

**Ref. No: BCL/2017-18**  
**Dated: 23.09.2017**

<p><b>The Stock Exchange Mumbai,</b>  <b>Department of Corporate Services,</b>  <b>Floor 25, P. J. Towers,</b>  <b>Dalal Street,</b>  <b>Mumbai-400001</b></p>	<p>23<sup>rd</sup> September 2017        11:30 AM</p>
<p><b>Scrip Code: 524332</b></p> <p><b>Sub: <u>Proceedings of 41<sup>st</sup> Annual General Meeting as per Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015</u></b></p>	

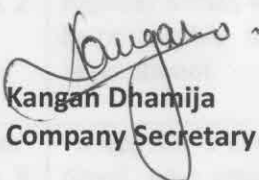
Dear Sir/Madam,

Pursuant to the Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are submitting herewith the copy of the proceedings of 41<sup>st</sup> Annual General Meeting (AGM) of the company held on Saturday, September 23<sup>rd</sup>, 2017 at Ganpati Enclave, Dabwali Road, Bathinda.

Kindly acknowledge the receipt.

Yours faithfully

**For BCL Industries & Infrastructures Limited**

  
**Kangan Dhamija**  
**Company Secretary**

<p>No. 1</p>	<p>Ordinary</p>	<p>Listing &amp; Physical File</p>	<p>Filed with registrar company</p>
<p>No. 2</p>	<p>Ordinary</p>	<p>Listing &amp; Physical File</p>	<p>Filed with registrar company</p>
<p>No. 3</p>	<p>Ordinary</p>	<p>Listing &amp; Physical File</p>	<p>Filed with registrar company</p>

**Regd. Office :**

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CIN : L24231PB1976PLC003624

**Details as per Regulation 30 of LODR Regulation, 2015**

<b>Date of AGM/EGM</b>	23 <sup>rd</sup> September, 2017
<b>Total No. of Shareholders on record</b>	7760
<b>No. of Shareholders present in a meeting either in person or through Proxy</b>	49
<b>Promoter and Promoter Group</b>	14
<b>Public Shareholders</b>	35
<b>No. of Shareholders attend the meeting through Video Conferencing</b>	No Video Conference
<b>Promoter and Promoter Group</b>	
<b>Public</b>	

**AGENDA WISE**

Items	Details of Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Poll/E-Voting)	Remarks
Item No. 1	Adoption of Audited Balance Sheet and Profit & Loss Account as at 31st March, 2017.	Ordinary	E-voting & Physical Poll	Passed with requisite majority
Item No. 2	To appoint a Director in place of Sh. Rajinder Mittal, who retires by rotation and being eligible offers himself for his re-appointment.	Ordinary	E-voting & Physical Poll	Passed with requisite majority
Item No. 3	To appoint a Director in place of Sh. S.N. Goyal, who retires by rotation and being eligible offers himself for his re-appointment.	Ordinary	E-voting & Physical Poll	Passed with requisite majority

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For BCL Industries & Infrastructures Ltd.

*(Signature)*  
Dhanija  
Company Secretary

Item No. 4	To declare a Final Dividend @ 10% i.e Re. 1 per equity shares for the financial year ended 31st March, 2017.	Ordinary	E-voting & Physical Poll	Passed with requisite majority
Item No. 5	Reappointment of M/s. Himanshu & Associates, Chartered Accountant, Bathinda for the financial year 2017-2018.	Ordinary	E-voting & Physical Poll	Passed with requisite majority
Item No. 6	Issuance of fully Convertible Warrants on Preferential basis to the persons belonging to Promoter Category	Special	E-voting & Physical Poll	Passed with requisite majority
Item No. 7	Changing the name of the company from BCL Industries & Infrastructures Limited to BCL Industries Limited	Special	E-voting & Physical Poll	Passed with requisite majority

In case of Poll/ E-Voting: **E-voting & Poll**

Promoter/Public	No. of Shares Held	No. of Votes Polled	% age of votes polled on shares	No. of votes in favour	No. of votes against	% age of votes in favour of votes polled	% age of vote against on votes polled
	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter & Promoter Group	7218827	7218827	100%	7218827	NIL	100%	NIL
Public Others	6931173	5089015	73.42%	5089015	NIL	100%	NIL
<b>Total</b>	<b>14150000</b>	<b>12307842</b>	<b>86.98%</b>	<b>12307842</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

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For BCL Industries & Infrastructures Ltd.  
*(Signature)*  
(Anand Chhajija)  
Company Secretary

**MINUTES OF THE ANNUAL GENERAL MEETING OF BCL INDUSTRIES & INFRASTRUCTURES LTD. HELD ON SATURDAY, 23<sup>RD</sup> SEPTEMBER 2017 AT 03:30 P.M. AT GANPATI ENCLAVE, DABWALI ROAD, BATHINDA.**

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**PRESENT**

- |                       |                                 |
|-----------------------|---------------------------------|
| • SH. R.C. NAYYAR     | CHAIRMAN & INDEPENDENT DIRECTOR |
| • SH. RAJINDER MITTAL | MANAGING DIRECTOR               |
| • SH. S.N. GOYAL      | WHOLE TIME DIRECTOR             |
| • SMT. MEENU MITTAL   | INDEPENDENT DIRECTOR            |
| • SMT. KANGAN DHAMIJA | COMPANY SECRETARY               |
| • SH. SUBHASH MITTAL  | CHIEF EXECUTIVE OFFICER         |

**TOTAL NO. OF MEMBERS PRESENT IN PERSON & PROXY : 49**

Smt. Kangan Dhamija, Company Secretary introduced the persons sitting on the Dais. Sh. Ramesh Chander Nayyar, Chairman, Sh. Rajinder Mittal, Managing Director, Sh. Sat Narain Goyal, Whole-Time Director of the Company and Sh. Subhash Mittal, CEO of the company.

Thereafter Smt. Kangan Dhamija, Company Secretary requested Sh. Ramesh Chander Nayyar, Chairman of the Company to start the proceedings of the meeting:-

Sh. Ramesh Chander Nayyar, Chairman welcomed all the members present and took the chair and declared that the required quorum was present to convene the meeting.

Thereafter, Sh. Rajinder Mittal, Managing Director of the company communicated about the Companies growth and highlighted about the remarkable growth in sales and profitability of the company as compared to the last year. He further highlighted about the current and on-going projects/activities of the company. He informed the shareholders about the completion of enhancement of capacity of Distillery Unit.

After the Managing Directors' speech, Smt. Kangan Dhamija, Company Secretary declared that all the Statutory Registers and Books as required under the Companies Act, 2013 and SEBI (LODR), Regulations, 2015 were available on the table for inspection by those entitled thereto. At this members present unanimously declared that those documents be taken as read.

Then, the Notice of the Meeting and Directors' Report were taken as read with the permission of members. Thereafter, Smt. Kangan Dhamija, Company Secretary read Auditors' Report and took up the agenda of the meeting item wise as per the notice of the Meeting as

1. **ADOPTION OF AUDITED ACCOUNTS AS AT MARCH 31, 2017**

Smt. Kangan Dhamija, Company Secretary read out the following resolution for the adoption of Audited Accounts i.e. Balance Sheet as at 31<sup>st</sup> March 2017 and Profit and Loss Account for the year ended as on that date together with Directors' Report and Auditors' Report thereon.

**"RESOLVED THAT** the Balance Sheet of the Company as at March 31<sup>st</sup>, 2017, profit and loss account of the Company for the year ended, Auditors Report and Directors Report on the said date be and are hereby received, considered and adopted."

2. **APPOINTMENT OF DIRECTOR SH. RAJINDER MITTAL WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFER HIMSELF FOR HIS RE-APPOINTMENT**

Smt. Kangan Dhamija, Company Secretary read out the following Resolution for re-appointment of Shri Rajinder Mittal as Director of the Company.

**"RESOLVED THAT** Shri Rajinder Mittal, whose period of office is liable to determination by retirement of Director Rotation and who has offered himself for re-appointment be and is hereby reappointed as Director of the company."

3. **APPOINTMENT OF DIRECTOR SH. S.N. GOYAL WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFER HIMSELF FOR HIS REAPPOINTMENT**

Smt. Kangan Dhamija, Company Secretary read out the following Resolution for Re-appointment of Shri S.N. Goyal as Director of the Company

**"RESOLVED THAT** Shri S.N. Goyal, whose period of office is liable to determination by retirement of Director Rotation and who has offered himself for re-appointment be and is hereby reappointed as Director of the company."

4. **DECLARATION OF FINAL DIVIDEND**

Smt. Kangan Dhamija, Company Secretary read out the following Resolution for Re-appointment of Shri S.N. Goyal as Director of the Company

**"RESOLVED THAT** the dividend of Re. 1 per share at the rate of 10 % of Paid Up capital as at 31<sup>st</sup> March, 2017 be and the same is hereby declared for payment to those holders whose names appears as on the date of Record date i.e. 16<sup>th</sup> September, 2017.

**"RESOLVED FURTHER THAT** the consent of members be and is hereby accorded to declare the final dividend of Re. 1 per share."

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For BCL Industries & Infrastructures Ltd.  
*Kangan Dhamija*  
(Kangan Dhamija)  
Company Secretary

5. **RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FROM CONCLUSION OF 41<sup>ST</sup> ANNUAL GENERAL MEETING TILL CONCLUSION OF NEXT ANNUAL GENERAL MEETING**

Smt. Kangan Dhamija, Company Secretary read out the following Resolution for Re-appointment of M/s. Himanshu & Associates as a Statutory Auditors of the company.

“RESOLVED THAT pursuant to Sections 139 and applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the company re-appoints M/s. Himanshu & Associate, Chartered Accountants, Bathinda (Membership No.-518041), as Statutory Auditors of the company to hold office from the conclusion of Annual General Meeting for the Financial Year 2017-18 to the Conclusion of Annual General Meeting for the Financial Year 2017-18 at such remuneration as may be mutually decided between them.”

6. **ISSUANCE OF FULLY CONVERTIBLE WARRANT ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTERS CATEGORY**

Smt. Kangan Dhamija, Company Secretary read out the following Resolution for issuance of fully convertible warrant on preferential basis to the persons belonging to the Promoters Category.

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, 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”) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the

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(Kangan Dhamija)  
Company Secretary



board of directors of the Company (hereinafter referred to as the "Board") which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to create, issue offer and allot on preferential basis 50,00,000 fully convertible warrants ("Warrants") to the persons as described below in the Promoter Category ("Proposed Warrant Allottee"), each convertible into, or exchangeable for, at an option of Warrant holder, in one or more tranches, one Equity Share of face value of Rs. 10/- (Indian Rupees Ten only) each at an issue price of Rs. 75/- (Indian Rupees Seventy Five Only) per share ("Warrant Issue Price") and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 or other applicable laws.

**RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI (ICDR) Regulations, 2009, for the determination of issue/exercise price for the issue of Equity Shares pursuant to the exercise of the Warrants is Wednesday, August 23<sup>rd</sup>, 2017 being the date which is 30 (thirty) days prior to the date of this General Meeting i.e. September 23<sup>rd</sup>, 2017.

The names of the Proposed Allottees of Warrants, whether or not they are existing members of the Company, along-with the number of proposed warrants to be allotted to the promoters and bodies corporate other than promoters on Preferential issue basis, are detailed below :-

	Name of The Proposed Allottees of Warrants	No. of Warrants
<b>A.</b>	<b>Promoters Category</b>	
1.	Shri Rajinder Mittal	12,50,000
2.	Smt. Sunita Mittal	12,50,000
3.	Sh. Kushal Mittal	12,50,000
4.	M/s Rajinder Mittal & Sons, HUF	12,50,000
	<b>Total</b>	<b>50,00,000</b>

**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

(a) Each Warrant held by the Proposed Warrant Allottee (each, a "Warrant Holder") shall entitle each of them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "Warrant Exercise Period").

(b) The Proposed Warrant Allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2009 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The

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 (Kanishk Dhanija)  
 Company Secretary

balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

(c) Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

(d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, 2009 except to the extent and in the manner permitted there under.

(e) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allottee.

(f) In the event, the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

(g) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

(h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants.

**RESOLVED FURTHER THAT** the equity shares to be allotted upon exercise of Warrants shall rank pari - passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs.10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company

**RESOLVED FURTHER THAT** the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents

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(Kangan Bharajia)  
Company Secretary



may be required without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Certificate issued by the Statutory Auditors of the Company in accordance with the SEBI ICDR Regulations be and is hereby noted.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects”

#### **7. CHANGING THE NAME OF THE COMPANY**

Smt. Kangan Dhamija, Company Secretary read out the following Resolution for changing the name of company.

**“RESOLVED THAT** pursuant to the provisions of Section 4 (4) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, subject to the approval of any other authority as may be necessary, the consent of the Board be and is hereby given to change the name of the Company from BCL Industries & Infrastructures Ltd to **‘BCL Industries Limited.’**

**“RESOLVED FURTHER THAT** Sh. Rajinder Mittal, Managing Director of the company be and is hereby authorized to file necessary Forms for making application for change of name & to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

#### **8. VOTE OF THANKS**

Since there was no other business on the agenda of the meeting, the meeting was terminated with a vote of thanks to the chair. Thereafter, Smt. Kangan Dhamija, Company Secretary, invited the members to join for tea and snacks.

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For BCL Industries & Infrastructures Ltd.

  
(Kangan Dhamija)  
Company Secretary