



PRACTICING COMPANY SECRETARY CERTIFICATE

To,
The Board of Directors
BCL Industries Limited
Hazi Rattan, Link Road,
Bathinda-151001

Dear Sir / Ma'am,

Sub: Proposed issue and allotment of up to 55,83,334 (Fifty-Five Lacs Eighty-Three Thousand Three Hundred And Thirty-Four Only) fully convertible warrants of Rs. 10/- each on preferential basis to the 'Promoter and Promoter Group' and 'Non-Promoter Public Category' by BCL Industries Limited in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations").

In connection with the proposed preferential issue and allotment of up to 55,83,334 (Fifty-Five Lacs Eighty-Three Thousand Three Hundred And Thirty-Four Only) Fully Convertible Warrants ('Warrants') carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant to the 'Promoter and Promoter Group' and 'Non-Promoter Public Category', for cash, at an issue price of Rs. 360/- (Rupees Three Hundred and Sixty Only) each, which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of ICDR Regulations, for an aggregate amount of up to Rs. 201,00,00,240/- (Rupees Two Hundred One Crore Two Hundred and Forty only) as approved by the Board of Directors of the Company in their meeting held on January 12, 2023 subject to approval of shareholders of the Company, stock exchanges approval and any other regulatory authority approval, and in terms of requirements of sub-regulation 2 of Regulation 163 of Part III of Chapter V of the ICDR Regulations, we, S. Parnami & Associates, Company Secretaries, hereby certify that the proposed preferential issue is being in accordance with the applicable provisions of ICDR Regulations, to the preferential issue.

for S. Parnami & Associates
Company Secretaries

Date: 14/01/2023
Place: Bathinda



CS Sourabh Parnami
(Prop.)

M.No: F9396
COP No. 11181

UDIN: F009396D002976602



Date: 10.01.2023

TO
Board of Directors
BCL INDUSTRIES LIMITED
Hazi Rattan, Link Road,
Bathinda-151001

SUB: CONSENT TO ACT AS SCRITINIZER OF BCL INDUSTRIES LIMITED

DEAR SIRS,

We, S. Parnami & Associates, Practicing Company Secretaries, Bathinda, (CP No. 11181) hereby give my/our consent to act as a Scrutinizer for the purpose of Poll/ e-voting/remote-evoting for the ensuing Extra-ordinary General Meeting of your Company at mutually agreed terms and conditions.

Thanking you,
Yours Faithfully,
For S. Parnami & Associates

CS Sourabh Parnami
(Prop.)
M.No: F9396
COP No. 11181



Place: Bathinda