

16 September 2025

To,

National Stock Exchange of India Limited,
Compliance Department,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051,
Maharashtra, India
E-mail: takeover@nse.co.in

BSE Limited,
Compliance Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001,
Maharashtra, India
E-mail: corp.relations@bseindia.com

BPL Limited
BPL Works, Palakkad, Kerala, India-678007
E-mail: investor@bpl.in

Sub.: Disclosure under Regulation 31(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Dear Sir / Madam,

Pursuant to the provisions of Regulation 31(1) of the Takeover Regulations read with circulars bearing No. SEBI / HO / CFD / DCR1 / CIR / P / 2019 / 90 dated 7 August 2019 and No. SEBI / HO / CFD / DCR-3 / P / CIR / 2022 / 27 dated 7 March 2022 issued by the Securities and Exchange Board of India, please find enclosed as **Annexure A** the disclosure of creation of encumbrance by ER Computers Private Limited and Electro Investment Private Limited, promoter group entities of BPL Limited, by way of pledge of shares of BPL Limited in favour of Claypond Capital Partners Private Limited, together with reasons for creation of encumbrance.

We request you to kindly take the above information on record.

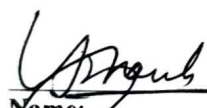
Thanking you.

Yours sincerely,

For and on behalf of

ER Computers Private Limited

Electro Investment Private Limited


Name: _____
Designation: _____


Name: _____
Designation: _____

Annexure A

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares /invocation of encumbrance / release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)					BPL Limited								
Names of the Stock Exchanges where the shares of the target company are listed					National Stock Exchange and BSE limited								
Date of reporting					16 September 2025								
Name of the promoter or PAC on whose shares encumbrance has been created /released/ invoked					ER Computers Private Limited Electro Investment Private Limited								
Details of the creation /invocation / release of encumbrance:													
Name of the promoter(s) or PACs with him (*)	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]}	
	No. of shares	% of total share capital	No. of shares	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ invocation release of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for Encumbrance (**)	No. of shares	% of total share capital	Name of the entity in whose favor shares encumbered (***)	No. of shares	% of total share capital
ER Computers Private Limited	15,09,000	3.08%	Nil	Nil	Creation	15 September 2025	Pledge	Security for loan of INR 96 crore availed by ER Computers Private Limited	15,09,000	3.08%	Claypond Capital Partners Private Limited	15,09,000	3.08%
Electro Investment Private Limited	2,31,02,544	47.17%	Nil	Nil	Creation	15 September 2025	Pledge	from Claypond Capital Partners Private Limited.	2,31,02,544	47.17%	Claypond Capital Partners Private Limited	2,31,02,544	47.17%
Thankam Nambiar	20,000	0.04%	Nil	Nil	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil	Nil
Ajit Gopal Nambiar	80,000	0.16%	Nil	Nil	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil	Nil
Anju Chandrasekhar	74,600	0.15%	Nil	Nil	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil	Nil



TPG Nambiar	11,05,750	2.26%	Nil	Nil	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil	Nil
Meena Nambiar	3,000	0.01%	Nil	Nil	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil	Nil
Dynamic Electronics Private Limited	5,900	0.01%	Nil	Nil	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil	Nil
Nambiar International Investment Private Limited Company	14,32,248	2.92%	Nil	Nil	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil	Nil
Namfil Finance Company Pvt Limited	5,06,250	1.03%	Nil	Nil	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil	Nil
Merino Finance Private Limited	30,77,500	6.28%	Nil	Nil	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil	Nil

(*) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(**) For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge etc.

(***) This would include name of both the lender and the trustee who may hold shares directly on behalf of the lender.

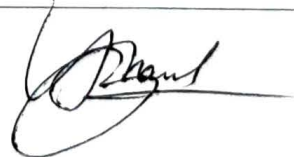
Disclosure of reasons for encumbrance

Name of listed company	BPL Limited
Name of the recognised stock exchanges where the shares of the company are listed	National Stock Exchange and BSE Limited
Name of the promoter(s) / PACs whose shares have been encumbered	ER Computers Private Limited Electro Investment Private Limited
Total promoter shareholding in the listed company	No. of shares – 3,09,16,792 % of total share capital – 63.13%
Encumbered shares as a % of promoter shareholding	The pledged shares constitute 79.61% of the total promoter shareholding
Whether encumbered share is 50% or more of promoter shareholding	YES / NO
Whether encumbered share is 20% or more of total share capital	YES / NO

Details of all the existing events / agreements pertaining to encumbrance



	Encumbrance 1 (Date of creation of encumbrance: 15 September 2025)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge
No. and % of shares encumbered	No. of shares: 2,46,11,544 % of total share capital: 50.25%
Specific details about encumbrance	Name of the entity in whose favour shares are encumbered (X) Claypond Capital Partners Private Limited
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity. YES/ NO Claypond Capital Partners Private Limited is engaged in the provision of consulting and advisory support services to customers in India.
	Names of all other entities in the agreement Listed company and its group companies (if any): ER Computers Private Ltd. as the borrower / pledgor; Electro Investment Private Limited as the pledgor / corporate guarantor; Ajit Gopal Nambiar as the personal guarantor Other entities (if any): Claypond Capital Partners Private Limited, as the lender / pledgee
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit Rating YES/ NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) INR 2,11,21,62,706.08*
	Amount involved (against which shares have been encumbered) (B) INR 96,00,00,000
	Ratio of A / B 2.20
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company (a) Not applicable (b) The amount of loan to be utilized for the benefit of BPL Limited, by way of a deposit to be made in relation to ongoing proceedings before the Supreme Court of India.



	Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.	
	(c) Any other reason (please specify)	

* For the purposes of this disclosure, value of pledged shares has been arrived at by multiplying the number of shares pledged by the closing price (higher of the two stock exchanges, i.e., INR 85.82 on BSE, has been considered) as on 15 September 2025.

