

**Regd. Office:**

Hazi Rattan Link Road, Post Box No. 71, Bathinda-151001  
Ph.: 0164-2240163, 2240443, 2211628, Fax: 0164-5003638  
Website: [www.bcl.ind.in](http://www.bcl.ind.in)  
Email: [bcl@mittalgroup.co.in](mailto:bcl@mittalgroup.co.in)  
CIN: L24231PB1976PLC003624

<b>The BSE Limited</b> Corporate Relationship Dept. 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai-400001	<b>The National Stock Exchange of India Limited</b> Exchange Plaza, 5 <sup>th</sup> Floor Plot No. C/1, G Block Bandra Kurla Complex Bandra (East) Mumbai -400 051
BSE Code: 524332	NSE SCRIP CODE: BCLIND

**Dated: 31/08/2023**

Dear Sir/Madam,

**Sub: Notice of 47<sup>th</sup> Annual General Meeting along with Annual Report of BCL Industries Limited (“the Company”) for the Financial Year 2022-23.**

This is to inform you that the 47<sup>th</sup> Annual General Meeting (“AGM”) of the Company will be held on **Tuesday, 26<sup>th</sup> Day of September at 3:00 P.M.(IST)** through Video Conferencing/ Other Audio-Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate affairs and Securities and Exchange Board of India.

Pursuant to regulation 34(1) and 53 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 (“SEBI Listing Regulations”), we are submitting herewith the Notice of the AGM for the Financial Year 2022-23 which is being sent today through electronic mode to the Shareholders. AGM Notice is also available on the website of the Company [www.bcl.ind.in](http://www.bcl.ind.in).

We would further like to inform that the Company has fixed Monday,18<sup>th</sup> September,2023 as the cut-off date for ascertaining the name of the members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

You are requested to take the same on your records.

**Thanking you.**  
**For BCL Industries Limited**

**Ajeet Kumar Thakur**  
**(Company secretary & Compliance officer)**



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## NOTICE

Notice is hereby given that the 47<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, the 26<sup>th</sup> day of September 2023 at 3.00 P.M. through Video- Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following businesses: -

### ORDINARY BUSINESS

- To consider and adopt (a) the audited financial statement of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2023 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

**(a) "RESOLVED THAT** the audited standalone financial statement of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**(b) "RESOLVED THAT** the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- To declare a dividend on equity shares for the Financial Year ended March 31, 2023 and, in this regard, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** a dividend of Rs. 5/- (Five rupees only) per equity share on the fully paid-up share capital of the Company as on the record date, as recommended by the Board of Directors in their meeting held on 29<sup>th</sup> May 2023, be and is hereby declared for the Financial Year ended March 31, 2023 and the same be paid out of the profits of the Company."

- To appoint a director in place of Mr. Sat Narain Goyal (DIN: 00050643), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sat Narain Goyal (DIN: 00050643), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

### 4. Re appointment of Statutory Auditor

To consider and, if thought fit, to pass the following Resolution as an Ordinary resolution:

**"RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. AMRG & Associates, Chartered Accountants, New Delhi having Firm Registration No. 004453N be and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 47<sup>th</sup> Annual General Meeting till the conclusion of the 52<sup>nd</sup> Annual General Meeting to be held in the year 2028, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution."

### SPECIAL BUSINESS

### 5. Re-appointment of Mr. Kushal Mittal (DIN: 07276145) as Managing Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable

provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents and provisions as are required to be complied with, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the

Company be and is hereby accorded to the re-appointment of Mr. Kushal Mittal (DIN:07276145) as Managing Director of the Company for a period of 5 (Five) years starting from 3<sup>rd</sup> August, 2023 on following terms and conditions including remuneration subject to the same not exceeding the limit which are specified under Schedule V of the Companies Act, 2013 or any Statutory modification(s) or re-enactment thereof;

i	PERIOD OF RE-APPOINTMENT	Five years w.e.f. 3 <sup>rd</sup> August, 2023
ii	DESIGNATION / POSITION	Managing Director
iii	CONSOLIDATED SALARY	Rs. Four Lakhs only per month.
iv	PERQUISITES	Additionally allowable perquisites as specified in Section IV of Part II of Schedule V to the Companies Act, 2013 shall be such as in accordance with the rules of Company or as may be fixed and decided by the Board of Directors from time to time.
v	MINIMUM REMUNERATION	In the event of loss or inadequacy of profits, the remuneration as above shall be paid as minimum remuneration.
vi	OVERALL CEILING	In the event of loss or inadequacy of profits, the remuneration as above shall be paid as minimum remuneration.
vi	OVERALL CEILING	In any event, the Remuneration shall not exceed limits specified under paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.
vii	POWER TO VARY	After the approval of the shareholders to the same, the Board shall have the powers to vary or enhance the remuneration from time to time at its discretion on the recommendations of Nomination & Remuneration Committee within the overall limits specified in subject to the limits specified under paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013 as amended from time to time, without referring the same again to General Meeting.
viii	OTHER TERMS OF APPOINTMENT	<ol style="list-style-type: none"> <li>1. He shall report to the Board of Directors of the Company who shall empower him with such requisite powers (with authority to revoke and/or amend such powers) to enable him to discharge his duties with full responsibility or the area of operations under his control.</li> <li>2. He shall work under the superintendence, control, and direction of the Board of Directors of the Company.</li> <li>3. He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.</li> <li>4. He shall adhere to the Company's Code of Business Conduct &amp; Ethics for Directors and Management Personnel.</li> <li>5. He shall be liable to retire by rotation in accordance with the provisions of Companies Act, 2013 and/or Articles of Association of the Company.</li> <li>6. He shall not be entitled to any sitting fee for Meetings of the Boards or Committees thereof.</li> <li>7. He shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.</li> <li>8. The appointment may be terminated by either party by giving three months' notice of such termination or the Company paying three months' remuneration in lieu of such notice.</li> </ol>

9. The Appointee is appointed as Director by virtue of their employment in the Company and their appointment shall be subject to the provisions of Section 167 of the Act.
10. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Appointee unless specifically provided otherwise.
11. All other general terms of employment and other existing terms and conditions of employment not covered elsewhere shall remain unchanged.
13. All other terms and general conditions of appointment as applicable to key employees of the Company and Key Managerial Personnel of the Company shall apply to him.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary, in accordance with the terms and conditions stated above, the scope of remuneration of Mr. Kushal Mittal, Managing Director, including monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered necessary, subject to the overall limits as specified by the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Kushal Mittal as Managing Director, the Company shall pay to Mr. Kushal Mittal, the above remuneration as minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

#### 6. **SPLITTING THE FACE VALUE OF COMPANY'S EQUITY SHARE FROM RS. 10 TO RS. 1 PER SHARE**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), the approval of the Members of the Company be and is hereby accorded, that the Face value of the Equity Shares of the Company be and is hereby sub-divided from Rs 10 /- each fully paid to Rs. 1 each

fully paid, with effect from the 'Record Date' to be determined by the Board of Directors for this purpose.

**RESOLVED FURTHER THAT** Capital Clause in the Memorandum of Association and the Articles of Association be amended suitably to evidence the correct number of Equity shares of Rs. 1 Per share (reduced nominal value).

**RESOLVED FURTHER THAT** the Share Certificates issued with a face value of Rs. 10 be cancelled and fresh Share Certificate with denomination of Rs. 1 be issued to the existing shareholders of the Company under the signatures of Mr. Rajinder Mittal and Mr. Sat Narain Goyal, Directors & and Mr. Ajeet Kumar Thakur as Secretary / Authorized Signatory and the Common Seal of the Company be affixed thereto in terms of Article no.15 of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**7. Ratification and approval of remuneration payable to Cost Auditors:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of the Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, further read with Companies (Cost Records

and Audit) Amendment Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration payable to M/s. Khushwinder Kumar and Co., Cost Accountants (Firm Reg. No. 100123) appointed by Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2023-24, amounting to Rs. 60,000/- (Rupees Sixty Thousand only) p.a. plus taxes as applicable and reimbursement of out-of-pocket expenses as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

Regd. Office:

**By the Order of Board of Directors for BCL Industries Limited**

Hazi Rattan Link Road, Post Box no. 71, Bathinda-151001

Ph.: 0164-2240163, 2240443, 2211628, Fax: 0164-5003638

Website: [www.bcl.ind.in](http://www.bcl.ind.in), Email: [info@bcl.ind.in](mailto:info@bcl.ind.in)

CIN: L24231PB1976PLC003624

Place: Bathinda (PB.)

Date: 11<sup>th</sup> August, 2023

Sd/-

**Rajinder Mittal**

Managing Director

DIN:00033082

**NOTES**

- In accordance with the provisions of Companies Act, 2013 read with applicable Rules thereto and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to various circulars issued by Ministry of Corporate Affairs ("MCA") read with SEBI Circulars, MCA has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA/SEBI Circulars, as applicable, the Company has decided to hold the 47<sup>th</sup> AGM through VC /OAVM (e-AGM).
- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), setting out the material facts for each item of special business mentioned in items 5 to 7 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 26 (4) and 36 (3) of the SEBI LODR and Secretarial Standard -2 on General Meetings issued by the Institute of Companies Secretaries of India, in respect of Director seeking reappointment at this AGM is annexed herewith.
- The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday the 23<sup>rd</sup> day September 2023 to Tuesday the 26<sup>th</sup> day of September 2023 (both days inclusive) for the purpose of Dividend and AGM.
- Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE ANNUAL GENERAL MEETING AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THE NOTICE.
- Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are M/S LINK INTIME INDIA PVT LTD., NOBLE HEIGHTS, 1ST FLOOR, PLOT NH 2 C-1 BLOCK LSC, NEAR SAVITRI MARKET, JANAKPURI, NEW DELHI - 110058, EMAIL: [DELHI@LINKINTIME.CO.IN](mailto:DELHI@LINKINTIME.CO.IN), PHONES: 011-494110000, FAX: 011-41410591.
- Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body

Resolution/Authorization etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address at [sourabhparnami@yahoo.com](mailto:sourabhparnami@yahoo.com) and to The Company at [cs\\_bcl@mittalgroup.co.in](mailto:cs_bcl@mittalgroup.co.in)

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OAVM only.
9. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2022-23 has been uploaded on the website of the Company at [www.bcl.ind.in](http://www.bcl.ind.in). The Notice of the Annual General Meeting along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and circulars issued by SEBI. The Notice is also available on the websites of the Stock Exchanges i.e., BSE Limited and NSE. The AGM Notice is also available on the website of Link Intime India Private Limited and the website of the Company. For members who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual Report, Notices from the Company electronically.
10. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to The Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
11. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Transfer Agents. Members may please note further that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests as per requirements by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website at [www.bcl.ind.in](http://www.bcl.ind.in) and on the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited at [www.linkintime.co.in](http://www.linkintime.co.in). It may be noted that any service request can be processed only after the folio is KYC Compliant.
12. SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November 2021 read with SEBI Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/C/2021/687 dated 14<sup>th</sup> December, 2021 ("Circulars"), requires listed companies to record and register the KYC details of all incomplete folio (including joint holders) i.e. PAN, contact details (postal address, Mobile Number & E-mail), Nomination and Bank Account details of first holder and in order to comply with the this Circulars, the Company had sent individual communication, through RTA, to the physical shareholders whose KYC details are pending to be updated and the members are requested to please update/complete the above details at earliest. Please note that, folios which remains incomplete with reference to KYC and Nomination details etc. shall be frozen w.e.f. April 01, 2023. Investor may visit the Company/RTA website for updating all or any of the above details by furnishing required documents along with the duly filled appropriate form such as ISR-1 (for KYC), ISR-2 (for signature verifications), ISR-3 (for opting out from nomination) and Nomination forms SH-13/14, as the case may be.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - a. For shares held in electronic form: to their Depository Participants (DPs)
  - b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.
14. All the documents referred to in the Notice and Explanatory Statement along with other relevant and required documents will be made available for inspection by the Members on the website of the Company during the meeting.
15. During the Year under review, pursuant to the provisions of the Section 124 of the Act, Final Dividend for the Financial year 2014-15 amounting to Rs. 4,88,884 which remained unclaimed for a period of 7 years, has been transferred by the Company to the IEPF Authority.
16. The unpaid dividends declared for the year 2016-17, 2018-19, 2020-21 and 2021-22 are still claimable from the Company

and the shareholders / Investors who have not encashed their Dividend Warrants if any, for these years, are requested to lodge their claims by quoting their respective Folio No./ DP/ Client ID with Company. As per the IEPF Rules, the Company has uploaded the information in respect of unclaimed dividends on its website at [www.bcl.ind.in](http://www.bcl.ind.in). The same is also available on the website of IEPF at [www.iepf.gov.in](http://www.iepf.gov.in).

17. Dividends which will remain unclaimed/ unpaid for a period of seven (7) years from the date on which they were declared, are required to be transferred to the Investor Education and Protection Fund.
18. The members who have a claim on the above dividends and/ or shares may claim the same from the IEPF Authority by submitting an online application in web Form No. IEPF-5 which is available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and by sending a physical copy of the same, duly signed by them to the Company, along with requisite documents enumerated in the Form IEPF-5. Details of dividends/shares so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in). Such details are also available on the website of the Company at [www.bcl.ind.in](http://www.bcl.ind.in)
19. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
20. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name, and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).
21. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/ 2018/73 dated 20<sup>th</sup> April 2018 has mandated compulsory submission of Permanent Account Number (PAN) and bank details by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their

PAN and bank details to their Depository Participant(s) and members holding shares in physical form shall submit the details to Company/RTA.

## 22. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Limited, [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services >Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR

### (ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating voting through electronic means, as the authorised agency.
24. The remote e-Voting period commences on Saturday the 23<sup>rd</sup> day of September 2023 (9.00 a.m. IST) and ends on Monday the 25<sup>th</sup> day of September 2023 (5.00 p.m. IST). During this period, Members of the Company, holding shares both in physical form or in dematerialized form, as on the voting cut-off date i.e. Monday the 18<sup>th</sup> day of September 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company.

25. Mr. Sourabh Parnami, Proprietor of M/s S. Parnami & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting process at the AGM in a fair and transparent manner.
26. The Scrutinizer shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing, who shall countersign the same. The Chairman or the authorised Director shall declare the result of the voting forthwith.
27. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and uploaded on the Company's website [www.bcl.ind](http://www.bcl.ind). after the same is declared by the Chairman/authorised person. The Results shall also be simultaneously forwarded to the BSE and NSE.
28. In case of joint holders, the Members whose name appear first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

## Remote e-Voting Instructions for shareholders:

### Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

#### 1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.

After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

#### 2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded

in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

### 3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

#### Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under “**SHARE HOLDER**” tab and register with your following details: -

#### A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

\*Shareholders holding shares in NSDL form, shall provide ‘D’ above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under “**SHARE HOLDER**” tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

#### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

#### Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

#### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can

### InstaVote Support Desk

#### Link Intime India Private Limited

set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

The screenshot displays the Cisco Webex interface for joining an event. On the left, under 'Event Information:', there are fields for Event status, Date and time, Duration, and Description. Below this, a notice states: 'By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).' On the right, there is a 'Join Event Now' button. Below it, a message reads: 'You cannot join the event now because it has not started.' The registration form includes input fields for 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A red arrow points to the first three fields with the instruction 'Mention your First name, Last name and email address'. At the bottom of the form, there is a 'Join by browser' button with a 'NEW' tag, and another red arrow points to it with the text 'NEW'. Below the form, it says 'If you are the host, [start your event](#)'.

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING

## For Item No. 5 of the Special Business:

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its Meeting held on 11<sup>th</sup> August, 2023 had re-appointed Mr. Kushal Mittal as Managing Director of the Company and in the category of Key Managerial Personnel, for a period of five years w.e.f. 03<sup>rd</sup> August, 2023 and his appointment as such is submitted for approval by Members of the Company by way of Special Resolution. The Nomination and Remuneration Committee as well as the Board of Directors in its Meeting held on 11<sup>th</sup> August 2023 have recommended his re-appointment as Managing Director of the Company for a period of Five years. The Board has received notice under Section 160 of the Companies Act, 2013, from a member signifying his intention to propose Mr. Kushal Mittal as Managing Director of the Company. Accordingly, the approval of Members by way of Special Resolution is being sought to his re-appointment as Managing Director of the Company for a period of 5-year w.e.f 03<sup>rd</sup> August, 2023 at a consolidated monthly remuneration of Rs. Four Lakhs per month as recommended by Nomination and Remuneration Committee and approved by the Board of Directors. The Company has obtained his consent in writing to act as the Managing Director of the Company pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and also intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors), to the effect that he is not disqualified from being appointed as Director under Section 164(1) and 164(2) and Rule 14 (1) of Companies (Appointment & Qualification of Directors) Rules, 2014 of the Companies Act, 2013 together with other disclosures and information. Mr. Kushal Mittal satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment as Managing Director of the Company. In case Managing Director draws remuneration as a managerial person from another Company, the total remuneration

The pre and post equity share Capital of the Company will be as under:

PRE-SUB- DIVISION		POST SUB- DIVISION	
SHARE CAPITAL	AMOUNT	SHARE CAPITAL	AMOUNT
AUTHORISED 3,50,00,000 Equity Shares of Rs. 10 each	35,00,00,000	AUTHORISED 35,00,00,000 Equity Shares of Rs. 1 each	35,00,00,000
ISSUED 2,49,87,000 Equity Shares of Rs. 10 Each	24,98,70,000	ISSUED 24,98,70,000 Equity Shares of Rs. 1 Each	24,98,70,000
SUBSCRIBED & PAID UP 2,49,87,000 Equity Shares of Rs. 10 Each	24,98,70,000	SUBSCRIBED & PAID UP 24,98,70,000 Equity Shares of Rs. 1 Each	24,98,70,000

payable by both the Companies shall not exceed the higher maximum limit permissible for any one of the Companies. All other required disclosures are given in/alongwith Notice and explanatory Statement and are to be read with Explanatory Statement to item no. 5. The Board recommends the Resolutions as set out at Item No. 5 for approval of Members by way of Special Resolution. None of the Directors and Key Managerial Personnel except Shri Rajinder Mittal, Mg. Director and Shri Kushal Mittal, may be deemed to be concerned or interested. The Notice together with this Statement may be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## For Item No. 6 of the Special Business:

The Equity Shares of the Company are listed and traded on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The Company's strong performance and faith of the investors has led to significant increase in the market price of its Equity Shares. In order to provide enhanced liquidity in the capital market through widening shareholder base and to make it more affordable for small investors, it is proposed to sub-divide, Rs 10 /- each fully paid into Rs. 1 each fully paid Equity Shares each pursuant to the provisions of Section 61(1)(d) of the Act, the rules made thereunder and other applicable provisions. The Record Date for the aforesaid sub-division of Ordinary (equity) Shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained for the proposed sub-division. In the opinion of the Board, proposed sub-division of the Equity Shares is in the best interest of the Company and the investors and therefore the Board at its meeting held on May 29, 2023 approved the aforesaid sub-division subject to requisite approval of the shareholders. The proposed sub-division of fully paid-up equity Shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Equity Share Capital of the Company.

The Board recommends the Resolution as set out at item no. 6 for approval of Members by way of Special Resolution.

### **For Item No. 7 of the Special Business:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, had considered and approved the appointment of M/s Khushwinder Kumar and Co., Cost Accountants (Firm Reg. No. 100123), who were eligible for being appointed as Cost Auditors of the Company for the financial year 2023-24 at a total remuneration of Rs. 60,000/- (Rs. Sixty Thousand only) plus tax/ GST as applicable and reimbursement of out-of-pocket expenses, if any. In accordance with the provisions of Section 148(3) of the

Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification and approval of the remuneration payable to the Cost Auditor for the financial year 2022-23.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Your directors, therefore, recommend the said Resolution at Item No. 7 for your approval.

Regd. Office:

**By the Order of Board of Directors for BCL Industries Limited**

Hazi Rattan Link Road, Post Box no. 71, Bathinda-151001

Ph.: 0164-2240163, 2240443, 2211628, Fax: 0164-5003638

Website: [www.bcl.ind.in](http://www.bcl.ind.in), Email: [info@bcl.ind.in](mailto:info@bcl.ind.in)

CIN: L24231PB1976PLC003624

Place: Bathinda (PB.)

Date: 11<sup>th</sup> August, 2023

Sd/-

**Rajinder Mittal**

Managing Director

DIN:00033082

## Details of the Director seeking re-appointment/appointment at the forthcoming Annual General Meeting (In pursuance of Regulations 26(4) and 36(3) of the Listing Regulations and SS-2 on General Meetings)

NAME	Mr. Sat Narain Goyal
CATEGORY	Whole Time Director
DIN	00050643
DATE OF BIRTH	05.02.1961
QUALIFICATION	Post Graduation (M.Com)
SHAREHOLDING IN THE COMPANY (As on 31.03.2023)	75 (0.00%) Equity Shares
DIRECTORSHIP/ CHAIRMANSHIP IN OTHER PUBLIC COMPANIES	NIL
DIRECTORSHIP/ CHAIRMANSHIP IN OTHER PRIVATE COMPANIES (As on 31.03.2023)	NIL
COMMITTEE POSITIONS HELD IN OTHER COMPANIES (As on 31.03.2023)	NIL
TERMS AND CONDITIONS OF APPOINTMENT/ RE-APPOINTMENT	No change
INTER-SE RELATIONSHIP	NIL
DETAILS OF THE REMUNERATION DRAWN	The details are provided in Directors' Report/CGR.
NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR AND OTHER DIRECTORSHIPS	The details are provided in this Corporate Governance Report forming part of Annual Report
BRIEF PROFILE AND EXPERTISE	Mr. Sat Narain Goyal, aged around 61 year, is a Post Graduate in Commerce and has a vast experience of more than 34 years, in the fields of Accounts, Taxation, Audit, Corporate Fund raising and other allied financial and taxation related matters. He is not related to any director of the company. Due to his valuable advises, the Company has been able to plan, avail, utilize, create funds and finance from time to time and also create better corporate governance in the Company.