

NOTICE

Notice is hereby given that the 45th Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, the 28th day of September, 2021 at 3.00 P.M. through Video-Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following business: -

ORDINARY BUSINESS

- 1) (a) To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March, 2021 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 31st March, 2021, together with the Report of the Auditors thereon.
- 2) **To declare dividend of Rs. 5/- per Equity Share of Face Value of Rs. 10/- each for the Financial Year ended 31st March, 2021 and in this regard, pass the following resolution as Ordinary Resolution:**

RESOLVED THAT a dividend at Rs. 5/- per equity share of Face Value Rs. 10/- each on 93,31,173 Equity Shares belonging to Public Category (i.e. excluding the Equity Share upon which the Promoters/Promoters Group have waived/forgone their right to receive the dividend for financial year 2020-21) absorbing thereby an amount of Rs. 4,66,55,865/- (including/subject to TDS /taxes wherever applicable as per Income Tax Act, 1961) be and is hereby declared in respect of Financial Year 2020-21, for payment to those public shareholders of Equity Shares whose names appear in the Register of Members of the Company as on 21st September, 2021.

- 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) **To Approve the Appointment of Mr. Param Pal Singh Bal (DIN: 09013282) as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendments, modifications, re-enactment thereof for the time being in force), and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Param Pal Singh Bal (DIN: 09013282), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. 09th January, 2021 and who holds office as such upto the date of this Annual General Meeting and in

respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, and Nomination and Remuneration Committee and Board of Directors has recommended his appointment as such, be and is hereby appointed as an Independent Director of the Company to hold office for a period upto 31st December, 2025 and further resolved that he 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) **Acceptance/Renewal of Deposits:**

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

“RESOLVED THAT pursuant to the provisions of Section 73 and Section 76 of the Companies Act, 2013 read with the provisions of the Companies (Acceptance of Deposits) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force), and subject to such conditions, approvals and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to invite/ accept/ renew/receive money by way of secured or unsecured deposits from the Members of the Company and/ or from public in any form or manner, from time to time, through circular, advertisement or any other permissible mode, up to the permissible limits prescribed under the applicable provisions of law and on such terms and conditions as the Board of Directors in its sole discretion deems fit and necessary”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) **Ratification and approval of remuneration payable to Cost Auditors:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of the 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 Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2021-22, amounting to Rs. 50,000/- (Rupees Fifty Thousand only) p.a. 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.”

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
Place: Bathinda (PB.)
Date: 10th August, 2021

**By the Order of Board of Directors
For BCL Industries Limited**

**Sd/-
Rajinder Mittal
Managing Director
DIN:00033082**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), MCA has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA/SEBI Circulars, as applicable, the 45th AGM of the Company is being held through VC /OAVM (e-AGM).
2. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 45th AGM of the Company shall be conducted through VC/ OAVM. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), setting out the material facts for each item of special business mentioned in items 5 to 7 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 26 (4) and 36 (3) of the SEBI LODR and Secretarial Standard -2 on General Meetings issued by the Institute of Companies Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed herewith.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, the 22nd day of September, 2021 to Tuesday, the 28th day of September, 2021 (both days inclusive) for the purpose of Dividend and AGM.
5. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE ANNUAL GENERAL MEETING AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THE NOTICE.**
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
7. The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are M/S LINK INTIME INDIA PVT LTD., NOBLE HEIGHTS, 1ST 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.
8. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address at sourabhparnami@yahoo.com and to The Company at cs_bcl@mittalgroup.co.in.
9. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 5, 2020, further read with relevant circulars of SEBI including Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021 in this regard, as applicable.
10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OAVM only.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021 read with SEBI Circular dated May 12, 2020,, the Notice of the AGM along with the Annual Report 2020-21 has been uploaded on the website of the Company at www.bcl.ind.in. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2020-21 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circulars issued by SEBI. The Notice is also available on the websites of the Stock Exchanges i.e. BSE Limited and NSE. The AGM Notice is also available on the website of Link Intime India Private Limited and the website of the Company. For members who have not registered their email ids so far, are

requested to register their email ids for receiving all communications including Annual Report, Notices from the Company electronically.

12. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to The Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
13. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Transfer Agents.
14. All the documents referred to in the Notice and Explanatory Statement along with other relevant and required documents will be made available for inspection by the Members on the website of the Company during the meeting.
15. There are no amounts requiring transfer to Investor Education and Protection Fund during the year 2020-21. In the recent years, the company has declared Dividends only for the years 2013-14, 2014-15, 2016-17 and 2018-19. 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 encashed 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. As per the IEPF Rules, the Company has uploaded the information in respect of unclaimed dividends on its website at www.bcl.ind.in. The same is also available on the website of IEPF at www.iepf.gov.in.
16. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode). **A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.**
17. 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).
18. 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.
19. **Registration of email ID and Bank Account details:**
In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
 - (i) Kindly log in to the website of our RTA, Link Intime India Private Limited, www.linkintime.co.in under Investor Services >Email/Bank detail Registration - fill in the details and upload the required documents and submit. **OR**
 - (ii) **In the case of Shares held in Demat mode:**
The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating voting through electronic means, as the authorised agency.

- 21.** The remote e-Voting period commences on Saturday, the 25th day of September, 2021 (9.00 a.m. IST) and ends on Monday, the 27th day of September, 2021 (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. Tuesday, the 21st day of September, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company.
- 22.** Mr. Sourabh Parnami, Proprietor of M/s S. Parnami & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting process at the AGM in a fair and transparent manner.
- 23.** The Scrutinizer shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing, who shall countersign the same. The Chairman or the authorised Director shall declare the result of the voting forthwith.
- 24.** The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and uploaded on the Company's website www.bcl.ind.in as well as on the website of LI IPL after the same is declared by the Chairman/authorised person. The Results shall also be simultaneously forwarded to the BSE and NSE.
- 25.** In case of joint holders, the Members whose name appear first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

Remote e-Voting Instructions for shareholders:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

| <u>Type of shareholders</u> | <u>Login Method</u> |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders holding securities in demat mode with CDSL | <ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. |

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| | <ul style="list-style-type: none"> • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p> | <ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| <p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p> | <ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <ul style="list-style-type: none"> ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). |

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| | <p>▶ Click “confirm” (Your password is now generated).</p> <ol style="list-style-type: none"> 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. |
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43. |

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

INSTRUCTIONS FOR MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH INSTAMEET (VC/OAVM) ARE AS UNDER:

Shareholders/Members are entitled to attend and participate in the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process.

1. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and shall be kept open till the expiry of 15 minutes after the schedule time on first come first basis.
2. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first come first basis.
3. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting by following the process as under:

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “**Company**” and “**Event Date**” and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Members who would like to speak during the meeting must register their request 3 days in advance at email id cs_bcl@mittalgroup.co.in.
2. Members will get confirmation on first cum first basis depending upon the provision made by the client.
3. Members will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members can cast the vote as under:

1. On the Members VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat AccountNo./Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

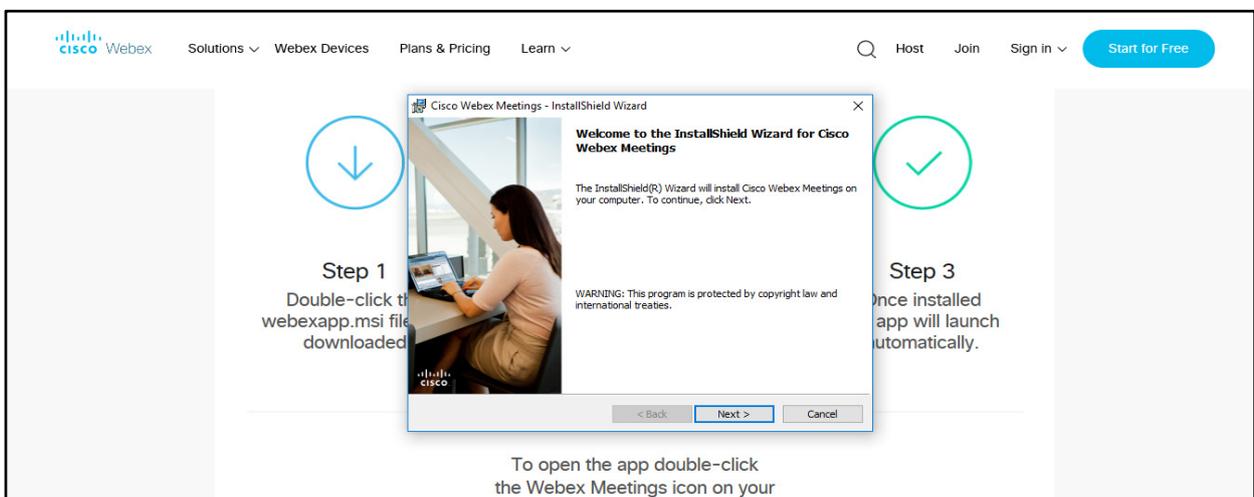
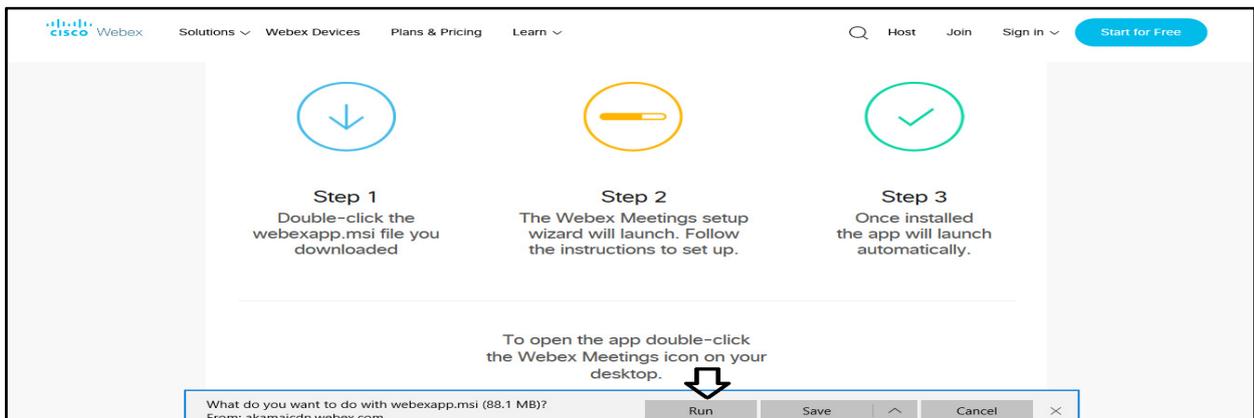
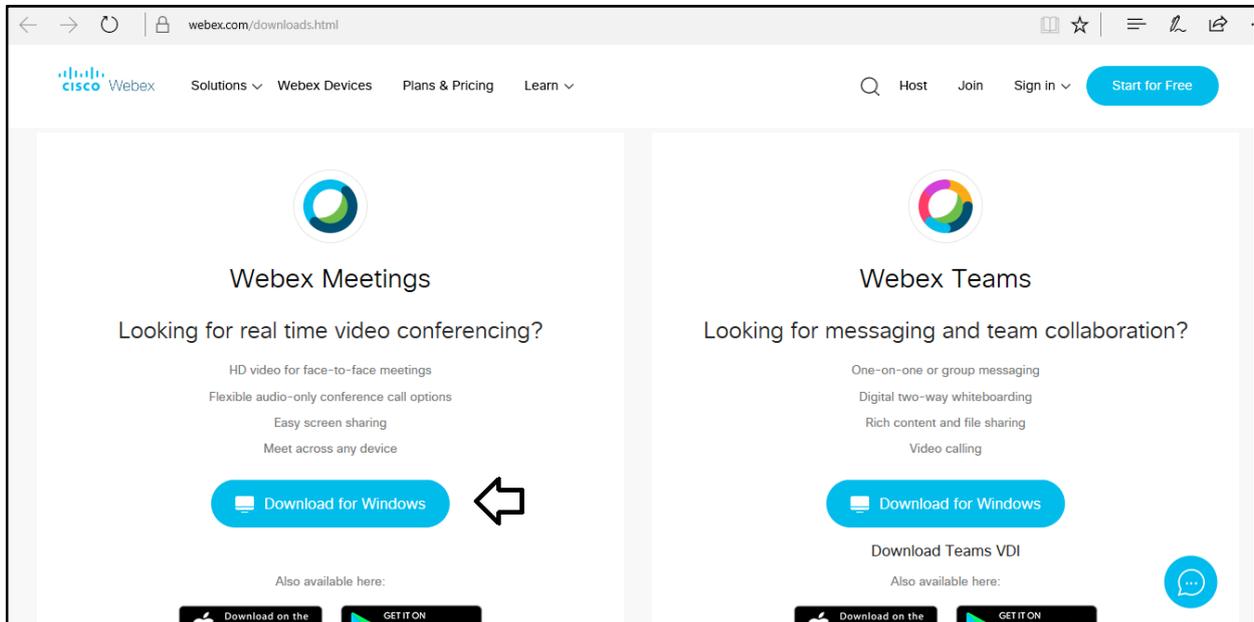
Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

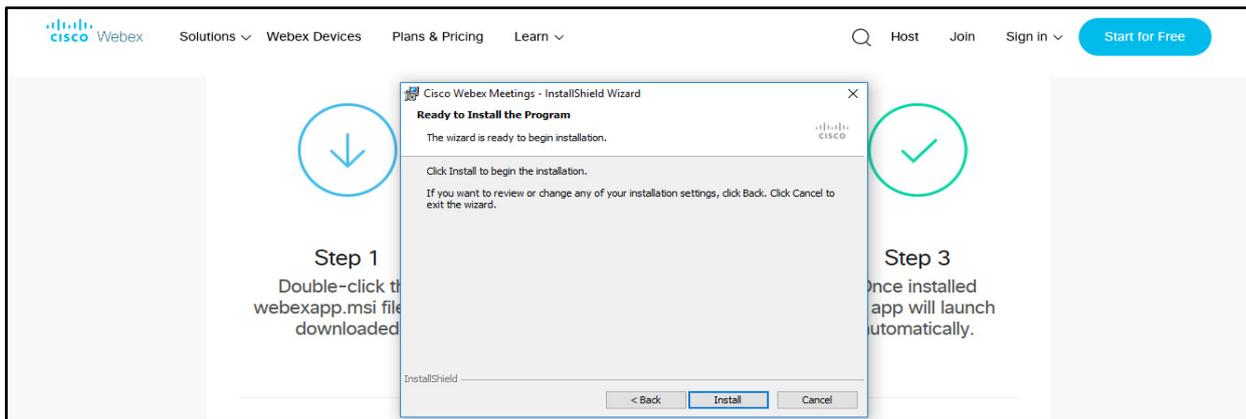
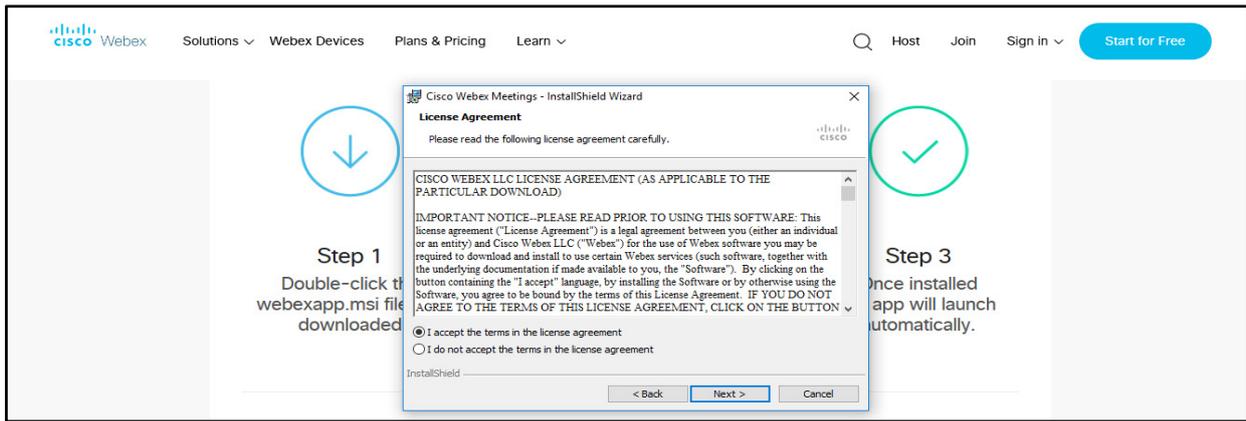
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

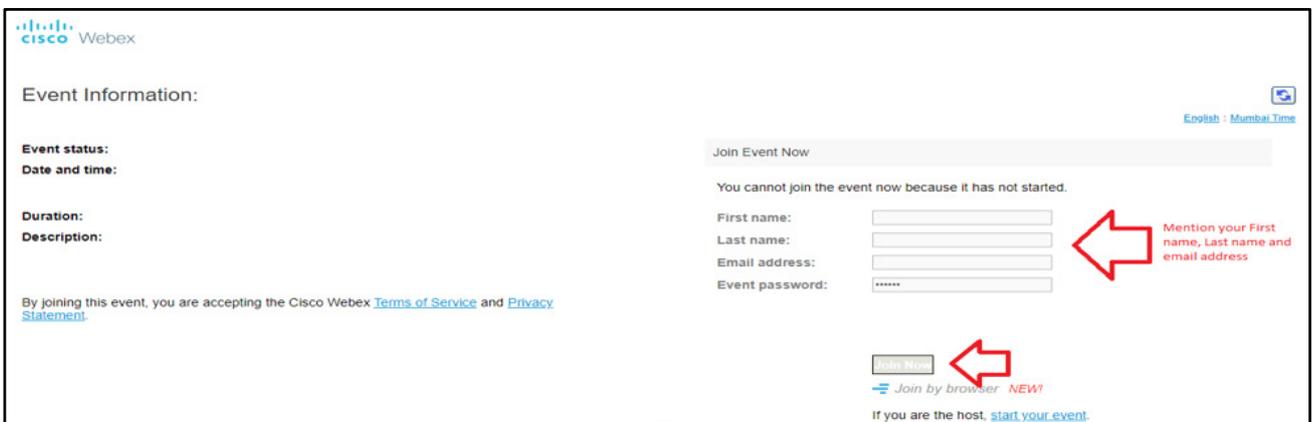




Or:

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

| Step 1 | Enter your First Name, Last Name and Email ID and click on Join Now. |
|--------|---|
| 1 (A) | If you have already installed the Webex application on your device, join the meeting by clicking on Join Now |
| 1 (B) | If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now |



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:**

Mr. Param Pal Singh Bal (DIN: 09013282) was appointed as Additional Director on the Board of Directors of the Company w.e.f. 09th January, 2021. In terms of the provisions of Section 161 (1) Act, he holds office upto the date of ensuing Annual General Meeting. He is eligible for appointment as Independent Director of the Company, subject to the approval of Members at the ensuing AGM. As approved by the Nomination and Remuneration Committee and further by Board of Directors in their respective Meetings held on 09th June, 2021 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 appointment of Mr. Param Pal Singh Bal (DIN: 09013282) who is eligible for appointment, as an Independent Director, for a period upto 31st December, 2025. A notice under Section 160 (1) of the Act has also been received from a member signifying intention to propose appointment of Mr. Param Pal Singh Bal as Director. The Company has received declaration from Mr. Param Pal Singh Bal 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. Param Pal Singh Bal in terms of guidance, strategies, advices, governance, attendance, participation etc. is outstanding.

In the opinion of the Board, Mr. Param Pal Singh Bal 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 appointment as an Independent Director of the Company and is independent of the management.

Mr. Major Gen. Param Pal Singh Bal (Retd.) aged around 65 years is a Master of Philosophy in Public Administration from Punjab University (2010). He has rich experience of thirty five years of commissioned service in Indian Army. He has experience and exposure/specialisation in administration, management, personnel, accounts and logistics. He has also served with United Nations mission in Angola in the fields of logistics. After retirement, he worked with Jaypee Himachal Cement Plant as Sr. Vice President from year 2014 to 2016 with responsibilities in the fields of Personnel and Administration. He is not related to other directors/KMP of the Company. He is not a Director in any other listed Company. The Board may note that he does not hold any shares in the Company and he is not related to any Directors/KMP 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. Param Pal Singh Bal as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to appointment of Mr. Param Pal Singh Bal as an Independent Director for a period upto 31st December, 2025 for the approval by the shareholders of the Company.

Except Mr. Param Pal Singh Bal, 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. This explanatory statement may also be regarded as disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Keeping in view of fund requirements, the Company may accept deposits from its members and/or public as per the provisions of Section 73 and Section 76 of the Companies Act, 2013 and as per the provisions of Companies (Acceptance of Deposits) Rules, 2014. Accordingly, a resolution is required to be passed by the shareholders for authorizing the Board of Directors to accept the deposits from Members and/or public up to permissible limits. The Directors recommend the resolution as set out at Item No. 6 of the Notice for member's approval as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

***For Item No. 7 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 2021-22 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. 7 of the Notice for ratification and approval of the remuneration payable to the Cost Auditor for the financial year 2021-22.

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. 7.

Your Directors, therefore, recommend the said Resolution at Item No.7 for your approval.

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
Place: Bathinda (PB.)
Date: 10th August, 2021

**By the Order of Board of Directors
For BCL Industries Limited**

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)**

| | | | |
|--|---|---|---|
| NAME | Mr. Rajinder Mittal | Mr. Sat Narain Goyal | Mr. Param Pal Singh Bal |
| CATEGORY | Mg. Director | Whole Time Director | Independent Director |
| DIN | 00033082 | 00050643 | 09013282 |
| DATE OF BIRTH | 30.04.1959 | 05.02.1961 | 03.12.1955 |
| QUALIFICATION | B. Com. | M. COM. | Master of Philosophy in Public Administration |
| SHAREHOLDING IN THE COMPANY | 32,80,500 (13.58%) Equity Shares | 75 (0.00%) Equity Shares | NIL |
| DIRECTORSHIP/ CHAIRMANSHIP IN OTHER PUBLIC COMPANIES | NIL | NIL | NIL |
| DIRECTORSHIP/ CHAIRMANSHIP IN OTHER PRIVATE COMPANIES | Rishi Maintenance Services Private Limited, VKM Township Private Limited, Chavanrishi Resorts Private Limited, Creative Buildwell Private Limited, Gee City Builders Private Limited, Pioneer Industries Private Limited. | NIL | NIL |
| COMMITTEE POSITIONS HELD IN OTHER COMPANIES | Pioneer Industries Limited (Member In CSR Committee) | None | NIL |
| TERMS AND CONDITIONS OF APPOINTMENT/ RE-APPOINTMENT | Mr. Rajinder Mittal was appointed as Managing Director of the Company for a period of 3 years w.e.f. 13th August, 2018 at a consolidated monthly remuneration of Rs. Two Lakh Fifty Thousand as approved by the Members of the Company at 42 nd Annual General Meeting held on 26 th September, 2018. His remuneration was increased to Rs. Five Lakhs p.m. w.e.f. 03 rd August, 2020 upto end of remaining period of his tenure i.e. upto 12 th August, 2021 subject to approval of Members at 44 th Annual General Meeting. Pursuant to the recommendation of Nomination and | Mr. Sat Narain Goyal was appointed as Whole Time Director of the Company for a period of 3 years w.e.f. 13 th August, 2018 at a consolidated monthly remuneration of Rs. Fifty Thousand per month as approved by the Members of the Company at 42 nd annual General Meeting held on 26 th September, 2018. Pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company, Mr. Sat Narain Goyal, Whole Time Director | Mr. Param Pal Singh Bal was appointed as Additional Director (Independent) of the Company w.e.f. 09 th January, 2021 and he holds office upto the date of ensuing AGM. He is proposed to be re-appointed as Independent Director of the Company for a period upto 31 st December, 2025, subject to the approval of Members at ensuing AGM. He shall not be liable to retire by rotation. He will be entitled to sitting fee for Board/Committee Meetings. |

| | | | |
|---|--|---|---|
| | Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company, Mr. Rajinder Mittal, Managing Director of the company has been Re-appointed for a period of 3 years w.e.f. 13 th August, 2021 at a consolidated monthly remuneration of Rs. Five Lakhs as approved by the Members of the Company at 44 th Annual General Meeting held on 31 st October, 2020. | has been Re-appointed for a period of 3 years w.e.f. 13 th August, 2021 at a consolidated monthly remuneration of Rs. Fifty Thousand as approved by the Members of the Company at 44 th Annual General Meeting held on 31 st October, 2020. | |
| INTER-SE RELATIONSHIP | Mr. Rajinder Mittal is father of Mr. Kushal Mittal, Jt. MD. | Mr. Sat Narain Goyal is not related to any Directors/KMP | Mr. Param Pal Singh Bal is not related to any Directors/KMP. |
| DETAILS OF THE REMUNERATION DRAWN | The details are provided in the Corporate Governance Report forming part of Annual Report | The details are provided in the Corporate Governance Report forming part of Annual Report | The details are provided in the Corporate Governance Report forming part of Annual Report |
| NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR AND OTHER DIRECTORSHIPS | The details are provided in the Corporate Governance Report forming part of Annual Report | The details are provided in the Corporate Governance Report forming part of Annual Report | The details are provided in the Corporate Governance Report forming part of Annual Report |
| BRIEF PROFILE AND EXPERTISE | Mr. Rajinder Mittal, aged around 61 years is a Commerce Graduate and has a wide and rich experience over and above 37 years in trade and industry. The business grew at a phenomenal pace under the vision and direction of Mr. Rajinder and is now a Rs. 1,400 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. | Mr. Sat Narain Goyal, aged around 59 years, is a Post Graduate in Commerce and has a vast experience of more than 32 years, in the fields of Corporate Finance, Accounts, Taxation, Audit, Corporate Fund raising and other allied financial and taxation related matters. He is not related to any director of the company. 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. | Mr. Major Gen. Param Pal Singh Bal (Retd.) aged around 65 years is a Master of Philosophy in Public Administration from Punjab University (2010). He has rich experience of thirty five years of commissioned service in Indian Army. He has experience and exposure/specialisation in administration, management, personnel, accounts and logistics. He has also served with United Nations mission in Angola in the fields of logistics. After retirement, he worked with Jaypee Himachal Cement Plant as Sr. Vice President from year 2014 to 2016 with responsibilities in the fields of Personnel and Administration. He is not related to other directors/KMP of the Company. He does not hold any shares in the Company and he is not related to any Directors/KMP of the Company. |

Regd. Office :
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Ph. : 0164-2240163, 2240443, 2211628
Fax: 0164-5003638
Website: www.bcl.ind.in, Email: info@bcl.ind.in
CIN: L24231PB1976PLC003624
Place: Bathinda (PB.)
Date: 10th August, 2021

**By the Order of Board of Directors
For BCL Industries Limited**

Sd/-

**Rajinder Mittal
Managing Director
DIN:00033082**