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**PROCEEDINGS OF THE EXTRA- ORDINARY GENERAL MEETING OF BCL INDUSTRIES LIMITED  
HELD ON MONDAY, 12<sup>TH</sup> MARCH 2018 AT 11:30 A.M. AT REGISTERED OFFICE OF THE  
COMPANY.**

**MEMBERS OF BOARD PRESENT**

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

**INVITEES PRESENT:**

- |                     |                                    |
|---------------------|------------------------------------|
| MR. SOURABH PARNAMI | SECRETARIAL AUDITOR                |
| MR. RAJAT MOHAN     | ON BEHALF OF M/S AMRG & ASSOCIATES |

**TOTAL NO. OF MEMBERS PRESENT IN PERSON : 41**

**NO. OF PROXY: 3**

1. Ms. Kangan Dhamija, Company Secretary introduced the persons sitting on the Dais. Sh. Rajinder Mittal, Managing Director, Sh. Sat Narain Goyal, Whole-Time Director of the Company Smt. Meenu Mittal, Independent Directors and Sh. Subhash Mittal, CEO of the company.
2. The Company Secretary informed the members that Sh. R.C. Nayyar and Sh. V.K. Nayyar, Director of the company could not attend the meeting due to their personal occupancies elsewhere. She further informed that Sh. Abhishek Bansal was also not present in the meeting and have not provided any Representation for his non-removal from directorship of the company.
3. Thereafter, Ms. Kangan Dhamija, Company Secretary declared that the required quorum was present to convene the meeting.
4. Further, she stated that this meeting was called on the requisition and special notice of promoters and shareholders who holds 47.35% of the Voting Capital of the Company.
5. Thereafter, on requisite quorum being present, Ms. Kangan Dhamija, Company Secretary of the company started the proceeding of the meeting:

## 6. ELECTION OF THE CHAIRMAN OF THE MEETING

Sh. Rajinder Mittal holding 1230500 equity shares of the company was unanimously elected as the Chairman of the meeting by the members. Thereafter, he took the Chair and welcomed all the shareholders on behalf of the company.

7. The Chairman informed the members that as per the provisions of the Companies Act, 2013 and Regulation 44 of SEBI(LODR)Regulations, 2015, the company has provided the facility of e-voting to its shareholders to exercise their right to vote on the Resolutions proposed to be passed at the EGM.

8. The Chairman further stated that the shareholders, who had not casted their vote through remote e-voting process, were provided the facility of Physical Ballot Polling at the registration counter to exercise their right to vote for the proposed resolutions. He further informed that Mr. Sourabh Parnami, Practicing Company Secretary was appointed as the Scrutinizer for the e-voting and Physical Ballot process.

9. The Chairman informed that the combined results of the e-voting and Physical Ballot voting would be announced and displayed on the website of the company and also on the website of BSE Ltd.

10. Then, the Notice of the Meeting was taken as read with the permission of members.

11. The Chairman then, with the consent of members, took up the agenda of the meeting item wise as per the notice of the Meeting as under:

### ITEM NO. 1: REMOVAL OF SH. ABHISHEK BANSAL FROM DIRECTORSHIP OF THE COMPANY

The Chairman informed the members that the meeting has been called upon the requisitions and special notices received from Sh. Rajinder Mittal, Smt. Sunita Mittal, Smt. Garima Mittal, Smt. Shweta Mittal and Sh. Kushal Mittal, Promoters and shareholders of the Company who holds 47.35% of the Company's Voting Capital for removal of Sh. Abhishek Bansal from the directorship of the company.

Thereafter, with the consent of the members present, the chairman read out the following Ordinary Resolution as proposed as Item No. 1 in the notice of Extra Ordinary General Meeting:

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

**ITEM NO. 2: APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY**

Sh. Rajinder Mittal, Chairman, with the consent of the members present, read out the following Ordinary Resolution for the appointment of M/s AMRG & Associates, Chartered Accountants, New Delhi, as Statutory Auditors of the company to fill casual vacancy:

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

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

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

12. Thereafter, Sh. Rajinder Mittal requested Ms. Kangan Dhamija, Company Secretary to take up the further proceedings.

13. Further Ms. Kangan Dhamija, Company Secretary thanked all the members and shareholders for sparing their valuable time to attend the meeting.

14. The meeting concluded at 1.15 pm with the vote of thanks.

Date: 12.03.2018

Place: Bathinda



Chairman

**VOTING RESULTS OF EXTRA-ORDINARY GENERAL MEETING AGENDA WISE**

<b>Date of AGM/EGM</b>		12 <sup>th</sup> March, 2018		
<b>Total No. of Shareholders as on record 05.03.2018</b>		10396 shareholders as on record date i.e. 05.03.2018		
<b>No. of Shareholders present in a meeting either in person or through Proxy</b>		44 (41 Members+3 Proxy)		
<b>Promoter and Promoter Group</b>		2		
<b>Public Shareholders</b>		42		
<b>No. of Shareholders attend the meeting through Video Conferencing</b>		Not Applicable		
<b>Promoter and Promoter Group</b>				
<b>Public</b>				
Items	Details of Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Poll/E-Voting)	Remarks
Item No. 1	Removal of Sh. Abhishek Bansal from Directorship of the company	Ordinary	E-voting & Physical Poll	Passed with requisite majority
Item No. 2	Appointment of M/s AMRG & Associates, Chartered Accountants, New Delhi as Statutory Auditors of the company to fill casual vacancy	Ordinary	E-voting & Physical Poll	Passed with requisite majority



Resolution No.1: Removal of Sh. Abhishek Bansal from Directorship of the company.

Resolution Required: (Ordinary/ Special)

Whether promoter/promoter group are interested in the agenda/ resolution

Ordinary

No

Category	Mode of Voting	Total No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Valid Votes – in favour (4)	No. of Valid Votes – against (5)	% of Valid Votes in favour on votes (6)=[(4)/(2)]*100	% of Valid Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	8774827	8774827	100%	8774827	NIL	100%	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Total		8774827	100%	8774827	NIL	100%	NIL
Public Institution	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Total		NIL	NIL	NIL	NIL	NIL	NIL
Public non-Institution	E-voting	6931173	885893	12.78%	885893	NIL	12.78%	NIL
	Poll		3670	0.053%	3670	NIL	0.053%	NIL
	Total		889563	12.83%	889563	NIL	12.83%	NIL
Total	E-voting	15706000	9660720	61.51%	9660720	NIL	61.51%	NIL
	Poll		3670	0.023%	3670	NIL	0.023%	NIL
	Total		9664390	61.53%	9664390	NIL	61.53%	NIL



Resolution No.2: Appointment of M/s AMRG & Associates, Chartered Accountants, New Delhi as Statutory Auditors of the company to fill casual vacancy

Resolution Required: (Ordinary/ Special)

Whether promoter/promoter group are interested in the agenda/ resolution

Ordinary

No

Category	Mode of Voting	Total No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Valid Votes – in favour (4)	No. of Valid Votes – against (5)	% of Valid Votes in favour on votes (6)=[(4)/(2)]*100	% of Valid Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	8774827	8774827	100%	8774827	NIL	100%	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Total		8774827	100%	8774827	NIL	100%	NIL
Public Institution	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Total		NIL	NIL	NIL	NIL	NIL	NIL
Public non-Institution	E-voting	6931173	885893	12.78%	885893	NIL	12.78%	NIL
	Poll		3670	0.053%	3670	NIL	0.053%	NIL
	Total		889563	12.83%	889563	NIL	12.83%	NIL
Total	E-voting	15706000	9660720	61.51%	9660720	NIL	61.51%	NIL
	Poll		3670	0.023%	3670	NIL	0.023%	NIL
	Total		9664390	61.53%	9664390	NIL	61.53%	NIL

For BCL Industries Limited

(Formerly Known as BCL Industries & Infrastructures Ltd.)

  
Kangan Dhamija  
Company Secretary

