

**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: bcl@mittalgroup.co.in
CIN: L24231PB1976PLC003624

The BSE Limited Corporate Relationship Dept. 1 st Floor, New Trading Ring Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai-400001	The National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No. C/1, G Block Bandra Kurla Complex Bandra (East) Mumbai -400 051
BSE Code: 524332	NSE SCRIP CODE: BCLIND

Dated: 23/08/2024

Dear Sir/Madam,

Sub: Notice of 48th Annual General Meeting along with Annual Report of BCL Industries Limited (“the Company”) for the Financial Year 2023-24

This is to inform you that the 48th Annual General Meeting (“AGM”) of the Company will be held on **Thursday, 19th Day of September at 2:00 P.M.(IST)** through Video Conferencing/ Other Audio-Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate affairs and Securities and Exchange Board of India.

Pursuant to regulation 34(1) and 53 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 (“SEBI Listing Regulations”), we are submitting herewith the Notice of the AGM for the Financial Year 2023-24 which is being sent today through electronic mode to the Shareholders. AGM Notice is also available on the website of the Company www.bcl.ind.in

We would further like to inform that the Company has fixed Wednesday,11th September,2024 as the cut-off date for ascertaining the name of the members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

You are requested to take the same on your records.

Thanking you.
For BCL Industries Limited

Ajeet Kumar Thakur
(Company secretary & Compliance officer)



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NOTICE

You are cordially invited to attend the 48th Annual General Meeting (AGM) of the Members of the Company to be held on Thursday, the 19th day of September 2024 at 2.00 P.M. through Video- Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following businesses: -

ORDINARY BUSINESS

ITEM NO. 1

To consider and adopt (a) the audited standalone financial statements of the Company for the Financial Year ended March 31, 2024 and the report of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2024 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

- (a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the Financial Year ended March 31, 2024 and the report of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- (b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

ITEM NO. 2

To declare dividend on equity shares for the Financial Year ended March 31, 2024 and, in this regard, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend of 25 paise per equity share on the fully paid-up share capital of the Company as on the record date, as recommended by the Board of Directors in their meeting held on 22nd May 2024, be and is hereby declared for the Financial Year ended March 31, 2024 and the same be paid out of the profits of the Company."

ITEM NO. 3

To appoint a director in place of Mr. Kushal Mittal (DIN: 07276145), who retires by rotation and being eligible, offers himself for re-appointment

and in this regard, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kushal Mittal (DIN: 07276145), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

ITEM NO. 4:

Re-Appointment of Mr. Rajinder Mittal (DIN 00033082) as the Managing Director of the Company and to fix the terms of his appointment.

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules made thereunder read with Schedule V to the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, Mr. Rajinder Mittal (DIN 00033082) be and is hereby re-appointed as the Managing Director of the Company, liable to retire by rotation, with effect from August 14, 2024 for a for a term of Five (5) consecutive years i.e., upto August 13, 2029, and on such terms and conditions as set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board/ Committee in this regard) be and are hereby authorized on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the resolution."

ITEM NO.5:

Approval for fixation of remuneration of Mr. Rajinder Mittal (DIN 00033082), Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED FURTHER THAT pursuant to provisions of Sections 197, 198 and other applicable provisions of the Act, the rules made thereunder read with Schedule V of the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, the payment of remuneration, perquisites and other benefits to Mr. Rajinder Mittal for a period of Three (3) years commencing from FY 2024-25 to FY 2026-27, as set out in the Explanatory Statement, be and is hereby approved with a liberty to the Board of Directors to revise remuneration on recommendation of the Nomination and Remuneration Committee within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or rules regulations and guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board/ Committee in this regard) be and are hereby authorized on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the above resolution.”

ITEM NO. 6

Approval for Remuneration of Mr. Kushal Mittal (DIN 07276145), Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED FURTHER THAT pursuant to provisions of Sections 197, 198 and other applicable provisions of the Act, the rules made thereunder read with Schedule V of the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, the payment of remuneration, perquisites, and other benefits to Mr. Kushal Mittal (DIN 07276145), Managing Director of the Company for a period of Three (3) years commencing from FY 2024-25 to FY 2026-27, as set out in the Explanatory Statement, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board/ Committee in this regard) be and are hereby authorized on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the above resolution.”

ITEM NO. 7

Re-appointment of Ms. Neerja Jain (DIN 07121987) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules made thereunder, read with Schedule IV of the Act and regulation 16(1)(b), and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI (LODR) Regulations 2015”) (including any statutory modifications or re-enactment(s) thereof, for the time being in force) or any other applicable law and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, Ms. Neerja Jain (DIN 07121987) be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, with effect from 30/07/2024 to hold office for second term of Five (5) consecutive years i.e. upto 29/07/2029 on the terms and conditions as set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board/ Committee in this regard) be and are hereby authorized on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the above resolution.”

ITEM NO. 8

Appointment of Mr. Kahan Singh Pannu (DIN: 06727684) as an Independent Director of the Company.

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

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kahan Singh Pannu (DIN:06727684), who was appointed as an Additional Independent Director of the Company with effect from 12th August 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1) (b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kahan Singh Pannu (DIN: 06727684), be and is hereby appointed as Independent Director of the Company with effect from 12th August 2024 for a term of upto 5 (five) consecutive years.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally

authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

ITEM NO. 9

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 (a) (ii) 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 2024-25, amounting to Rs. 60,000/- (Rupees Sixty 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."

By the Order of Board of Directors

Sd/-

Rajinder Mittal

(Managing Director)

DIN:00033082

Place: Bathinda (PB.)

Date: 12th August, 2024

NOTES

- In compliance with the Ministry of Corporate Affairs ("MCA") circulars dated 8th April 2020, 13th April 2020, 5th May 2020 and 25th September 2023, (hereinafter referred to as "MCA circulars") and Securities and Exchange Board of India ("SEBI") circulars dated 12th May 2020, 15th January 2021 and 07th October 2023 (hereinafter referred to as "SEBI circulars") permitted Companies to hold Annual General Meeting through video conference ("VC") / other audio visual means ("OAVM"), without the physical presence of the Members at a common venue, provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 48TH Annual General Meeting ("48TH AGM") is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- 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 4 to 9 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 reappointment at this AGM is annexed herewith.
- As per the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 48th AGM is being held through VC/OAVM as per the MCA circulars and SEBI circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 48TH AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
- Corporate Members intending to send their authorized representatives to attend 48TH AGM are requested to send a duly certified copy of the Board resolution, authorizing the representative to attend and vote on their behalf at the AGM by e-mail to through its registered email address at sourabhparnami@yahoo.com
- 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. Participation at the AGM through VC/OAVM shall be allowed on a first come- first-served basis. However, this rule would not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
- The Company has provided the facility to members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. For details on login method of remote e-voting and e-voting at the AGM, please refer the instructions given in the attachment named "Remote e-voting instructions"
- Members joining the meeting through VC/OAVM and who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. A member can opt for only single mode of voting i.e. either through remote e-voting or voting at the AGM.
- Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member/ beneficial owner

- (in case of electronic shareholding) as on 11/09/2024. A person, whose name is recorded in the Register of Members or in the list of beneficial owners provided by depositories as on 11/09/2024 shall be entitled to avail the facility of remote e-voting, e-voting at the AGM.
9. The remote e-voting period shall commence at 9.00 A.M. on 16/09/2024 and will end at 5.00 P.M. on 18/09/2024. The remote e-voting module shall be disabled by Linkintime at 5.00 P.M. on 18/09/2024. During the remote e-voting period, the Members of the Company holding shares either in physical form or in demat form as on the cut-off date may cast their vote electronically provided once the vote on the resolution (s) is cast by the members, he/she will not be allowed to change it subsequently.
 10. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 11/09/2024 may obtain the login ID and password by sending an email to delhi@linkintime.co.in by mentioning their folio No. /DP ID and Client ID. However, if the Member is already registered with Linkintime for remote e-voting, then the Member can use his/her existing user ID and password for casting the vote. If the Member forgets the password, he/she can reset the password by using "Forget User Details/Password" option available on <https://instavote.linkintime.co.in>
 11. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from 01st April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, members holding equity shares in physical mode are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
 12. Members can contact the Company's RTA for assistance in this regard. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website from Investor relation section. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 13. The Board of Directors have appointed Mr. Ajeet Kumar Thakur, Company Secretary as the person responsible for the entire process of voting i.e. remote e-voting and e-voting at the 48th AGM. Mr. Sourabh Parnami, Practicing Company Secretary, M/s. S. Parnami and Associates has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process at the 48th AGM in a fair and transparent manner.
 14. Resolutions related to ordinary and special business as mentioned above will be considered passed on the date of the Annual General Meeting if the number of votes cast in favor exceeds the votes cast against. In the case of a special resolution, it will be deemed passed if the votes cast in favor are at least three times the votes cast against.
 15. The scrutinizer shall after the conclusion of voting at the 48th AGM unblock the votes cast through remote e-voting and e-voting during AGM in the presence of at least two witnesses not in the employment of the Company and submit the consolidated scrutinizer's report of the votes cast in favor or against, if any, to the Chairman of the Meeting within two working days of conclusion of the Meeting. The results along with the scrutinizer's report shall be placed on the website of the Company, www.bcl.ind.in , on the websites of Stock Exchanges, <https://www.bseindia.com/>, www.nseindia.com, website of Linkintime at <https://instavote.linkintime.co.in> and will be hosted on the notice board at the Registered Office of the Company.
 16. Members may note that the Board, at its meeting held on 22nd May 2024, has recommended a final dividend of 25 Paise (Twenty-Five paise only) per fully paid-up equity share of Rs. 1 each. For the purpose of payment of final dividend for Financial Year 2023-24, the Record date is fixed on 11/09/2024. The aforesaid dividend, once approved by the Members in this AGM, will be paid on or before 18/10/2024.
 17. In accordance with the SEBI Circular, dividends, in respect of physical folios wherein KYC details are not updated before the record date, will be held back by the Company and an intimation shall be sent by the Company, to such shareholders, whose details are not registered that their payment is due and has been withheld. Further, the dividend will be credited to their bank account only after the KYC details are updated in the folio.
 18. Members holding shares in physical form and who have yet to register / update their bank account details for electronic receipt of dividend amount directly into their bank accounts are requested to update their KYC and bank account details by submitting Forms ISR-1, ISR-2 and SH-13 along with the supporting documents to our RTA i.e. Link Intime India Private Limited at Nobel Heights, 1st floor, Plot no. NH-2 LSC, C-1, Block, Near Savitri Market Janakpuri, New Delhi – 110058. The Forms are available on the Company's website at www.linkintime.co.in
 19. Members holding shares in dematerialized mode are requested to get their bank account details registered/updated with their respective DP.
 20. An email communication w.r.t the deduction of tax at source on dividend under relevant provision of the Income-Tax Act, 1961 will be sent to all shareholders in due course.

21. Please provide necessary documents/information for claiming exemption from TDS on Dividend to be paid for the Financial Year ended 31st March 2024 on or before 31st August 2024.
 22. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent at delhi@linkintime.co.in or to the Company at cs_bcl@mittalgroup.co.in
 23. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF).
 24. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Statement shall be made available for inspection.
- During the 48th AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at cs_bcl@mittalgroup.co.in
25. SEBI vide its Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> "
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.

- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi

- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.

- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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 holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

- 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).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.

4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on **'Submit'**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name - Enter full name of the entity.

- c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select **'View'** icon for **'Company's Name / Event number'**. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.

- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Designation
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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**Corporate Body/ Custodian/Mutual Fund**' tab and further Click '**forgot password?**'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 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 has forgotten the password:

Shareholders 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.

- o It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- o For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- o During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk

Link Intime India Private Limited

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING

Item no. 4:

Mr. Rajinder Mittal (DIN 00033082), was appointed as the Managing Director of the Company by the Board at its Meeting held on 14th August, 2019 for a period of Five (5) years and his existing term to hold the office of Managing Director expired on August 13, 2024.

Based on the recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors at their meeting held on August 12, 2024, subject to the approval of Shareholders of the Company, approved the re-appointment of Mr. Rajinder Mittal as the Managing Director of the Company for a further period of Five (5) years from August 14, 2024 up to August 13, 2029 upon the terms & conditions including remuneration hereinafter mentioned.

The Company has received notice under Section 160 of the Act from a member signifying and proposing his candidature as Managing Director of the Company.

Mr. Rajinder Mittal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Managing Director and also confirmed that he is not debarred from appointment by any order of SEBI or any other authority. He is eligible for re-appointment for a further term of Five (5) years.

The principal terms and conditions of appointment of Mr. Rajinder Mittal as the Managing Director are as follows:

- a. **PERIOD OF APPOINTMENT:** For a period of Five (5) years from August 14, 2024 up to August 13, 2029.
- b. **REMUNERATION DETAILS:** As detailed in explanatory statement of item no. 5
- c. **OTHER KEY TERMS:**
 - i. **Retirement:** Mr. Rajinder Mittal will retire from the Company at the end of the Proposed Term on August 13, 2029.
 - ii. **Notice period:** Each party agrees to provide ninety (90) days' notice prior to terminating the agreement for reasons other than cause or for good reason.
 - iii. **Severance:** Not entitled to any severance pay unless approved by Board.
 - iv. **Policies:** All the Human Resource Policies of the Company shall also be applicable to the Executive Director unless specifically provided otherwise.

- i. **Expenses:** The Company will reimburse Mr. Mittal for reasonable travel or other expenses incurred in accordance with the Company's expense reimbursement policy.
- ii. **Variation:** Any variation to the terms and conditions of his appointment and remuneration, including Fixed pay, Variable pay and others, will be subject to review and approval by the Nomination and Remuneration Committee, the Board and the shareholders (if applicable) in accordance with the applicable law, including the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. **Qualification:** Mr. Rajinder Mittal's employment is conditioned on his representation that he is not disqualified or prevented from acting as a Managing Director on the Board of the Company, under applicable law including the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that there are no other restrictions, such as a non-compete or non-solicitation agreement.
- iv. **Duties:**
 - a. Mr. Rajinder Mittal shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board of Directors in connection with and in the best interests of the business of the Company. He continues to be the Key Managerial Personnel of the Company.
 - b. Mr. Rajinder Mittal undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board of Directors.

The Board considers that his association would be of immense benefit to the Company, and it is desirable to continue availing services of Mr. Rajinder Mittal as the Managing Director.

Except Mr. Rajinder Mittal, being an appointee and Mr. Kushal Mittal, Executive Director (being his relative), none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 4 as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Rajinder Mittal as Managing Director in the interest of the Company and recommends the passing of the resolution contained in item no. 4 of accompanying notice as a Special resolution.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item No. 4 is given in **Annexure-B** to this Notice.

Item no. 5:

The existing term of Mr. Rajinder Mittal (DIN 00033082), aged Sixty-Five (65) years, as Managing Director expired on August 13, 2024. Based on the recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors at their meeting held on August 12, 2024, approved the re-appointment of Mr. Rajinder Mittal as the Managing Director of the Company for a further period of Five (5) years from August 14, 2024 up to August 13, 2029 subject to the approval of Shareholders of the Company.

The remuneration proposed to be paid to Mr. Rajinder Mittal, Managing Director of the Company per annum is commensurate with his roles and responsibilities and is in line with the industry benchmarks and the performance of the company. Considering the size of the operations of the Company, role and responsibilities assigned to in his position, his background, competence, experience and his association with the Company and the industry benchmarks; remuneration packages of similarly placed personnel of other corporate bodies in the country, the remuneration proposed to be paid to him is considered to be fair, just and reasonable as stated below:

a. REMUNERATION DETAILS:

- **Period:** From April 01, 2024 to March 31, 2027.
- **Salary:** Rs. 1.2 Cr per annum (including Retirals, Perquisites, allowances and other benefits).
- **Commission:** Nil
- **Retirals** include Company's contribution to provident fund, superannuation or annuity fund and gratuity fund as per the service rules of the Company and applicable laws.
- **Sitting Fee:** Nil

- **Perquisites:** Perquisites include but not limited to expenses pertaining to medical reimbursements as per policy of the company, Leave Travel Concession as per policy of the Company, conveyance reimbursements, personal accident insurance, term policy, life insurance policy premium, usage of Company's car(s) with driver, telephone/ internet expenses and other utilities, membership fees of industry associations and/or clubs.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder including any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company.

If for any financial year during the aforesaid period i.e., between April 1, 2024 to March 31, 2027, the Company has no profits or its profits are inadequate, it shall pay to Mr. Rajinder Mittal remuneration as specified above per annum, as minimum remuneration subject to the limits laid down and, in the manner, as stipulated in Schedule V to the Act, as may for the time being, be in force

The annual increments which will be effective April 1, each year will be decided by the Board in consultation with the Nomination and Remuneration Committee and the same shall be based on the Company's remuneration philosophy, policy and principles.

Except Mr. Rajinder Mittal, being an appointee and Mr. Kushal Mittal, Executive Director (being his relative), none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 5 as set out in the Notice.

The Board of Directors recommends passing of the Resolution at Item No. 5 of the accompanying Notice as a Special Resolution.

Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of payment of remuneration at Item No. 5 is given in **Annexure-B** to this Notice.

Item No. 6:

The Members of the Company on the recommendation of the Nomination and Remuneration Committee and the Board, had approved the re-appointment of Mr. Kushal Mittal as Managing Director of the Company for a period of Five (5) years with effect from 03/08/2023 to 02/08/28 and his remuneration in the 47th AGM of the Company held on September 26, 2023.

In recognition of Mr. Kushal Mittal's contribution to the Company's strong performance and increase in shareholder value over the years and considering the company's performance on defined parameters, industry benchmarks and individual performance and based on the recommendation of the Nomination and Remuneration Committee the Board at its meeting held on August 12, 2024 approved the

remuneration of Mr. Kushal Mittal (DIN 07276145), Managing Director of the Company for the FY 2024-25 subject to approval of shareholders under Section 197 and 198 of the Companies Act, 2013 and other applicable rules and regulations.

The remuneration proposed to be paid to Mr. Kushal Mittal, Managing Director of the Company as mentioned below is commensurate with his roles and responsibilities and is in line with the industry benchmarks and the performance of the company. Considering the size of the operations of the Company, role and responsibilities assigned to in his position, his background, competence, experience and his association with the Company and the industry benchmarks remuneration packages of similarly placed personnel of other corporate bodies in the country, the remuneration proposed to be paid to him is considered to be fair, just and reasonable.

The proposed structure of Mr. Kushal Mittal as the Managing Director are as follows:

a. **REMUNERATION DETAILS:**

- **Period:** From April 01, 2024 to March 31, 2027
- **Salary:** INR 96 Lacs per annum (including Retirals, variable pay as per the policy of the Company, Perquisites, allowances and other benefits).
- **Commission:** Nil
- **Retirals** include Company's contribution to provident fund, superannuation or annuity fund and gratuity fund as per the service rules of the Company and applicable laws.
- **Sitting Fee:** Nil
- **Perquisites:** Perquisites include but not limited to expenses pertaining to medical reimbursements as per policy of the Company, Leave Travel Concession as per policy of the Company, conveyance reimbursements, personal accident insurance, term policy, life insurance policy premium, usage of Company car(s) with driver, telephone/internet expenses and other utilities, membership fees of industry associations and/or clubs.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder including any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company.

Any perquisite arising out of exercise of options during the year will be calculated at actual and would be in addition to the compensation limit mentioned above.

If during the financial year, the Company has no profits or its profits are inadequate, it shall pay to Mr. Kushal Mittal, remuneration as specified above, as minimum remuneration subject to the limits laid down and, in the manner, as stipulated in Schedule V to the Act, as may for the time being, be in force.

The Board of Directors recommends passing of the Resolution at Item No. 6 of the accompanying Notice as a Special Resolution.

Except Mr. Kushal Mittal, being an appointee and Mr. Rajinder Mittal, Executive Director (being his relative), none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 6 as set out in the Notice.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Additional information pursuant to the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item No. 9 is given in **Annexure-B** to this Notice.

Item no. 7:

Ms. Neerja Jain (DIN 07121987), aged Forty Five (45) years was appointed as Non-Executive Independent Director of Company with effect from 30/07/2019 and her existing term to hold the office of Director expired on 29/07/2024, therefore, the Board of Directors, on the recommendation of Nomination and Remuneration Committee at their meeting held on May 22, 2024, subject to the approval of Shareholders of the Company, have approved the re-appointment of Ms. Neerja Jain as Non- Executive Independent Director of the Company with effect from 30/07/2024 for a period of Five (5) years under Section 149, 150 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company.

The Company has received notice under Section 160 of the Act from a member signifying her candidature as Non- Executive Independent Director of the Company.

Ms. Neerja Jain has given a declaration that she fulfills the conditions as set out in Section 149(6) and Schedule IV of the of the Act and SEBI (LODR) Regulations, 2015 for being eligible for her re-appointment and has given all the requisite disclosures.

Ms. Neerja Jain has given her consent to act as a Director and confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from appointment by any order of SEBI or any other authority. She is eligible for re-appointment for a further term of Five (5) years.

The Board considers that continuance of her association for a second term of Five (5) years would be of immense benefit to the Company considering the knowledge, acumen, expertise and experience in respective field, substantial contribution and performance evaluation conducted for the first term on following parameters:

- a. Active and consistent participation in Board and Committee meetings;
- b. Valuable contribution towards strategy impacting Company's performance; and
- c. Experience on critical areas of functions of the organization.

Ms. Neerja Jain meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- a. Leadership experience with an understanding of organizational systems.
- b. Experience in handling stakeholder relations, strategic planning and Brand building, understanding of consumer expectations and latest trends.

Ms. Neerja Jain shall be eligible to be paid remuneration by way of sitting fee for attending meetings of the Board or Committees and commission as may be decided by the Board on recommendation of the Nomination and Remuneration Committee as per the limits specified under Companies act, 2013 ("the Act") and applicable rules and regulations. She shall be reimbursed for all the expenses incurred by her for travelling boarding and lodging during his business trips, if any conducted on behalf of the Company.

The terms and conditions of appointment of Ms. Neerja Jain would be available for inspection by the members by writing an email to the Company at cs_bcl@mittalgroup.co.in

Except Ms. Neerja Jain, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 7 as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the re-appointment of Ms. Neerja Jain as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Shareholders.

Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item Nos. 7 is given in **Annexure-B** to this Notice.

Item No. 8

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Kahan Singh Pannu (DIN: 06727684), as an Additional Independent Director of the Company, with effect from 12TH August 2024 for a period of 5 years under Section 149, 150 and 161 of the Companies Act, 2013 and Articles of Association of the Company and the Company has received notice under Section 160 of the Companies act, 2013 from a member signifying his candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from Mr. Kahan Singh Pannu.

In the opinion of the Board, Mr. Kahan Singh Pannu fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 ('Listing Regulations') for being eligible for his appointment. Mr. Kahan Singh Pannu is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director and also confirmed that he is not debarred from appointment by any order of SEBI or any other authority.

Brief Resume, Profile and experience

Mr. Kahan Singh Pannu meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- a. Leadership experience of running large organizations – Experience in leading well-governed educational institutions, with an understanding of organizational systems.
- b. Experience in handling management and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on cs_bcl@mittalgroup.co.in. Mr. Kahan Singh Pannu be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board as per the limits under Companies act, 2013 ("the Act"). He shall be reimbursed for all the expenses incurred by him for travelling boarding and lodging during his business trips, if any conducted on behalf of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Kahan Singh Pannu as an Independent Director.

Except Mr. Kahan Singh Pannu, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 8 as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Kahan Singh Pannu as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item Nos. 8 is given in **Annexure- B** to this Notice

Item No. 9

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 2024-25 at a total remuneration of Rs. 60,000/- (Rs. Sixty Thousand only) plus tax/GST as applicable and reimbursement of out-of-pocket expenses, if any. In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification and approval of the remuneration payable to the Cost Auditor for the financial year 2024-25.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

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

For BCL Industries Limited

Place: Bathinda (PB.)
Date: 12/08/2023

Sd/-
Rajinder Mittal
Managing Director

ANNEXURE B

Details of the Director 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)

Resolution No.	Resolution No. 4 & 5 (Re-appointment and approval of remuneration)	Resolution No. 6 (approval of Remuneration)	Resolution No. 7 (Re-appointment)	Resolution No. 8 (appointment)
Name of Director (DIN)	Mr. Rajinder Mittal (DIN 00033082)	Mr. Kushal Mittal (DIN 07276145)	Ms. Neerja Jain (DIN 07121987)	Mr. Kahan Singh Pannu (DIN 06727684)
Date of Birth (Age in years)	30-04-1959	17-06-1996	18-02-1979	06-08-1960
Qualifications	B.Com	Graduate in Business Administration-Finance	MSc. (IT), B.Com, MBA, BED	BSc, MSc(Entomology)
Terms and conditions of appointment/ re-appointment including remuneration	As mentioned in explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement
Details of remuneration last drawn	The details are provided in Directors' Report/CGR.	The details are provided in Directors' Report/CGR.	The details are provided in Directors' Report/CGR.	The details are provided in Directors' Report/CGR.
Date on which first appointed on the Board	01-04-1992	01-04-2020	14-09-2019	12-08-2024
Details of shareholding in the Company directly or on beneficial basis	15.82	16.22	NIL	NIL
Relationship with other Directors Manager and Key Managerial Personnel (if any)	Mr. Rajinder Mittal is related to Mr. kushal Mittal, Jt.Mg.Director	Mr. Kushal Mittal is related to Mr. Rajinder Mittal, Mg. Director	None	None