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B.C. POWER CONTROLS LIMITED

(CIN: L31300DL2008PLC179414)

Registered Office: 7A/39, WEA Channa Market, Karol Bagh, New Delhi-110005

Email: info@bonlongroup.com, Website: www.bcpowercontrols.com

Phone: 011-47532795, Fax: 011-47532798

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the
Companies

(Management and Administration) Rules, 2014]

To
All Shareholders,
B.C. POWER CONTROLS LIMITED

Notice is hereby given pursuant to Section-110 read with Rule-22 of Companies (Management & Administration) Rules, 2014 & other applicable provision of the Companies Act, 2013, if any, (including any statutory modifications or re-enactment thereof for the time being in force) that the draft resolutions appended hereto are proposed to be passed by the members through Postal Ballot/e-voting.

Accordingly, draft resolution & explanatory statement setting out the material facts & reasons thereof in respect of the proposed resolutions in terms of Section-102 read with Section 110 of the Companies Act, 2013 is annexed herewith for your consideration.

Members are requested to carefully read the instructions annexed hereto and submit the Postal ballot Form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer, at its office: 203, Skipper Corner, 88 Nehru Place, New Delhi- 110019 before 10th day of July, 2017 at 5:00 P.M. Kindly note that the Postal Ballot Form(s) received beyond the said date shall be treated as if the reply from the member(s) has not been received.

As required under the provisions of Section -108 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is also providing remote e-voting facility to its members to exercise their votes by electronic voting system. Furthermore, the company has engaged the services of NSDL (National Securities Depository Limited) to provide the E-voting facility. The instructions for e-voting are annexed to this notice. References to Postal Ballot in this Postal Ballot notice includes votes received electronically (e-voting).

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Mr. Vineet Garg, Advocate, having office at 203, Skipper Corner, 88 Nehru Place, New Delhi- 110019 has been appointed as a Scrutinizer at the meeting of Board of Directors of the Company, who in the opinion of the Board can conduct the Postal ballot voting as well as remote e-voting process in a fair & transparent manner.

The Scrutinizer shall keep the Postal Ballot Form received back from the shareholders of the Company in his safe custody & after the receipt of assent or dissent of the shareholders in writing or by electronic means on or before 10th day of July, 2017, the Scrutinizer shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on 12th day of July, 2017.

The Result shall be announced by the Chairman of the Company on Wednesday, the **12th day of July, 2017 at 3 P.M.** at Company's Registered Office situated at 7A/39, WEA Channa Market, Karol Bagh New Delhi-110005.

The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. **12th day of July, 2017** & it will be placed on the Notice Board of the Company, on the website of the Company: www.bcpowercontrols.com and on the website of Bombay Stock Exchange www.bseindia.com and on NSDL's e-voting Website at www.evoting.nsdl.com along with the Scrutinizer's Report.

The Notice along with Postal ballot Form has also been placed on the website: www.bcpowercontrols.com of the Company and on the website of Bombay Stock Exchange www.bseindia.com and on NSDL's e-voting Website at www.evoting.nsdl.com.

SPECIAL BUISNESS:

1. MIGRATION FROM SME BOARD TO MAIN BOARD OF BSE LIMITED

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

“RESOLVED THAT pursuant to Chapter-XB of SEBI (Issue of Capital & Disclosure Requirements) Regulations,2009, BSE Circular dated 26th November, 2012, SEBI Circular dated 18 May, 2010& other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force) consent of the shareholders be & is hereby accorded to migrate the company, currently listed on SME Exchange of BSE Ltd. to Main Board of BSE Ltd.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized severally/jointly to deal with any Government or Semi-government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company from SME Platform of BSE Limited to Main Board of BSE Limited.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized severally/jointly to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

Place: New Delhi
Date: 30/05/2017

By Order of the Board
For B.C. Power Controls Limited


Arun Kumar Jain
Managing Director
DIN: 00438324

NOTES:

1. Shareholders who have registered their e-mail IDs with Depository Participants (DPs) are being sent notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail IDs will receive physical notice of Postal Ballot along with Postal Ballot Form.
2. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
3. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
4. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to info@bonlongroup.com. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
5. A Member cannot exercise his / her vote through proxy on postal ballot.
6. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of 30th day of May, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting through Postal Ballot. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot Notice for information purpose only.
7. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Monday, 10 July, 2017.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not

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later than not later than 5:00 P.M. on 10th day of July, 2017. Postal Ballot forms received after this date will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.

9. E-Voting will commence on 11th day of June, 2017 at 9:00 A.M. and will end on 10th day of July, 2017 at 5:00 P.M. E-Voting shall not be allowed beyond the said time and date.
10. In case of any query or grievance, members may contact the following:

Mr. Naveen Kumar, Company Secretary, B.C. Power Controls Limited, 7A/39, WEA, Channa Market Karol Bagh, New Delhi- 110005 at Telephone No. 011-47532795 or at e-mail ID info@bonlongroup.com

INSTRUCTIONS FOR REMOTE E-VOTING:

THE PROCESS & MANNER OF REMOTE E-VOTING ARE AS FOLLOWS:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; “**BCP remote evoting.pdf**” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “B.C. Power Controls Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” When prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy of relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatories who are authorized to vote, to the Scrutinizer through email to vineet@kpgarg.org with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Postal Ballot form:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
106214		

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. Other instructions:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800222990.
2. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
3. The e-voting period commences on 9.00 A.M. on 11.06.2017 and ends on 5.00 P.M. on 10.07.2017. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th day of May, 2017, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way postal ballot form.
4. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of May30, 2017.
5. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cutoff date i.e. 30th day of May, 2017, may obtain the login ID and password by sending a request to atevoting@nsdl.co.in or info@bonlongroup.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

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EXPLANATORY STATEMENT:

ITEM NO.1

As per SEBI Circular dated 18th May, 2010 read with Chapter-XB of SEBI (Issue of Capital & Disclosure Requirements) Regulation, 2009, Company listed on SME Exchange of BSE LTD. with post issue face value capital of more than Rupees Ten Crores but up to Rupees Twenty Five Crores can migrate from SME Exchange to Main Board of BSE Ltd. subject to the approval of its shareholder in such manner as prescribed.

Our Company is currently listed on SME Exchange of BSE Limited with post issue face value capital of Rs.11.76 Crores. Our Company was listed on SME Exchange of BSE Limited on March 14, 2014. As per the requirement of BSE Circular dated 26th November, 2012, the Company complies the requirement of Equity Share capital of more than Rs. 10 Crores & continued listing of 2 years on SME Exchange of BSE Limited for migration purpose. The Board of Director are of the view that Migration to Main Board will act as a catalyst in the growth and expansion of the Company and will also help the shareholders of the Company to enjoy sufficient returns on their investments. Hence, the Board of Directors of the Company in their meeting held on 30th day of May, 2017 decided to migrate from SME Exchange to Main Board of BSE Ltd.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the postal ballot notice of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

**By Order of the Board
For B.C. Power Controls Limited**

**Place: New Delhi
Date: 30/05/2017**


**Arun Kumar Jain
Managing Director
DIN: 00438324**

B.C. POWER CONTROLS LIMITED

(CIN: L31300DL2008PLC179414)

Registered Office: 7A/39, WEA Channa Market, Karol Bagh, New Delhi-110005

Email: info@bonlongroup.com, Website: www.bcpowercontrols.com

Phone: 011-47532795, Fax: 011-47532798

POSTAL BALLOT FORM

Postal Ballot No.:

1	Name and Registered Address of the: sole / first named Member	
2	Name(s) of Joint-Holder(s), if any	
3	Registered Folio No. /DP ID No.*: /Client ID No.* (*Applicable to Members holding shares in dematerialized form)	
4	Number of equity shares held	
I/We hereby exercise my / our vote in respect of the under mentioned resolutions to be passed through Postal Ballot as stated in the Notice dated 30th May, 2017 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below		

ITEM NO.	BRIEF PARTICULARS OF THE RESOLUTION	Assent/ Dissent	NO. OF SHARES	Please tick (✓) in the appropriate box below
1.	MIGRATION FROM SME BOARD TO MAIN BOARD OF BSE LIMITED	I/WE ASSENT TO THE RESOLUTION (FOR)		
		I/WE DISSENT TO THE RESOLUTION (AGAINST)		

Place:

Date:

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS
(Applicable for Individual members only)

(Applicable for individual members only) EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
106214		

Notes :

i) If the voting rights are exercised electronically, there is no need to use this form.

ii) Please read carefully the instructions printed overleaf before exercising your vote.

iii) Each equity share of the Company carries one vote.

INSTRUCTIONS

- 1 A shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot forms, if sent by courier or registered post at the expense of the shareholder will also be accepted.
- 2 The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- 3 This Postal Ballot form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of Joint holding, this Postal Ballot form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
- 4 There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint holders.
- 5 The votes should be cast either in favor or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot form bearing tick marks in both the columns for the same shares will render the Postal Ballot form invalid.
- 6 Unsigned, incorrectly signed or incomplete Postal Ballot forms will be rejected.
- 7 Duly completed Postal Ballot form should reach the Scrutinizer not later than 5:00 P.M. on 10th day of July, 2017. Postal Ballot forms received after this date will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.
- 8 Voting rights shall be reckoned on the number of shares registered in the name of shareholders as on 30th day of May, 2017.
- 9 Postal Ballot forms signed in the representative capacity must be accompanied by Board Resolution/ Authority letter etc. on the letter head of the Corporate being represented.
- 10 Shareholders are requested to not to send any other paper along with the Postal Ballot form. They are also requested not to write anything on the Postal Ballot form except giving their assent or dissent and putting their signature.
- 11 The result of the Postal Ballot will be uploaded on the Company's Website www.bcpowercontrols.com and on the website of BSE Ltd. at www.bseindia.com and on NSDL's E-Voting website at www.evoting.nsdl.com
- 12 The scrutinizer's decision on the validity of Postal Ballot will be final.
- 13 The results of e-voting & Postal Ballot form shall be aggregated and declared by the Chairman on Wednesday, the 12th day of July, 2017.

Ref. No.:

Regd Office :- 7A/39, W.E.A. Channa Market, Karol Bagh, Delhi-110 005

Date :

Phone : 011 - 4753 2792 - 95 • Fax : + 91 - 11 - 4753 2798

Email : info@bonlongroup.com • www.bonlongroup.com

CALENDAR OF EVENTS**FOR SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT/
E-VOTING FOR MIGRATION OF COMPANY FROM SME PLATFORM OF
BSE LIMITED TO MAIN BOARD OF BSE LIMITED**

S.NO.	ITEMS	DATE
1	Date of Board Meeting	30/05/2017
2	Authorizing Company Secretary for issue of Notice of Postal Ballot	30/05/2017
3	Appointment of Scrutinizer	30/05/2017
4	Cut- off date for e-voting and postal ballot	30/05/2017
5	Printing and dispatch of Notice	09/06/2017
6	Sending of Notice of Postal Ballot to BSE	09/06/2017
7	Uploading of notice of postal ballot at Company Website	09/06/2017
8	Advertisement in Newspaper	10/06/2017
9	E-Voting commencement date & time	11/06/2017 and 9:00 A.M.
10	E-Voting ending date and time and Last date of receiving Postal Ballot forms by Scrutinizer	10/07/2017 and 5:00 P.M.
11	Report by Scrutinizer to Company	12/07/2017
12	Declaration of Result	12/07/2017
13	Uploading of result of Postal Ballot on the website of Stock Exchange & on Company's Website	12/07/2017

For B.C. Power Controls Limited**Place: New Delhi****Date: 30/05/2017**

Arun Kumar Jain
Arun Kumar Jain
Managing Director
DIN: 00438324



CIN : L31300DL2008PLC179414

E-424, RIICO Industrial Area, Chopanki, Bhiwadi, Distt. Alwar (Raj.)

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