

## **BCL INDUSTRIES LIMITED**

(Formerly Known as BCL Industries & Infrastructures Ltd.)  
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, Email: info@bcl.ind.in  
CIN: L24231PB1976PLC003624

### **NOTICE**

Notice is hereby given that the 43<sup>rd</sup> Annual General Meeting of the Members of the Company will be held on Saturday, the 28<sup>th</sup> day of September, 2019 at 3.00 P.M. at Community Hall, Ganpati Enclave, Dabwali Road, Bathinda-151001, Punjab, to transact the following business:-

#### **ORDINARY BUSINESS**

1. (a) To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Auditors and Board of Directors thereon.
- (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with the Report of the Auditors thereon.
2. **To declare dividend of Rs. 1.20/- per Equity Share of Face Value of Rs. 10/- each for the Financial Year ended 31<sup>st</sup> March, 2019 and in this regard, pass the following resolution as Ordinary Resolution:**  
**RESOLVED THAT** a dividend at Rs. 1.20/- - per equity share of Face Value Rs. 10/- each on 69,31,173 Equity Shares (Excluding the Equity Share upon which the members have waived/forgone his/their right to receive the dividend by him/them for financial year 2018-19) absorbing thereby an amount of Rs. 83,17,408/- (excluding dividend distribution tax) as at 31st March, 2019 be and is hereby declared for payment to those holders of Equity Shares whose names appear in the Register of Members of the Company as on 21<sup>st</sup> September, 2019."
3. To appoint a Director in place of Sh. Rajinder Mittal (DIN: 00033082) , who retires by rotation at this Meeting and being eligible offers himself for his re-appointment.
4. To appoint a Director in place of Sh. Sat Narain Goyal (DIN:00050643), who retires by rotation at this Meeting and being eligible offers himself for his re-appointment.

#### **SPECIAL BUSINESS**

5. **Re-appointment of Mr. Ramesh Chander Nayyar (DIN: 02945713) as an Independent Non-Executive Director.**  
**To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors , consent of the Members be and is hereby accorded to the re-appointment of Mr. Ramesh Chander Nayyar (DIN: 02945713) , who is eligible for reappointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, as Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 14<sup>th</sup> August, 2019 and whose office shall not be liable to retire by rotation".

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is

hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

**6. Re-appointment of Mrs. Meenu Mittal (DIN: 06994277) as an Independent Non-Executive Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors , consent of the Members be and is hereby accorded to the re-appointment of Mrs. Meenu Mittal (DIN: **06994277**), who is eligible for reappointment and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, as Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 30<sup>th</sup> July, 2019 and whose office shall not be liable to retire by rotation”.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

**7. Re-appointment of Mr. V.K. Nayyar (DIN: 00992880) as an Independent Non-Executive Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors , consent of the Members be and is hereby accorded to the re-appointment of V.K. Nayyar (DIN: 00992880) , who is eligible for reappointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, as Independent Non-Executive Director of the Company to hold office for second term of two consecutive years with effect from 01<sup>st</sup> April, 2019 and whose office shall not be liable to retire by rotation”.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

**8. Approval to deliver document through a particular mode as may be sought by the member**  
**To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 read with applicable rules made thereunder including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force and subject to such other laws, Rules, Regulations, etc., as may be applicable, whereby a document may be served on any Member by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by delivery at his/her office or address as recorded in the Register of Members maintained by the Company/Registrar and Share transfer agent or by such electronic or other mode as may be prescribed, the consent of the Members of the Company be and is hereby accorded to Board to charge from the said Member(s), a fee in advance equivalent to the estimated actual expenses of

delivery of the documents pursuant to any request made by the Member for delivery of such document to him/her through a particular mode of service mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company and further resolved that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**9. Ratification of and approval to remuneration payable to Cost Auditors:  
To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of 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 the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2019-20, amounting to Rs.50,000/- (Rupees Fifty Thousand Only) 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.”

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CIN: L24231PB1976PLC003624

Place: Bathinda  
Date: 05<sup>th</sup> July, 2019

**By the Order of Board of Directors  
For BCL Industries Limited**  
(Formerly Known as BCL Industries & Infrastructures Ltd.)  
**Sd/-**

**Rajinder Mittal  
Managing Director  
DIN:00033082**

**NOTES:**

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DEPOSITED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. A statement giving relevant details of the directors seeking appointment/re-appointment under Items No. 3,4,5,6 and 7 of the accompanying notice, as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed herewith.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 23<sup>rd</sup> September, 2019 to Saturday, the 28<sup>th</sup> September, 2019 (both days inclusive) for the purpose of Annual General Meeting of the Company and payment of dividend, if any, for both physical and electronic segments.
6. Final Dividend of @12% i.e. Rs.1.20 per equity share of Rs. 10/- each has been recommended by the Board of Directors, (Excluding the Promoters/Shareholders who have waived their right to receive the same) subject to the approval of the shareholders at the ensuing Annual General Meeting. Subject to the provisions of Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within 30 days of the declaration of same to those Members whose names appear on the Register of Members as on 21<sup>st</sup> September, 2019.
7. Corporate members intending to send their authorized representative to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
8. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. There are no amounts requiring transfer to Investor Education and Protection Fund during the year 2018-19. In the recent years, the company has declared Dividends only for the years 2013-14, 2014-15 and 2016-17. Dividends that 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. Shareholders / Investors who have not cashed 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.
10. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during business hours up to the date of the Meeting.
11. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participants registered with CDSL and NSDL.
12. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Registered Office of the Company at least 10 days prior to date of Annual General Meeting.
13. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
14. Notice of the AGM along with Annual Report 2018-19 is being sent by electronic mode to those members whose email addresses are registered with the Company/ Depository Participants unless any member has requested for the physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email ID with the Registrar and Share Transfer Agent of the Company by sending duly signed request letter quoting their folio number.
15. The Company declares that its equity shares are listed on the BSE Ltd. (BSE). The Company has paid the annual listing fee upto year 2019-20 to the BSE Limited.
16. Members are requested to furnish their Bank Account details, change of address, e-mail address etc. to the Company's Registrar and Transfer Agents viz . M/S LINK INTIME INDIA PVT LTD., NOBLE HEIGHTS, 1<sup>ST</sup> FLOOR, PLOT NH 2 C-1 BLOCK LSC, NEAR SAVITRI MARKET, JANAKPURI, NEW DELHI - 110058, EMAIL: DELHI@LINKINTIME.CO.IN, PHONES: 011- 41410592-94, FAX: 011- 41410591, in respect of shares held in the physical form and to their respective Depository Participants, if shares are held in electronic form.
17. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend and vote at the meeting.
18. The route map of the venue of 43<sup>rd</sup> Annual General Meeting of the Company forms part of this Notice and is provided alongwith.
19. 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).
20. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/ 2018/73 dated 20th 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.
21. Members may also note that the Notice of the 43<sup>rd</sup> Annual General Meeting and the Annual Report for year 2018-19 will also be available on the Company's website www.bcl.ind.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Bathinda for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@bcl.ind.in
22. **Voting for transaction of Business/Voting Through Electronic Means**

The business as set out in the Notice may be transacted and that :

- (A) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, the Company is pleased to provide members facility to exercise their right to vote at the 43<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e- Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL)
- (B) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through electronic voting system or ballot or polling paper at the AGM..
- (C) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (D) The remote e-voting period commences on Wednesday, the 25<sup>th</sup> day of September, 2019 (9.00 a.m. IST) and ends on Friday, the 27<sup>th</sup> day of September, 2019 (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 cut-off date (record date)



- i.e. Saturday, the 21<sup>st</sup> day of September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (E) Any person, who acquires shares and becomes member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut off date i.e. September 21, 2019, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [info@bcl.ind.in](mailto:info@bcl.ind.in). However, if a person is already registered with CDSL for evoting then existing user ID and password can be used for casting the vote.
- (F) M/s S Parnami & Associates, Bathinda, Company Secretaries in Practice (FCS Membership No. 9396 and CP No. 11181), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (G) The Scrutinizer after scrutinizing the votes cast at the meeting and through remote evoting, will, not later than 2 days of conclusion of the meeting, make a consolidated scrutinizer's report and submit to the Company. The results declared alongwith the consolidated scrutinizer's report shall be uploaded on the Company's website i.e. [www.bcl.ind.in](http://www.bcl.ind.in) and CDSL Website i.e. [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be communicated to the BSE Ltd .

### **Instructions for E-Voting**

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period commences Wednesday, the 25<sup>th</sup> day of September, 2019 (9.00 a.m. IST) and ends on Friday, the 27<sup>th</sup> day of September, 2019 (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 cut-off date (record date) i.e. Saturday, the 21<sup>st</sup> day of September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders / Members" tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided separately with Annual Report/ printed on Address Sticker/ Attendance Slip/Envelope/ Mail, in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant BCL Industries Limited /BCL Industries & Infrastructures Limited on which you choose to vote.

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. 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.
  - d. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. 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.
- (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) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or members may even write to Company Secretary at Registered Office address or call at 0164-2240163 or email at [info@bcl.ind.in](mailto:info@bcl.ind.in), regarding the grievance connected with voting by electronic means.

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**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:**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. As approved by the Nomination and Remuneration Committee and further by Board of Directors in their respective Meetings held on 28<sup>th</sup> May, 2019 and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members is being sought to the re-appointment of Mr. Ramesh Chander Nayyar (DIN: 02945713) who is eligible for re-appointment as an Independent Director and is offering himself for re-appointment, for second term of five consecutive years with effect from 14<sup>th</sup> August, 2019. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. As per Performance Evaluation Reports, the performance and contribution of Mr. Ramesh Chander Nayyar in terms of guidance, strategies, advices, governance, attendance, participation etc. is outstanding.

In the opinion of the Board, Mr. Ramesh Chander Nayyar fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Ramesh Chander Nayyar as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ramesh Chander Nayyar as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Ramesh Chander Nayyar as an Independent Director for another term of five consecutive years with effect from with effect from 14<sup>th</sup> August, 2019 for the approval by the shareholders of the Company .

Except Mr. Ramesh Chander Nayyar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

**\*For Item No. 6 of the Special Business:**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. As approved by the Nomination and Remuneration Committee and further by Board of Directors in their respective Meetings held on 28<sup>th</sup> May, 2019 and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members is being sought to the re-appointment of Mrs. Meenu Mittal who is eligible for re-appointment as an Independent Director and is offering herself for re-appointment, for second term of five consecutive years with effect from 30<sup>th</sup> July, 2019. The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members. As per Performance Evaluation Reports, the performance and contribution of Mrs. Meenu Mittal in terms of human advices, administration, governance, attendance, participation etc. is outstanding.

In the opinion of the Board, Mrs. Meenu Mittal fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Meenu Mittal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Meenu Mittal as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mrs. Meenu Mittal as an Independent Director for another term of five consecutive years with effect from with effect from 30<sup>th</sup> July, 2019 for the approval by the shareholders of the Company .

Except Mrs. Meenu Mittal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM.

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

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. As approved by the Nomination and Remuneration Committee and further by Board of Directors through circular Resolution on 30<sup>th</sup> March, 2019 and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members is being sought to the re-appointment of Mr. V. K. Nayyar (DIN: 00992880) who is eligible for re-appointment as an Independent Director and is offering himself for re-appointment, for second term of two consecutive years with effect from 01<sup>st</sup> April, 2019. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. As per performance evaluation reports, the performance and contribution of Mr. V.K. Nayyar in terms of advices in financial matters, administration, governance, attendance, participation etc. is outstanding.

In the opinion of the Board, Mr. V. K. Nayyar fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. V. K. Nayyar as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. V. K. Nayyar as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. V. K. Nayyar as an Independent Director for another term of two consecutive years with effect from with effect from 01<sup>st</sup> April, 2019 for the approval by the shareholders of the Company .

Except Mr. V. K. Nayyar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the AGM.

**\*For Item No. 8 of the Special Business:**

As per the provisions of sections 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further a Member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its annual general meeting. Accordingly, the Board of Directors recommends the resolution for your approval by a special resolution.

None of the Directors/Key Managerial Personnel of the Company / their relatives are in any way concerned or interested in the said Resolution.

**\*For Item No. 9 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 2019-20 at a total remuneration of Rs. 50000/- (Rs. Fifty 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. 9 of the Notice for ratification and approval of the remuneration payable to the Cost Auditor for the financial year 2019-20.

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. 9.

Your Directors, therefore, recommend the said Resolution at Item No. 9 for your approval.

**Regd. Office :**

Hazi Rattan Link Road, Bathinda-151005

Ph. : 0164-2240163, 2240443, 2211628

Fax: 0164-5003638

Website: www.bcl.ind.in

Email: info@bcl.ind.in

CIN: L24231PB1976PLC003624

Place: Bathinda

Date: 05<sup>th</sup> July, 2019

**By the Order of Board of Directors**

**For BCL Industries Limited**

(Formerly Known as BCL Industries & Infrastructures Ltd.)

**Sd/-**

**Rajinder Mittal**  
**Managing Director**  
**DIN:00033082**



**Details of the Directors 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)**

<b>NAME OF DIRECTOR</b>	Mr. Ramesh Chander Nayyar
<b>CATEGORY</b>	Chairman (Independent Director)
<b>DIN</b>	02945713
<b>DATE OF BIRTH</b>	04.12.1953
<b>AGE</b>	65
<b>DATE OF FIRST APPOINTMENT ON THE BOARD</b>	14.08.2014
<b>QUALIFICATION</b>	Doctorate
<b>SHAREHOLDING IN THE COMPANY</b>	0 (0.00%) Equity Shares
<b>DIRECTORSHIP/CHAIRMANSHIP IN OTHER PUBLIC COMPANIES</b>	City Capfin Limited (Directorship)
<b>DIRECTORSHIP/CHAIRMANSHIP IN OTHER PRIVATE COMPANIES</b>	WSL Automobiles Private Limited
<b>COMMITTEE POSITIONS HELD IN OTHER COMPANIES</b>	NIL
<b>BRIEF PROFILE AND EXPERTISE AND RELATIONSHIPS</b>	Shri R. C. Nayyar Chairman & Independent Director of the Company, aged around 65 years belongs to the 1982 batch of Indian Administrative Services and is Doctorate in Faculty of Science from Punjab University and has done Masters in Statistics from Punjab University and Masters in Rural Social Development from Reading University, United Kingdom. Mr. R. C. Nayyar served the government at various capacities. He has more than three decades of Administrative and functional experience. He was Chairman of Punjab State Forest Development Corporation, Managing Director of Punjab State Civil Supply Corporation, Member Secretary of Pay Commission of Government of Punjab. After retiring from Administrative Services, he joined the company as Chairman of BCL Industries Ltd. He is a strategic planner and involves himself in all the decisions relating to BCL strategic planning. He has vast experience of more than 30 years in the fields of administration, strategic planning and financial matters.. He is a Director in City Capfin Limited, WSL Automobiles Private Limited and BCL Industries Limited. He is not related to other directors/KMP of the Company. He does not hold any shares in the Company.
<b>TERMS AND CONDITIONS OF APPOINTMENT/RE-APPOINTMENT</b>	Mr. Ramesh Chander Nayyar has been re-appointed as Non Executive and Independent Director for a period of five years w.e.f. 14 <sup>th</sup> August, 2019 subject to approval of Members at the 43 <sup>rd</sup> Annual General Meeting. He shall not be liable to retire by rotation.
<b>DETAILS OF THE REMUNERATION DRAWN</b>	The details are provided in Form MGT-9 to Directors' Report.
<b>NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR AND OTHER DIRECTORSHIPS</b>	The details are provided in this Corporate Governance Report forming part of Annual Report

<b>NAME OF DIRECTOR</b>	Mrs. Meenu Mittal
<b>CATEGORY</b>	Woman / Independent Director
<b>DIN</b>	06994277
<b>DATE OF BIRTH</b>	07.04.1978
<b>AGE</b>	41
<b>DATE OF FIRST APPOINTMENT ON THE BOARD</b>	30.07.2014
<b>QUALIFICATION</b>	B.A.
<b>SHAREHOLDING IN THE COMPANY</b>	0 (0.00%) Equity Shares
<b>DIRECTORSHIP/CHAIRMANSHIP IN OTHER PUBLIC COMPANIES</b>	NIL
<b>DIRECTORSHIP/CHAIRMANSHIP IN OTHER PRIVATE COMPANIES</b>	NIL

<b>COMMITTEE POSITIONS HELD IN OTHER COMPANIES</b>	NIL
<b>BRIEF PROFILE AND EXPERTISE AND RELATIONSHIPS</b>	Mrs. Meenu Mittal is an Independent Director of BCL Industries Limited (Formerly known as BCL Industries & Infrastructures Ltd.) and she is an art graduate from Punjab University, Mrs. Meenu Mittal is the only Woman Director in the company. She has about four years of experience in the edible and vanaspati oil industry. She has experience in the fields of production, cost management, planning and implementation. She has provided valuable suggestions and proposals that have helped in framing various policies and also helped in the Company's growth. She is not related to any directors/KMP of the Company. She holds only one directorship i.e. BCL Industries Limited. She does not hold any shares in the Company.
<b>TERMS AND CONDITIONS OF APPOINTMENT/RE-APPOINTMENT</b>	Mrs. Meenu Mittal has been re-appointed as Non Executive and Independent Director for a period of five years w.e.f. 30 <sup>th</sup> July, 2019 subject to approval of Members at the 43 <sup>rd</sup> Annual General Meeting. She shall not be liable to retire by rotation.
<b>DETAILS OF THE REMUNERATION DRAWN</b>	The details are provided in Form MGT-9 to Directors' Report.
<b>NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR AND OTHER DIRECTORSHIPS</b>	The details are provided in this Corporate Governance Report forming part of Annual Report

<b>NAME OF DIRECTOR</b>	Mr. Varinder Kumar Nayyar
<b>CATEGORY</b>	Independent Director
<b>DIN</b>	0992880
<b>DATE OF BIRTH</b>	24.07.1956
<b>AGE</b>	63
<b>DATE OF FIRST APPOINTMENT ON THE BOARD</b>	01.10.2002
<b>QUALIFICATION</b>	C.A.
<b>SHAREHOLDING IN THE COMPANY</b>	0 (0.00%) Equity Shares
<b>DIRECTORSHIP/CHAIRMANSHIP IN OTHER PUBLIC COMPANIES</b>	One Directorship- City Capfin Limited
<b>DIRECTORSHIP/CHAIRMANSHIP IN OTHER PRIVATE COMPANIES</b>	NIL
<b>COMMITTEE POSITIONS HELD IN OTHER COMPANIES</b>	NIL
<b>BRIEF PROFILE AND EXPERTISE AND RELATIONSHIPS</b>	Mr. V. K. Nayyar is a Gold Medalist Graduate in Commerce from Punjab University and a Fellow Chartered Accountant of Institute of Chartered Accountants of India (ICAI). He has four decades of experience in banking, project financing and auditing and financial and investment market. As a Director of BCL, he contributes and provides necessary directions in project financing and other investment related decisions to the Company. He is not related to directors/KMP of the Company. He is vital part of the Board and committees of the Company.
<b>TERMS AND CONDITIONS OF APPOINTMENT/RE-APPOINTMENT</b>	Mr. V.K. Nayyar has been re-appointed as Non Executive and Independent Director for a period of two years w.e.f. 01 <sup>st</sup> April, 2019 subject to approval of Members at the 43 <sup>rd</sup> Annual General Meeting. He shall not be liable to retire by rotation.
<b>DETAILS OF THE REMUNERATION DRAWN</b>	The details are provided in Form MGT-9 to Directors' Report.
<b>NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR AND OTHER DIRECTORSHIPS</b>	The details are provided in this Corporate Governance Report forming part of Annual Report

<b>NAME OF DIRECTOR</b>	Mr. Rajinder Mittal
<b>CATEGORY</b>	Mg. Director
<b>DIN</b>	00033082

<b>DATE OF BIRTH</b>	30.04.1959
<b>AGE</b>	60
<b>DATE OF FIRST APPOINTMENT ON THE BOARD</b>	01.04.1992
<b>QUALIFICATION</b>	B. Com.
<b>SHAREHOLDING IN THE COMPANY</b>	14,30,500 (8.20%) Equity Shares
<b>DIRECTORSHIP/CHAIRMANSHIP IN OTHER PUBLIC COMPANIES</b>	Three- 1.Ganpati Townships Limited 2. Kissan Fats Limited 3. Pioneer Industries Ltd.
<b>DIRECTORSHIP/CHAIRMANSHIP IN OTHER PRIVATE COMPANIES</b>	Rishi Maintenance Services Private Limited, Gbm Projects Private Limited, Vkm Township Private Limited, Chavanrishi Resorts Private Limited, Creative Buildwell Private Limited, Gee City Builders Private Limited
<b>COMMITTEE POSITIONS HELD IN OTHER COMPANIES</b>	Kissan Fats Limited,(Audit And NRC Committee) Pioneer Industries Limited (Member In CSR Committee)
<b>BRIEF PROFILE AND EXPERTISE AND RELATIONSHIPS</b>	Mr. Rajinder Mittal, aged around 59 years is a Commerce Graduate and has a wide and rich experience over and above 35 years in trade and industry. A Graduate in Commerce and an alumnus of Birla Public School, Pilani, Mr. Rajinder Mittal, Managing Director of BCL Industries & Infrastructure Ltd is a leading industrialist in Punjab. He joined the family business at the age of 21, with his father Late Sh. Dwarka Dass Mittal in a small solvent extraction unit. The business grew at a phenomenal pace under the vision and direction of Mr. Rajinder and is now a Rs. 1,000 crore empire. BCL has dominated its presence in Edible Oil, Distillery and Real estate. He is a pioneer in converting the non- conventional Rice Bran oil into Refined Rice Bran oil, fit for human consumption. He established the Distillery division, one among the manufacturers in India and South Asia Region to have forward and integrated distillery plants with ZERO discharge. In the real estate sector, he has been instrumental in introducing ultra-modern housing concept in the backward belt of Malwa Region of Punjab. He is member of the Board in many other companies and is a President or Member of numerous State/ Social organizations. He has consistently won many industrialist awards. He has developed vast experience in the fields of production and financial management, setting up of new projects, their modernization and expansion, viability, marketing strategies etc. It is all due to his valuable guidance and advise provided by him to the Company that the Company has grown significantly in terms of improved production, increased turnover and profitability. He is not related to any Directors/KMP of the Company.
<b>TERMS AND CONDITIONS OF APPOINTMENT/RE-APPOINTMENT</b>	Mr. Rajinder Mittal was appointed as Managing Director of the Company for a period of 3 year w.e.f. 13 <sup>th</sup> August, 2018 at a consolidated monthly remuneration of Rs. Two Lakh Fifty Thousand per month as recommended by Nomination and Remuneration Committee and approved by the Board of Directors.
<b>DETAILS OF THE REMUNERATION DRAWN</b>	The details are provided in Form MGT-9 to Directors' Report.
<b>NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR AND OTHER DIRECTORSHIPS</b>	The details are provided in this Corporate Governance Report forming part of Annual Report

<b>NAME OF DIRECTOR</b>	Mr. Sat Narain Goyal
<b>CATEGORY</b>	Whole Time Director
<b>DIN</b>	00050643
<b>DATE OF BIRTH</b>	05/02/1961
<b>AGE</b>	58
<b>DATE OF FIRST APPOINTMENT ON THE BOARD</b>	01.11.2004
<b>QUALIFICATION</b>	M.COM.
<b>SHAREHOLDING IN THE COMPANY</b>	75 (0.00%) Equity Shares
<b>DIRECTORSHIP/CHAIRMANSHIP IN OTHER PUBLIC COMPANIES</b>	One- Ganpati Townships Limited
<b>DIRECTORSHIP/CHAIRMANSHIP IN OTHER PRIVATE</b>	NIL

<b>COMMITTEE POSITIONS HELD IN OTHER COMPANIES</b>	One-Ganpati Townships Limited
<b>BRIEF PROFILE AND EXPERTISE AND RELATIONSHIPS</b>	Mr. Sat Narain Goyal, aged around 57 year, is a Post Graduate in Commerce and has a vast experience of more than 30 years, in the fields of Corporate Finance, Accounts, Taxation, Audit, Corporate Fund raising and other allied financial and taxation related matters. 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. He is not related to any directors/KMP of the Company.
<b>TERMS AND CONDITIONS OF APPOINTMENT/RE-APPOINTMENT</b>	Mr. Sat Narain Goyal was appointed as Whole Time Director of the Company for a period of 3 year w.e.f 13 <sup>th</sup> August, 2018 at a consolidated monthly remuneration of Rs. Fifty Thousand per month as recommended by Nomination and Remuneration Committee and approved by the Board of Directors .
<b>DETAILS OF THE REMUNERATION DRAWN</b>	The details are provided in Form MGT-9 to Directors' Report.
<b>NUMBER OF MEETINGS OF THE BOARD ATTENDED</b>	The details are provided in this Corporate Governance Report forming part of Annual Report

**Regd. Office :**  
Hazi Rattan Link Road, Bathinda-151005  
**Ph. :** 0164-2240163, 2240443, 2211628  
**Fax:** 0164-5003638  
**Website:** www.bcl.ind.in  
**Email:** info@bcl.ind.in  
**CIN:** L24231PB1976PLC003624

**By the Order of Board of Directors  
For BCL Industries Limited**  
(Formerly Known as BCL Industries & Infrastructures Ltd.)

**Sd/-**

**Rajinder Mittal**  
**Managing Director**  
**DIN:00033082**

**Place:** Bathinda  
**Date:** 05<sup>th</sup> July, 2019

### **IMPORTANT COMMUNICATION FOR INVESTORS**

- Investor Education and Protection Fund (IEPF):**  
Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('The Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven years. Further, according to the Rules, the shares in respect of which dividend have not been claimed by the shareholders for seven consecutive years or more shall also be transferred to the IEPF. Accordingly, the Company shall transfer the unpaid or unclaimed dividends and further corresponding shares to IEPF as per the IEPF Rules from time to time. The shareholders are therefore encouraged to verify their records and claim their dividends of all the earlier years, if not claimed.
- Mandatory update of PAN and Bank details**  
Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company / Registrar & Transfer Agent (RTA) for registration under their folio. Further, as per the said circular all the unclaimed/ unpaid dividends also will be paid via electronic bank transfers only. Hence, the shareholders are requested to update their PAN and bank details.
- Compulsory Dematerialization of shares of listed company:**  
As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, w.e.f. April 1, 2019 the transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form (Demat) with a depository. Hence, the members of the company are requested to dematerialize their shareholding to avail the benefits of dematerialization.
- Green Initiative:**  
In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only are individuals doing things to help the environment, companies and governments are as well. The Companies Act, 2013 & SEBI Regulations is a step forward in promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the regulators allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, in order to save the natural resources, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.



**BCL INDUSTRIES LIMITED**  
(Formerly Known as BCL Industries & Infrastructures Ltd.)  
Regd. Office:Hazi Rattan Link Road, Post Box No. 71, Bathinda-151001  
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Website: www.bcl.ind.in, Email: info@bcl.ind.in  
CIN: L24231PB1976PLC003624

**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:

E-mail Id:

Folio No/ DP ID & Client Id:

I/We, being the member(s) of ..... Shares of above named Company, hereby appoint:

- |                      |                      |
|----------------------|----------------------|
| 1. Name : .....      | 1. Name : .....      |
| 2. Address : .....   | 2. Address : .....   |
| 3. E-mail Id : ..... | 3. E-mail Id : ..... |
| 4. Signature : ..... | 4. Signature : ..... |
| or failing him       | or failing him       |
| 1. Name : .....      |                      |
| 2. Address : .....   |                      |
| 3. E-mail Id : ..... |                      |
| 4. Signature : ..... |                      |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43<sup>rd</sup> Annual General Meeting of the company, to be held on Saturday, the 28<sup>th</sup> day of September, 2019 at 03.00 p.m. at **Community Hall, Ganpati Enclave, Dabwali Road, Bathinda-151001, Punjab (INDIA)** and at any adjournment thereof in respect of such resolutions as are indicated below:

RESO. NO.	RESOLUTIONS	OPTIONAL (PLEASE MARK TICK)	
		FOR	AGAINST
<b>Ordinary Business</b>			
1.	a) To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2019 together with the Reports of the Auditors and Board of Directors thereon.		
	b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019, together with the Report of the Auditors thereon.		
2.	To declare dividend of Rs. 1.20/- per Equity Share of Face Value of Rs. 10/- each for the Financial Year ended 31st March, 2019.		
3.	To appoint a Director in place of Sh. Rajinder Mittal (DIN: 00033082) , who retires by rotation at this Meeting and being eligible offers himself for his re-appointment.		
4.	To appoint a Director in place of Sh. Sat Narain Goyal (DIN:00050643), who retires by rotation at this Meeting and being eligible offers himself for his re-appointment.		
<b>Special Business</b>			
5.	Re-appointment of Mr. Ramesh Chander Nayyar (DIN: 02945713) as an Independent Non-Executive Director		
6.	Re-appointment of Mrs. Meenu Mittal (DIN: 06994277) as an Independent Non-Executive Director		
7.	Re-appointment of Mr. V.K. Nayyar (DIN: 00992880) as an Independent Non-Executive Director.		
8.	Approval to deliver document through a particular mode as may be sought by the member		
9.	Ratification of and approval to remuneration payable to Cost Auditors:		

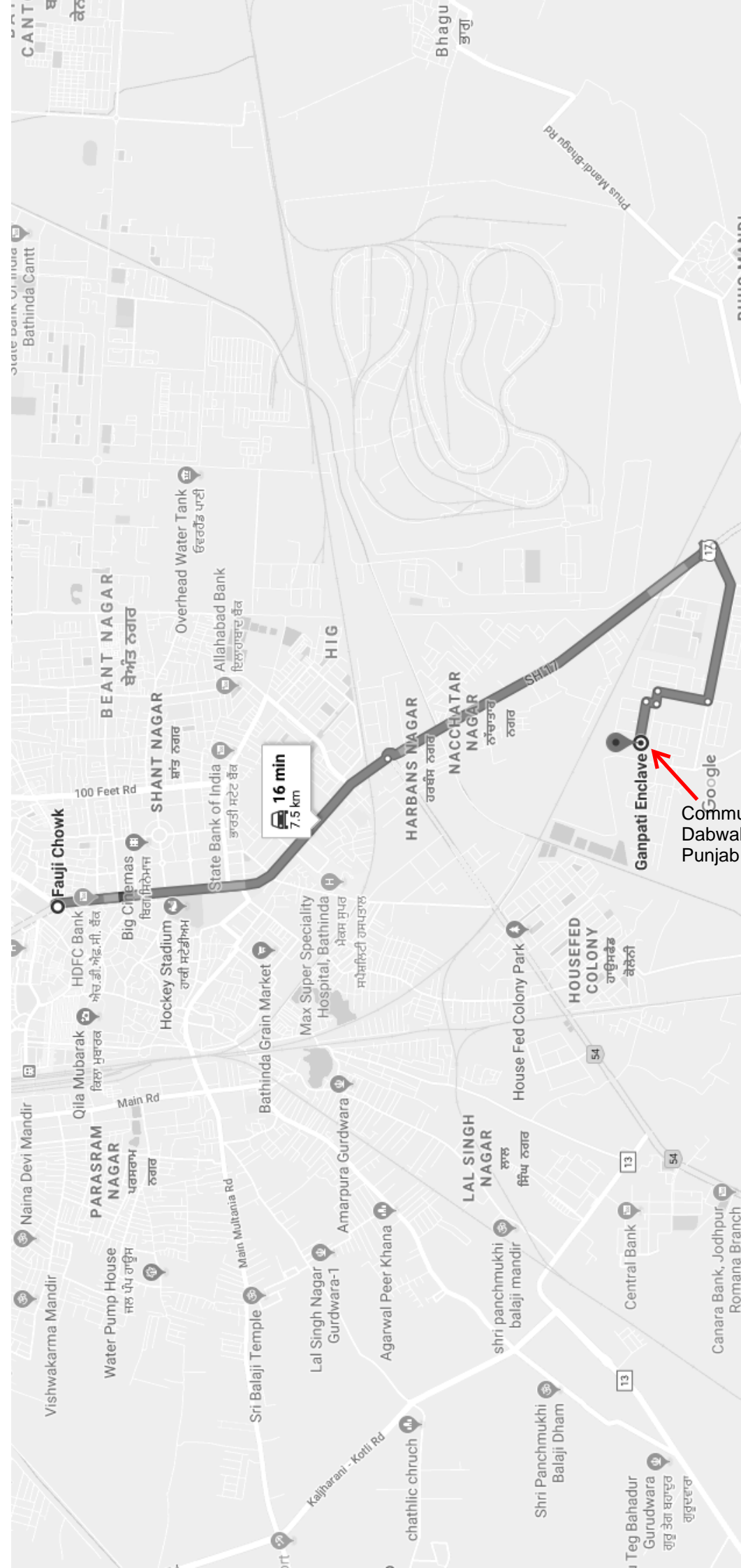
Signed this..... day of ..... 2019

Signature of Shareholder.....

Affix  
Revenue  
Stamp

**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.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as Proxy for any other Member.



Map data ©2018 Google 500 m

**ROUTE MAP TO THE VENUE OF 43RD ANNUAL GENERAL MEETING OF BCL INDUSTRIES LIMITED (Formerly known as BCL Industries & Infrastructures Limited)**

**DAY & TIME:** Saturday, the 28th day of September, 2019 at 3.00 P.M.

**VENUE:**  
Community Hall, Ganpati Enclave, Dabwali Road, Bathinda-151001, Punjab (INDIA)

Community Hall, Ganpati Enclave  
Dabwali Road, Bathinda-151001  
Punjab

**E-COMMUNICATION REGISTRATION FORM**

**To,**  
**M/S LINK INTIME INDIA PVT LTD.**  
 NOBLE HEIGHTS, 1<sup>ST</sup> FLOOR,  
 PLOT NH 2 C-1 BLOCK LSC, NEAR SAVITRI MARKET, JANAKPURI,  
 NEW DELHI - 110058,  
 EMAIL: DELHI@LINKINTIME.CO.IN,  
 PHONES: 011- 41410592-94, FAX: 011- 41410591,

**UNIT: BCL INDUSTRIES LIMITED (formerly known as BCL Industries & Infrastructures Limited)**

**GREEN INITIATIVE IN CORPORATE GOVERNANCE**

I/we hereby exercise my/our option to receive all communications from the Company such as Notice of General Meeting, Explanatory Statement, Audited Financial Statements, Directors' Report, Auditor's Report etc. in electronic mode pursuant to the 'Green Initiative in Corporate Governance' taken by the Ministry of Corporate Affairs. Please register my e-mail ID as given below, in your records, for sending the communications:

FolioNo./DPID&ClientIDNo. : .....

Name of 1st Registered Holder : .....

Name of Joint Holder(s), if any : .....

Registered Address of the Sole/  
 1st Registered Holder: .....

No. of Shares held : .....

E-mail ID (to be registered) : .....

Date: .....

Signature: .....

**Notes:**

- 1) On registration, all communications will be sent to the e-mail ID registered.
- 2) The form is also available on the website of the Company [www.bcl.ind.in](http://www.bcl.ind.in) .
- 3) Shareholders are requested to keep the Company's Registrar –Link Intime India Private Limited informed as and when there is any change in the e-mail address.

***IF UNDELIVERED, PLEASE RETURN TO:***

**BCL INDUSTRIES LIMITED**

(Formerly Known as BCL Industries & Infrastructures Ltd.)

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: [info@bcl.ind.in](mailto:info@bcl.ind.in)

CIN: L24231PB1976PLC003624