, 50, is a Chartered Accountant with post graduate qualifications in Law and Business Administration. He is Business Consultant providing Strategy, Management and Legal & Financial Advisory to businesses in diverse verticals, with a proven record of providing roadmap for business growth, turnarounds, acquisitions and entry into new verticals.

Mr. Bathe has served on the Board and Audit Committees of several companies in diverse fields such as cement, electronics, engineering, textiles, consumer products, in both public and private sectors with companies such as Ambuja Cement Eastern Ltd (now Holcim India Ltd) and Karnataka Soaps & Detergents Ltd (a public sector company). He has served as Nominee Director of BIFR, Ministry of Finance, Government of India.

In addition to being on the Board of BPL Limited and a member of the Audit, Strategy & Operation Review and

Compensation Committees of BPL Limited, Mr. Bathe is currently on the Board of Penta Consulting Private Limited and Suvi Aviation Private Limited.

MRS. ANJU CHANDRASEKHAR

Mrs. Anju Chandrasekhar, 44, is a Graduate in Commerce and holds an MBA from Boston University, USA. Mrs. Chandrasekhar has been associated with BPL for over two decades.

Currently, she is the Director - Corporate Affairs of BPL Limited heading the HR, Legal, Administration and Secretarial functions. Mrs. Chandrasekhar has spearheaded the company's thrust in latest concepts and methods in Human Resources Development at all levels. Additionally, she is also the Managing Director of Dynamic Electronics Private Limited.

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

1. Electro Investment Private Limited
2. Nambiar International Investment Company Private Limited
3. PanIndia Telecommunications Network Private Limited
4. E R Computers Private Limited
5. Stallion Computers Private Limited
6. Virtual Properties & Estates Private Limited
7. BPL Techno Vision Private Limited
8. Electronic Research Private Limited
9. Dynamic Electronics Private Limited
10. Anan Properties & Finance Company Private Limited

Mrs. Anju Chandrasekhar is a member of the Investors' Relation and Compensation Committees of BPL Limited.

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

Name of the Director	No. of Board Meetings held during 2010-2011	No. of Board Meetings attended	Last AGM Attendance (Yes/No)	No. of Shares held
Mr. Subhash Bathe	4	4	Yes	Nil
Mrs. Anju Chandrasekhar	4	3	No	74,600

By Order of the Board

Bangalore
27th May, 2011

R Vijayendra
Company Secretary

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

Directors' Report and Management Discussion & Analysis

To the Members,

Your Directors have pleasure in presenting the Forty Seventh Annual Report on the business and operations of the Company, together with the Audited Statement of Accounts for the year ended March 31, 2011. The financial highlights on the operations of the Company are as follows:

Financial Highlights

(₹ in crores)

Particulars	Year ended	
	31.03.2011	31.03.2010
Net Sales and other income	229.67	118.50
Profit before Interest, Depreciation and Tax	133.31	30.77
Less: Interest	10.45	13.34
Depreciation	7.97	10.82
Impairment Loss on Asset	13.39	3.11
Provision for Diminution in value of investments	-	-
Provision for doubtful advances/ debts	0.15	0.36
Extra-ordinary items (net)	22.86	3.76
Profit / (Loss) before Tax	78.49	(0.62)
Deferred Tax Asset	(0.76)	0.95
Profit / (Loss) after Tax	77.73	0.33

❖ BUSINESS OVERVIEW

The operations of your Company continued to be affected due to working capital constraints and lack of bank funding. The cost cutting exercises and strict funds management led your Company to register growth in operations of 11.21% compared to the previous year.

The total income recorded was ₹ 231.85 Crores for the year 2010-11 compared to ₹ 120.06 Crores for the previous year. The gross profit earned for the year is ₹ 133.30 Crores. After providing ₹ 7.97 Crores, ₹10.45 Crores and ₹ 13.38 Crores towards depreciation, finance charges and for impairment of assets respectively, your Company has earned a profit (before provisions & taxation) of ₹ 101.50 Crores for the year 2010-11, resulting in decrease in the loss on the Balance Sheet.

Dividend

Your Directors, regret their inability to recommend any dividend on equity shares of the Company since your Company has accumulated losses on the Balance Sheet.

However, your Board has approved payment of dividend on preference shares at ₹ 0.001 per share of ₹ 100/- each, amounting to ₹ 16,959/- as per the terms of the issue covered by the approved Scheme of Arrangement.

❖ HEALTH MANAGEMENT SOLUTIONS (HMS)

Industry structure & developments

Health Care Industry consists of health care facilities, medical devices, diagnostic centers and medical insurance, emergency care, specialist medical care and medical tourism. It is one of India's largest business sectors in terms of revenue and employment, which contributes about 5% of the GDP.

The Medical Devices division, in which your company presently operates, is poised for record growth due to increasing awareness and affordability coupled with an increasing patient pool. Growth in other divisions of the Health Care industry

will also create growth opportunity for your Company and contribution of diagnostic equipment category would be significant.

Despite the working capital constraints faced, the Medical Devices business of your Company registered a healthy growth of 18 percent in terms of net sales during 2010-11 compared to its previous year. Earnings before interest and tax, as a percentage (EBITA) of net sales was 56%, in addition to improvement in working capital cycles and reduction in receivable-days.

■ Opportunities and Threats

Indian Health Care Industry is expected to grow at a faster rate, as substantial investments have been planned in this sector. Strong growth is expected from smaller cities and towns and calls for an effective Distribution and Service infrastructure.

During the year, the Company launched some frontline diagnostic products in the market. This is expected to improve the revenues for the Company in the coming years. In addition, the neighbouring countries offer market opportunities for the business.

BPL today offers a comprehensive range of products for General Practice, Cardiology, Patient Monitoring, Emergency, Imaging, Women & Child Care, Eye & ENT applications. The range of products include the Stethoscope, ECG, Defibrillator, Holter, Stress Test system, Patient monitors, Foetal & Maternal monitor, Otoscope, Ophthalmoscope, Mercury-free aneroid & thermometer, Ultrasound, X-ray and C-ARM.

During the year 2010-11, BPL launched 10 new products covering ECG, Patient Monitoring, Defibrillator and Women & Child Care areas. The Healthcare Business continued to strengthen its sales of "Mercury-Free" blood pressure measuring devices. Development of four new products viz. multi Channel ECG, Public Access Defibrillators,

Directors' Report and Management Discussion & Analysis

7" Patient Monitor and Biphasic Defibrillator with AED has been initiated. These are expected to be released and marketed during 2011-12.

The pace of technology change in the product range of BPL is a key risk area and therefore investments in product development have been planned in the coming years in order to mitigate the threat of obsolescence. Your Company is confident of maintaining its market share with its state of art technology, efficient operations, superior customer service.

■ Outlook

While your Company started modest export of products in the current year, it will continue to broaden customer base by enhancing business development activities with our well-established network of distributors and dealers in hospital chains, and through partnership with the Governments.

During the year, your Company has been re-certified for ISO13485:2003 and ISO9001:2008. It intends to expand the number of products covered under CB & CE certifications, thus making them conform to international quality standards.

The Health Care Management Business has embarked on a product development plan as a long-term strategic plan to establish in the niche areas of the Indian and Global Healthcare Industry.

❖ PRINTED CIRCUITS BOARD (PCB) BUSINESS

The PCB Industry consists of single sided PCBs and double sided or multi layer PCBs. The market for single sided PCBs comes from Colour Television (CTV) segment, consumer electronics, basic telecom equipments, low-end power conversion and the lighting industry. There was no growth in the single sided PCB industry during 2010-11 due to decline in the CTV business. Further, low-cost Chinese imports were able to capture 65% of the market for single sided PCBs.

However, the demand from CFL/LED lighting, power conversion and automotive industries is growing and the Company has plans to capture these growing markets and has planned to achieve 10% growth.

❖ RISKS AND CONCERN

As with Indian industry in general, your Company is exposed to risks such as technology obsolescence, high interest rates, competition from low-cost imports and strong presence of multinational companies in the market. In addition, the Company also has concerns such as shortage of funds and attrition of talent. However, these risks and concerns are being addressed on a continuous basis.

❖ INTERNAL CONTROL AND THEIR ADEQUACY

The Company has appropriate and adequate internal control systems and checks, which ensure that all assets are safeguarded and that all transactions are authorized, recorded and reported fully and correctly.

The Internal control systems are supplemented by extensive programme of internal audit conducted by external qualified Chartered Accountants.

The Company has also put in place effective Budgetary Systems.

❖ FINANCIAL PERFORMANCE AND ANALYSIS

■ Share Capital

During the year, there was no change in the share capital of the Company. The paid up Equity Share Capital of the Company as on 31st March, 2011 was ₹ 48.51 Crores comprising 4,85,10,244 equity shares of ₹ 10/- each, fully paid up. The paid up Preference Share Capital of the Company as on 31st March, 2011 was ₹ 169.59 Crores consisting of 1,69,58,682 Redeemable Preference Shares of ₹100/- each.

■ Reserves & Surplus

There was no change in the Reserves of the Company during the year 2010-11 and it stood at ₹ 236.94 Crores. However, the accumulated losses on the balance sheet have decreased from ₹ 216.86 Crores to ₹ 139.14 Crores.

■ Borrowings

Total borrowings of the Company as on 31st March, 2011 stood at ₹ 118.47 Crores.

■ Capital Expenditure

The capital expenditure of the company for the financial year ended 31st March, 2011 was ₹ 0.45 Crores.

■ Depreciation and Amortization

The details of Depreciation and Amortization have been provided in the notes to accounts. No significant changes were made in the depreciation policies.

■ Corporate Tax

Since the company has not generated any taxable income for the period, no provision for taxes has been made in the books.

❖ HR PRACTICES AND MAJOR INITIATIVES

Participation of employees at all levels, which give them impetus to perform, was focused during the year. Best performing employees of the Company were rewarded for their contributions. Incentives systems were also re-structured and strengthened to bring in effective performance linked compensation.

Talent attraction and retention was set in motion during the year. Employee Training programmes were conducted to help the employee to improve their performance levels.

■ EMPLOYEES STOCK OPTION SCHEME

An employee stock option scheme called "BPL Limited-ESOS-2009" was implemented during the year. The Compensation Committee granted 5,17,739 Stock Options to the eligible directors and employees of the Company on 9th November, 2010.

The information to be disclosed as per SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, has been provided as Annexure to this Report.

■ SAFETY, HEALTH AND ENVIRONMENT

Employee welfare activities like free medical check up, guest lectures on health concerns were also organized during the year.

The Company had 401 employees as on March 31, 2011.

Directors' Report and Management Discussion & Analysis

❖ DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i) In the preparation of the accounts for the year ended 31st March, 2011, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit of the company for the year under review;
- iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities and
- iv) The Directors had prepared the accounts for the year ended 31st March, 2011, on a 'going concern' basis.

❖ PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public.

❖ SUBSIDIARY COMPANIES

Earlier your Company had three subsidiary Companies namely BPL Securities Private Limited, BPL Display Devices Limited and Bharat Energy Ventures Limited.

BPL Securities Private Limited was not carrying on business and this Company has made an application under the Easy Exit Scheme- 2011 announced by the Ministry of Corporate Affairs, Government of India. The Company has applied for its name struck off under Section 560 of the Companies Act, 1956 under the said Scheme. Further, BPL Display Devices Limited was ordered to be wound up under the orders of the Honorable High Court of Allahabad on 17th October, 2008. Hence, the accounts of BPL Securities Private Limited and BPL Display Devices Limited have not been provided as required by Section 212 of the Companies Act, 1956.

Your Company has resolved to utilize the general exemption granted by The Ministry of Corporate Affairs, Government of India vide its General circular No. 2/ 2011 dated 8th February, 2011 from attaching the Balance Sheet, Profit and Loss Account, Directors' Report and Auditors Report and other related documents of subsidiary companies and accordingly, the said documents of Bharat Energy Ventures Limited, a subsidiary of your Company are not attached to the Balance Sheet of your Company. However, requirements which your Company is required to meet under the said Circular, will be complied with.

Your company undertakes that the annual accounts and the related detailed information of your Company's subsidiary Bharat Energy Ventures Limited (BEVL) will be made available to the shareholders of the Company and BEVL, who seek such information at any point of time. The annual accounts of

BEVL will also be kept for inspection by any shareholders in the head office of your Company and of BEVL.

❖ PARTICULARS OF EMPLOYEES

Information required to be furnished in terms of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, has been provided by way of an Annexure to this Report.

❖ CONSERVATION OF ENERGY

Though not a large-scale user of energy, your Company continues to explore several measures to conserve scarce resources and protect the environment. These include Water Recycling, Waste Recycling, Solder Fumes Control and Power Factor Improvement. You company launched the eco-friendly "LED examination light" in the current year and products using "Lithium-ion" batteries.

❖ TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

Continuous efforts are made for developing new technologies and to innovate products for affordable healthcare. A number of products that were "connectivity-friendly" were upgraded during the year and have been introduced into the market. New products to cater to the specific local needs have also been developed by BPL jointly with local Governments and NGOs.

In the coming year, your Company will be launching a Biphasic and Public Access Defibrillator under technology license from Corscience GmbH. An entry level Biphasic Defibrillator was launched through the said collaborator and this has recorded a good growth during the year.

In the current year, your Company made foray into diagnostic imaging with the launch of a range of conventional x-ray products. In the coming year, your Company will expand its presence in this space with high frequency technology products that would release lower levels of radiations.

❖ RESEARCH AND DEVELOPMENT (R & D)

■ Specific Areas in which Research & Development is carried out by the Company and Benefits Derived from R & D

The Healthcare Management Solutions Business focuses on frontline care. It has focused on in-house development of ECG, defibrillator and patient monitoring products in the primary care area. These products incorporate state of the art technologies and also are built to perform under the rigorous conditions of rural India. In the current year, a Bluetooth based ECG acquisition module for use with Treadmill test systems was introduced; the popular one parameter monitor was upgraded to three parameters and monochrome monitor is being upgraded to colour monitors. In the coming years, your Company plans to enter the high end spectrum of ECG & defibrillator devices with an in-house developed A4 ECG system and Biphasic defibrillator with AED facility, which are dominated by multinational companies.

■ Future Plans of Action

In line with the Product development road map and to put the Healthcare Management Solutions Business on a fast track

Annexure to Directors' Report

and to strengthen and improve its products portfolio, BPL HMS will continue to collaborate with global technology companies in order to bring appropriate technologies. These products will drive the cost of healthcare down by promoting early stage diagnosis. To offer affordable solutions to the medical fraternity, your Company would continue to enhance its customer reach and service capabilities at the front end while becoming operationally more effective.

■ R&D Expenditure

The Capital and Revenue Expenditure on R&D during the year amounted to ₹ 1.14 lakhs & ₹ 98.86 lakhs respectively, which is 0.44% of the turnover.

❖ EXPORT INCENTIVES AND PLANS

During the year under review, your Company made a formal entry into neighbouring countries in the health care market and your Company has plans to avail export incentives available under SAARC agreements.

❖ FOREIGN EXCHANGE EARNINGS AND OUTGO

During the period under review, your Company utilized foreign exchange worth ₹ 45.25 Crores. Foreign exchange earning was ₹ 0.64 Crores.

❖ DIRECTORS

Mrs. Anju Chandrasekhar and Mr. Subhash Bathe, Directors, retire by rotation, at the ensuing Annual General Meeting and are eligible for re-appointment.

Mr. S Padmakumar resigned as Director of the Company with effect from 9th November, 2010.

❖ AUDITORS

M/s T Velu Pillai & Co., Chartered Accountants, Bangalore, retire at the ensuing Annual General Meeting and are eligible for re- appointment.

❖ MANAGEMENT DISCUSSION & ANALYSIS

Your Directors have covered the Management Discussion & Analysis as required under the Corporate Governance

requirements, as a part of the Directors' Report in appropriate places, to avoid duplication and overlapping of the contents of the said two reports.

❖ ACKNOWLEDGEMENT

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

For and on behalf of the Board of Directors

Bangalore
27th May, 2011

Ajit G Nambiar
Chairman & Managing Director

❖ ADDENDUM TO DIRECTORS' REPORT

1. Point No. 9 (a) of Annexure to the Auditors' Report

There have been instances of delays in remittance of undisputed statutory dues including Income Tax Deducted at Source, Provident Fund, and Employees' State Insurance, Sales Tax Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues with the appropriate authorities during the year.

Due to cash flow constraints, there have been some delays; however, most have since been cleared.

2. Point No. 9 (b) of Annexure to the Auditors' Report

Undisputed amounts payable in respect of customs duty amounting to ₹ 498.44 Lakhs was outstanding as at 31st March, 2011, for a period of more than six months from the dates on which they became payable.

Arrangements are being made to settle the dues.

For and on behalf of the Board of Directors

Bangalore
27th May, 2011

Ajit G Nambiar
Chairman & Managing Director

Annexure to Directors' Report

Information as per Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 and forming part of Directors' Report for the year ended 31st March, 2011.

Sl. No.	Name	Designation	Qualification	Gross Remuneration (₹)	Age (in yrs)	Experience (in yrs)	Date of Commencement of Employment	Previous Employment / Position held
1.	Mr. Ajit G Nambiar	Chairman & Managing Director	BS in Computer Engg. Technology, Boston University, USA	71,55,200/-	48	26	02.12.1993	Managing Director Electronic Research Pvt. Ltd.

Notes : 1. All appointments are contractual. Other terms and conditions are as per Company's Rules.

2. Gross Remuneration includes Salary, Bonus, Medical Expenses, Company's Contribution to Provident and Superannuation Funds and monetary value of perquisites as per Income Tax Rules.

3. None of the employees is related to any Director of the Company, except Mr. Ajit G Nambiar, Chairman & Managing Director, who is related to Mrs. Anju Chandrasekhar, Director, and hold more than two percent of the equity shares of the Company

For and on behalf of the Board

Bangalore
27th May, 2011

Ajit G Nambiar
Chairman & Managing Director

Annexure to Directors' Report

Disclosure pursuant to Clause 12.1 of SEBI (Employees Stock Options Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as on 31st March, 2011

The Company had introduced Employee Stock Option Scheme (viz. BPL Limited -ESOS -2009) for its employees. The details of options granted during 2010-11 and the disclosures are as under:

SL No.	Particulars	Remarks	
(a)	Options granted	5,17,739	
(b)	The pricing formula	The exercise price shall be a price, as may be determined by the Board / Compensation Committee, which shall not be less than the par value of the share and more than the market value of the share. The Options were granted at an exercise price of ₹ 10/- each.	
(c)	Options vested	NIL	
(d)	Options exercised	NIL	
(e)	The total number of shares arising as a result of exercise of options	5,17,739	
(f)	Options lapsed	16,735	
(g)	Variation of terms of Options	NIL	
(h)	Money realized by exercise of options	Not Applicable	
(i)	Total Number of Options in force	5,01,004	
(j)	Employee wise details of options granted to		
	i)senior managerial personnel	Mr. Manoj U Nambiar, Mr. K Gopi and Mr.Shashi Nambiar	
	ii) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Mr. S Hariharan, Mr.K Vishwanath, Mr.P D Sridhara and Mr.Shailesh Mudaliar	
	iii) identified employees who were granted option, during any one year, equal to or exceeding1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	NIL	
(k)	Diluted Earnings per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting standard (AS) 20 " Earnings Per share'	Not Applicable, since none of the Options vested during 2010-11.	
(l)	Difference, if any, between employee compensation cost (calculated using intrinsic value of stock options) and the employee compensation cost (calculated on the basis of fair value of the options). The impact of this difference on profits and the on EPS of the company.	Not Applicable	
(m)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	weighted-average fair values of options Not Applicable	Weighted-average exercise prices Not Applicable
(n)	Description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information: i) risk-free interest rate. ii) expected life iii)expected volatility iv) expected dividends, and v) the price of the underlying share in market at the time of option grant.	Not Applicable	

A certificate received by the Company from the Statutory Auditors - M/s T Velu Pillai & Co., Chartered Accountants, Bangalore, to the effect that the Stock Option Scheme has been implemented in accordance with the SEBI Guidelines and the resolution passed by the shareholders, will be placed before the Annual General Meeting and a copy of the same shall be available for inspection by the Members at the Registered Office of the Company on all working days up to the date of the ensuing Annual General Meeting.

For and on behalf of the Board

Bangalore
27th May, 2011

Ajit G Nambiar
Chairman & Managing Director

Auditors' Report on Corporate Governance

To the Members of BPL Limited,

We have examined the compliance of conditions of Corporate Governance by BPL Limited, for the year ended on 31st March, 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Investors' Relation Committee.

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

For T Velupillai & Co.
Chartered Accountants

M S Ram (26687)
Partner

Bangalore
27th May, 2011

Report on Corporate Governance

1. Company's philosophy on Code of Governance

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

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

2. Board of Directors

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

The Company has an Executive Chairman. Mr. Ajit G Nambiar is the Chairman and Managing Director and Independent Directors are more than half of the total strength of the Board. The Company has complied with the requirements of Clause 49 of the Listing Agreement on the composition of the Board.

Name of the Director	Category	Attendance			Other Directorships/ Committee Memberships*		
		No. of Board Meetings during Directorship	No. of Board Meetings attended	Last AGM attendance Yes/No	Directorship in other Companies	Committee Member	Committee Chairman
Mr. Ajit G Nambiar	Promoter - Executive	4	4	Yes	18	-	-
Mrs. Anju Chandrasekhar	Promoter - Non-executive	4	3	No	10	1	-
Mr. S Padmakumar**	Independent - Non-executive	2	-	No	7	6	4
Mr. K S Prasad	Independent - Non-executive	4	3	Yes	-	-	1
Capt. S Prabhala	Independent - Non-executive	4	3	Yes	5	-	2
Mr. K Jayabharath Reddy	Independent - Non-executive	4	4	Yes	7	2	2
Mr. Suraj L Mehta	Independent - Non-executive	4	3	No	2	1	-
Mr. Subhash Bathe	Independent - Non-executive	4	4	Yes	2	1	-

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

*Membership / Chairmanship in Audit and Investors' Relations Committees are considered. ** Mr. S Padmakumar ceased to be Director w.e.f. 9th November, 2010.

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

Four Board Meetings were held during 2010-11. The meetings were held on the following dates: 27th May 2010, 27th July 2010, 9th November, 2010 and 9th February, 2011.

Report on Corporate Governance

Audit Committee

In terms of the Listing Agreements executed by the Company with Stock Exchanges and pursuant to Section 292A of the Companies Act, 1956, the Company has constituted Audit Committee which also complies with the requirements of Clause 49 of the Listing Agreement on the composition of the Audit Committee.

a) Terms of reference

1. Oversight of the Company's financial reporting process.
2. Recommending the appointment and removal of external auditor, fixation of audit fee and approval for payment for other services.
3. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
 - Any changes in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management
 - Qualifications in draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance with Stock Exchange and legal requirements concerning financial statements.
 - Any related party transactions i.e, transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
4. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
5. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
6. Discussion with internal auditors on any significant findings and follow up thereon.
7. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
8. Discussion with external auditors, before the audit commences, on the nature and scope of the audit as well as post-audit discussions to ascertain any area of concern.
9. Reviewing the Company's financial and risk management policies.
10. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
11. Investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice, secure attendance of outsiders

with relevant expertise, if it considers necessary, invite such executives of the Company, as it may consider appropriate and have full access to information contained in the records of the Company.

12. Such additional functions as may be necessitated by amendments to the listing agreement or the Companies Act, 1956 or as may be entrusted by the Board, from time to time.
- b) Composition, name of members, chairperson and attendance at meetings**

The Company constituted its Audit Committee of Directors during the year 1997-98.

Composition of the committee as on 31st March, 2011

Name	Meetings	
	During the tenure	Attended
Mr. K Jayabharath Reddy <i>Chairman</i>	4	4
Mr. S Padmakumar*	2	-
Mr. Suraj L Mehta	4	3
Mr. Subhash Bathe	4	4

*ceased to be a member w.e.f. 9th November, 2010

- c) Number of Committee Meetings held, dates on which held**

Four Meetings of the Committee were held during 2010-11. The meetings were held on the following dates: 27th May 2010, 27th July 2010, 9th November, 2010 and 9th February, 2011.

4. Remuneration/Compensation Committee

The Remuneration Committee was renamed on 25th August, 2009, as Compensation Committee to enable it to function as the Compensation Committee also, as required by SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and to administer, supervise and monitor the Employees Stock Option Scheme of the Company.

a) Terms of Reference

To assist the Board of Directors to determine the remuneration packages for Executive Directors including pension rights and payment of compensation and to function as Compensation Committee in terms of the SEBI (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

b) Composition, names of members and chairperson

The composition of the Committee and the attendance at the Meetings of the Compensation Committee is as follows:

Name	Meetings	
	During the tenure	Attended
Capt. S Prabhala, <i>Chairman</i>	2	2
Mrs. Anju Chandrasekhar	2	2
Mr. K Jayabharath Reddy	2	2
Mr. Subhash Bathe	2	2

The Compensation Committee held its Meetings on 27th July, 2010 and 9th November, 2010.

Corporate Governance

c) Remuneration Policy

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

d) Details of remuneration to all the directors for the financial year 2010 - 11

(Amount in ₹)

Name	Designation	Salary (p.a)	Perquisites (p.a)	Contribution on to PF, Super-annuation and Gratuity Funds	Others Accident and Mediclaim Insurance cover	Total	Service Contracts	Notice period	Severance Fee	Stock Options held	No. of Shares
Mr. Ajit G Nambiar	Chairman & Managing Director	41,60,000	20,80,000	9,15,200	Yes	71,55,200	As per Company's Rule	As per Company's Rule	Not specified	Nil	80,000
Mrs. Anju Chandrasekhar	-	-	-	-	-	-	-	-	-	-	74,600
Mr. S Padmakumar*	-	-	-	-	-	-	-	-	-	-	-
Mr. K S Prasad	-	-	-	-	-	-	-	-	-	9413	3,29,400
Capt. S Prabhala	-	-	-	-	-	-	-	-	-	9413	2,587
Mr. K Jayabharath Reddy	-	-	-	-	-	-	-	-	-	9413	-
Mr. Suraj L Mehta	-	-	-	-	-	-	-	-	-	9413	-
Mr. Subhash M Bathe	-	-	-	-	-	-	-	-	-	9413	-

*Ceased to be a Director w.e.f. 9th November, 2010

The Company has not paid any remuneration to the non-executive directors other than sitting fees of ₹ 5000/- per Board/Committee Meeting attendance. The remuneration paid to Mr. Ajit G Nambiar is within the limits approved by Central Government vide its letter no. A40400111-CL-VII dated 24th April, 2009.

5. Investors' Relation Committee

The Committee held its Meeting on 9th November, 2010.

a) Terms of Reference

- Approval of requests received for Transfer / Transmission/ Transposition of shares in the physical form
- Deletions of names
- Approval of requests received for issue of Duplicate Share Certificates
- Rejection of requests for share transfers, wherever applicable
- Review of share transfers and time taken, issues relating to Refund Account, Unpaid dividend etc.,
- Establishment of Bank Accounts for dividend distribution
- Grant of authority to Company Secretary / Others to approve valid transfer documents in physical form
- Redressal of complaints received from Shareholders / Investors on non-receipt of shares after transfer in the physical form, Complaints on non-receipt of Balance Sheets, dividend, etc.,

- Approval of requests received for rematerialisation of shares

b) The Members of the Investors' Relation Committee are:

- i) Mr. K S Prasad, *Chairman (Independent & Non-Executive)* and
- ii) Mrs. Anju Chandrasekhar (*Non-Executive*)

c) Name and designation of Compliance Officer

Mr. R Vijayendra is the Company Secretary and Compliance Officer of the company w.e.f. 4th June, 2010.

d) Number of Shareholder complaints received, not solved to the satisfaction of shareholders and number of pending share transfers

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

Corporate Governance

A statement of the various complaints received and cleared by the Company during the year 2010-2011 is given below :

Nature of Complaint	2010- 11		
	Received	Cleared	Pending
Non-receipt of share certificates duly transferred	-	-	-
Requests for endorsement of Share Certificates	-	-	-
Non-receipt of Dividend Warrant	5	5	-
Non-receipt of dividend warrant sent for re-validation	-	-	-
Requests for fully paid stickers	-	-	-
Letters from SEBI	-	-	-
Letters from Stock Exchanges	-	-	-
Letters from Ministry of Corporate Affairs	-	-	-
Non-receipt of Annual Reports	3	3	-
Total	8	8	-

6. General Body Meetings

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

	2007-08	2008-09	2009-10
Date, Venue and Time	28th September, 2008 Sri Chackra International Krishna Gardens Chandranagar P.O, Palakkad - 678 007, Kerala 10:00 A M	30th September, 2009 Sri Chackra International Krishna Gardens Chandranagar P.O, Palakkad - 678 007, Kerala 10:00 A M	24th September, 2010 Sri Chackra International Krishna Gardens Chandranagar P.O, Palakkad - 678 007, Kerala 10:00 A M
Special Resolution(s) passed	Re-appointment of Mr. Ajit G Nambiar as the Chairman and Managing Director and payment of remuneration for a period of five years w.e.f. 1st April, 2008.	<ol style="list-style-type: none"> 1) Alteration of Articles of Association to reclassify the Authorised Capital of the Company by reducing the authorised Preference Share Capital by ₹ 5 Crores and increasing the Authorised Equity Share Capital by the same amount. 2) Alteration of Articles of Association by insertion of a new Article 4A enabling issue of Equity Shares of the Company under Employees Stock Option Scheme or in any other forms as may be drawn up by the Board of Directors. 3) Consent of the Company for issue & allotment of 20,00,000 Equity Shares of the Company to the employees and prescribed categories of Directors under Employees Stock Option Scheme. 4) Consent of the Company for issue & allotment of Equity Shares of the Company to the employees and prescribed categories of Directors of the Subsidiaries of the Company under Employees Stock Option Scheme. 	1) Approval of the Company to the Board of Directors to modify/amend the provision of the Company's Stock Option Scheme- "BPL Limited-ESOS-2009"

b) Special resolutions put through postal ballot last year, details of voting pattern, person who conducted the postal ballot exercise, proposed to be conducted through postal ballot and procedures for postal ballot: Nil

7. Disclosures

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

There were no materially significant related party transactions during the year under review that might

have had potential conflict with the interests of the company.

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

Corporate Governance

- c) *Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee*

Though the Company has not adopted a Whistle Blower Policy, the employees can freely access the Audit Committee or its members.

- d) *Details of compliance with mandatory requirement and adoption of non-mandatory requirements of this clause*

The Company has duly complied with the mandatory requirements of Clause 49 and has constituted a Compensation Committee, which also functions as Remuneration Committee, which is non-mandatory under Clause 49.

8. Means of Communication

- a) *Quarterly results*

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

- b) *Newspapers wherein results normally published*

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

- c) *Company's Website address*

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

- d) *The presentations made to institutional investors or to the analysts*

No presentations were made to institutional investors or to the analysts during the year 2010-11.

- e) *E-mail ID for registering complaints by investors is: investorservices@bpl.in*

9. General Shareholder Information

Date, Time & Venue of Annual General Meeting

The Company will hold its 47th Annual General Meeting on Wednesday, the 27 day of July, 2011 at 10.00 A.M. at Sri Chackra International, Krishna Gardens, Chandranagar P.O., Palakkad -678 007, Kerala.

Financial year

The Company's financial year starts on 1st April and ends on 31st March, 2011.

Date of Book Closure

Register of Members/Register of Share Transfer books will remain closed from 20th July, 2011 to 27 July, 2011 (both days inclusive).

Dividend Payment Date

The Board of Directors have not recommended dividend on the equity shares for the financial year ended 31st March, 2011.

Listing on Stock Exchanges

The Company's equity shares are listed in the following stock exchanges and the Company has paid the appropriate listing fees for the financial year 2010-11:

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

Stock Code

Bombay Stock Exchange : 500074
National Stock Exchange : BPL

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

Month and Year	BPL on BSE			BSE Sensex		BPL on NSE			NSE Nifty	
	High (₹)	Low (₹)	Volume (Nos.)	High	Low	High (₹)	Low (₹)	Volume (Nos.)	High	Low
2010										
April	41.95	36.10	2677385	18047.86	17276.80	41.80	36.05	3088127	5399.65	5160.90
May	39.35	33.70	1293660	17536.86	15960.15	39.25	33.15	1716913	5278.70	4786.45
June	43.90	33.05	6213061	17919.62	16318.39	43.75	33.05	7103885	5366.75	4961.05
July	46.70	36.50	3947773	18237.56	17395.58	47.80	36.50	4184710	5477.50	5225.60
August	40.40	34.55	1624254	18475.27	17819.99	40.50	34.60	1955216	5549.80	5348.90
September	46.20	34.95	10403201	20267.98	18027.12	46.40	34.90	12428685	6073.50	5403.05
October	42.20	37.05	2984383	20854.55	19768.96	42.40	37.10	3339059	6284.10	5937.10
November	45.30	32.00	3560176	21108.64	18954.82	45.65	31.50	4412807	6338.50	5690.35
December	36.40	30.00	1057207	20552.03	19074.57	36.20	30.00	1252014	6147.30	5721.15
2011										
January	34.45	24.65	680127	20664.80	18038.48	34.50	24.35	914222	6181.05	5416.65
February	25.60	19.50	521547	18690.97	17295.62	25.60	19.50	795113	5599.25	5177.70
March	24.80	21.20	597763	19575.16	17792.17	25.00	21.10	830722	5872.00	5348.20

Corporate Governance

Registrar and Transfer Agents

Karvy Computershare Private Limited, Unit: BPL Limited, Plot No.17-24, Near Image Hospital, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, Andhra Pradesh, India, Tel No. 91-40-44655000, Fax No. 91-40-23420814, E-mail: einward.ris@karvy.com www.karvycomputershare.com, Contact Person: Mr. P N Rao / Mr. K S Reddy

Share Transfer System

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

Share transfers in the physical form are approved on a fortnightly basis by the Company and are mailed to the investors. The total number of shares transferred during the year 2010-2011 was 1500 (previous year 1350).

Distribution of Shareholding

No. of Shares held	31st March, 2010				31st March, 2011			
	No. of Shareholders	% age of Share holders	No. of Shares held	% age of Share holding	No. of Share holders	% age of Share holders	No. of Shares held	% age of Share holding
1 - 500	23860	88.14	3308998	6.82	23981	86.88	3429587	7.07
501 - 1000	1631	6.03	1371103	2.83	1867	6.76	1562413	3.22
1001 - 2000	724	2.67	1132553	2.33	843	3.05	1327278	2.74
2001 - 3000	272	1.00	711985	1.47	310	1.12	795714	1.64
3001 - 4000	117	0.43	424878	0.88	125	0.45	449146	0.93
4001 - 5000	109	0.41	519957	1.07	127	0.46	609525	1.26
5001 - 10000	187	0.69	1377046	2.84	191	0.69	1388529	2.86
Above 10000	170	0.63	39663724	81.76	162	0.59	38948052	80.28
Total	27070	100.00	48510244	100.00	27606	100.00	45810244	100.00

Shareholders' Profile as on 31st March, 2011

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

Category	Shares held	% to Total Equity
Promoters		
- Core	3,20,94,544	66.16
- Directors, Relatives & Friends	4,31,987	0.89
FII's / NRI's / OCBs	2,20,032	0.45
FI's / Banks / Mutual Funds / Insurance Companies	4,47,710	0.92
Bodies Corporate	39,36,682	8.12
Public	1,13,79,289	23.46
Total	4,85,10,244	100.00

Dematerialisation of Shares and Liquidity

The Company has arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), to facilitate holding & trading of Company's equity shares in electronic form. Nearly 98% of Company's shares are held in electronic form. The Company's shares are regularly traded on Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

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

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

Plant Locations

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

Address for Correspondence

The Company Secretary, BPL Limited, 11th KM, Arakere, Bannerghatta Road, Bangalore 560 076.

Declaration regarding compliance with the Code of Conduct of the Company by Board Members and Senior Management Personnel

This is to confirm that the Company has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel, which is available at www.bpl.in

I declare that the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the year 2010-11.

Bangalore
27th May, 2011

Ajit G Nambiar
Chairman & Managing Director

Auditors' Report

To the Members of BPL Limited,

We have audited the attached Balance Sheet of BPL Limited as at March 31, 2011, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report as follows:

1. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India, in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said order.
2. Further to our comments in the Annexure referred to in paragraph 1 above:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of such books;
 - c) The Balance Sheet and Profit and Loss Account referred to in this Report are in agreement with the Books of account of the company;
 - d) In our opinion, the Balance Sheet and Profit and Loss account dealt with by this report comply with the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956,
 - e) On the basis of the written representations received from the Directors as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2011 from being appointed as Director in terms of Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the notes thereto, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - i. in the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2011;
 - ii. in the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date; and
 - iii. in the case of the cash flow statement, of the cash flows for the year ended on that date.

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

M S Ram (26687)
Partner

Bangalore
27th May, 2011

ANNEXURE TO THE AUDITORS' REPORT

Referred to in Paragraph 1 of our report, of even date, to the members of BPL Limited for the year ended 31st March, 2011

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) As informed by management, assets at major locations have been physically verified by the management during the year and there is a regular programme verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies have been noticed on such verification.
 - (c) During the year, on account of past defaults on repayment of principal and Interest, one of the secured lenders have enforced The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI ACT) and sold a portion of the land belonging to the company which was offered as security and realized their dues to the extent of consideration received. However, this has not affected the going concern status of the Company.
2. (a) Physical verification at reasonable periods in respect of finished goods, stores, spare parts and raw materials are reported to have been made by the management and certified by them accordingly. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the Company is maintaining proper records of inventory. The discrepancies between physical stock and book stock, which were not material, have been properly dealt with in the books of account.
3. The Company has neither granted nor taken any loans, secured or unsecured to or from Companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
4. In respect of transactions entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956,
 - (a) Based on audit procedures applied by us, to the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the transactions that needed to be entered into the register maintained under Section 301 have been so entered.
 - (b) According to the information and explanations given to us and excluding certain transactions of purchase of goods and material of special nature for which alternate quotations are not available, where each of such transactions is in excess of Rs. 5 lakhs in respect of any party, in our opinion, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time.
5. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchase of inventory and fixed assets, and with regard to the sale of goods and services. During the course of our audit, we have not noticed any continuing failure to correct any major weakness in internal control systems.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and therefore, the provisions of Section 58A and 58AA of the Companies Act, 1956, and rules made there under, are not applicable to the company.

Annexure to Auditors' Report

7. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
8. The Central Government has not prescribed maintenance of the cost records under Section 209 (1) (d) of the Companies Act, 1956, with respect to the manufacture of Medical Equipments. However, in respect of Printed Circuit Boards manufactured by the company, the Central Government has prescribed the maintenance of cost records under Section 209 (1)(d) of Companies Act, 1956. We have broadly reviewed the books of account and records maintained by the Company in this connection and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to

determining whether they are accurate or complete.

9. (a) According to the records of the Company and information and explanation given to us, there have been instances of delays in remittance of undisputed statutory dues including Income Tax Deducted at Source, Provident Fund, Employees State Insurance, Sales Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues with the appropriate authorities during the year.
- (b) According to the information and explanations given to us, undisputed amounts payable in respect of customs duty amounting to ₹ 498.44 Lakhs, were outstanding, as at 31st March 2011, for a period of more than six months from the dates on which they became payable.

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

Nature of Dues	Nature of Dispute	₹ in lakhs	Forum where pending
Central Excise	Eligibility of exemption from Payment of duty on DC Defibrillator and penalty	56.42	Supreme Court
Central Excise	Recovery of CENVAT Credit due to price reduction of inputs	93.82	Tribunal
Central Excise	Demand of duty on clearance of sample Colour TVs	3.32	Commissioner - Appeals
Central Excise	Demand for duty at higher rate for clearance of CENVAT availed inputs	19.87	Commissioner - Appeals
Central Excise	Demand for duty on clearance of CTV Parts/ components/ sub-assemblies on SKD condition to OEMs.	282.05	Tribunal
Central Excise	Penalty for Non-inclusion of amortised cost in the value of Plastic Parts	34.73	Commissioner - Appeals
Customs Duty	Differential Duty on imported Cathode Ray Tube	4.72	Commissioner - Appeals (Mumbai)
Customs Duty	Entitlement to exemption for parts of Defibrillator	627.61	CESTAT/Commissioner (Appeals)
Customs Duty	Special Customs Duty on Capacitors	3.10	Commissioner - Appeals (Chennai)
Customs Duty	Duty on clearance of bonded goods	33.33	CESTAT
Sales Tax	Various disallowances and non - submission of C Forms	1722.93	At various Appellate levels ranging from DCCTs (Appeals) to Appellate Tribunals

10. The Company's accumulated losses do not exceed 50% of its net worth. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
11. During the year, on account of past defaults on repayment of principal and Interest, one of the secured lenders have enforced The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI ACT) and sold the assets offered as security and realized their dues to the extent of consideration received. As per the settlement agreement with this lender, the company is given further time up to December 2011 to pay the remaining dues. The other lender has given the company further time up to May 2011 to pay their dues, which the company has cleared subsequently.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is neither a chit fund nor a nidhi/mutual benefit society. Hence, in our opinion, the requirements of Clause (xiii) of Companies (Auditor's Report) Order, 2003 do not apply to the company.
14. According to the information and explanation given to us, the Company is not dealing or trading in shares, securities, debentures and other investments. Hence, in our opinion the requirements of clause (xiv) of Companies (Auditor's Report) Order, 2003 do not apply to the company.

15. According to the information and explanations given to us, the Company has not given any guarantee during the year, for loans taken by others from banks and financial institutions.
16. According to the records of the company, the company has not obtained any term loans during the year. In case of continuing guarantees, we are unable to express an opinion on whether the terms and conditions are prejudicial to the interests of the company, considering the status of the borrower.
17. The Company has not utilised funds borrowed on short term basis, if any, for long term uses, during the year under audit.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
19. The Company has not issued any debentures during the year under audit.
20. The Company has not raised any money by public issues during the year.
21. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

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

Bangalore
27th May, 2011

M S Ram(26687)
Partner

Balance Sheet

				(₹)
	Schedule No.	31.03.2011	As at	31.03.2010
SOURCES OF FUNDS				
Shareholders Funds				
Share Capital	1	218,09,80,390		218,09,80,390
Reserves and Surplus	2	236,93,75,668		236,35,84,580
		<u>455,03,56,058</u>		<u>454,45,64,970</u>
Loan Funds				
Secured Loans	3	118,47,08,650		275,09,13,420
		<u>573,50,64,708</u>		<u>729,54,78,390</u>
APPLICATION OF FUNDS				
Fixed Assets	4	71,76,76,679		113,29,06,556
Investments	5	136,99,68,136		136,99,68,561
Deferred Tax Asset		231,53,97,532		232,30,35,162
Current Assets, Loans & Advances	6	56,33,00,454		118,52,25,766
Less: Current Liabilities & Provisions	7	62,26,63,318		88,42,73,530
Net Current Assets		<u>(5,93,62,864)</u>		<u>30,09,52,236</u>
Profit and Loss Account		139,13,85,225		216,86,15,875
		<u>573,50,64,708</u>		<u>729,54,78,390</u>
Notes to Accounts	14			

As per our Report of even date annexed

For **T Velu Pillai & Co.**,
Chartered Accountants

For and on behalf of the Board of Directors

M S Ram
Partner
M.No. 26687

Ajit G Nambiar
Chairman & Managing Director

Subhash Bathe
Director

Bangalore
27th May, 2011

R Vijayendra
Company Secretary

Profit and Loss Account

(₹)

	Schedule No.	31.03. 2011	For the year ended 31.03.2010
INCOME			
Gross Sales and other Income		231,85,09,047	120,06,03,337
Less : Excise Duty		2,18,49,534	1,55,55,369
Net Sales and other Income	8	<u>229,66,59,513</u>	<u>118,50,47,968</u>
EXPENDITURE			
Cost of Materials	9	64,78,87,524	56,92,58,873
Salaries, wages and other benefits	10	15,78,18,901	14,76,32,150
Manufacturing and other expenses	11	10,62,68,812	12,24,10,465
Selling expenses	12	5,15,51,488	3,80,46,818
Finance charges	13	10,45,24,053	13,34,21,554
Depreciation		7,97,47,433	10,81,70,548
Impairment Loss on Asset		13,38,73,296	3,10,43,764
		<u>128,16,71,507</u>	<u>114,99,84,172</u>
Profit/(Loss) before Provisions and Taxation		101,49,88,006	3,50,63,796
Provision for Doubtful Advances/Debts		(14,78,223)	(36,41,746)
Extra-ordinary items (net)		(22,86,21,729)	(3,76,00,165)
Profit/(Loss) before Tax		78,48,88,054	(61,78,115)
Deferred Tax Asset		(76,37,630)	94,70,666
Profit/(Loss) after Tax		77,72,50,424	32,92,551
Provision for Preference Dividend		19,776	-
Balance brought forward		<u>(216,86,15,873)</u>	<u>(217,19,08,426)</u>
Balance carried over		<u>(139,13,85,225)</u>	<u>(216,86,15,875)</u>
Earnings Per Share (EPS)			
Equity Shares of face value of ₹ 10/-each			
Basic		16	0.07
Number of shares used in computing EPS			
Basic		4,85,10,244	4,85,10,244
Notes to accounts	14		

As per our Report of even date annexed

For **T Velu Pillai & Co.,**
Chartered Accountants

For and on behalf of the Board of Directors

M S Ram
Partner
M.No. 26687

Ajit G Nambiar
Chairman & Managing Director

Subhash Bathe
Director

Bangalore
27th May, 2011

R Vijayendra
Company Secretary

Schedules Forming Part of Accounts

(₹)

31.03.2011 31.03.2010

SCHEDULE 1 : SHARE CAPITAL

Authorised

5,50,00,000 Equity Shares of ₹10/-each 55,00,00,000 55,00,00,000
(5,50,00,000 Equity Shares of ₹ 10/-each)

1,70,00,000 Redeemable Preference Shares of ₹ 100/- each 170,00,00,000 170,00,00,000
(1,70,00,000 Redeemable Preference Shares of ₹ 100/- each)

Issued, Subscribed and Paid-up

4,85,10,244 Equity Shares of ₹ 10/- each 48,51,02,440 48,51,02,440
Shares Forfeited 9,750 9,750

1,69,58,682 Redeemable Non-Cumulative Preference Shares of ₹ 100/- each 169,58,68,200 169,58,68,200

218,09,80,390 218,09,80,390

SCHEDULE 2 : RESERVES & SURPLUS

Reserves

Capital Reserve 49,800 49,800

Capital Redemption Reserve 53,33,00,000 53,33,00,000

Share Premium Account 183,02,34,780 183,02,34,780

Employees' Stock Options outstanding 57,91,088 -

236,93,75,668 236,35,84,580

SCHEDULE 3 : SECURED LOANS (Refer Note 12)

A. Loans from Banks 1,00,00,000 1,00,00,000

B. Loans from Financial Institutions 117,24,25,346 259,33,64,751

Interest accrued and due 22,83,304 14,75,48,669

118,47,08,650 275,09,13,420

SCHEDULE 4 : FIXED ASSETS

Particulars	Gross Block at Cost				Depreciation			Net Block		
	As on 01-04-10	Additions	Deletions		As on 31-03-11	Impairment for the year	For the year	As on 31-03-11	As on 31-03-11	As on 31-03-10
			Sales	Impairment						
Land	31,11,70,505		20,58,14,634		10,53,55,871				10,53,55,871	31,11,70,505
Building	38,41,90,862			3,01,927	38,38,88,935	1,79,373	1,07,49,412	17,65,51,489	20,73,37,446	21,82,66,231
Plant & Machinery	164,83,78,946	24,43,194	6,96,486	33,71,80,511	131,29,45,143	13,34,88,361	6,02,16,296	93,29,58,782	37,99,86,361	57,15,01,175
Computer, Equipments and Net working	9,08,54,520	12,32,790	63,000	1,64,500	9,18,59,810	58,891	26,20,738	8,31,31,105	87,28,705	1,01,78,363
Furniture & Fixtures	17,29,04,359	6,94,421		7,57,193	17,28,41,587	1,46,671	15,90,173	16,15,01,403	1,13,40,184	1,23,78,766
Vehicles	3,53,05,500				3,53,05,500		5,94,635	3,24,91,011	28,14,489	34,09,124
Research and Developmental Expenditure	13,38,21,614	1,14,436			13,39,36,050		39,76,179	13,18,22,427	21,13,623	60,02,392
Total	277,66,26,306	44,84,841	20,65,74,120	33,84,04,131	223,61,32,896	13,38,73,296	7,97,47,433	151,84,56,217	71,76,76,679	113,29,06,556

SCHEDULE 5 : INVESTMENTS AT COST

Trade - Unquoted

A : In Subsidiary Companies 115,40,00,000 206,27,00,000

B : In Joint Ventures 22,69,00,000 22,69,00,000

C : Others 60,78,43,408 61,25,35,257

Trade - Quoted 1,14,93,325 24,42,27,224

Investment in Partnership Firms 3,88,04,549 3,88,04,974

203,90,41,282 318,51,67,455

Less: Provision for diminution in Investments 66,90,73,146 181,51,98,894

136,99,68,136 136,99,68,561

Schedules

	(₹)	
	31.03.2011	31.03.2010
SCHEDULE 6 : CURRENT ASSETS, LOANS & ADVANCES		
A. Current Assets		
Inventories (as certified by management)		
Finished Goods	1,83,41,519	2,72,26,250
Work-in-Process	90,37,125	73,29,764
Raw Material	2,62,71,466	2,32,90,173
Stock of Spares & Tools	3,06,09,469	4,03,52,636
	<u>8,42,59,579</u>	<u>9,81,98,823</u>
Sundry Debtors [unsecured]		
Debts outstanding for more than six months		
- considered good	19,36,377	60,34,912
- considered doubtful	14,78,223	48,82,248
Less: Provision for Doubtful Debts	14,78,223	48,82,248
	<u>19,36,377</u>	<u>60,34,912</u>
Others	17,55,54,794	15,19,15,621
	<u>17,74,91,171</u>	<u>15,79,50,533</u>
Cash & Bank Balances		
Cash in hand	1,21,558	62,870
Balance with Scheduled Banks		
- in Current Accounts	43,47,748	2,40,90,725
- in Short Term Deposit Accounts	3,40,59,965	5,12,56,243
	<u>3,85,29,271</u>	<u>7,54,09,838</u>
B. Loans & Advances		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	26,30,20,433	85,36,66,572
Considered doubtful	-	29,00,51,454
Less: Provision for Doubtful Advances	-	(29,00,51,454)
	<u>(26,30,20,433)</u>	<u>(85,36,66,572)</u>
	<u>56,33,00,454</u>	<u>118,52,25,766</u>
SCHEDULE 7 : CURRENT LIABILITIES & PROVISIONS		
A. Liabilities		
Sundry Creditors		
- dues to Micro, Small and Medium Enterprises	-	-
- others	43,72,12,448	68,12,42,629
Liability for Expenses	16,31,40,209	16,59,40,093
Trade Deposits	2,22,90,885	3,70,90,808
	<u>62,26,43,542</u>	<u>88,42,73,530</u>
B. Provisions		
Provision for Preference Dividend	19,776	-
	<u>62,26,63,318</u>	<u>88,42,73,530</u>
SCHEDULE 8 : SALES & OTHER INCOME		
Gross Sales & Service	92,88,39,921	83,10,48,580
Less: Excise Duty	2,18,49,534	1,55,55,369
Net Sales & Service	<u>90,69,90,387</u>	<u>81,54,93,211</u>
Other Income	46,59,718	2,56,47,239
Profit on Sale of Assets	137,83,17,090	33,45,20,552
Interest Received (TDS- ₹ 5,49,194/-)	66,92,318	93,86,966
	<u>229,66,59,513</u>	<u>118,50,47,968</u>

Schedules

	(₹)	
	31.03.2011	31.03.2010
SCHEDULE 9 : COST OF MATERIALS		
Opening Stock		
Finished Goods	2,72,26,250	3,30,39,208
Work-in-process	73,29,764	1,52,07,949
	<u>3,45,56,014</u>	<u>4,82,47,157</u>
Materials Consumed		
Opening Stock	2,32,90,173	2,55,61,878
Purchases during the year	64,36,91,447	55,32,96,025
Closing Stock	(2,62,71,466)	(2,32,90,173)
	<u>64,07,10,154</u>	<u>55,55,67,730</u>
Closing Stock		
Finished Goods	(1,83,41,519)	(2,72,26,250)
Work-in-Process	(90,37,125)	(73,29,764)
	<u>(2,73,78,644)</u>	<u>(3,45,56,014)</u>
	<u>64,78,87,524</u>	<u>56,92,58,873</u>
SCHEDULE 10 : SALARIES, WAGES & OTHER BENEFITS		
Salaries & Wages	12,78,73,210	12,27,30,010
Contribution to PF & Other Funds	1,56,27,373	83,51,585
Employees' Welfare Expenses	71,63,118	1,00,36,955
Remuneration to Chairman & Managing Director	71,55,200	65,13,600
	<u>15,78,18,901</u>	<u>14,76,32,150</u>
SCHEDULE 11 : MANUFACTURING AND OTHER EXPENSES		
Consumables	49,46,494	54,45,199
Power & Fuel	1,04,16,076	96,53,884
Repairs to Machinery	12,29,778	11,83,526
Repairs to Buildings & Facilities	65,25,827	1,04,21,277
Rent (Net)	86,49,559	75,41,885
Rates & Taxes other than Income Tax	26,81,134	81,87,216
Communication Charges	92,81,985	94,94,011
Legal & Professional Charges	2,57,70,738	3,02,28,604
Travel & Conveyance	2,96,51,114	3,09,98,848
Other Expenses	71,15,682	92,55,590
Share of Loss from Partnership Firm	425	425
Investments written off	114,61,25,748	-
Less : Provision for diminution of Investments no longer required	(114,61,25,748)	-
Loans and Advances written off	29,00,51,454	-
Less : Provision for doubtful advances no longer required	(29,00,51,454)	-
	<u>10,62,68,812</u>	<u>12,24,10,465</u>
SCHEDULE 12 : SELLING EXPENSES		
Freight & Insurance	2,15,12,884	1,79,74,297
Advertisement & Publicity	86,79,726	50,70,245
Other Selling Expenses	1,70,85,714	1,50,02,276
Bad debts written off	91,55,412	10,18,12,745
Less : Provision for doubtful debts no longer required	(48,82,248)	(10,18,12,745)
	<u>5,15,51,488</u>	<u>3,80,46,818</u>
SCHEDULE 13 : FINANCE CHARGES		
Interest		
- On Term Loans	8,29,98,866	11,11,12,793
- To Banks and others	2,15,25,187	2,23,08,761
	<u>10,45,24,053</u>	<u>13,34,21,554</u>

Schedules

SCHEDULE 14: NOTES ATTACHED TO AND FORMING PART OF THE ACCOUNTS FOR THE PERIOD ENDED 31ST MARCH, 2011

1. Significant Accounting Policies

General : The financial statements have been prepared under historical cost convention in accordance with generally accepted accounting principle in India and the provisions of the Companies Act, 1956 as adopted consistently by the company.

Fixed Assets : Fixed Assets, except Land and Building which were revalued as on 30.4.85, are stated at their original cost of acquisition including incidental expenditure related thereto, taxes, duties other than modvat credit availed and installation expenses. Net surplus or deficiency arising when an asset is disposed, discarded, demolished or destroyed are duly accounted.

Depreciation : Depreciation on Fixed Assets are provided on Straight Line Method at the rates and manner prescribed under Schedule XIV of the Companies Act, 1956.

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

Inventories : Inventories are valued as under :

Finished Goods : At lower of cost or realisable value

Work in Progress : At cost, inclusive of appropriate overheads

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

Goods-in-transit : At cost

Foreign Currency Transaction : Transactions in foreign currency, other than those covered by forward contracts are accounted at

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

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

Retirement Benefit : Contribution to recognised provident fund is made at predetermined rates. There is no defined benefit scheme for Leave Encashment. The company has an arrangement with Life Insurance Corporation of India to administer its Gratuity and Superannuation Schemes.

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

Revenue Recognition : Revenue in respect of sale of products are recognised when goods are supplied to customers. Dividend income on Investments are accounted for when the right to receive the payment is established. Interest income is recognised on a time proportionate basis considering the amount outstanding and rate applicable. Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

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

	31.03.2011 (₹)	31.03.2010 (₹)		
2. Remuneration to Chairman & Managing Director (Refer Note No. 26)				
Salary	62,40,000	55,20,000		
Company's contribution to PF & Other Funds	9,15,200	9,93,600		
	<u>71,55,200</u>	<u>65,13,600</u>		
3. Payments to Auditors				
Audit fees	5,00,000	5,00,000		
Tax audit fees	75,000	75,000		
Reimbursement of Expenses	35,000	35,000		
Taxation matters	5,000	5,000		
Certification Charges	50,000	50,000		
Service Tax	68,495	51,500		
	<u>7,33,495</u>	<u>7,16,500</u>		
4. Quantitative Particulars				
a. Particulars of Opening and Closing Stock of Finished Goods after adjusting returns				
Products	Opening Stock (Nos.)	Closing Stock (Nos.)		
Medical Electronics	4,705	2,850		
b. Production				
Products	Installed Capacity	Actual Production		
		2010-11	2009-10	
Medical Electronics	20,000	11172	7635	
The Products are assembled from large number of Components/Parts procured from outside suppliers. Hence, quantity particulars for each item in respect of Purchases, Consumption and Sales cannot be furnished.				
c. Traded Goods			2009-10	
Products	Quantity (Nos.)	Value (₹)	Quantity (Nos.)	Value (₹)
Purchases: Medical Electronics	13366	26,41,39,981	15,373	32,41,46,050

Schedules

(Amount in ₹)

d. Sales		2010-11		2009-10	
Products	Quantity (Nos.)	Value (₹)	Quantity (Nos.)	Value (₹)	
Domestic					
Medical Electronics	26242	76,40,39,989	20,199	69,05,29,424	
Service Charges		2,72,88,015		2,82,44,295	
Components, Spares etc.,		13,10,73,003		11,19,87,633	
		<u>92,24,01,007</u>		<u>83,07,61,352</u>	
Exports					
Medical Electronics	151	64,38,914	5	2,87,228	
		<u>92,88,39,921</u>		<u>83,10,48,580</u>	
5. CIF Value of Imports					
	2010-11	%	2009-10	%	
Raw Material	5,78,85,200		5,57,88,364		
Components/Parts	39,37,84,576		39,80,22,242		
	<u>45,16,69,776</u>		<u>45,38,10,606</u>		
6. Value of Raw Material, Spares & Components consumed during the year					
Imported	46,41,94,507	72.45	40,55,64,443	73.00	
Indigenous	17,65,15,647	27.55	15,00,03,287	27.00	
	<u>64,07,10,154</u>	<u>100.00</u>	<u>55,55,67,730</u>	<u>100.00</u>	
7. Earnings in Foreign Currency					
	2010 - 11		2009 - 10		
Export of Goods on FOB Basis		64,38,914		2,87,228	
8. Expenditure in Foreign Currency					
Travelling		5,36,830		14,20,559	
Professional charges		2,66,320		10,25,170	
		<u>8,03,150</u>		<u>24,45,729</u>	

9. Share Capital includes 21,930 Equity Shares of ₹ 10/- each, allotted as fully paid up for consideration other than cash and 96,50,000 Equity Shares of ₹ 10/- each, allotted as Bonus Shares by Capitalisation of General Reserve during an earlier period.
10. 1,69,58,682 Non-convertible, Non-cumulative 0.001% Preference Shares of ₹ 100/- each, are redeemable in four equal installments at the end of the 11th,12th,13th and 14th year. The Preference Shares were allotted on 15th December, 2005.
11. The Company has instituted an Employees Stock Option Plan - BPL - ESOS-2009 as approved by the Board of Directors and Shareholders of the Company in 2009 for issuance of stock options convertible into equity shares not exceeding 20,00,000 Options in the aggregate to the employees of the Company as well as that of its subsidiaries and also to non-executive directors including Independent Directors of the Company and its subsidiaries at the price determined as per the SEBI (ESOS) Guidelines, 1999. The said scheme is administered by the Compensation Committee of the Board. During the year, the Company has granted 5,17,739 stock options to eligible employees and directors of the Company at an exercise price of ₹10/- per share. The options granted under the Scheme shall vest after 12 months from the date of grant. The options vested shall be capable of being exercised within a period of 12 months from the date of vesting and the equity shares arising on exercise of options shall not be subjected to any lock-in. The options were granted to the employees at ₹ 10/- each, being the face value of the shares of the Company. In view of this, the intrinsic value on the date of grant (being the excess of market price of share under the Scheme over the exercise price of the option) has been accounted by the Company.
12. The loans / borrowings stated in Schedule 3 represent restated balances for lenders based on the option selected by them respectively. However, confirmation of balance is yet to be obtained. Interest on the loans have been provided/paid based on the option selected by the lender.
- Loans are secured by:
- Loans of ₹ 11724.25 Lakhs referred to in B of Schedule 3 is secured by a pledge of BPL Brand excluding BPL Brand of Colour Television and is secured by equitable mortgage by way of deposit of title deeds of immovable properties of the company in Coimbatore and residential property in Bangalore and land in Hoskote and is secured by equitable mortgage of leasehold property in Chennai and loans of ₹ 100.00 lakhs referred to in A of Schedule 3 are secured by a common pool of all the assets of the company situated at Palakkad, Doddaballapur, Dobespit and Bommasandra and pledge of 2,26,90,000 equity shares held by the Company in SANYO BPL Private Limited and a personal guarantee of the Managing Director (pending execution), ranking pari passu, with all the lenders.

Schedules

13. There are no Micro and Small Enterprises, to whom the company owes dues, which are outstanding for more than 45 days as at 31st March, 2011. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

14. Details of Investments [Refer Schedule 5]

Company	No. of Shares	Face Value (₹)	Value as at 31.03.11 (₹)	Value as at 31.03.10 (₹)	Market Value as at 31.03.11 (₹)	Class
1. Trade - Unquoted						
A : IN SUBSIDIARY COMPANIES						
BPL Display Devices Limited	4,57,50,000	10		45,75,00,000		Equity Shares
BPL Display Devices Limited	45,00,000	100		45,00,00,000		Redeemable Preference Shares
Bharat Energy Ventures Limited	11,54,00,000	10	115,40,00,000	115,40,00,000		Equity Shares
BPL Securities Private Ltd	1,20,000	10		12,00,000		Equity Shares
B: IN JOINT VENTURES						
Sanyo BPL Private Limited	2,26,90,000	10	22,69,00,000	22,69,00,000		Equity Shares
C: Others - Unquoted						
BPL Telecom Private Limited	25,96,980	10	21,59,58,986	21,59,58,986		Equity Shares
BPL Techno Vision Private Limited	1,000	10	10,000	10,000		Equity Shares
BPL Management Services Limited	89,91,000	10	8,99,09,910	8,99,09,910		Equity Shares
Electronic Research Private Limited	35,75,000	10	3,57,50,000	3,57,50,000		Equity Shares
BPL Power Projects [Kerala] Pvt. Limited	600	10		6,000		Equity Shares
Kleer Industries Inc. [USA]	87,000	7 USD	2,05,99,443	2,05,99,443		Shares
Kleer Industries Inc. [USA]	5,50,000	10 USD	24,56,15,069	24,56,15,069		Convertible Preferred Stock
SM Tech Limited [HK]	2,90,000	\$1.00		11,60,000		Shares
Euro Trade International Limited	52,041	1 GBP		35,25,849		Equity Shares
2 :Trade - Quoted						
BS Appliances Limited	81,000	10	33,50,375	33,50,375		Equity Shares
BS Refrigerators Limited	54,28,000	10		21,50,88,353		Equity Shares
BST Limited	4,73,100	10		1,91,45,975		Equity Shares
BPL Engineering Limited	3,34,000	10	81,42,950	81,42,950		Equity Shares
3 : Investment in Partnership Firms						
Kodi Properties and Finance			3,78,41,790	3,78,41,790		
Wellworth Electronics			9,62,759	9,63,609		
			203,90,41,282	318,51,67,455		

15. The particulars of Investments in Partnership Firms :

- Kodi Properties** : The Company had, during earlier years, invested an amount of ₹ 378.42 lakhs as Capital and has a share of profit of 98%. The total capital of the firm is ₹ 387.47 lakhs. The share of profits of other partners in the firm are; Electronic Research Private Limited and BPL Telecom Private Ltd. - 1.00% each.
 - Wellworth Electronics** : The Company had, during earlier years, invested an amount of ₹ 9.64 lakhs as Capital and has a share of profit of 25%. The total capital of the firm is ₹ 32.53 lakhs. The shares of profits of other partners in the firm are; BS Refrigerators Limited, BS Appliances Limited and BST Limited is 25% each. The firm incurred a loss of ₹ 1700/- and the company's share of loss of ₹ 425/- has been recognised in current period based on the audited accounts of the firm.
- Cenvat benefits on purchases have been accounted for in accordance with the provisions of Accounting Standard 2. Cenvat credit receivable has been included under the head 'Advances'.
 - As the company has no qualifying assets as defined in Accounting Standard 16, amount of borrowing cost that are directly attributable to the acquisition, construction or production of a qualifying asset have not been capitalised.
 - In accordance with the provisions of Accounting Standard 17, Company has only one reporting segment viz, Electronic industry. Segmental reporting as defined is therefore not applicable.
 - The Company's restructuring proposal has been approved under CDR System vide letter dated 25th November, 2004. The salient features of terms of restructuring is waiver of certain percentage of principal amount of loans outstanding as on cut off date, reduction of rate of interest on loans retained and transfer of CTV division to JV company as a going concern. Profitability of residual business of the company, Balance Sheet and Cash flow were assessed by an independent authority. Based on their report, the management is confident of earning sufficient revenue to meet it's liabilities and commitments. On the basis of above information, the current financial period accounts have been prepared on a going concern basis.

Schedules

20. Related Party disclosure in accordance with Accounting Standard 18:

(₹ in lakhs)

Related Parties	1	2	3	4	Total
Purchase of goods			21.21		21.21
Sales of goods			66.49		66.49
Receiving of services			85.83		85.83
Finance transactions & Others	793.90		2161.87		2955.77
Remuneration				71.55	71.55
Net outstanding DR/(CR)	1151.48*		(1528.38)	(8.49)	(385.39)

*represents advances recoverable from Bharat Energy Ventures Limited

Name of the related parties and description of relationship :

1. Subsidiaries : BPL Display Devices Limited and Bharat Energy Ventures Limited
2. Joint Venture : SANYO BPL Private Limited
3. Companies where Directors have control : Dynamic Electronics Private Limited, Orion Constructions Company Private Limited, ER Computers Private Limited, Phoenix Holdings Private Limited, Stallion Computers Private Limited, Electro Investment Private Limited, Nambiar International Investment Company Private Limited, BPL Telecom Private Limited, BPL Techno Vision Private Limited, BPL Power Projects (AP) Private Limited, BPL FTA Energies Private Limited, Electronic Research Private Limited and NI Micro Technologies Private Limited
4. Key Management Personnel : Mr. Ajit G Nambiar, Chairman & Managing Director

21. The Company does not have any "lease arrangement" as defined under Accounting Standard 19.

22. No Provision for tax has been made for current period in view of tax losses made by the Company. Deferred tax asset as envisaged by Accounting Standard 22 has been created by the company to the extent reasonable certainty exists for the future profitability. The components of Deferred tax asset are as follows:

Unabsorbed depreciation	₹ 94,32,42,404
Unabsorbed Carry forward Business Loss	₹ 602,71,72,383
Total	₹ 697,04,14,787
Deferred Tax Asset	₹ 231,53,97,532
Less: Opening Deferred Tax Asset	₹ 232,30,35,162
Deffered Tax Asset for the year	₹ (76,37,630)

23. The Company's provision of gratuity existing in books is sufficient to cover the actuarial value of liability as certified by external valuer. However, due to shortage of funds, the company is yet to fund the full actuarial liability under the scheme administered by LIC of India. Contributions to Superannuation Fund (defined Contribution Plan) is yet to be funded to LIC of India an account of shortage of funds.

24. The Company is yet to obtain confirmation of balances from its debtors and for advances. Provisions have been made based on reconciliation carried out.

25. Extra-Ordinary item of ₹ 2286.22 lakhs in the Profit and Loss Account represents the net effect of reduction in value of Sundry Creditors and Advances.

26. Remuneration has been paid/provided to the Chairman & Managing Director based on the approval received from the Central Government vide its letter No. A40400111-CL-VII dated 24th April, 2009.

27. Figures pertaining to previous years have been regrouped/ rearranged, wherever necessary, to conform with the current year's presentation.

28. Contingent Liabilities :

- a) Estimated amount of contracts remaining to be executed on Capital Account and not provided on 31st March, 2011 - ₹ nil (₹ nil).
- b) Demand against the Company not acknowledged as debts disputed in appeal as on 31st March, 2011 : Central Excise ₹ 490.23 lakhs (₹ 490.23 lakhs), Customs Duty ₹ 668.77 lakhs (₹ 668.77 lakhs), Sales Tax ₹ 1722.93 lakhs (₹ 1987.93 lakhs). The amounts are based on demands raised by the respective authorities.
- c) No reimbursements are expected from Contingent Liabilities.
- d) Deed of Guarantee favouring Allahabad Bank towards financial assistance of ₹ 2000 lakhs sanctioned by them to BPL Display Devices Limited.
- e) As per CDR Scheme, lenders have a recompense clause for economic loss due to restructuring, which would be met out of any future cash flows of the company. It is not possible to quantify the liability, if any, that may arise.

As per our Report of even date annexed

For T Velu Pillai & Co.,
Chartered Accountants

For and on behalf of the Board of Directors

M S Ram
Partner
M.No. 26687

Ajit G Nambiar
Chairman & Managing Director

Subhash Bathe
Director

Bangalore
27th May, 2011

R Vijayendra
Company Secretary

Balance Sheet Abstract

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I REGISTRATION DETAILS

Registration No.	2015	State Code	9
Balance Sheet Date	31.03.11		

II CAPITAL RAISED DURING THE YEAR (*₹ in thousands*)

Preferential Allotment	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (*₹ in thousands*)

Total Liabilities	57,35,065	Total Assets	57,35,065
Sources of Funds		Application of Funds	
Paid-up-Capital	21,80,980	Net Fixed Assets	7,17,677
Reserves & Surplus	23,69,376	Net Current Assets	-59,363
Secured Loans	11,84,709	Investments	13,69,968
Unsecured Loans	-	Deferred Tax Asset	23,15,398
		Profit and Loss Account	13,91,385

IV PERFORMANCE OF COMPANY (*₹ in thousands*)

Turnover	22,96,660	Total Expenditure	12,81,672
Profit before Tax	7,84,888	Profit after Tax	7,77,250
Earnings Per Share (in ₹)	16.02	Dividend Rate (%)	NIL

V GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (*As per monetary terms*)

<i>Item Code No.(ITC Code)</i>	<i>Product Description</i>
901811.00	Electrocardiographs

As per our Report of even date annexed

For T Velu Pillai & Co.,
Chartered Accountants

For and on behalf of the Board of Directors

M S Ram
Partner
M.No. 26687

Ajit G Nambiar
Chairman & Managing Director

Subhash Bathe
Director

Bangalore
27th May, 2011

R Vijayendra
Company Secretary

Cash Flow Statement

(₹)

	For the Year ended	
	31.03.11	31.03.10
Cash Flow from operating activities		
Net profit/(loss) before taxation and extra - ordinary items	101,49,88,006	3,50,63,796
<i>Adjustments for :</i>		
Depreciation	7,97,47,433	10,81,70,548
Impairment Loss on Asset	13,38,73,296	3,10,43,764
Profits/(Loss) on Sale of Assets	137,83,17,090	33,45,20,552
Share of Profits/(Loss) from Partnership Firm	(425)	(425)
Provisions for Doubtful Advances/Debts	(14,78,223)	(36,41,746)
Extra-ordinary items (net)	(22,86,21,729)	(3,76,00,165)
Interest Income	66,92,318	93,86,966
Interest Expense	10,45,24,053	13,34,21,554
Operating Profit before working capital changes	17,52,67,311	(7,74,49,342)
Increase in Sundry Debtors	(1,95,40,638)	(3,84,04,706)
Decrease in Inventories	1,39,39,244	64,04,321
Decrease in Loans and Advances	36,32,29,841	82,76,456
Decrease in Sundry Creditors	(26,16,29,988)	(1,70,65,927)
Extra-ordinary items	(22,87,57,909)	(11,55,80,734)
Cash generated from operations	4,25,07,861	(23,38,19,932)
Income Tax paid	(13,41,611)	(36,15,383)
Net Cash from operating activities	4,11,66,250	(23,74,35,315)
Cash flow from investing activities		
Purchase of Fixed Assets	(44,84,841)	(1,42,03,450)
Decrease in Fixed Assets	158,44,32,332	46,29,52,909
Extra-ordinary items		17,16,10,031
Interest received	66,92,318	93,86,966
Net Cash used for investing activities	158,66,39,809	62,97,46,456
Cash Flow from financing activities		
Term Loans repaid	(142,09,39,405)	(4,79,50,000)
Finance Charges paid	(24,95,38,309)	(32,24,63,761)
Employees stock options outstandings	57,91,088	-
Extra-ordinary items	-	(1,84,29,132)
Net Cash used in financing activities	(166,46,86,626)	(38,88,42,893)
Net increase in cash and cash equivalents	(3,68,80,567)	34,68,248
Cash and Cash equivalents at the beginning of the period	7,54,09,838	7,19,41,590
Cash and Cash equivalents at the end of the period	3,85,29,271	7,54,09,838

As per our Report of even date annexed

For T Velu Pillai & Co.,
Chartered Accountants

For and on behalf of the Board of Directors

M S Ram
Partner
M.No. 26687

Ajit G Nambiar
Chairman & Managing Director

Subhash Bathe
Director

Bangalore
27th May, 2011

R Vijayendra
Company Secretary

Disclosure on Subsidiaries

Disclosures made in respect of a Subsidiary Company pursuant to the General Circular No.2/2011 dated 8th February, 2011 issued by the Ministry of Corporate Affairs, Government of India, for the year ended 31st March, 2011.

(₹ in lakhs)

1)	Name of the Subsidiary	Bharat Energy Ventures Limited
a)	Capital	14938.90
b)	Reserves	55.87
c)	Total Assets	15477.21
d)	Total Liabilities	15477.21
e)	Details of Investments (except in case investment in the subsidiaries)	11586.55*
f)	Turnover	Nil
g)	Profit before Taxation	(188.80)
h)	Provision for Taxation	NA
i)	Profit after Taxation	(188.80)
j)	Proposed Dividend	NA

*represents 11,58,65,520 equity shares of Rs.10/- each, fully paid up invested in BPL Power Projects (AP) Private Limited

Auditors' Report - on Consolidated Accounts

We have examined the attached consolidated Balance Sheet of BPL Limited as at 31st March, 2011 the consolidated Profit and Loss Account for the period ending on date mentioned above.

These financial statements are the responsibility of BPL Limited's management. Our responsibility is to express an opinion on this financial statement based on our audit. We have conducted our audit in accordance with generally accepted auditing standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting frame work and are free of material misstatements. An audit includes examining on test basis evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis of our opinion.

a) The accounts of the following subsidiaries and Joint Venture Company have not been consolidated in view of Clause 11(b) of Accounting Standard 21:

Subsidiaries : i) BPL Securities Private Limited (under name struck off) and ii) BPL Display Devices Limited (under liquidation)

Joint Venture : i) Sanyo BPL Private Limited (under voluntary winding up)

The impact, if any, of audit qualifications of the above companies is, therefore, not dealt within this report.

b) The accounts of Bharat Energy Ventures Limited (a subsidiary of the company) has been considered in the Consolidated Accounts.

c) We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements

of Accounting Standard (AS) 21, Consolidated Financial Statements, as per the provisions of Companies (Accounting Standards) Amendment Rules, 2008 and the guidelines issued by the Institute of Chartered Accountants of India.

- d) *The accounts of Bharat Energy Ventures Limited for the year have been prepared on a going concern basis in view of factors mentioned in Note no:14 of Schedule 15 to consolidated accounts. We are of the view that the assumptions underlying going concern valuation do not continue to exist, the impact of adjustments, if any, are not quantifiable, pending ascertainment of realizable values of various assets.*
- e) On the basis of the information and explanations given to us and on the consideration of the separate audit reports on individual audited financial statements of BPL Limited and its subsidiary, and subject to our comments in paragraph (d) above, we are of the opinion that :
- the Consolidated Balance Sheet gives a true and fair view of the consolidated state of affairs of BPL Limited as at 31st March, 2011.
 - the Consolidated Profit and Loss Account gives a true and fair view of the consolidated results of the operations of BPL Limited for the year ended on 31st March, 2011; and
 - the Consolidated Cash Flow Statement of the consolidated cash flows of the group for the period ended on that date.

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

Bangalore
27th May, 2011

M S Ram(26687)
Partner

Consolidated Balance Sheet

(₹)

	Schedule No.	31.03.2011	As at 31.03.2010
SOURCES OF FUNDS			
Shareholders Funds			
Share Capital	1	231,25,30,390	229,85,30,390
Reserves and Surplus	2	237,49,63,098	236,91,72,010
		<u>468,74,93,488</u>	<u>466,77,02,400</u>
Minority Interest		17,70,71,344	17,99,44,903
Loan Funds			
Secured Loans	3	118,47,08,650	275,09,13,420
Unsecured Loans	4	4,76,33,315	-
		<u>609,69,06,797</u>	<u>759,85,60,723</u>
APPLICATION OF FUNDS			
Fixed Assets	5	91,00,66,962	132,56,52,694
Investments	6	137,46,23,336	137,46,23,761
Deferred Tax Asset		231,47,87,532	232,24,25,162
Current Assets, Loans & Advances	7	61,29,90,679	119,01,46,687
Less: Current Liabilities & Provisions	8	67,69,89,625	93,73,67,051
Net Current Assets		<u>(6,39,98,946)</u>	<u>25,27,79,636</u>
Miscellaneous Expenditure (Preliminary Expenditure to the extent not written off or adjusted)		28,29,700	32,57,200
Profit and Loss Account		<u>155,85,98,213</u>	<u>231,98,22,270</u>
		<u>609,69,06,797</u>	<u>759,85,60,723</u>
Notes to Accounts	15		

As per our Report of even date annexed

For **T Velu Pillai & Co.,**
Chartered Accountants

For and on behalf of the Board of Directors

M S Ram
Partner
M.No. 26687

Ajit G Nambiar
Chairman & Managing Director

Subhash Bathe
Director

Bangalore
27th May, 2011

R Vijayendra
Company Secretary

Consolidated Profit and Loss Account

(₹)

	Schedule No.	For the year ended	
		31.03.2011	31.03.2010
INCOME			
Gross Sales and other Income		231,85,09,047	120,08,38,522
Less : Excise Duty		2,18,49,534	1,55,55,369
Net Sales and other Income	9	<u>229,66,59,513</u>	<u>118,52,83,153</u>
EXPENDITURE			
Cost of Materials	10	64,78,87,524	56,92,58,873
Salaries, wages and other benefits	11	15,78,18,901	14,76,32,150
Manufacturing and other expenses	12	12,47,79,456	15,93,59,290
Selling expenses	13	5,15,51,488	3,80,46,818
Finance charges	14	10,45,37,704	13,34,25,859
Depreciation		8,01,03,288	10,84,66,874
Impairment Loss on Asset		13,38,73,296	3,10,43,764
		<u>130,05,51,657</u>	<u>118,72,33,628</u>
Profit/(Loss) before Provisions and taxation		99,61,07,856	(19,50,475)
Provision for doubtful Advances/Debts		(14,78,223)	(36,41,746)
Extra-ordinary items (net)		(22,86,21,729)	(3,76,00,165)
Profit/(Loss) before Tax		76,60,07,904	(4,31,92,386)
Deferred Tax Asset		(76,37,630)	94,70,666
Profit / (Loss) after tax		75,83,70,274	(3,37,21,720)
Provision for Preference Dividend		19,776	-
Share of Minority interest		28,73,559	56,33,572
Balance brought forward		(231,98,22,270)	(229,17,34,122)
Balance carried over		<u>(155,85,98,213)</u>	<u>(231,98,22,270)</u>
Earnings per Share (EPS)			
Equity Shares of face value of ₹ 10/-each			
Basic		16	(1)
Number of shares used in computing EPS			
Basic		4,85,10,244	4,85,10,244
Notes to Accounts	15		

As per our Report of even date annexed

For **T Velu Pillai & Co.,**
Chartered Accountants

For and on behalf of the Board of Directors

M S Ram
Partner
M.No. 26687

Ajit G Nambiar
Chairman & Managing Director

Subhash Bathe
Director

Bangalore
27th May, 2011

R Vijayendra
Company Secretary

Consolidated Schedules Forming Part of Accounts

(₹)

31.03.2011

31.03.2010

SCHEDULE 1 : SHARE CAPITAL

Authorised

5,50,00,000 Equity Shares of ₹10/- each	55,00,00,000	55,00,00,000
1,70,00,000 Redeemable Preference Shares of ₹ 100/- each	170,00,00,000	170,00,00,000

Issued, Subscribed and Paid-up

4,85,10,244 Equity Shares of ₹ 10/- each	48,51,02,440	48,51,02,440
Shares Forfeited	9,750	9,750
1,69,58,682 Redeemable Non-Cumulative Preference Shares of ₹ 100/- each	169,58,68,200	169,58,68,200
Advance for Share Capital	13,15,50,000	11,75,50,000
	<u>231,25,30,390</u>	<u>229,85,30,390</u>

SCHEDULE 2 : RESERVES & SURPLUS

Special Reserve	55,87,430	55,87,430
Capital Reserve	49,800	49,800
Capital Redemption Reserve	53,33,00,000	53,33,00,000
Share Premium Account	183,02,34,780	183,02,34,780
Employees' Stock Options Outstanding	57,91,088	-
	<u>237,49,63,098</u>	<u>236,91,72,010</u>

SCHEDULE 3 : SECURED LOANS (Refer Note 5)

A. Loans from Banks	1,00,00,000	1,00,00,000
B. Loans from Financial Institutions	117,24,25,346	259,33,64,751
Interest accrued and due	22,83,304	14,75,48,669
	<u>118,47,08,650</u>	<u>275,09,13,420</u>

SCHEDULE 4 : UNSECURED LOANS

Dynamic Electronics Private Limited	4,60,00,000	-
Accrued interest - due	16,33,315	-
	<u>4,76,33,315</u>	-

SCHEDULE 5 : FIXED ASSETS

Particulars	Gross Block at Cost				Depreciation			Net Block		
	As on 01-04-10	Additions	Deletions		As on 31-03-11	Impairment for the year	For the year	As on 31-03-11	As on 31-03-11	As on 31-03-10
			Sales	Impairment						
Land	31,11,70,505		20,58,14,634		10,53,55,871				10,53,55,871	31,11,70,505
Building	38,41,90,862			3,01,927	38,38,88,935	1,79,373	1,07,49,412	17,65,51,489	20,73,37,446	21,82,66,231
Plant & Machinery	164,83,78,946	24,43,194	6,96,486	33,71,80,511	131,29,45,143	13,34,88,361	6,02,16,296	93,29,58,782	37,99,86,361	57,15,01,175
Computer, Equipments and Net working	9,55,86,896	12,32,790	63,000	1,64,500	9,65,92,186	58,891	29,08,182	8,56,23,174	1,09,69,012	1,27,06,114
Furniture & Fixtures	17,42,74,340	6,94,421		7,57,193	17,42,11,568	1,46,671	16,58,584	16,16,72,775	1,25,38,793	1,36,45,786
Vehicles	3,53,05,500				3,53,05,500		5,94,635	3,24,91,011	28,14,489	34,09,124
Research and Developmental Expenditure	13,38,21,614	1,14,436			13,39,36,050		39,76,179	13,18,22,427	21,13,623	60,02,392
Total	278,27,28,663	44,84,841	20,65,74,120	33,84,04,131	224,22,35,253	13,38,73,296	8,01,03,288	152,11,19,658	72,11,15,595	113,67,01,327
Capital Work in Progress									18,89,51,367	18,89,51,367
									91,00,66,962	132,56,52,694

Schedules

	(₹)	
	31.03.2011	31.03.2010
SCHEDULE 6 : INVESTMENTS AT COST		
Trade - Unquoted		
A : In Subsidiary Companies	-	90,87,00,000
B : In Joint Ventures	22,69,00,000	22,69,00,000
C : Others	176,64,98,608	177,11,90,457
Trade - Quoted	1,14,93,325	24,42,27,224
Investment in Partnership Firms	3,88,04,549	3,88,04,974
	<u>204,36,96,482</u>	<u>318,98,22,655</u>
Less: Provision for diminution in Investments	66,90,73,146	181,51,98,894
	<u>137,46,23,336</u>	<u>137,46,23,761</u>
SCHEDULE 7 : CURRENT ASSETS, LOANS & ADVANCES		
A. Current Assets		
Inventories (as certified by management)		
Finished Goods	1,83,41,519	2,72,26,250
Work-in-Process	90,37,125	73,29,764
Raw Material	2,62,71,466	2,32,90,173
Stock of Spares & Tools	3,06,09,469	4,03,52,636
	<u>8,42,59,579</u>	<u>9,81,98,823</u>
Sundry Debtors [unsecured]		
Debts outstanding for more than six months		
- considered good	19,36,377	60,34,912
- considered doubtful	14,78,223	48,82,248
Less: Provision for Doubtful Debts	14,78,223	48,82,248
	<u>19,36,377</u>	<u>60,34,912</u>
Others	17,55,54,794	15,19,15,621
	<u>17,74,91,171</u>	<u>15,79,50,533</u>
Cash & Bank Balances		
Cash in Hand	1,46,962	2,27,965
Balance with Scheduled Banks		
- in Current Accounts	89,70,605	2,43,41,881
- in Short Term Deposit Accounts	3,40,59,965	5,12,56,243
	<u>4,31,77,532</u>	<u>7,58,26,089</u>
B. Loans & Advances		
Unsecured considered good		
Advances recoverable in cash or in kind or for value to be received	30,80,62,397	85,81,71,242
Considered doubtful	-	29,00,51,454
Less: Provision for Doubtful Advances	-	29,00,51,454
	<u>61,29,90,679</u>	<u>119,01,46,687</u>

Schedules

	(₹)	
	31.03.2011	31.03.2010
SCHEDULE 8 : CURRENT LIABILITIES & PROVISIONS		
A. Liabilities		
Sundry Creditors		
- dues to Micro, Small and Medium Enterprises	-	-
- others	48,19,80,376	72,33,19,762
Liability for Expenses	17,26,98,588	17,69,56,481
Trade Deposits	2,22,90,885	3,70,90,808
	<u>67,69,69,849</u>	<u>93,73,67,051</u>
B. Provisions		
Provision for Preference Dividend	19,776	-
	<u>67,69,89,625</u>	<u>93,73,67,051</u>
SCHEDULE 9 : SALES & OTHER INCOME		
Gross Sales & Service	92,88,39,921	83,10,48,580
Less: Excise Duty	2,18,49,534	1,55,55,369
Net Sales & Service	90,69,90,387	81,54,93,211
Other Income	46,59,718	2,56,47,239
Profit on Sale of Assets	137,83,17,090	33,47,55,737
Interest Received (TDS: ₹ 5,49,194/-)	66,92,318	93,86,966
	<u>229,66,59,513</u>	<u>118,52,83,153</u>
SCHEDULE 10 : COST OF MATERIALS		
Opening Stock		
Finished Goods	2,72,26,250	3,30,39,208
Work-in-process	73,29,764	1,52,07,949
	<u>3,45,56,014</u>	<u>4,82,47,157</u>
Materials Consumed		
Opening Stock	2,32,90,173	2,55,61,878
Purchases during the year	64,36,91,447	55,32,96,025
Closing Stock	(2,62,71,466)	(2,32,90,173)
	64,07,10,154	55,55,67,730
Closing Stock		
Finished Goods	(1,83,41,519)	(2,72,26,250)
Work-in-Process	(90,37,125)	(73,29,764)
	<u>(2,73,78,644)</u>	<u>(3,45,56,014)</u>
	<u>64,78,87,524</u>	<u>56,92,58,873</u>
SCHEDULE 11 : SALARIES, WAGES & OTHER BENEFITS		
Salaries & Wages	12,78,73,210	12,27,30,010
Contribution to PF & Other Funds	1,56,27,373	83,51,585
Employees Welfare Expenses	71,63,118	1,00,36,955
Remuneration to Chairman & Managing Director	71,55,200	65,13,600
	<u>15,78,18,901</u>	<u>14,76,32,150</u>

Schedules

(₹)

	31.03.2011	31.03.2010
SCHEDULE 12 : MANUFACTURING AND OTHER EXPENSES		
Consumables	49,46,494	54,45,199
Power & Fuel	1,11,13,951	1,00,71,348
Repairs to Machinery	12,29,778	11,83,526
Repairs to Buildings & Facilities	65,49,415	1,05,34,128
Rent (Net)	1,31,14,849	1,08,44,485
Rates & Taxes, other than Income Tax	26,81,134	81,87,216
Communication Charges	92,81,985	94,94,011
Legal & Professional Charges	2,57,70,738	3,02,28,604
Travel & Conveyance	2,96,51,114	3,09,98,848
Other Expenses	83,61,020	1,02,21,109
Share of Loss from a Partnership Firm	425	425
Project implementation costs	1,20,78,553	3,21,50,391
Investments written off	114,61,25,748	
Less : Provision for diminution of investments no longer required	(114,61,25,748)	
Loans and Advances written off	29,00,51,454	
Less : Provision for doubtful advances no longer required	(29,00,51,454)	
	<u>12,47,79,456</u>	<u>15,93,59,290</u>
SCHEDULE 13 : SELLING EXPENSES		
Freight & Insurance	2,15,12,884	1,79,74,297
Advertisement & Publicity	86,79,726	50,70,245
Other Selling Expenses	1,70,85,714	1,50,02,276
Bad debts written off	91,55,412	10,18,12,745
Less : Provision for doubtful debts no longer required	48,82,248	10,18,12,745
	<u>42,73,164</u>	<u>-</u>
	<u>5,15,51,488</u>	<u>3,80,46,818</u>
SCHEDULE 14 : FINANCE CHARGES		
Interest		
- On Term Loans	8,29,98,866	11,11,12,793
- To Banks and others	2,15,38,838	2,23,13,066
	<u>10,45,37,704</u>	<u>13,34,25,859</u>

SCHEDULE 15: NOTES ATTACHED TO AND FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE PERIOD ENDED 31ST MARCH, 2011

1. Significant Accounting Policies

General: The financial statements have been prepared under historical cost convention in accordance with generally accepted accounting principle in India and the provisions of the Companies Act, 1956 as adopted consistently by the company.

Fixed Assets: Fixed Assets, except Land and Building which were revalued as on 30.4.85, are stated at their original cost of acquisition including incidental expenditure related thereto, taxes, duties other than modvat credit availed and installation expenses. Net surplus or deficiency arising when an asset is disposed, discarded, demolished or destroyed are duly accounted.

Depreciation: Depreciation on Fixed Assets are provided on Straight Line Method at the rates and manner prescribed under Schedule XIV of the Companies Act, 1956.

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

Inventories: Inventories are valued as under :

Finished Goods : At lower of cost or realisable value
Work in Progress : At cost - inclusive of appropriate overheads

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

Goods in transit : At cost

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

Consolidated Notes to Accounts

Research and Development : Fixed Assets purchased for Research and Development are capitalised and depreciated as per the Company's policy. Development expenditure which are revenue in nature are considered as forming part of the Gross Block and are Amortised with reference to the estimated benefit derived from the product and process.

Retirement Benefit : Contribution to recognised provident fund is made at predetermined rates. There is no defined benefit scheme for Leave Encashment. The Company has an arrangement with Life Insurance Corporation of India to administer its Gratuity and Superannuation Schemes.

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

Revenue Recognition : Revenue in respect of sale of products are recognised when goods are supplied to customers. Dividend income on Investments is accounted for when the right to receive the payment is established. Interest income is recognized on a time proportionate basis considering the amount outstanding and rate applicable. Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

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

Basis of Consolidation : The Consolidated financial Statement of BPL Limited and its subsidiary - Bharat Energy Ventures Limited are prepared under historic cost convention and in accordance with generally accepted accounting principles applicable in India and Accounting Standard 21 as per the provisions of Companies (Accounting Standards) Amendment Rules, 2008 and the guidelines issued by the Institute of Chartered Accountants of India to the extent possible in the same format as that adopted by the parent company - BPL Limited for its separate financial statements. BPL Limited has not recognized its interest in the Jointly Controlled Entity since the entity is under Members Voluntary Winding up. No consolidated financial statements of BPL Limited and its remaining subsidiaries are prepared in compliance of Clause 11(b) of Accounting Standard 21. Intra group transactions resulting in unrealized profits/losses are eliminated to the extent of subsidiary's interest.

- Share Capital includes 21,930 Equity Shares of ₹ 10/- each, allotted as fully paid up for consideration other than cash and 96,50,000 Equity Shares of ₹ 10/- each, allotted as Bonus Shares by Capitalisation of General Reserve during an earlier period.
- 1,69,58,682 Non-convertible, Non-cumulative 0.001% Preference Shares of ₹ 100 each, are redeemable in four equal installments at the end of the 11th, 12th, 13th and 14th year. The Preference Shares were allotted on 15th December, 2005.
- The Company has instituted an Employees Stock Option Plan - BPL - ESOS-2009 as approved by the Board of Directors and Shareholders of the Company in 2009 for issuance of stock options convertible into equity shares not exceeding 20,00,000 Options in the aggregate to the employees of the Company as well as that of its subsidiaries and also to non-executive directors including Independent Directors of the Company and its subsidiaries at the price determined as per the SEBI (ESOS) Guidelines, 1999. The said scheme is administered by the Compensation Committee of the Board. During the year the Company has granted 5,17,739 stock options to eligible employees and directors of the Company at an exercise price of ₹ 10/- per share. The options granted under the Scheme shall vest after 12

months from the date of grant. The options vested shall be capable of being exercised within a period of 12 months from the date of vesting and the equity shares arising on exercise of options shall not be subjected to any lock-in. The options were granted to the employees at ₹ 10/- each, being the face value of the shares of the Company. In view of this, the intrinsic value on the date grant (being the excess of market price of share under the Scheme over the exercise price of the option) has been accounted by the Company.

- The loans / borrowings as stated in Schedule 3 represent restated balances for lenders based on the option selected by them respectively. However, confirmation of balances are yet to be obtained. Interest on the loans have been provided/paid based on the option selected by the lender. Loans are secured by:

I. Loans of ₹ 11724.25 lakhs referred to in B of Schedule 3 is secured by a pledge of BPL Brand excluding BPL Brand of Colour Television and is secured by equitable mortgage by way of deposit of title deeds of immovable properties of the company in Coimbatore and residential property in Bangalore and land in Hoskote and is secured by equitable mortgage of leasehold property in Chennai and loans of ₹ 100.00 lakhs referred to in A of Schedule 3 are secured by a common pool of all the assets of the company situated at Palakkad, Doddabalapur, Dobespit, and Bommasandra and pledge of 2,26,90,000 equity shares held by the Company in SANYO BPL Private Limited and a personal guarantee of the Managing Director (pending execution), ranking paripassu, with all the lenders.

- CENVAT benefits on purchase have been accounted for in accordance with the provisions of Accounting Standard 2. Cenvat credit receivable has been included in the head advances.
- As the company has no qualifying assets as defined in Accounting Standard 16, the amount of borrowing cost that are directly attributable to the acquisition, construction or production of a qualifying asset have not been capitalised.
- In accordance with the provisions of Accounting Standard 17, Company has only one reporting segment viz, Electronic Industry. Segmental reporting, as defined, is therefore not applicable.
- The Company's restructuring proposal has been approved under CDR System vide letter dated 25th November, 2004. The salient features of terms of restructuring is waiver of certain percentage of principal amount of loans outstanding as on cut off date, reduction of rate of interest on loans retained and transfer of CTV division to a JV company as a going concern. Profitability of residual business of the company, Balance Sheet and Cash Flow were assessed by an independent authority. Based on their report, the management is confident of earning sufficient revenue to meet its liabilities and commitments. On the basis of above information, the current financial period accounts have been prepared on a going concern basis.
- Related Party disclosure in accordance with Accounting Standard 18:

(₹ in lakhs)

Related Parties	1	2	3	Total
Purchase of goods		21.21		21.21
Sale of goods		66.49		66.49
Receiving of services		85.83		85.83
Finance transactions & Others	669.43	2161.87		2831.30
Remuneration			71.55	71.55
Net outstanding Dr/(Cr)		(1528.38)	(8.49)	(1536.87)

Consolidated Notes to Accounts

Name of the related parties and description of relationship :

- a. Subsidiaries: BPL Display Devices Limited, Bharat Energy Ventures Limited and BPL Securities Private Limited
- b. Joint Venture : SANYO BPL Private Limited
- c. Companies where Directors have control : Dynamic Electronics Private Limited, Orion Constructions Company Private Limited, ER Computers Private Limited, Phoenix Holdings Private Limited, Stallion Computers Private Limited, Electro Investment Private Limited, Nambiar International Investment Co. Private Limited, BPL Telecom Private Limited, BPL Techno Vision Private Limited, BPL Power Projects (AP) Private Limited, BPL FTA Energies Private Limited, Electronic Research Private Limited and NI Micro Technologies Private Limited.
- d. Key Management Personnel: Mr. Ajit G Nambiar, Chairman & Managing Director

11. The Company does not have any "lease arrangement" as defined under Accounting Standard 19.

12. No Provision for tax has been made for current period in view of losses made by the Company. Deferred tax asset as envisaged by Accounting Standard 22 has been created by the company to the extent reasonable certainty exists for the future profitability. The components of Deferred tax asset is as follows:

Unabsorbed Depreciation	₹	94,32,42,404
Unabsorbed carry forward Business Loss	₹	602,71,72,383
Total	₹	697,04,14,787
Deferred Tax Asset	₹	231,53,97,532
Less: Opening Deferred Tax Asset	₹	232,30,35,162
Deffered Tax Asset for the year	₹	(76,37,630)

13. Remuneration has been paid to the Managing Director based on the approval received from the Central Government.

14. The Company's subsidiary is the principal investor and chief sponsor of the Ramagundam project being set up by BPL Power Projects (AP) Private Limited (BPL Power). The Government of Andhra Pradesh, Energy Department has vide G.O. Ms No. 51 dated 9.10.2009 agreed for reinstatement of the BPL Ramagundam Project's Power Purchase Agreement (PPA) while affording increase in project capacity to 600 MW and capping the cost of project. Pursuant to directions issued under the said GO, the project received energy regulators consent for amendments to the PPA in May 2010. As directed by the AP Energy Regulatory Commission's consent letter, BPL Power and AP Discoms finalized the Amendment

Agreement to the PPA and are ready to execute the same. The shareholders and the Directors of BPL Power are committed to recommencing project construction activity at the earliest possible opportunity. In view of the development as stated above, the financial statements of the subsidiary company for the year ended 31st March, 2011 have been prepared on a going concern basis. The Auditors of BPL Power in their report on accounts of that company for the financial year ended 31st March, 2008 have qualified the assumption of going concern as being contingent upon favourable outcome of efforts of that company in executing an amended PPA to carry on its business. However, BPL Power is yet to sign the Amendment Agreement to the PPA.

15. Pursuant to an agreement between the subsidiary company and BPL Power, the subsidiary company has agreed to assist BPL power in carrying out certain critical areas of work in respect of the Ramagundam Project and incurring certain expenses towards, including but not limited to protecting assets at site, work related to reinstatement of PPA, reinstatement of coal linkage agreement, identifying and bringing in prospective investors, finalizing Engineering, Procurement & Construction Contracts and Operation & Maintenance Contracts and thereafter, to achieve financial closure of the project.

16. Figures pertaining to previous years have been regrouped/ rearranged, wherever necessary, to conform with the current year's presentation.

17. Contingent Liabilities :

- a) Estimated amount of contracts remaining to be executed on Capital Account and not provided on 31st March, 2011 - ₹ nil (₹ nil)
- b) Demand against the Company not acknowledged as debts disputed in appeal as on 31st March, 2011 : Central Excise ₹ 490.23 lakhs (490.23 lakhs), Customs Duty ₹ 668.77 lakhs (₹ 668.77 lakhs), Sales Tax ₹ 1722.93 lakhs (₹ 1987.93 lakhs). The amounts are based on demands raised by the respective authorities.
- c) No reimbursements are expected from Contingent Liabilities.
- d) Deed of Gurantee favouring Allahabad Bank towards financial assistance of ₹ 2,000 lakhs sanctioned by them to BPL Display Devices Limited.
- e) As per CDR Scheme, lenders have a recompense clause for economic loss due to restructuring, which would be met out of any future cash flows of the company. It is not possible to quantify the liability, if any, that may arise.

As per our Report of even date annexed

For T Velu Pillai & Co.,
Chartered Accountants

For and on behalf of the Board of Directors

M S Ram
Partner
M.No. 26687

Ajit G Nambiar
Chairman & Managing Director

Subhash Bathe
Director

Bangalore
27th May, 2011

R Vijayendra
Company Secretary

Consolidated Cash Flow Statement

(₹)

	For the Year ended	
	31.03.2011	31.03.2010
Cash Flow from operating activities		
Net profit/(loss) before taxation and extra-ordinary items	99,61,07,856	(19,50,475)
<i>Adjustments for :</i>		
Depreciation	8,01,03,288	10,84,66,874
Impairment Loss on Asset	13,38,73,296	3,10,43,764
Preliminary Expenditure Written off	4,27,500	4,27,500
Minority Interest	28,73,559	56,33,572
Profits/(Loss) on sale of assets	13,78,317,090	33,47,55,737
Share of Profits/(Loss) from Partnership Firm	(425)	(425)
Provisions for doubtful advances/debts	(14,78,223)	(36,41,746)
Extra ordinary items (net)	(22,86,21,729)	(3,76,00,165)
Interest income	66,92,318	93,86,966
Interest expense	10,45,37,704	13,34,25,859
Operating Profit before working capital changes	16,00,57,726	(10,83,37,095)
Increase in Sundry Debtors	(1,95,40,638)	(3,84,04,706)
Decrease in Inventories	1,39,39,244	64,04,321
Decrease in Loans and Advances	32,14,38,650	(1,35,46,457)
Decrease in Sundry Creditors	(26,03,97,202)	(1,70,65,927)
Extra ordinary items	(22,87,57,909)	(11,55,80,734)
Cash generated from operations	(1,32,60,129)	(28,65,30,598)
Income Tax paid	(13,41,611)	(36,15,383)
Net Cash from operating activities	(1,46,01,740)	(29,01,45,981)
Cash Flow from investing activities		
Purchase of Fixed Assets	(44,84,841)	(1,42,03,450)
Decrease in Fixed Assets	158,44,32,332	46,29,52,909
Extra-ordinary items	-	17,16,10,031
Interest received	66,92,318	93,86,966
Net Cash used for investing activities	158,66,39,809	62,97,46,456
Cash flow from financing activities		
Advance for Share Capital	1,40,00,000	(4,68,15,000)
Issued, Subscribed & Paid-up capital	-	9,94,90,000
Term loans repaid	(142,09,39,405)	(4,79,50,000)
Finance charges paid	(24,95,38,309)	(32,24,63,761)
Employees stock options outstandings	57,91,088	-
Unsecured loans received	4,60,00,000	-
Extra-ordinary items	-	(1,84,29,132)
Net Cash used in financing activities	(160,46,86,626)	(33,61,67,893)
Net increase in cash and cash equivalents	(3,26,48,557)	34,32,582
Cash and Cash equivalents at beginning of the period	7,58,26,089	7,23,93,507
Cash and Cash equivalents at end of the period	4,31,77,532	7,58,26,089

As per our Report of even date annexed

For T Velu Pillai & Co.,
Chartered Accountants

For and on behalf of the Board of Directors

M S Ram
Partner
M.No. 26687

Ajit G Nambiar
Chairman & Managing Director

Subhash Bathe
Director

Bangalore
27th May, 2011

R Vijayendra
Company Secretary

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BPL Limited Regd. Office : BPL Works, Palakkad - 678 007, Kerala		ADMISSION SLIP
47th Annual General Meeting - 27th July, 2011 Venue : Sri Chackra International, Krishna Gardens, Chandranagar P.O., Palakkad - 678 007, Kerala, Time : 10.00 AM		
Folio No./Client ID No. :	No. of Shares held :	
Please ✓ Whether		
<input type="checkbox"/> MEMBER		
<input type="checkbox"/> JOINT HOLDER		
<input type="checkbox"/> PROXY		
Member's or Proxy's Signature :		
Notes: 1. Members / Proxies must bring the admission slip duly completed and 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 Annual Report. 3. Shareholders intending to require information about accounts, to be explained at the Meeting, are requested to inform the Company atleast a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.		

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BPL Limited Regd. 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 ofor failing him.....of in the district of as my / our proxy to vote for me / us on my / our behalf at the 47 th Annual General Meeting of the Company to be held at Palakkad on 27th July, 2011 and at any adjournment thereof.		
Signed, this..... day of 2011.		
Notes:		<div style="border: 1px solid black; padding: 2px; display: inline-block;"> Affix 30 paise Revenue Stamp </div>
1. The form should be signed 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. A Proxy need not be a member. 3. Shareholder/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.		Signature.....
For Office Use Only	Proxy No. :	Date of Receipt :

If undelivered, please return to :

Investors' Service Cell

BPL Limited

11th KM, Arakere,

Bannerghatta Road,

Bangalore 560 076

Visit : www.bpl.in