

To

Dt: 25.10.2021

BSE Ltd.
Regd. Office: 25th Floor,
P.J. Towers, Dalal Street,
Fort, Mumbai -400 001

Subject: SUBMISSION OF POSTAL BALLOT NOTICE**Ref: Scrip Code-537766, ISIN No- INE905P01028**

Dear Sir/ Madam,

This is with reference to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in furtherance of outcome of the Board Meeting dated 25th October 2021, we are sending herewith Notice of Postal Ballot dated 25th October 2021 together with Explanatory Statement for seeking approval of Members of the Company on the resolutions mentioned in Postal Ballot Notice.

In accordance with the requirement, the said notice is being sent electronically to those members, whose names appearing in the Register of members/List of Beneficial owners as on Friday 22nd October 2021 ("cut- off date").

The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-voting facilities. The remote E-voting period shall commence at 9:00 A.M. (IST) on Tuesday, 26th October, 2021 and conclude on 05:00 P.M. (IST) on Wednesday, 24th November, 2021. The result of remote e-voting shall be declared on or before Friday, the 26th November 2021. The copy of the said Notice is also being uploaded at the website of the Company i.e. www.bcpowercontrols.com

This is for your information and records.

For B.C. POWER CONTROLS LIMITED

Rajbir Sharma


(RAJBIR SHARMA)**COMPANY SECRETARY & COMPLIANCE OFFICER****M.NO. A-66244**

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]**

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Tuesday, October 26, 2021	Wednesday, November 24, 2021

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, General Circular No.39/2020 dated 31stDecember 2020 and General Circular No. 10/2021 dated 23rd June 2021 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, 22 October, 2021** can cast their vote electronically. The remote e-voting facility will be available **from 9:00 Hours (IST) on Tuesday, 26th October, 2021 Upto 17:00 Hours (IST) on Wednesday, 24th November, 2021, failing which it will be considered that no vote has been received from the shareholder.**

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

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 **Friday, 26th November, 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

INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

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 13, read with Section 61 and 64 of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 14,00,00,000 (Rupees Fourteen Crores Only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 02/- each to Rs. 18,00,00,000 (Rupees Eighteen Crores Only) divided into 9,00,00,000 (Nine Crores) Equity Shares of Rs. 02/- each by creation of additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 02/- each ranking pari passu in all respects with the existing equity shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause:

Clause V would be substituted as follows:

V. The Authorised Share Capital of the Company is Rs. 18,00,00,000 (Rupees Eighteen Crores Only) divided into 9,00,00,000 (Nine Crores) Equity Shares of face value of Rs. 02/- each."

"RESOLVED FURTHER THAT the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

ITEM-2

ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS

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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the "BSE") on which the equity shares of the Company having face value of ₹ 02 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot upto 1,40,00,000 Equity Shares at a price of ₹ 4.10/- per Equity Share (including a premium of Rs. 2.10/- per equity share), aggregating to ₹ 5,74,00,000/- (Rupees Five Crore Seventy Four Lacs Only), to the persons belonging to Non Promoter Category, as detailed hereunder ("Proposed Allottees"), for cash consideration on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

Name of the proposed allottee	Category	PAN	Proposed Allotment of Equity Shares
Ruchika Baid	Non Promoter	AHSPB5773E	8,75,000
Saroj Baid	Non Promoter	AHTPB7233L	8,75,000
Suresh Baid	Non Promoter	AIIPB1111F	8,75,000
Suresh Kumar Baid HUF	Non Promoter	AAGHS9852L	8,75,000
Bharat Gupta	Non Promoter	AHNPG0854A	8,75,000
Madhu Gupta	Non Promoter	AANPG6478R	8,75,000
Sanjay Gupta	Non Promoter	AFIPG6417N	8,75,000
Shree Narain Gupta	Non Promoter	AANPG8539P	8,75,000
Nitin Aggarwal	Non Promoter	AHVPA3483B	8,75,000
Kshitiz Aggarwal	Non Promoter	AIEPA4340D	8,75,000
Sushma Aggarwal	Non Promoter	AADPA1069N	8,75,000
Apoorv Agarwal	Non Promoter	ALXPA4366K	8,75,000
Arpit Agarwal	Non Promoter	ALXPA4182D	8,75,000
Satish Agarwal HUF	Non Promoter	AAHS8787C	8,75,000
Satish Agarwal	Non Promoter	AFKPA9305B	8,75,000
Uma Agarwal	Non Promoter	AFPPA3201F	8,75,000

RESOLVED FURTHER that in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the issue price for the Preferential Issue of the Equity Shares is 25th October 2021 ("Relevant Date"), being the date 30 days prior to the last date of Postal Ballot i.e. 24th November 2021.

RESOLVED FURTHER that without prejudice to the generality of the above Resolution, the issue of the Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the BSE Limited and Permitted to trade on National Stock Exchange subject to receipt of necessary regulatory permissions and approvals.
- The Equity Shares shall be allotted in dematerialised form within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER that the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

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

Date: October 25, 2021

Place: New Delhi

(Arun Kumar Jain)
Managing Director
DIN: 00438324

EXPLANATORY STATEMENT:

As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 2 of the accompanying Notice dated 25th October 2021:

ITEM NO :1

The current Authorised Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 7,00,00,000 (Seven Crores) equity shares of Rs. 02/- (Rupees Two only) each. The Board of Directors of the Company in their Meeting held on 25th October 2021 has proposed to increase the Authorised Share Capital of the Company to Rs. 18,00,00,000 (Rupees Eighteen Crores Only) divided into 9,00,00,000 (Nine Crores) Equity Shares of Rs. 02/- each by creation of additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 02/- each as the Company may require to issue additional equity shares to meet the funds requirements of the Company.

Pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, increase in the authorized share capital and alteration of the capital clause of the Memorandum of Association, requires approval of the members.

The Board recommends the resolution set forth in Item No. 1 relating to the increase in the Authorized Share Capital and consequent amendment to the Memorandum of Association for the approval by the Members of the Company by way of an Ordinary Resolution.

None of the Director, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1.

ITEM NO.2

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of special resolution is sought to issue securities by way of private placement on a preferential basis.

The Company is focusing of its trading business which is mainly ferrous and non ferrous metals and now planning to expand this trading business, which would require additional funds. Therefore, to infuse additional working capital in the business of the Company to expand its

trading business, the Board in their meeting on 25th October 2021, has approved the proposed Preferential Issue of up to 1,40,00,000 Equity Shares at a price of ₹ 4.10/- per Equity Share (including a premium of ₹ 2.10/- per equity share), aggregating to ₹ 5,74,00,000/- (Rupees Five Crore Seventy Four Lacs Only) and consequently, recommended the resolution as set out as Item No. 2 of the accompanied notice to be passed by the Members as a special resolution.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

i) **Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors at its meeting held on 25th October 2021 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 1,40,00,000 Equity Shares at a price of ₹ 4.10/- per Equity Share (including a premium of ₹ 2.10/- per equity share), aggregating to ₹ 5,74,00,000/- (Rupees Five Crore Seventy Four Lacs Only), to the persons belonging to Non Promoter Category, for cash consideration, on a preferential basis.

ii) **Kinds of securities offered and the price at which securities are being offered**

Upto 1,40,00,000 Fully Paid Equity Shares of face value of ₹ 2 each, at a price of ₹ 4.10/- per Equity Share (including a premium of ₹ 2.10/- per equity share), aggregating to ₹ 5,74,00,000/- (Rupees Five Crore Seventy Four Lacs Only), such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

iii) **Objects of the Preferential Issue and aggregate amount proposed to be raised**

The Company proposes to raise an amount aggregating up to ₹ 5,74,00,000/- (Rupees Five Crore Seventy Four Lacs Only) through the Preferential Issue. The proceeds of the Preferential Issue will be utilized to meet the working capital requirements of the Company and for general corporate purpose.

iv) **Maximum number of specified securities to be issued**

The resolution set out in this Notice authorize the Board to issue upto 1,40,00,000 equity shares at ₹ 4.10/- per Equity Share (including a premium of ₹ 2.10/- per equity share), aggregating to ₹ 5,74,00,000/- (Rupees Five Crore Seventy Four Lacs Only).

v) **Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 25th October 2021, being the date 30 days prior to the last date of Postal Ballot which is 24th November 2021.

vi) **Basis on which the price has been arrived at and justification for the price (including premium, if any)**

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as the "BSE") and permitted to trade on National Stock Exchange of India Limited ("NSE"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the stock exchange where securities of the Company are permitted to trade and highest trading turnover during last 26 weeks, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price is ₹ 3.99 and the issue price at which the Equity Shares shall be issued is ₹ 4.10 per Equity Share, being higher of the following:

- a) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the twenty-six (26) weeks preceding the Relevant Date, i.e. ₹ 3.17 per Equity Share; or
- b) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the two (2) weeks preceding the Relevant Date i.e. ₹ 3.99 per Equity Share.

The pricing of the Equity Shares to be allotted on preferential basis is ₹ 4.10 per Equity Share which is not lower than the floor price determined in the manner set out above.

vii) **Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue**

The Equity Shares shall be issued to persons not related to Promoter Category. None of the Promoter, Directors or Key Managerial Personnel of the Company and their relatives are intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue.

viii) **Time frame within which the Preferential Issue shall be completed**

In terms of Regulation 170(1) of the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution.

Provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of

such approvals or permissions or within such further period as may be prescribed or allowed by SEBI, stock exchange or other concerned authorities.

ix) **Principal terms of assets charged as securities**

Not applicable.

x) **Shareholding pattern of the issuer Company before and after the Preferential Issue.**

The shareholding pattern of the issuer Company before and after the proposed preferential issue is as follows:

Category	*Pre Issue Shareholding Structure		Post Issue Shareholding Structure	
	No. of Shares	% of Shares	No. of Shares	% of Shares
(A) Promoter and Promoter Group				
(1) Indian				
(a) Individuals/HUF	6180816	10.51	6180816	8.49
(b) Central Govt. /State Govt.	-	-	-	-
(c) Bodies Corporate	85021	0.15	85021	0.12
(d) Financial Institutions /Banks	-	-	-	-
Sub Total (A)(1)	6265837	10.66	6265837	8.61
(2) Foreign				
(a) Individuals (NRIs/ Foreign Individuals)	-	-	-	-
(b) Bodies Corporate	-	-	-	-
(c) Institutions	-	-	-	-
Sub Total (A)(2)	-	-	-	-
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	6265837	10.66	6265837	8.61
(B) Public				
(1) Institutions				
(a) Mutual Funds	-	-	-	-
(b) Venture Capital Funds	-	-	-	-
(c) Alternate Investment Funds	-	-	-	-
(d) Foreign Venture Capital Investors	-	-	-	-

(e) Foreign Portfolio Investors	3456157	5.88	3456157	4.75
(f) Financial Institution/Banks	-	-	-	-
(g) Insurance Companies	-	-	-	-
(h) Provident Funds/ Pension Funds	-	-	-	-
Sub Total (B)(1)	3456157	5.88	3456157	4.75
(2) Central / State government(s)	-	-	-	-
Sub Total (B)(2)	-	-	-	-
(3) Non-Institutions				
(a.1) Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	24754126	42.10	24754126	34.00
(a.2) INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	19307307	32.84	31557307	43.35
(b)NBFCs	-	-	-	-
(c)Employee Trusts	-	-	-	-
(d)Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
(e)Any Other	5016573	8.53	6766573	9.29
SUB TOTAL (B)(3)	49078006	83.47	63078006	86.65
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	52534163	89.34	66534163	91.39
Total	58800000	100.00	72800000	100.00

*The Pre Issue Shareholding pattern is as on October 22, 2021

- xi) **Identity of the Proposed Allottees and the percentage of the post preferential issue capital that may be held by them:**

Name of the proposed allottee	Category	PAN	Pre Issue Shareholding Structure		Proposed Allotment of Equity Shares	Post Issue Shareholding Structure	
			Number	% of shares		Number	% of shares
Ruchika Baid	Non Promoter	AHSPB5773E	Nil	0	8,75,000	8,75,000	1.20
Saroj Baid	Non Promoter	AHTPB7233L	Nil	0	8,75,000	8,75,000	1.20
Suresh Baid	Non Promoter	AIIPB1111F	Nil	0	8,75,000	8,75,000	1.20

Suresh Kumar Baid HUF	Non Promoter	AAGHS9852L	Nil	0	8,75,000	8,75,000	1.20
Bharat Gupta	Non Promoter	AHNPG0854A	Nil	0	8,75,000	8,75,000	1.20
Madhu Gupta	Non Promoter	AANPG6478R	Nil	0	8,75,000	8,75,000	1.20
Sanjay Gupta	Non Promoter	AFIPG6417N	Nil	0	8,75,000	8,75,000	1.20
Shree Narain Gupta	Non Promoter	AANPG8539P	Nil	0	8,75,000	8,75,000	1.20
Nitin Aggarwal	Non Promoter	AHVPA3483B	Nil	0	8,75,000	8,75,000	1.20
Kshitiz Aggarwal	Non Promoter	AIEPA4340D	Nil	0	8,75,000	8,75,000	1.20
Sushma Aggarwal	Non Promoter	AADPA1069N	Nil	0	8,75,000	8,75,000	1.20
Apoorv Agarwal	Non Promoter	ALXPA4366K	Nil	0	8,75,000	8,75,000	1.20
Arpit Agarwal	Non Promoter	ALXPA4182D	Nil	0	8,75,000	8,75,000	1.20
Satish Agarwal HUF	Non Promoter	AAAHS8787C	Nil	0	8,75,000	8,75,000	1.20
Satish Agarwal	Non Promoter	AFKPA9305B	Nil	0	8,75,000	8,75,000	1.20
Uma Agarwal	Non Promoter	AFPPA3201F	Nil	0	8,75,000	8,75,000	1.20

- xii) **Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees as follows:**

Name of the Proposed Allottees	Details Of Ultimate Beneficial Owners
Ruchika Baid	Self
Saroj Baid	Self
Suresh Baid	Self
Suresh Kumar Baid (HUF)	Mr. Suresh Baid (Karta of Suresh Kumar Baid "HUF")
Bharat Gupta	Self
Madhu Gupta	Self
Sanjay Gupta	Self
Shree Narain Gupta	Self
Nitin Aggarwal	Self
Kshitiz Aggarwal	Self
Sushma Aggarwal	Self
Apoorv Agarwal	Self
Arpit Agarwal	Self

Satish Agarwal (HUF)	Mr. Satish Agarwal (Karta of Satish Agarwal "HUF")
Satish Agarwal	Self
Uma Agarwal	Self

xiii) **Consequential changes in the voting Rights and change in the Management**

As a result of the proposed preferential issue of equity shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

None of the Director nor any Key Managerial Personnel of the issuer have any direct, indirect of any shareholding interest to any of the proposed allottees.

xiv) **Lock-in Period**

The Equity Shares to be allotted on a preferential basis to the Proposed Allottees, shall be subject to locked-in for such period(s), as may be applicable to each allottee, in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 and other applicable law for the time being in force.

Further, the entire pre-Preferential Issue shareholding of the proposed allottees, if any, shall be locked-in as per SEBI ICDR Regulations.

xv) **Undertakings**

- a) None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations
- b) The Company is not making any offer to any person belonging to the Promoters or Promoters Group.

xvi) **Re-computation of Issue Price**

The Board of Directors of the Company undertakes that as the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable and therefore the Company is not required to submit the undertaking specified under the relevant provisions of the SEBI ICDR Regulations.

xvii) **Auditors' Certificate**

The certificate from Garg Bros. & Associates, Chartered Accountants, being the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements contained in the Chapter V of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) on all working days up to the last date of

Postal Ballot. This certificate can be inspected electronically. The members desirous to inspect the auditor certificate electronically can send an email at 'info@bonlongroup.com', for inspection of said certificate electronically during the period.

xiv) **Other disclosures**

- a) During the period from 1st April 2021 until the date of this Notice of Postal Ballot, the Company has not made any preferential issue of Equity Shares.
- b) Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
- c) None of the proposed allottees have sold or transferred any Equity Shares during the six months preceding the Relevant Date.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares is being sought by way of a special resolution as set out in the Item No. 2 of the Notice. Provided that, the aforesaid Preferential Issues would be within the Authorised Share Capital of the Company

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and therefore, recommends the Special Resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

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

Date: October 25, 2021

Place: New Delhi

(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 October 22, 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 October 22, 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. Members may also visit the website of the Company at <http://bcpowercontrols.com/investors-corner> 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.

- (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 Friday, 26th November, 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 Wednesday, 24th November, 2021.
7. All the material documents referred to in the explanatory statement will be available for inspection electronically and 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. Members seeking electronic inspection of such documents can send an email to info@bonlongroup.com.
8. *General information and instructions relating to e-voting*
 - 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: **Tuesday, 26th October, 2021** at 9.00 Hours (IST).
 - b) End of e-voting: **Wednesday, 24th November, 2021** at 17.00 Hours (IST).
 - ii. The cut-off date for the purpose of e-voting is **Friday 22nd October, 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 **Tuesday, 26th October, 2021 at 09:00 A.M.** and ends on **Wednesday, 24th November, 2021 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at

	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 with a copy marked to evoting@nsdl.co.in.
2. 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 to reset the password.
3. 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Narendra Dev/ Mr. Abhishek Mishra/ Mr. Ankur Mittal at 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 please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@bonlongroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@bonlongroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. In case shares are held in physical mode: The 100% share capital of the Company is in Dematerialized Form.
6. 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