

**DATE: - 09/02/2023**

CORPORATE RELATIONSHIP DEPARTMENT BSE LIMITED, FLOOR 25, FERZE JEEJEEBHOY TOWERS, DALAL STREET, MUMBAI- 400001	THE MANAGER, NATIONAL STOCK EXCHANGE OF INDIA LTD., EXCHANGE PLAZA, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI – 400051
BSE Code: 524332	NSE SCRIP CODE: BCLIND

Dear Sir/Madam

**Reg: Proceedings of Extra Ordinary General meeting and Scrutinizers Report**

Please find annexed herewith:

1. Proceedings of Extra-Ordinary General Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015) ----- **Annexure-1**
2. Scrutinizer's Report dated 09<sup>th</sup> February, 2023 (Section 108 of Companies Act 2013 read with Companies (Management and Administration) Rules, 2014) ----- **Annexure-2**

You are requested to take the above said disclosures/documents on your record.

Thanking You,  
**For BCL Industries Limited**

Rajinder Mittal  
(Managing Director)  
DIN: 00033082

## Annexure 1

### **SUMMARY OF THE PROCEEDINGS OF EXTRA-ORDINARY GENERAL MEETING OF BCL INDUSTRIES LIMITED HELD ON THURSDAY, THE 09<sup>TH</sup> DAY OF FEBRUARY, 2023 AT 11:00 A.M. THROUGH VIDEO CONFERENCING/ OAVM**

Pursuant to the Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the Extra-Ordinary General Meeting of the Company was duly held on Thursday, the 09<sup>th</sup> day of February, 2023 at 11:00 a.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Mr. Rajinder Mittal, Managing Director chaired the Extra-Ordinary General Meeting. Board of Directors comprising of Mr. Kushal Mittal, Mr. Sat Narain Goyal, Mr. RC Nayyar, Mrs. Neerja Jain and Mr. Param Bal Singh Bal were present in the meeting. Mr. Ajeet Kumar Thakur, Company Secretary and Mr. Sourabh Parnami, Scrutinizer for the meeting were also present in the meeting.

Total 47 members were present in the meeting and Chairman ascertained that the requisite Quorum was present and called the Meeting to order.

The Company Secretary started the meeting by introducing the Directors and Scrutinizer to Members and invitees attending the EGM. Post which the procedure and rules for attending and voting at EGM alongwith the items of business were informed to the shareholders. The Register of Directors and Key Managerial Personnel of the Company, Register of Contracts with related parties and other required statutory registers and records were made available for online inspection during the EGM.

The notice convening the Extra-Ordinary General Meeting along with Corrigendum to the Notice already circulated to Members of the Company were taken as read. Mr. Rajinder Mittal and Mr. Kushal Mittal then addressed the shareholders giving a brief update of the performance of the Company and the rationale behind the infusion of further equity into the Company.

The Company Secretary Informed the Members that as required under the provisions of Companies Act, 2013 the Company had provided remote e-voting facility to its Members in respect of all the Resolutions proposed at this Extra-Ordinary General Meeting. The Company Secretary further

informed the members that the facility for e-voting during the meeting was made available for members who had not cast their vote through remote e-voting.

Further the Chairman informed that M/s S. Parnami & Associates, Practicing Company Secretaries acting through CS Sourabh Parnami is today's Scrutinizer for both remote E-voting and E-voting at EGM.

The Company Secretary apprised the members regarding the e-voting facility being available to them for voting on the resolutions and also about declaration of results of the voting.

Thereafter the following resolutions as set out in the Notice convening the Extra-Ordinary General Meeting were read out by the Company Secretary and the following business items as per Notice of EGM were transacted at the meeting:

<b>RESO. NO.</b>	<b>DETAILS OF AGENDA</b>	<b>RESOLUTION REQUIRED</b>	<b>MODE OF VOTING</b>
<b>Special Business</b>			
1.	Preferential allotment of upto 55,83,334 (Fifty-Five Lacs Eighty-Three Thousand Three Hundred and Thirty-Four only) fully convertible warrants to the persons belonging to Promoter, Promoter Group and Non-Promoter Category.	Special	Remote E-voting and by E-voting at the AGM.
2.	To increase in authorized share capital of the company and consequent alteration in capital clause of the Memorandum of Association of the company	Ordinary	Remote E-voting and by E-voting at the AGM.

The Chairman then invited the members who had registered themselves as speakers in the order in which they had pre-registered, to share their views, ask questions and offer comments on the working of the Company. Mr. Manjeet Singh was the sole shareholder who was registered as the speaker and he shared his views about the proposed resolutions and asked for few clarifications from the Chairman, to which suitable replies were given by Mr. Rajinder Mittal. Thereafter Mr. Ajeet Kumar Thakur, Company Secretary announced the voting to be taken electronically and requested the Scrutinizer for the orderly conduct of the voting. It was announced that the e-voting results along

with the consolidated report shall be Informed to the stock exchanges (NSE/BSE) and also be placed on the website of the Company. The Meeting concluded at 11:40 a.m. and the electronic voting was concluded after the expiry of 15 minutes thereafter.

There being no other item, the Meeting ended with a vote of thanks to the Chair.

Post completion of Extra-Ordinary General Meeting, the Scrutinizer took the custody of the remote e-voting and e-voting at the EGM.

The Scrutinizer submitted his consolidated/ combined report by 5 pm on 09.02.2023 post completion of e-voting procedure at EGM, on the basis of which, both the items of business to the Notice of Extra-Ordinary General Meeting were declared as passed with requisite majorities respectively required for passing them as ordinary or special resolutions.

For **BCL INDUSTRIES LIMITED**

Rajinder Mittal  
(Managing Director)  
DIN: 00033082

PLACE: BATHINDA  
DATE: 09/02/2023





**Annexure 2**

**To**  
**The Chairman,**  
**Extra-Ordinary General Meeting of BCL Industries Limited**  
**Hazi Rattan Link Road,**  
**Bathinda, Punjab – 151001.**

*Subject: Consolidated Scrutinizers Report on remote e-voting & e-voting at EGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rule 2014 at EGM of BCL Industries Limited held on Thursday, the 09<sup>th</sup> day of February, 2023 at 11.00 A.M. through Video-Conferencing ("VC") or Other Audio Visual Means ("OAVM").*

Dear Sir,

I, Sourabh Parnami, Proprietor of M/s S. Parnami & Associates (COP: 11181), Company Secretary in whole time practice, Bathinda (Pb.) was appointed by the Board of Directors of BCL Industries Limited in its Meeting held on 12<sup>th</sup> January, 2023, as Scrutinizer with a mandate to Scrutinize the Remote E-voting process and e-voting at the Extra-Ordinary General Meeting held on Thursday, the 09<sup>th</sup> day of February, 2023 at 11.00 A.M. and ascertain the results of remote e-voting / e-voting at EGM as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(3) of Companies, (Management and Administration) Rules, 2014, as amended till date and pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, further read with relevant MCA and SEBI Circulars released till date, on resolutions contained in the notice (hereinafter referred to as "the resolutions") of Extra-Ordinary General Meeting (EGM) of the members of the Company.

1. The Management of the Company is solely responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and its Rules. My responsibility as Scrutinizer is restricted to provide Report on votes casted as "In favour", "Against" and "Invalid" based on the report generated from the electronic platform provided by M/s. Link Intime India Private Limited, the authorized agency engaged by the company.
2. The members of the Company as on the "cut off" date i.e. 02<sup>nd</sup> February, 2023 were entitled to vote on the resolutions as set out in the Notice of the Extra-Ordinary General Meeting (EGM).
3. The remote e-voting period remained open from Monday, the 06<sup>th</sup> day of February, 2023 (9.00 a.m. IST) and ended on Wednesday, the 08<sup>th</sup> day of February, 2023 (5.00 p.m. IST).







4. The E-voting facility during the EGM held on 09.02.2023 was provided through platform provided by M/s. Link Intime India Private Limited wherein all the required facilities for the shareholders to cast their votes either in favour or against on the resolutions were duly provided. E-voting during the meeting was available for the members who have not cast their vote previously through remote e-voting and were attending the Meeting through video conferencing.
5. After expiry of time fixed for E-voting at EGM and conclusion of e-voting cast during the EGM, I have extracted the result of votes cast through remote e-voting and e-voting by members during the EGM in my presence and the presence of two witnesses on 09.02.2023 and e-votes were diligently scrutinized by us.
6. The results of remote e-voting and E-voting at EGM has been consolidated by us and consolidated results on items of the business of EGM are as under:

Number of members /folios who present at EGM		Total shareholders who have voted through remote e-voting and EGM combined	Total Votes exercised					Total number of valid votes (as per details provided under each one of Resolution (s) mentioned hereunder)			
47		45	16557431					Various as mentioned under each of the Resolution			
RES. No.	RESOLUTIONS	Type of Resolution	Mode of Voting	No. of votes in favour	% of votes in Favour	No of Votes against	% of votes against	No. of Invalid Votes	% of Invalid Votes	Result of Voting	
<b>Special Business</b>											
1.	Preferential allotment of upto 55,83,334 (Fifty-Five Lacs Eighty-Three Thousand Three Hundred and Thirty-Four only) fully convertible warrants to	Special	E-VOTING AT EGM	0	0	0	0.000	0	0	Resolut passed with requisit majorit	
			REMOTE-EVOTING	16557430	100.00	1	0.000	0	0		
			TOTAL	16557430	100.00	1	0.000	0	0		







	the persons belonging to Promoter, Promoter Group and Non-Promoter Category.									
2.	To increase in authorized share capital of the company and consequent alteration in capital clause of the Memorandum of Association of the company	Ordinary	E-VOTING AT EGM	0	0	0	0	0	0	Resolutions passed with requisite majority
	REMOTE-EVOTING		16557420	100.00	11	0.000	0	0		
	TOTAL		16557420	100.00	11	0.000	0	0		

7. I would like to highlight here the fact that 3 persons from promoter group namely Mr. Rajinder Mittal, Mrs. Sunita Mittal and Mr. Kushal Mittal were directly interested in the first resolution and keeping in record this fact, I hereby confirm that the said resolution has been passed by requisite majority even after removing the votes casted by interested persons.

8. Both Resolutions as was proposed in the meeting stands passed under remote E-voting and E-voting at EGM, with the requisite majority respectively required for each of them.

I hereby declare that I will be maintaining the Registers/electronic records received from the Service provider in respect of the votes cast through remote E-voting and E-voting at EGM by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you,  
For S. Parnami & Associates

CS Sourabh Parnami  
(Proprietor)



M. No: F9396  
COP No. 11181

Place: Bathinda (PB.)

Date: 09/02/2023

UDIN: **F009396D003133660**