

## NOTICE

Notice is hereby given that Extra-Ordinary General Meeting of the members of BCL Industries Limited (Formerly known as BCL Industries & Infrastructures Ltd.) will be held on Monday, 12th Day of March, 2018 at 11.30 a.m. at Hazi Rattan Link Road, Bathinda (Punjab) on the requisition of Sh. Rajinder Mittal, Smt. Sunita Mittal, Smt. Garima Mittal, Smt. Shweta Mittal and Sh. Kushal Mittal, shareholders of the Company, who holds 53.16% of the voting Capital of the Company, to transact the following business:

### SPECIAL BUSINESS

#### ITEM NO 1.

#### REMOVAL OF SH. ABHISHEK BANSAL AS A DIRECTOR OF THE COMPANY

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

**“RESOLVED THAT** pursuant to the provision of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Sh. Abhishek Bansal (Director Identification Number 03136065) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.

#### ITEM NO 2.

#### APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY

To consider and if thought fit, with or without modification(s) to pass the following resolution as a **ORDINARY RESOLUTION(S):**

**“RESOLVED THAT** pursuant to the provision of Section 139(8) and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) as recommended by the Board of Directors of the Company M/s AMRG & Associates, Chartered Accountants, New Delhi, having Firm Registration Number 004453N be and are hereby appointed as Statutory Auditors of the Company to fill the Casual Vacancy caused by the resignation of M/s Himanshu & Associates, Chartered Accountants, Bathinda having Firm Registration Number 023826N .

**RESOLVED FURTHER THAT** M/s. AMRG & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditor of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018, on such remuneration as may be fixed by the Board of Directors in consultation with them.

**RESOLVED FURTHER THAT** Sh. Rajinder Mittal,

Managing Director of the Company, be and is hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary for giving effect to this resolution and to file and to file necessary E-forms with Registrar of Companies.”

By order of the Board

**For BCL Industries Limited**

(Formerly known as BCL Industries & Infrastructures Ltd.)

Sd/-

**Sat Narain Goyal**

**Director**

**(DIN : 00050643)**

**Place : Bathinda (Punjab)**

**Dated : 12th Feb., 2018**

**NOTES:**

1. A Member Entitled To Attend And Vote Is Entitled To Appoint A Proxy To Attend And Vote Instead Of Himself And The Proxy Need Not Be A Member Of The Company. The Instrument Appointing Proxy Should, However, Be Deposited At The Registered Office Of The Company Not Less Than Forty Eight Hours (48 Hours) Before The Commencement Of The Meeting. A Proxy Form For The EGM Is Enclosed. During The Period Beginning 24 Hours Before The Time Fixed For The Commencement Of The Meeting And Ending With The Conclusion Of The Meeting, A Member Would Be Entitled To Inspect The Proxies Lodged At Any Time During The Business Hours Of The Company, Provided That Not Less Than Three Days Of Notice In Writing Is Given To The Company.
2. Corporate members intending to send their

3. authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Statement as required under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
4. The Register of members and share transfer books of the Company will remain closed from 06th March, 2018 to 12th March, 2018 (both days inclusive).
5. In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant.
6. Members holding shares in physical form are requested to notify any change in their address, bank account, etc. to the Company or to the Registrar and Transfer Agent.
7. 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 format, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
8. The Special Notice and Requisition dated 02nd February, 2018 received from Sh. Rajinder

Mittal, Smt. Sunita Mittal, Smt. Garima Mittal, Smt. Shweta Mittal and Sh. Kushal Mittal, promoters and shareholders of the Company, as already mentioned in the Explanatory statement, are annexed with this notice for your reference.

9. Electronic copy of the Notice is being sent to all the members whose E-mail ids are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their E-mail address, physical copy of the Notice is being sent in the permitted mode.

**10. Voting through electronic means:**

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed

below:

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, March 9th, 2018 from 10.00 a.m. to 05.00 p.m. and ends on Sunday, March 11th, 2018, from 10.00 a.m. to 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on /the cut-off date (record date) of March 5th , 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website i.e. **www.evotingindia.com** during the voting period.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. (Sequence Number provided separately with this report.)</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>

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| <p>(ix) After entering these details appropriately, click on “SUBMIT” tab.</p> <p>(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> <p>(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.</p> <p>(xii) Click on the EVSN for the relevant &lt;Company Name&gt; on which you choose to vote.</p> | <p>(xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.</p> <p>(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.</p> <p>(xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.</p> <p>(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.</p> <p>(xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.</p> |
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- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.
- M/s. S. Parnami & Associates, Company Secretaries, Bathinda have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - The scrutinizer shall from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website [www.bcl.ind.in](http://www.bcl.ind.in) and on the website of CDSL within two days of passing of the resolution at the EGM of the Company. The results will also be communicated to the Stock Exchanges where the shares of the Company are listed.

## **Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)**

### **SPECIAL BUSINESS**

#### **For Item No. 1**

As the meeting has been convened at the requisition of shareholders, no Explanatory Statement under Section 102 of the Companies Act, 2013 is required to be annexed with the notice, but the following explanation sets out material facts relating to the special business mentioned at Item No. 1 of the accompanying Notice:-

Sh. Rajinder Mittal, Smt. Sunita Mittal, Smt. Garima Mittal Smt. Shweta Mittal and Sh. Kushal Mittal (The Requisitionists) are Promoters and shareholders of the Company and holds 6699787 Equity Shares aggregating 47.35% of the Company's Voting Capital. The above said shareholders have made a requisition to the company dated 2nd February, 2018 and in recognition of the legal right vested in them as a shareholder, decided to convene an Extraordinary General Meeting (EGM), to consider and if thought fit, pass an Ordinary Resolution for removal of Sh. Abhishek Bansal as a Director of the Company.

Sh. Abhishek Bansal is currently the Non- Executive Independent Director of the Company. He was appointed as a Non-Executive Independent Director of the company by the Board on 06th November, 2015, and regularised by the shareholders at the Annual General Meeting (AGM) held on Saturday, 24th September, 2016.

Under Section 169(4) of the Companies Act, 2013, the director being sought to be removed can make a representation to the members in the manner stated therein. The Board of Directors of the Company would like to clarify that a copy of the Special Notice issued by the Requisitionists is being sent along with this Notice with a view to provide the relevant background concerning item No. 1 of Special Business to be transacted at the EGM. A copy of this Special business Requisition is annexed hereto (**Annexure**). Consequently, the Company, the Board of Directors of the Company and its offices do not take any responsibilities for the same.

#### **EXPLANATORY STATEMENT FOR ITEM No 2:**

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) (hereinafter referred to as "Companies Act"), the following explanatory statements set out all material facts relating to the businesses mentioned under **Item No. 2** of the accompanying Notice-

M/s Himanshu & Associates, Chartered Accountants, have tendered their resignation dated 03rd February, 2018 from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company. As envisaged by section 139 (8) of the Companies Act, 2013 ("ACT") Casual Vacancy caused by resignation of auditors can only be filled up by the company in general

meeting. In terms of provisions of Sec 139(8) the Board in their meeting held on 12.02.2018 has approved and recommended the appointment of M/s AMRG & Associates, Chartered Accountants as Statutory Auditors of the company. The Audit Committee has also reviewed their experience, independence and found the satisfactory. The Audit committee in their meeting held on 12.02.2018 have recommended the appointment of M/s AMRG & Associates, Chartered Accountants as Statutory Auditors of the company.

M/s AMRG & Associates, Chartered Accountants have conveyed their consent and eligibility through

letter dated 3rd February, 2018 to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way concerned or interested in the said resolution.

Dated: 02.02.2018

The Board of Directors  
BCL Industries Limited,  
Hazi Rattan Link Road,  
Bathinda.  
CIN: L24231PB1976PLC003624

**Sub: Issue of Special Notice under Section 115 of the Companies Act, 2013 read with Rule 23 of Companies(Management & Administration) Rules, 2014 and Requisition under Section 100 of the Companies Act, 2013 and the Rules framed thereunder for convening an Extraordinary Ordinary General Meeting of the shareholders of BCL Industries Limited.**

Dear Sir/Madam,

I the undersigned shareholder of BCL Industries Limited ("BCL") holding, as on the date hereof, 1230500 Equity shares representing 8.69% of the paid up Equity share capital of the company gives notice pursuant to provisions of Section 169 read with **Section 115 of the Companies Act, 2013 and Rule 23 of Companies(Management & Administration) Rules, 2014**, of my intention to move the following ordinary resolution regarding removal of Mr. Abhishek Bansal as a Director of the company.

Pursuant to Section 100 and other related provisions of the Companies Act, 2013 and the Rules framed thereunder, I, submit this requisition to you for convening an Extraordinary General Meeting of the shareholders of the company in the manner prescribed under applicable law, for the purpose of passing the following resolution.

Item No. 1

**REMOVAL OF MR. ABHISHEK BANSAL AS DIRECTOR:**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, Mr. Abhishek Bansal (DIN 03136065) be and is hereby removed from his office as the Director of the Company with immediate effect."



## REASONS FOR THE RESOLUTION PROPOSED UNDER ITEM NO.1

1. Although there is no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:

- I have lost confidence in Mr. Abhishek Bansal for a combination of several factors.
- I feel removal of Mr. Abhishek Bansal as Director is absolutely necessary for the future success of the BCL Industries Limited.
- It has come to my knowledge that Mr. Abhishek Bansal has been behaving in an unethical manner and is casting false allegations on the company and writing malicious letters to various authorities like BSE, SEBI and ROC, with an intention to defame the company and creating hurdles daily workings of the company.
- Mr. Abhishek Bansal, in his letters served to the company is misquoting the provisions of sections of the Companies Act, 2013 and various other facts as applied in other Acts, thereby showing his disturbed mind with intentions to harm the company.
- Mr. Abhishek Bansal is levelling false and frivolous allegations against the company, its directors and company secretary of the company without any merits to meet his ulterior motives.
- It has come to my knowledge that Mr. Abhishek Bansal has made certain unsubstantiated allegations, which cast aspersions not only on the company and its Board of Directors, but also on all the stakeholders of the company which includes Shareholders, Debtors, Creditors and Employees.
- It has come to our notice that Mr. Abhishek Bansal has misrepresented the company and Registrar of companies by giving incorrect details of place of residence from last few years. Incorrect information of personal details to company and registrar of companies does not establish high standards of Corporate Governance.
- It has come to my notice that Mr. Abhishek Bansal is son of Mr. Jiwan Bansal, who is director in M/s Ganpati Townships Limited a company in which I, Managing Director of BCL Industries Limited along with my relatives hold more than 90% of stake and shareholding. And Mr. Jiwan Bansal has filed a petition in the National Company Law Board Tribunal (NCLT) against the management of Ganpati Townships Limited and have unnecessarily dragged BCL Industries Limited also as one of the Respondants. Thus, Mr. Abhishek Bansal is acting under influence of his father, and he cannot maintain the status of being Independent Director, and this proves that Mr. Abhishek Bansal is working against the interest of the company and has failed to perform his duties as a Director towards the company and have violated the Duties under Section 166(5) of the Companies Act, 2013.

Thus, for smooth running of BCL Industries Limited, I wish to remove Mr. Abhishek Bansal from the Board of Directors so as to maintain high standards of compliance and secrets of the company.

2. We request the presence of all members of the Board of Directors in the requisitioned Extra Ordinary General meeting.
3. We solicit immediate action and attention of the Board of Directors on this matter under intimation to us.

4. One of the copies of this Intimation is being forwarded to Registrar of Companies, Chandigarh, Regional Director and BSE for information.

5. The details of my shareholding are as under:

Name of shareholder: Rajinder Mittal

Number of shares held: 1230500

DP ID: IN301549

Client ID: 17914417

Depository Participant: HDFC Bank Ltd

6. Please take all necessary action to call for the said EGM in accordance with Section 100 read with Section 169 of the Companies Act, 2013.

Yours faithfully,



Rajinder Mittal

Copy to:

- 1) The Regional Director, Northern Regional Director, Ministry of Corporate Affairs, B-2, Wing, 11nd Floor, Paryavaran Bhawan, C.G.O. Complex, New Delhi-110003
- 2) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
- 3) The Registrar of Companies, 151, Madhya Marg, 27B, Sector 26, Chandigarh-160019

Dated: 02.02.2018

The Board of Directors  
BCL Industries Limited,  
Hazi Rattan Link Road,  
Bathinda.  
CIN: L24231PB1976PLC003624

**Sub: Issue of Special Notice under Section 115 of the Companies Act, 2013 read with Rule 23 of Companies(Management & Administration) Rules, 2014 and Requisition under Section 100 of the Companies Act, 2013 and the Rules framed thereunder for convening an Extraordinary Ordinary General Meeting of the shareholders of BCL Industries Limited.**

Dear Sir/Madam,

I the undersigned shareholder of BCL Industries Limited ("BCL") holding, as on the date hereof, 2597297 Equity shares representing 18.36% of the paid up Equity share capital of the company gives notice pursuant to provisions of Section 169 read with **Section 115 of the Companies Act, 2013 and Rule 23 of Companies(Management & Administration) Rules, 2014**, of my intention to move the following ordinary resolution regarding removal of Mr. Abhishek Bansal as a Director of the company.

Pursuant to Section 100 and other related provisions of the Companies Act, 2013 and the Rules framed thereunder, I, submit this requisition to you for convening an Extraordinary General Meeting of the shareholders of the company in the manner prescribed under applicable law, for the purpose of passing the following resolution.

Item No. 1

**REMOVAL OF MR. ABHISHEK BANSAL AS DIRECTOR:**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, Mr. Abhishek Bansal (DIN 03136065) be and is hereby removed from his office as the Director of the Company with immediate effect."

## REASONS FOR THE RESOLUTION PROPOSED UNDER ITEM NO.1

1. Although there is no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:

- I have lost confidence in Mr. Abhishek Bansal for a combination of several factors.
- I feel removal of Mr. Abhishek Bansal as Director is absolutely necessary for the future success of the BCL Industries Limited.
- It has come to my knowledge that Mr. Abhishek Bansal has been behaving in an unethical manner and is casting false allegations on the company and writing malicious letters to various authorities like BSE, SEBI and ROC, with an intention to defame the company and creating hurdles daily workings of the company.
- Mr. Abhishek Bansal is levelling false and frivolous allegations against the company, its directors and company secretary of the company without any merits to meet his ulterior motives.
- It has come to my knowledge that Mr. Abhishek Bansal has made certain unsubstantiated allegations, which cast aspersions not only on the company and its Board of Directors, but also on all the stakeholders of the company which includes Shareholders, Debtors, Creditors and Employees.
- It has come to our notice that Mr. Abhishek Bansal has misrepresented the company and Registrar of companies by giving incorrect details of place of residence from last few years. Fraudulent information of personal details to company and registrar of companies does not establish high standards of Corporate Governance.
- It has come to my notice that Mr. Abhishek Bansal is son of Mr. Jiwan Bansal, who is director of M/s Ganpati Townships Limited a company in which Sh. Rajinder Mittal, Managing Director of BCL Industries Limited along with his relatives hold more than 75% of stake and shareholding. Now, as per my knowledge, there is a dispute between Mr. Jiwan Bansal and management of Ganpati Townships Limited and thus and Mr. Abhishek Bansal is acting under influence of his father, and this proves that Mr. Abhishek Bansal is working against the interest of the company and has failed to perform his duties as a Director towards the company and have violated the Duties under Section 166(5) of the Companies Act, 2013.

Thus, for smooth running of BCL Industries Limited, I wish to remove Mr. Abhishek Bansal from the Board of Directors so as to maintain high standards of compliance and secrets of the company.

2. We request the presence of all members of the Board of Directors in the requisitioned Extra Ordinary General meeting.
3. We solicit immediate action and attention of the Board of Directors on this matter under intimation to us.
4. One of the copies of this Intimation is being forwarded to Registrar of Companies, Chandigarh, Regional Director and BSE for information.

5. The details of my shareholding are as under:

Name of shareholder: Sunita Mittal  
Number of shares held: 2597297  
DP ID: IN301549  
Client ID: 19201436  
Depository Participant: HDFC Bank Ltd

6. Please take all necessary action to call for the said EGM in accordance with Section 100 read with Section 169 of the Companies Act, 2013.

Yours faithfully,

  
Sunita Mittal

Copy to:

- 1) The Regional Director, Northern Regional Director, Ministry of Corporate Affairs, B-2, Wing, IInd Floor, Paryavaran Bhawan, C.G.O. Complex, New Delhi-110003
- 2) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
- 3) The Registrar of Companies, 151, Madhya Marg, 27B, Sector 26, Chandigarh-160019

Dated: 02.02.2018

The Board of Directors  
BCL Industries Limited,  
Hazi Rattan Link Road,  
Bathinda.  
CIN: L24231PB1976PLC003624

Sub: Issue of Special Notice under Section 115 of the Companies Act, 2013 read with Rule 23 of Companies(Management & Administration) Rules, 2014 and Requisition under Section 100 of the Companies Act, 2013 and the Rules framed thereunder for convening an Extraordinary Ordinary General Meeting of the shareholders of BCL Industries Limited.

Dear Sir/Madam,

I the undersigned shareholder of BCL Industries Limited ("BCL") holding, as on the date hereof, 862600 Equity shares representing 6.09% of the paid up Equity share capital of the company gives notice pursuant to provisions of Section 169 read with Section 115 of the Companies Act, 2013 and Rule 23 of Companies(Management & Administration) Rules, 2014, of my intention to move the following ordinary resolution regarding removal of Mr. Abhishek Bansal as a Director of the company.

Pursuant to Section 100 and other related provisions of the Companies Act, 2013 and the Rules framed thereunder, I, submit this requisition to you for convening an Extraordinary General Meeting of the shareholders of the company in the manner prescribed under applicable law, for the purpose of passing the following resolution.

Item No. 1

**REMOVAL OF MR. ABHISHEK BANSAL AS DIRECTOR:**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, Mr. Abhishek Bansal (DIN 03136065) be and is hereby removed from his office as the Director of the Company with immediate effect."

## REASONS FOR THE RESOLUTION PROPOSED UNDER ITEM NO.1

1. Although there is no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:

- I have lost confidence in Mr. Abhishek Bansal for a combination of several factors.
- I feel removal of Mr. Abhishek Bansal as Director is absolutely necessary for the future success of the BCL Industries Limited.
- It has come to my knowledge that Mr. Abhishek Bansal has been behaving in an unethical manner and is casting false allegations on the company and writing malicious letters to various authorities like BSE, SEBI and ROC, with an intention to defame the company and creating hurdles in the daily workings of the company.
- Mr. Abhishek Bansal is levelling false and frivolous allegations against the company, its directors and company secretary of the company without any merits to meet his ulterior motives.
- It has come to my knowledge that Mr. Abhishek Bansal has made certain unsubstantiated allegations, which cast aspersions not only on the company and its Board of Directors, but also on all the stakeholders of the company which includes Shareholders, Debtors, Creditors and Employees.
- It has come to our notice that Mr. Abhishek Bansal has misrepresented the company and Registrar of companies by giving incorrect details of place of residence from last few years. Fraudulent information of personal details to company and registrar of companies does not establish high standards of Corporate Governance.
- It has come to my notice that Mr. Abhishek Bansal is son of Mr. Jiwan Bansal, who is director of M/s Ganpati Townships Limited a company in which Sh. Rajinder Mittal, Managing Director of BCL Industries Limited along with his relatives hold more than 75% of stake and shareholding. Now, as per my knowledge, there is a dispute between Mr. Jiwan Bansal and management of Ganpati Townships Limited and thus Mr. Abhishek Bansal is acting under influence of his father, and this proves that Mr. Abhishek Bansal is working against the interest of the company and has failed to perform his duties as a Director towards the company and have violated the Duties under Section 166(5) of the Companies Act, 2013.

Thus, for smooth running of BCL Industries Limited, I wish to remove Mr. Abhishek Bansal from the Board of Directors so as to maintain high standards of compliance and secrets of the company.

2. We request the presence of all members of the Board of Directors in the requisitioned Extra Ordinary General meeting.
3. We solicit immediate action and attention of the Board of Directors on this matter under intimation to us.
4. One of the copies of this Intimation is being forwarded to Registrar of Companies, Chandigarh, Regional Director and BSE for information.

5. The details of my shareholding are as under:

**Name of shareholder:**Shweta Mittal

**Number of shares held:**862600

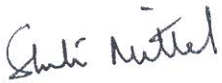
**DP ID:**IN301330

**Client ID:**20033095

**Depository Participant:**Stock Holding Corporation of India Ltd

6. Please take all necessary action to call for the said EGM in accordance with Section 100 read with Section 169 of the Companies Act, 2013.

Yours faithfully,



Shweta Mittal



Dated: 02.02.2018

The Board of Directors  
BCL Industries Limited,  
Hazi Rattan Link Road,  
Bathinda.  
CIN: L24231PB1976PLC003624

**Sub: Issue of Special Notice under Section 115 of the Companies Act, 2013 read with Rule 23 of Companies(Management & Administration) Rules, 2014 and Requisition under Section 100 of the Companies Act, 2013 and the Rules framed thereunder for convening an Extraordinary Ordinary General Meeting of the shareholders of BCL Industries Limited.**

Dear Sir/Madam,

I the undersigned shareholder of BCL Industries Limited ("BCL") holding, as on the date hereof, 1087540 Equity shares representing 7.68% of the paid up Equity share capital of the company gives notice pursuant to provisions of Section 169 read with Section 115 of the Companies Act, 2013 and Rule 23 of Companies(Management & Administration) Rules, 2014, of my intention to move the following ordinary resolution regarding removal of Mr. Abhishek Bansal as a Director of the company.

Pursuant to Section 100 and other related provisions of the Companies Act, 2013 and the Rules framed thereunder, I, submit this requisition to you for convening an Extraordinary General Meeting of the shareholders of the company in the manner prescribed under applicable law, for the purpose of passing the following resolution.

Item No. 1

**REMOVAL OF MR. ABHISHEK BANSAL AS DIRECTOR:**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, Mr. Abhishek Bansal (DIN 03136065) be and is hereby removed from his office as the Director of the Company with immediate effect."

## REASONS FOR THE RESOLUTION PROPOSED UNDER ITEM NO.1

1. Although there is no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:

- I have lost confidence in Mr. Abhishek Bansal for a combination of several factors.
- I feel removal of Mr. Abhishek Bansal as Director is absolutely necessary for the future success of the BCL Industries Limited.
- It has come to my knowledge that Mr. Abhishek Bansal has been behaving in an unethical manner and is casting false allegations on the company and writing malicious letters to various authorities like BSE, SEBI and ROC, with an intention to defame the company and creating hurdles in the daily workings of the company.
- Mr. Abhishek Bansal is levelling false and frivolous allegations against the company, its directors and company secretary of the company without any merits to meet his ulterior motives.
- It has come to my knowledge that Mr. Abhishek Bansal has made certain unsubstantiated allegations, which cast aspersions not only on the company and its Board of Directors, but also on all the stakeholders of the company which includes Shareholders, Debtors, Creditors and Employees.
- It has come to our notice that Mr. Abhishek Bansal has misrepresented the company and Registrar of companies by giving incorrect details of place of residence from last few years. Fraudulent information of personal details to company and registrar of companies does not establish high standards of Corporate Governance.
- It has come to my notice that Mr. Abhishek Bansal is son of Mr. Jiwan Bansal, who is director of M/s Ganpati Townships Limited a company in which Sh. Rajinder Mittal, Managing Director of BCL Industries Limited along with his relatives hold more than 75% of stake and shareholding. Now, as per my knowledge, there is a dispute between Mr. Jiwan Bansal and management of Ganpati Townships Limited and thus Mr. Abhishek Bansal is acting under influence of his father, and this proves that Mr. Abhishek Bansal is working against the interest of the company and has failed to perform his duties as a Director towards the company and have violated the Duties under Section 166(5) of the Companies Act, 2013.

Thus, for smooth running of BCL Industries Limited, I wish to remove Mr. Abhishek Bansal from the Board of Directors so as to maintain high standards of compliance and secrets of the company.

2. We request the presence of all members of the Board of Directors in the requisitioned Extra Ordinary General meeting.
3. We solicit immediate action and attention of the Board of Directors on this matter under intimation to us.

4. The details of my shareholding are as under:

Name of shareholder: Garima Mittal

Number of shares held: 1087540

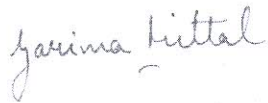
DP ID: IN301151

Client ID: 22611145

Depository Participant: HDFC BANK Ltd

5. Please take all necessary action to call for the said EGM in accordance with Section 100 read with Section 169 of the Companies Act, 2013.

Yours faithfully,



Garima Mittal

Dated: 2.02.2018

The Board of Directors  
BCL Industries Limited,  
Hazi Rattan Link Road,  
Bathinda.  
CIN: L24231PB1976PLC003624

**Sub: Issue of Special Notice under Section 115 of the Companies Act, 2013 read with Rule 23 of Companies(Management & Administration) Rules, 2014 and Requisition under Section 100 of the Companies Act, 2013 and the Rules framed thereunder for convening an Extraordinary Ordinary General Meeting of the shareholders of BCL Industries Limited.**

Dear Sir/Madam,

I the undersigned shareholder of BCL Industries Limited ("BCL") holding, as on the date hereof, 921850 Equity shares representing 6.51% of the paid up Equity share capital of the company gives notice pursuant to provisions of Section 169 read with **Section 115 of the Companies Act, 2013 and Rule 23 of Companies(Management & Administration) Rules, 2014**, of my intention to move the following ordinary resolution regarding removal of Mr. Abhishek Bansal as a Director of the company.

Pursuant to Section 100 and other related provisions of the Companies Act, 2013 and the Rules framed thereunder, I, submit this requisition to you for convening an Extraordinary General Meeting of the shareholders of the company in the manner prescribed under applicable law, for the purpose of passing the following resolution.

Item No. 1

***REMOVAL OF MR. ABHISHEK BANSAL AS DIRECTOR:***

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, Mr. Abhishek Bansal (DIN 03136065) be and is hereby removed from his office as the Director of the Company with immediate effect."

## REASONS FOR THE RESOLUTION PROPOSED UNDER ITEM NO.1

1. Although there is no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:

- I have lost confidence in Mr. Abhishek Bansal for a combination of several factors.
- I feel removal of Mr. Abhishek Bansal as Director is absolutely necessary for the future success of the BCL Industries Limited.
- It has come to my knowledge that Mr. Abhishek Bansal has been behaving in an unethical manner and is casting false allegations on the company and writing malicious letters to various authorities like BSE, SEBI and ROC, with an intention to defame the company and creating hurdles in the daily workings of the company.
- Mr. Abhishek Bansal is levelling false and frivolous allegations against the company, its directors and company secretary of the company without any merits to meet his ulterior motives.
- It has come to my knowledge that Mr. Abhishek Bansal has made certain unsubstantiated allegations, which cast aspersions not only on the company and its Board of Directors, but also on all the stakeholders of the company which includes Shareholders, Debtors, Creditors and Employees.
- It has come to our notice that Mr. Abhishek Bansal has misrepresented the company and Registrar of companies by giving incorrect details of place of residence from last few years. Fraudulent information of personal details to company and registrar of companies does not establish high standards of Corporate Governance.
- It has come to my notice that Mr. Abhishek Bansal is son of Mr. Jiwan Bansal, who is director of M/s Ganpati Townships Limited a company in which Sh. Rajinder Mittal, Managing Director of BCL Industries Limited along with his relatives hold more than 75% of stake and shareholding. Now, as per my knowledge, there is a dispute between Mr. Jiwan Bansal and management of Ganpati Townships Limited and thus Mr. Abhishek Bansal is acting under influence of his father, and this proves that Mr. Abhishek Bansal is working against the interest of the company and has failed to perform his duties as a Director towards the company and have violated the Duties under Section 166(5) of the Companies Act, 2013.

Thus, for smooth running of BCL Industries Limited, I wish to remove Mr. Abhishek Bansal from the Board of Directors so as to maintain high standards of compliance and secrets of the company.

2. We request the presence of all members of the Board of Directors in the requisitioned Extra Ordinary General meeting.
3. We solicit immediate action and attention of the Board of Directors on this matter under intimation to us.
4. One of the copies of this Intimation is being forwarded to Registrar of Companies, Chandigarh, Regional Director and BSE for information.

5. The details of my shareholding are as under:

Name of shareholder:Kushal Mittal

Number of shares held:921850


DP ID:IN301330

Client ID:21612701

Depository Participant:Stock Holding Corporation of India Ltd

6. Please take all necessary action to call for the said EGM in accordance with Section 100 read with Section 169 of the Companies Act, 2013.

Yours faithfully,



Kushal Mittal

**Form No. MGT-11**

**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]

Name of the member (S) :  Registered address :	Mail Id : Folio No/Client Id: DP ID :
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I/We, being the member (s) holding ..... shares of the above named company, hereby appoint:

1. Name: ..... of.....having email id.....of failing him
2. Name: ..... of.....having email id.....of failing him
3. Name: ..... of.....having email id.....of failing him

Whose signature(S) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Monday, 12th day of March, 2018 at 11.30 a.m. at Hazi Rattan Link Road, Bathinda, Punjab and at any adjournment thereof.

Signed this.....day of.....2018

\_\_\_\_\_  
Signature of shareholder

Affix Revenue Stamp
---------------------------

\_\_\_\_\_  
Signature of First Proxy holder      Signature of Second Proxy holder      Signature of Third Proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

