

**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 NOTICE****[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]**

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) read with the General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No.39/2020 dated 31<sup>st</sup>December 2020 and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January, 15, 2021 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed for approval of the members of B.C. Power Controls Limited ("the Company") through postal ballot ("Postal Ballot") by remote e-voting process ("e-voting").

The Board of Directors has appointed Mr. Vineet Garg, advocate, as scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.

Due to difficulty in dispatch of Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending the Postal Ballot Notice in electronic form only.

In compliance with the provisions of Section 108 and 110 of the Act(s), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), 2015 ("Listing Regulations") the Company is providing e-voting facility to its members for voting on the resolution contained in this Postal Ballot Notice through National Securities Depository Limited (NSDL). The members can vote on the resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in Postal Ballot Notice would only be taken through the remote e-voting system as per the MCA

Circulars. During the e-voting period, members of the company, holding shares either in physical form or in dematerialized form, as on **Friday, 26 February, 2021** can cast their vote electronically. The remote e-voting facility will be available **from 9:00 Hours (IST) on Saturday, 13th March, 2021 Upto 17:00 Hours (IST) on Sunday, 11th April, 2021, failing which it will be considered that no vote has been received from the shareholder.**

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the postal ballots (through remote e-voting). The results shall be declared on or before **Tuesday, 13th April, 2021 at 17:00 Hours (IST)** and communicated to BSE Limited ("BSE") and also be displayed on the Company's website <http://bcpowercontrols.com/>.

Resolutions passed by the members through postal ballot will be deemed to be passed as if they have been passed at a general meeting of the members.

### **SPECIAL BUSINESS:**

#### **ITEM-1**

#### **Approval for sale of Plant & Machinery and entire other movable assets of Bhiwadi Branch to M/s Bonlon Industries Limited**

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

**"RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges, BSE Limited, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its Plant and Machinery together with entire other movable assets located in its manufacturing unit (Bhiwadi Branch) situated at E-424, RIICO Industrial Area, Chopanki, Bhiwadi, Dist. Alwar, Rajasthan- 301017 ("Undertaking") on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company, to M/s Bonlon Industries Limited ("Bonlon") for a consideration of Rs. 1.55 Crore (Rupees One Crore and Fifty



Five Lacs Only) on such terms and conditions as may be deemed fit by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale / transfer of the Undertaking as they may in their absolute discretion deem fit.”

**ITEM-2**

**Approval for sale of Land and Building of Bhiwadi Branch to M/s Harshit Finvest Private Limited**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges, BSE Limited, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its Land & Building of Bhiwadi Branch, situated at E-424, RIICO Industrial Area, Chopanki, Bhiwadi, Dist. Alwar, Rajasthan- 301017 ("Undertaking") on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to M/s Harshit Finvest Private Limited for a consideration of Rs. 4.95 Crore (Rupees Four Crore and Ninety Five Lacs Only) on such terms and conditions as may be deemed fit by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other

ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit."

**ITEM-3****APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S):**

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


**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's policy on Related Party Transactions, the approval of Shareholders be and is hereby accorded to approve contract(s)/ arrangement(s)/ transaction(s) to be entered with related parties, within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, M/s Bonlon Industries Limited for sale of its Plant and Machinery together with entire other movable assets located in its manufacturing unit (Bhiwadi Branch) situated at E-424, RIICO Industrial Area, Chopanki, Bhiwadi, Dist. Alwar, Rajasthan- 301017 for a consideration of Rs. 1.55 Crores (Rupees One Crore and Fifty Five Lacs Only) and M/s Harshit Finvest Private Limited to sell its Land & Building of Bhiwadi Branch, situated at E-424, RIICO Industrial Area, Chopanki, Bhiwadi, Dist. Alwar, Rajasthan- 301017, for consideration of Rs. 4.95 Crores (Rupees Four Crores and Ninety Five Lacs Only), on such term(s) and condition(s) as more specifically describe under the explanatory statement attached to this notice.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Date: February 26, 2021

Place: New Delhi

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

  
(Arun Kumar Jain)

Managing Director

DIN: 00438324





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****ITEM NO.1 & ITEM NO. 2**

The Company had established a factory for manufacturing of Wires and Cables in F.Y. 2008-09 with small production capacity on a rented property, which was later in F.Y. 2011-12 shifted to its new location situated at E-424, RIICO Industrial Area, Chopanki, Bhiwadi, Dist. Alwar, Rajasthan, owned by the Company, with expansion in production capacity. The above land was bought by the Company in the Year 2010 and the construction of a building was done over it during the F.Y. 2011-12 while the factory was shifted to this location.

In light of the changing economic scenario and due to increasing competitive environment particularly from the unorganized sector and large scale businesses as well as huge cost involve in the manufacturing unit the management intends to sale such unit.

After considering various options the Board decided to sell the same in the overall best interest of all the stakeholders and decided to focus on trading business of the ferrous and non ferrous metals only in which the profit margin are quite better and possibility of losses is less. In trading business the Company is strategically planning to focus on Import of ferrous and non ferrous metals and deliver to the Multi Commodity Exchange ("MCX") or in open market, depending upon situations. Recently, the Company has imported High Grade Zinc Metals in Ingots, Nickel Cathode. The Company has also started to deliver the goods to MCX.

Based on the above plan of action the management of the company intends to sell the manufacturing unit of the company and wants to thoroughly focus on trading business. The transaction is part of the strategic plan of the Company to consolidate and focus on trading business.

The directors are hopeful that by selling this manufacturing unit the Company will be able to generate working capital funds required to expand the trading business including import of metals. The Board of Directors are seeing a bright future of the Company in import of metals and delivery to the MCX or sell in open market, depending on market conditions.

Therefore, the Board of Directors of the Company, at their meeting held on 26th February, 2021 has approved to sell / dispose off entire manufacturing Unit of the Company including Land & Building, Plant & Machinery and entire other movable assets situated at E-424, RIICO Industrial Area, Chopanki, Bhiwadi,

Dist. Alwar, Rajasthan- 301017 (Bhiwadi Branch). The Board of Directors have decided to Sell the Plant & Machinery and entire other movable assets to M/s Bonlon Industries Limited for consideration of Rs. 1.55 Crores (Rupees One Crore and Fifty Five Lacs Only) and Land & Building to M/s Harshit Finvest Private Limited, for consideration of Rs. 4.95 Crores (Rupees Four Crores and Ninety Five Lacs Only) on a slump sale basis as a going concern and on an "as is where is" basis. The sale of undertaking will not have any negative impact on the Company's existing trading business.

The Members of the Company are hereby further informed that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution.

Your Directors recommend to pass the resolutions of Item No. 1 & Item No. 2 as Special Resolution.

None of the Directors and key managerial personnel of the Company or their relatives except Mr. Arun Kumar Jain, Mr. Rajat Jain Mr. Ankit Gupta and their relatives are concerned or interested in the said Special Resolutions of Item No. 1 & Item No. 2.

### **ITEM NO. 3**

The Board of Directors of the Company has approved and recommended to the shareholders in their meeting held on 26<sup>th</sup> February 2021 to sell the Land and Building of Bhiwadi Branch of the Company situated at E-424, RIICO Industrial Area, Chopanki, Bhiwadi, Dist. Alwar, Rajasthan-301017 to M/s Harshit Finvest Private Limited and Plant & Machinery and entire other movable assets



of the Bhiwadi Branch of the Company situated at E-424, RIICO Industrial Area, Chopanki, Bhiwadi, Dist. Alwar, Rajasthan-301017 to M/s Bonlon Industries Limited, and both the said parties are related parties of the Company in terms of provisions of Companies Act, 2013.

The Shareholders of the Company are further informed that the Shareholders of the Company have already passed an Ordinary Resolution in the 12th Annual General Meeting held on 30th September, 2020 for an omnibus approval for all contract(s)/ arrangement(s)/ transaction(s) entered and/or to be entered with related party M/s Bonlon Industries Limited, provided the value of such transactions entered and/or to be entered shall not exceed Rs. 500/- crores at any time during financial year 2020-21. But as current transaction is not a routine transaction in normal course of the business of the Company and therefore the Board of Directors proposed to seek specific approval of shareholders for M/s Bonlon Industries Limited also regarding this current transaction.

Pursuant to Section 188 of Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, a Company has to take approval of shareholders if transactions entered or to entered exceeds the specified limit.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, which is called material related party transactions, the Company has to take the approval of shareholders.

Hence, approval of the shareholders is being sought as ordinary resolution to approve contract(s)/ arrangement(s)/ transaction(s) to be entered with related parties, M/s Bonlon Industries Limited and M/s Harshit Finvest Private Limited for the aforesaid transactions.

Pursuant to Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transactions with M/s Bonlon Industries Limited and M/s Harshit Finvest Private Limited are as follows:

Name of the Related Party	Bonlon Industries Limited	Harshit Finvest Private Limited
Name of the director or key managerial personnel who is related, if any	Mr. Arun Kumar Jain, Mr. Rajat Jain and Mr. Ankit Gupta	Mr. Arun Kumar Jain & Mr. Rajat Jain
Nature of relationship	1. Mr. Arun Kumar Jain - Managing Director and his	1. Mr. Arun Kumar Jain - Managing Director and his

	<p>Wife Mrs. Smita Jain are Director &amp; Shareholder in Bonlon Industries Limited.</p> <p>2. Mr. Rajat Jain- Whole Time Director is Shareholder of Bonlon Industries Limited</p> <p>3. Mr. Ankit Gupta- Non Executive Director is Chief Financial Officer of Bonlon Industries Limited</p>	<p>relatives are Director and Shareholders of Harshit Finvest Private Limited</p> <p>2. Mr. Rajat Jain- Whole Time Director is shareholder of Harshit Finvest Private Limited</p>
Nature, material terms, monetary value and particulars of the contract or arrangements	<p>Sale of Plant and Machinery and entire other movable assets of the Company situated at its Bhiwadi Branch of the Company at E-424, RIICO Industrial Area, Chopanki, Bhiwadi, Dist. Alwar, Rajasthan-301017 at a consideration of Rs. 1.55 Crores (Rupees One Crore and Fifty Five Lacs Only). The sale is subject to the approval of shareholders and other requisite authorities, if any.</p>	<p>Sale of Land and Building of the Company situated at its Bhiwadi Branch of the Company at E-424, RIICO Industrial Area, Chopanki, Bhiwadi, Dist. Alwar, Rajasthan-301017 at a consideration of Rs. 4.95 Crores (Rupees Four Crores and Ninety Five Lacs Only). The sale is subject to the approval of shareholders and other requisite authorities, if any.</p>
Any other information relevant or important for the members to take a decision on the proposed resolution.	<p>The sale consideration is determined on the basis of Independent Valuer's Report and the highest quoted price received from the prospective buyers.</p>	<p>The sale consideration is determined on the basis of Independent Valuer's Report and the highest quoted price received from the prospective buyers.</p>

The above transactions are approved by the Audit Committee as per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015

None of the Directors, Key Managerial Personnel of the Company and their relatives, Except Mr. Arun Kumar Jain, Mr. Rajat Jain, Mr. Ankit Gupta and



their relatives, are concerned or interested, financially or otherwise, in Item No. 3.

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

Date: February 26, 2021

Place: New Delhi

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



**Notes:**

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act, Listing Regulations and MCA Circulars.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), (NSDL together with CDSL, the "Depositories") and is available with the Company as on February 26, 2021. A copy of this Postal Ballot Notice will also be available on the website of the Company (website- <http://bcpowercontrols.com/>), the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of National Securities Depository Limited ("NSDL")
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on February 26, 2021. A person who is not a shareholder on this date should treat this notice for information purpose only.
4. Due to difficulty in dispatch of physical notice / postal ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.

The process for registration of email addresses is as under:

Pursuant to MCA Circulars, for remote e-voting for this Postal Ballot, members who have not registered their email address may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: [www.bigshareonline.com/ForInvestor.aspx](http://www.bigshareonline.com/ForInvestor.aspx). Members may also visit the website of the Company at <http://bcpowercontrols.com/investors-corner/#1526906554136-3113d259-497a> and download soft copy of the notice and the procedure for e-voting. In case of any queries, shareholder may write to [info@bonlongroup.com](mailto:info@bonlongroup.com).

- (a) It is clarified that for permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants.
- (b) Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.



5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of "Listing Regulations". The Company has provided the facility to the members to vote on the resolution through the e-voting facility arranged by National Securities Depository Limited ("NSDL"). The instructions for e-voting are annexed to this Postal Ballot Notice. All the members are requested to cast their votes only through remote e-voting. A member cannot exercise vote by sending physical Postal Ballot.
6. The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman of the Company on or before Tuesday, 13th April, 2021 and will also be displayed on the website of the Company <http://bcpowercontrols.com/investors-corner/> besides being communicated to the Stock Exchange, BSE Limited. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 13th April, 2021.
7. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting.

**8. General information and instructions relating to e-voting**

- A. i. Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to its members in respect of the resolution proposed to be passed in terms of Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Authorized Agency to provide e-voting facilities. The e-voting facility will be available during the following voting period:
  - a) Commencement of e-voting: **Saturday, 13th March, 2021** at 9.00 Hours (IST).
  - b) End of e-voting: **Sunday, 11th April, 2021** at 17.00 Hours (IST).
- ii. The cut-off date for the purpose of e-voting is **Friday 26th February, 2021**.
- iii. This communication forms an integral part of the Postal Ballot Notice, which is enclosed herewith and is also made available on the website of the Company <http://bcpowercontrols.com/investors-corner/>.
- iv. Please read the instructions for e-voting given below before exercising the vote.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on **Saturday, 13<sup>th</sup> March, 2021 at 09:00 A.M.** and ends on **Sunday, 11<sup>th</sup> April, 2021 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

E-voting Particulars:

<b>EVEN (Remote e-voting event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

Members are requested to carefully read the instruction for E-voting before casting their vote.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**  
**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or</b>	<b>Your User ID is:</b>
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Physical	
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**A detail on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



**General Guidelines for shareholders**

2. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vineet@kpgarg.org](mailto:vineet@kpgarg.org) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Mr. Aman Goyal, Assistant Manager, NSDL at the designated email ID: [amang@nsdl.co.in](mailto:amang@nsdl.co.in) or Mr. Narender Dev, Assistant Manager at the designated email ID: [narendrad@nsdl.co.in](mailto:narendrad@nsdl.co.in) or at telephone number +91-8376913413 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode: The 100% share capital of the Company is in Dematerialized Form.
2. In case shares are held in demat mode, please contact your Depository Participant (DP) and register your email address as per the process advised by DP or click on following link [www.bigshareonline.com/ForInvestor.aspx](http://www.bigshareonline.com/ForInvestor.aspx)