

## NOTICE

Notice is hereby given that the 41<sup>st</sup> Annual General Meeting of the members of BCL Industries & Infrastructures Limited will be held on Saturday, 23<sup>rd</sup> Day of September, 2017 at 3.30 p.m. at Ganpati Enclave, Dabwali Road, Bathinda (Punjab) to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended on that date and reports of the Board of Directors and Auditors and Corporate Governance report thereon.
2. To appoint a Director in place of Sh. Rajinder Mittal, who retires by rotation and being eligible offers himself for his re-appointment.
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.
4. To declare a Final Dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2017.
5. Re-appointment of M/s. Himanshu & Associates, Chartered Accountant, Bathinda as Statutory Auditors of the company for the financial year 2017-2018.

### SPECIAL BUSINESS

#### ITEM NO 1.

#### **ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER CATEGORY**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**“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 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 :-

	<b>Name of The Proposed Allottees of Warrants</b>	<b>No. of Warrants</b>
<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 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 as 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”

**ITEM NO. 2:**

**To Change the Name of the Company**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

The Chairman informed the Board that to reflect the main business activities of the company i.e. Edible Oil and Distillery, it is proposed to change the name of the Company from BCL Industries & Infrastructures Limited to '**BCL Industries Limited**', which will require the approval of shareholder in general meeting. He further informed that the change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company. The Board considered the same and passed the following resolution:

**“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 Shareholders in general meeting or 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.”

**For BCL Industries & Infrastructures Limited**

**Place: Bathinda (Punjab)**  
**Dated: 23<sup>rd</sup> August, 2017**

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

## 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 AGM 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. In terms of the section 149 read with section 152 (6) of the Companies Act, 2013, the provisions of retirement by rotation are not applicable to Independent Directors. Therefore, the directors to retire by rotation have been re-ascertained on the date of this notice. Accordingly, Sh. Rajinder Mittal, Managing Director and Sh. Sat Narain Goyal, Whole Time Director of the company will retire at the ensuing annual general meeting and being eligible offers themselves for re-appointment. As per the terms of the listing agreement with the Stock exchange, details of director retiring by rotation at the ensuing annual general meeting is given in annexure to this notice.
3. Corporate members intending to send their 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.
4. Statement as required under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
5. The Register of members and share transfer books of the Company will remain closed from 17th September, 2017 to 23rd September, 2017 (both days inclusive).
6. 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.
7. Subject to the provisions of section 126 of the Companies Act, 2013, dividend of Re 1 per share as recommended by the Directors for the year ended 31st March, 2017, will be payable to those Members, whose names appear in the Register of Members as on September 16<sup>th</sup>, 2017 and in respect of shares held in dematerialized form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL, as on September 16<sup>th</sup>, 2017.

### **Note:**

- (i) 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.
- (ii) 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.

8. 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.
9. 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.

**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 Annual General Meeting (AGM) 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 Wednesday, September 20<sup>th</sup>, 2017 from 10.00 a.m. to 05.30 p.m. and ends on Friday, September 22<sup>nd</sup>, 2017, from 10.00 a.m. to 05.30 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 September 16<sup>th</sup>, 2017 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 below:

	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> <p>) 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.)</p> <p>) 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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>) 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 (iv).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (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 on or after 30<sup>th</sup> June 2017. 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 Corporates.
  - ) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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](http://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** and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.



### Details of Director seeking re-appointment in ensuing Annual General Meeting

Name of Director	Shri Rajinder mittal
Date of Birth	30/04/1959
Date of Appointment	1/4/1992
Expertise in specific functional area	He is a commerce graduate and has a wide and rich experience over and above 31 years in trade and industry. He is having experience in the business of Edible oils, Real Estate, Distillery, Manufacturing, etc. He is responsible for overall activities of the company and manages day to day affairs of the company.
List of outside Directorships held	Kissan Fats Ltd., Gee City Builders Pvt. Ltd., Ansal Mittal Township Pvt. Ltd., Pioneer Industries Ltd., Creative Buildwell Pvt. Ltd., GBM Projects Pvt. Ltd., Rishi Maintenance Services Pvt. Ltd., Chavanrishi Resorts Pvt. Ltd and Svaksha Distillery Limited.
Shareholding	1230500 equity shares

Name of Director	Shri Sat Narain Goyal
Date of Birth	05/02/1961
Date of Appointment	01/11/2004
Expertise in specific functional area	He is a post graduate and has a wide and rich experience over and above 38 years in Oil & Vanaspati Industry. He is the Finance Director of the company.
List of outside Directorships held	NIL
Shareholding	75 equity shares

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

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. 1 & 2** of the accompanying Notice:

### **Item No 1:**

The Special Resolutions contained in the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act read with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), to issue and allot up to 50,00,000 Fully Convertible Warrants ("Warrants") Rs.75/- each to the persons belonging to Promoter Category on preferential basis. The said proposal has been considered and approved by the Board in their meeting held on Wednesday, August 23<sup>rd</sup>, 2017. The offer for the proposed allotments shall be made by way of a offer letter to be issued to the Proposed Allottees. The details of the issue and other particulars as required in terms of Regulation 73 of the SEBI (ICDR) Regulations, 2009 and other applicable statues in relation to the proposed Special Resolution are given hereunder:

#### **A. The Objects of the issue through preferential offer:**

The Company requires infusion of funds to augment the long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes and working capital requirements. Accordingly in order to finance the said fund requirement, the Company proposes to issue and allot Warrants on Preferential basis.

#### **B. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**

Sh. Rajinder Mittal, Managing Director and also shareholder of the company along with his relatives intends to subscribe to the preferential offer.

#### **C. The shareholding pattern of the issuer Company before and after the preferential issue;**

The shareholding pattern of the company gives the present position as on **August 23<sup>rd</sup>, 2017** before or after the proposed preferential warrant.

Name of shareholder	Pre-issue shareholding structure		No of warrant allotted	Post issue shareholding (presuming allotment of fully conversion of preference warrant)	
	No. of shares	% of shares		No. of shares	% of shares
<b>Promoter and promoter group (A)</b>					
(1) Indian					
a) Individual/HUF	7171227	50.68%	5000000	12171227	63.56%
b) Central govt./state govt	0	0.00		0	0.00
c) Body corporate	47600	0.34%		47600	0.25%
d) Financial institution/bank	0	0.00%		0	0.00%
<b>Total shareholding of promoters (A)</b>	<b>7218827</b>	<b>51.02%</b>	<b>5000000</b>	<b>12218827</b>	<b>63.81%</b>
<b>B. Public Shareholding</b>					
<b>1. Institutions</b>					
a) Mutual Funds	0				
b) Banks / FI	100	0.0007%		100	0.0005%
c) Central Govt	0	0.00%		0	0.00%
d) State Govt(s)	0	0.00%		0	0.00%
e) Venture Capital Funds	0	0.00%		0	0.00%
f) Insurance Companies	0	0.00%		0	0.00%
g) FIs	0	0.00%		0	0.00%
h) Foreign Venture Capital Funds	0	0.00%		0	0.00%
i) Others (specify)	0	0.00%		0	0.00%
<b>Sub-total (B)(1):-</b>	<b>100</b>	<b>0.0007%</b>		<b>100</b>	<b>0.0005%</b>
<b>2. Non-Institutions</b>					

i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	1083383	7.66%		1083383	5.66%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	401771	2.84%		401771	2.10%
c) HUF	50783	0.36%		50783	0.26%
Non Resident Indians(Non Repat)	1065	0.0075%		1065	0.0056%
Non Resident Indians(Repat)	4027	0.0285%		4027	0.0210%
Corporate Bodies	5379116	38.01%		5379116	28.09%
Foreign Nationals	0	0.00%		0	0.00%
Any other Director	0	0.00%		0	0.00%
Clearing Members	10928	0.0772%		10928	0.0571%
Trusts	0	0.00%		0	0.00%
Foreign Bodies - D R	0	0.00%		0	0.00%
<b>Sub-total (B)(2):-</b>	<b>6931073</b>	<b>48.98%</b>		<b>6931073</b>	<b>36.19%</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>6931173</b>	<b>48.98%</b>		<b>6931173</b>	<b>36.19%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0.00%		0	0.00%
<b>Grand Total (A+B+C)</b>	<b>14150000</b>	<b>100%</b>	<b>5000000</b>	<b>19150000</b>	<b>100%</b>

The above shareholding pattern has been arrived at on the assumption that the entire warrants proposed to be issued would be converted into equity shares. The promoters/ the proposed allottees will comply with the applicable provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (including any amendment thereto or any re-enactment thereof) depending upon the date of acquisition.

**Identity of the Proposed Allottees and the percentage of post preferential issue Capital that will be held by them**

S. No.	Names	No. of Shares	%age of Post Issue Capital
<b>A.</b>	<b>Promoters Category</b>		
1.	Shri Rajinder Mittal	2654500	13.86%
2.	Smt. Sunita Mittal	2696837	14.08%
3.	Sh. Kushal Mittal	2171850	11.34%
4.	M/s Rajinder Mittal & Sons, HUF	1441140	7.52%

Sh. Rajinder Mittal, Managing Directors of the company along with his relatives shall be deemed to be interested in the proposed resolution in **Item No. 1** and no any other Director is interested in the resolution. The Statutory Auditor's certificate as per SEBI guidelines shall be placed before the members.

**D. Proposed time within which allotment will be completed:**

In terms of Regulation 74(1) of the SEBI (ICDR) Regulations, 2009, preferential allotment to Proposed Warrant Allottee pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at **Item No. 1**, provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

**E. Consequential Changes in the Voting Rights and Change in Management:**

As a result of the proposed preferential issue of Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**F. Lock In Requirement:**

The Equity Shares to be allotted on a preferential basis to entities belonging to the Promoter Group, pursuant to exercise of options against each Warrant, shall be subject to 'lock-in' for a period of 3(three) years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.

**G. Issue Price and Relevant Date:**

The Relevant Date on the basis of which issue price of the said Warrants has been computed is Wednesday, August 23<sup>rd</sup>, 2017 i.e. the date 30 days prior to the date of the General Meeting. The Equity Shares of the Company are listed on BSE Limited (BSE) and are frequently traded. The Issue Price has been computed at Rs. 75/- each for each person falling under the categories of promoter and non-promoter.

**H. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.**

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

**I. Report of registered valuer:**

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares and Equity Shares arising on exercise of the Warrants under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

**J. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

Sh. Rajinder Mittal, Managing Directors of the company along with his relatives, shall be deemed to be interested in the proposed Resolution in **Item No. 1** and no other Directors, key managerial personnel or their relatives in any way are concerned or interested, financially or otherwise.

**ITEM NO.2:**

The Board of Directors of the Company have decided to change the name of the Company from “BCL INDUSTRIES & INFRASTRUCTURES LIMITED” to “**BCL INDUSTRIES LIMITED**”. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused. The name “**BCL INDUSTRIES LIMITED**” has been duly approved and made available for changing the name by the Registrar of Companies, National Capital Territory of Delhi which is valid for 60 days. The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share Certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes. As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval. None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

**BCL INDUSTRIES &  
INFRASTRUCTURES LIMITED**

Regd. Off.: Hazi Rattan Link Road, Bathinda(Punjab)-151005  
Email Id: [bcl@mittalgroup.co.in](mailto:bcl@mittalgroup.co.in) | Website: [www.bcl.ind.in](http://www.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):	Mail Id:
Registered address:	Folio No/Client Id:
	DP ID:

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 41<sup>st</sup> Annual General Meeting of the company, to be held on Saturday, 23<sup>rd</sup> day of September, 2017 at 3.30 p.m. at Ganpati Enclave, Dabwali Road, Bathinda, Punjab and at any adjournment thereof.

Signed this.....day of..... 2017

\_\_\_\_\_  
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.

