

## RESULT OF THE POSTAL BALLOT AND DECLARATION

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Companies Act") read with Companies (Management and Administration) Rules, 2014 (the "Rules"), the Company had sent Postal Ballot Notice and Explanatory Statement dated 08<sup>th</sup> February, 2019 along with Postal Ballot Form through electronic mail to shareholders with registered email IDs and dispatched the same in physical mode alongwith self addressed business reply prepaid envelopes to other shareholders of the Company standing as on cut off date i.e.08<sup>th</sup> February, 2019, for seeking their consent to the Resolutions as detailed below::

### Special Resolutions:

- To give loan(s) or to give guarantee(ies) or to provide security(ies) or to make investment(s) upto Rs. 500 crores.
- To advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. Raised by subsidiary company(ies) / body corporate(s) in whom any of the director of the company is interested, upto Rs. 500 crores.
- Borrowing Powers of the Company
- Authorisation to Board u/s 180(1) (a) of the Companies Act, 2013.
- Raising of further capital/funds by issue of securities through Qualified Institutions Placement on a private placement basis to the Qualified Institutional Buyers ("QIBs").

Postal Ballot duly completed in all respects and signed were to reach the Scrutinizer on or before the end of working hours, i.e. , 5:00 p.m., on 19<sup>th</sup> March, 2019 and Electronic Votes were also to be caste on or before the said date.

The Company had appointed M/s S. Parnami & Associates,(CP No. 11181) Practicing Company Secretaries, Bathinda, as 'Scrutinizer' (the "Scrutinizer"), for conducting the postal ballot process in a fair and transparent manner.

M/s S. Parnami & Associates, has submitted their Report dated 19<sup>th</sup> March, 2019. The Report of the Scrutinizer has been duly accepted and the results of the Postal Ballot are as under:

**(a) Special Resolution No. 1  
TO GIVE LOAN(S) OR TO GIVE GUARANTEE(IES) OR TO PROVIDE SECURITY(IES) OR TO MAKE  
INVESTMENT(S) UPTO RS. 500 CRORES**

Manner of Voting	Votes in favour of the Resolution			Votes against			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
<b>E- Voting</b>	16	9133051	99.96	4	3382	0.04	0	0	0
<b>Physical</b>	0	0		0	0	0	0	0	0
<b>Total</b>	16	9133051	99.96	4	3382	0.04	<b>0</b>	<b>0</b>	<b>0</b>
<b>Resolution Passed with the requisite majority</b>									

**(b) Special Resolution No. 2**

**TO ADVANCE ANY LOAN INCLUDING ANY LOAN REPRESENTED BY BOOK DEBT, OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY IN CONNECTION WITH ANY LOANS / DEBENTURES / BONDS ETC. RAISED BY SUBSIDIARY COMPANY(IES) / BODY CORPORATE(S) IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED, UPTO RS. 500 CRORES.**

Manner of Voting	Votes in favour of the Resolution			Votes against			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
<b>E- Voting</b>	12	9132309	99.95	8	4124	0.05	0	0	0
<b>Physical</b>	0	0	0	0	0	0	0	0	0
<b>Total</b>	12	9132309	99.95	8	4124	0.05	<b>0</b>	<b>0</b>	<b>0</b>
<b>Resolution Passed with the requisite majority</b>									

**(c) Special Resolution No. 3**

**BORROWING POWERS OF THE COMPANY**

Manner of Voting	Votes in favour of the Resolution			Votes against			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
<b>E- Voting</b>	15	9132561	99.96	5	3872	0.04	0	0	0
<b>Physical</b>	0	0	0	0	0	0	0	0	0
<b>Total</b>	15	9132561	99.96	5	3872	0.04	<b>0</b>	<b>0</b>	<b>0</b>
<b>Resolution Passed with the requisite majority</b>									

**(d) Special Resolution No. 4**

**AUTHORISATION TO BOARD UNDER SECTION 180(1)(a)**

Manner of Voting	Votes in favour of the Resolution			Votes against			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
<b>E- Voting</b>	16	9135536	99.99	4	897	0.01	0	0	0
<b>Physical</b>	0	0	0	0	0	0	0	0	0
<b>Total</b>	16	9135536	99.99	4	897	0.01	<b>0</b>	<b>0</b>	<b>0</b>
<b>Resolution Passed with the requisite majority</b>									

**(e) Special Resolution No. 5**  
**RAISING OF FURTHER CAPITAL/FUNDS BY ISSUE OF SECURITIES THROUGH QUALIFIED INSTITUTIONS PLACEMENT ON A PRIVATE PLACEMENT BASIS TO THE QUALIFIED INSTITUTIONAL BUYERS (“QIBs”)**

Manner of Voting	Votes in favour of the Resolution			Votes against			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
<b>E- Voting</b>	18	9135622	99.99	2	811	0.01	0	0	0
<b>Physical</b>	0	0	0	0	0	0	0	0	0
<b>Total</b>	18	9135622	99.99	2	811	0.01	<b>0</b>	<b>0</b>	<b>0</b>
<b>Resolution Passed with the requisite majority</b>									

In view of the abovesaid report and results , It is hereby declared that the abovesaid matters as explained at Resolutions 1 to 5 in Notice of Postal Ballot dated 08<sup>th</sup> February, 2019 and explanatory statement thereto have been approved by majority required for passing it as Special Resolution as number of votes caste in favour are not less than three times of the number of votes caste against.

So based on abovesaid results, Resolutions No. 1 to 5 as stated in Notice and Explanatory Statement of the Postal Ballot dated 08<sup>th</sup> February, 2019, are hereby declared as passed as Special Resolutions by the Shareholders of the Company through Postal Ballot .

**For BCL Industries Limited**  
 (Formerly Known as BCL Industries & Infrastructures Ltd.)



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



**Place: Bathinda**  
**Date 19<sup>th</sup> March, 2019**

**S. PARNAMI & ASSOCIATES**  
**Company Secretaries**

H. No. 396, Ganpati Enclave,  
Dabwali Road, Bathinda-151001 PB.  
Mobile: 098886-90900, 9815630484  
Email:sourabhparnami@yahoo.com

**Report of Scrutinizer(s)**  
**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 20 & 22 of the**  
**Companies(Management and Administration) Rules, 2014]**

**Board of Directors**  
**BCL INDUSTRIES LIMITED (Formerly known as BCL Industries & Infrastructures Limited)**  
**Hazi Rattan, Link Road, Bathinda-151001**

**Sub: Scrutinizer's Report on E-voting and Postal Ballot for passing of resolutions pursuant to**  
**Sections 108 and 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies**  
**(Management and administration) Rules, 2014**

Dear Sir

I, Sourabh Parnami, Proprietor of S. Parnami & Associates, a Company Secretary in whole time practice, had been appointed as Scrutinizer by Board of Directors of BCL Industries Limited for conducting the Postal Ballot process of the Company in a fair and transparent manner in respect of the Resolutions as proposed in the Postal Ballot Notice dated 08<sup>th</sup> February, 2019.

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and postal ballot on the resolutions mentioned above. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and postal ballot process is conducted in a fair and transparent manner and make the Scrutinizer report of the votes cast "in favour" or "against" the resolution stated above, based on the postal ballots received by me on behalf of the Company & reports generated from the e-votingsystem provided by the Central Depository Services (India) Limited (CDSL), the authorised agency to provide e-voting facilities, engaged by the Company.

I hereby submit my Report as under:

1. The Company had completed the dispatch of Postal Ballot Papers through Courier along with self-addressed postage pre-paid Business Reply Envelope to its Members, by 16<sup>th</sup>February, 2019. The Company has also completed by 16<sup>th</sup>February, 2019, the dispatch of Postal Ballot through email to those members who have registered their email addresses with Depository Participants.
2. The shareholders of the Company had an option to vote either through the postal ballotforms or through the e-voting facility.
3. The Company had published a notice in regard to dispatch of Postal Ballot Notice through Courier/ Email, as the case may be, in The Tribune in English and in Desh Sewak in Punjabi on 17<sup>th</sup>February, 2019.



4. The Company had offered e-voting facility to its Members for casting their votes electronically. The e-voting process commenced on 18<sup>th</sup> February, 2019 from 9.00 a.m. (9.00 hours IST) and ended on the 19<sup>th</sup> day of March, 2019 at 5.00 p.m. (17:00 hours IST).
5. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
6. No physical postal ballots were received.
7. The e-voting results were obtained from CDSL website and have been combined in this Report.
8. The combined result of the Physical postal ballots and E-voting is as under:

**(a) Special Resolution No. 1**

**TO GIVE LOAN(S) OR TO GIVE GUARANTEE (IES ) OR TO PROVIDE SECURITY(IES) OR TO MAKE INVESTMENT(S) UPTO RS.500 CRORES**

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	16	9133051	99.96	4	3382	0.04	0	0	0
Physical	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>16</b>	<b>9133051</b>	<b>99.96</b>	<b>4</b>	<b>3382</b>	<b>0.04</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Resolution Passed with the requisite majority</b>									

Based on the aforesaid result. I report that, the Special Resolution as contained in Item No. 1 of the Postal Ballot Notice dated 08<sup>th</sup> February, 2019, has been passed with requisite majority required for it.

**(b) Special Resolution No. 2**

**TO ADVANCE ANY LOAN INCLUDING ANY LOAN REPRESENTED BY BOOK DEBT, OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY IN CONNECTION WITH ANY LOANS/DEBENTURES/BONDS ETC. RAISED BY SUBSIDIARY COMPANY(IES)/ BODY CORPORATE(S) IN WHOM AN YOF THE DIRECTOR OF THE COMPANY IS INTERESTED, UPTO RS.500 CRORES.**

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	12	9132309	99.95	8	4124	0.05	0	0	0
Physical	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>12</b>	<b>9132309</b>	<b>99.95</b>	<b>8</b>	<b>4124</b>	<b>0.05</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Resolution Passed with the requisite majority</b>									

Based on the aforesaid result. I report that, the Special Resolution as contained in Item No. 2 of the Postal Ballot Notice dated 08<sup>th</sup> February, 2019, has been passed with requisite majority required for it.



(c) Special Resolution No. 3  
BORROWING POWERS OF THE COMPANY

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	15	9132561	99.96	5	3872	0.04	0	0	0
Physical	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>15</b>	<b>9132561</b>	<b>99.96</b>	<b>5</b>	<b>3872</b>	<b>0.04</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Resolution Passed with the requisite majority**

Based on the aforesaid result. I report that, the Special Resolution as contained in Item No. 3 of the Postal Ballot Notice dated 08<sup>th</sup> February, 2019, has been passed with requisite majority required for it.

(d) Special Resolution No. 4  
AUTHORISATION TO BOARD UNDER SECTION 180(1)(a)

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	16	9135536	99.99	4	897	0.01	0	0	0
Physical	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>16</b>	<b>9135536</b>	<b>99.99</b>	<b>4</b>	<b>897</b>	<b>0.01</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Resolution Passed with the requisite majority**

Based on the aforesaid result. I report that, the Special Resolution as contained in Item No. 4 of the Postal Ballot Notice dated 08<sup>th</sup> February, 2019, has been passed with requisite majority required for it.

(e) Special Resolution No. 5  
RAISING OFF FURTHER CAPITAL/FUNDS BY ISSUE OF SECURITIES THROUGH QUALIFIED INSTITUTIONS PLACEMENT ON A PRIVATE PLACEMENT BASIS TO THE QUALIFIED INSTITUTIONAL BUYERS ("QIBs")

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	18	9135622	99.99	2	811	0.01	0	0	0
Physical	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>18</b>	<b>9135622</b>	<b>99.99</b>	<b>2</b>	<b>811</b>	<b>0.01</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Resolution Passed with the requisite majority**

Based on the aforesaid result. I report that, the Special Resolution as contained in Item No. 5 of the Postal Ballot Notice dated 08<sup>th</sup> February, 2019, has been passed with requisite majority required for it.



7. A soft copy of list of equity shareholders who voted "For", "Against" and those whose Votes were declared invalid for each resolution is enclosed.

You are requested to kindly declare the said results to the shareholders of the Company.

Thanking you,

Yours faithfully,

**Thanking you,  
Yours Faithfully,**



**For S. Parnami & Associates  
CS Sourabh Parnami  
M.No: F9396  
COP No. 11181  
Place: Bathinda  
Date: 19<sup>th</sup> March, 2019**