

**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

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**CETIFIED COPY OF RESOLUTIONS PASSED IN THE ELEVENTH ANNUAL GENERAL MEETING OF B.C. POWER CONTROLS LIMITED HELD ON MONDAY THE 30TH DAY OF SEPTEMBER 2019 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 7A/39, WEA CHANNA MARKET, KAROL BAGH, NEW DELHI-110005.**

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**1. TO RE-APPOINT MR. SURENDER PAL SINGH CHAUHAN AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS:**

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Surender Pal Singh Chauhan (DIN 06706390) as the Non-Executive Independent Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, rules made there-under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second (2<sup>nd</sup>) term of five (5) consecutive years starting from 11<sup>th</sup> September 2019 to 10<sup>th</sup> September 2024 on the Board of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

**2. TO RE-APPOINT MRS. HIMANI JAIN AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS:**

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Himani Jain (Holding DIN 01335035) as the Non-Executive Independent Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, rules made there-under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second (2<sup>nd</sup>) term of five (5) consecutive years starting from 11<sup>th</sup> September 2019 to 10<sup>th</sup> September 2024 on the Board of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this Resolution."

**3. TO RE-APPOINT MR. ANIL KUMAR JAIN AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS:**

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Anil Kumar Jain (Holding DIN 06944997) as the Non-Executive Independent Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, rules made there-under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second (2<sup>nd</sup>) term of five (5) consecutive years starting from 11<sup>th</sup> September 2019 to 10<sup>th</sup> September 2024 on the Board of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this Resolution."

**CERTIFIED TRUE COPY**  
**FOR, B.C. POWER CONTROLS LIMITED**  
SD/-  
**(ARUN KUMAR JAIN)**  
**MANAGING DIRECTOR**  
**DIN: 00438324**

## **EXPLANATORY STATEMENT**

### **PURSUANT TO THE PROVISIONS OF SECTION 102 OF COMPANIES ACT, 2013**

#### **TO RE-APPOINT MR. SURENDER PAL SINGH CHAUHAN, MR. ANIL KUMAR JAIN AND MRS. HIMANI JAIN AS AN INDEPENDENT DIRECTORS FOR SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS:**

Mr. Surender Pal Singh Chauhan (Holding DIN: 06706390), Mrs. Himani Jain (Holding DIN: 01335035 and Mr. Anil Kumar Jain (DIN: 06944997) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 at the 6<sup>th</sup> Annual General Meeting held on 11<sup>th</sup> September, 2014 for a period of five (5) consecutive years ("first term" in line with the explanation to Sections 149 (10) and 149 (11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended to the Board reappointment of Mr. Surender Pal Singh Chauhan (Holding DIN: 06706390), Mrs. Himani Jain (Holding DIN: 01335035 and Mr. Anil Kumar Jain (DIN: 06944997) as Independent Directors for a second term of five (5) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors considers that, given their background and experience and contributions made by them during their tenure, the continued association of the aforesaid Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years effective from 11<sup>th</sup> September, 2019 to 10<sup>th</sup> September, 2024 on the Board of the Company.

Mr. Surender Pal Singh Chauhan, Mrs. Himani Jain and Mr. Anil Kumar Jain are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors and declarations to the effect that they meet with the criteria of Independence as prescribed under Section 149 (6) of the Act and the Listing Regulations.

The Company has received notices in writing from a member as per Section 160 of the Act proposing the candidature of Mr. Surender Pal Singh Chauhan, Mrs. Himani Jain and Mr. Anil Kumar Jain for the office of Independent Directors of the Company.

In the opinion of the Board, Mr. Surender Pal Singh Chauhan, Mrs. Himani Jain and Mr. Anil Kumar Jain fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations Mr. Surender Pal Singh Chauhan, Mrs. Himani Jain and Mr. Anil Kumar Jain are independent of the management.

The Board recommends the Special Resolutions set out at Item No.6, 7 & 8 of the Notice of Annual General Meeting for shareholders' approval.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Surender Pal Singh Chauhan, Mrs. Himani Jain and Mr. Anil Kumar

Jain, is concerned or interested in the resolutions set out at Item No. 6, 7 & 8 in the Notice.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 6, 7 & 8 are provided hereunder pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

**DETAILS OF DIRECTORS PROPOSED TO BE RE-APPOINTED AT THE FORTHCOMING AGM AS REQUIRED BY REGULATION 26 AND REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS – 2):**

<b>Name of the Director</b>	Surender Pal Singh Chauhan	Mrs. Himani Jain	Mr. Anil Kumar Jain
<b>DIN</b>	06706390	01335035	06944997
<b>Date of Birth</b>	21/04/1969	21/04/1987	25/12/1952
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of first appointment</b>	30.09.2013	11.09.2014	11.09.2014
<b>Qualifications</b>	Law Graduate and B.A in English	Graduate in Communication Design from Pearl Academy of Fashion Design- Delhi.	B.Com Graduate
<b>Profile and Expertise</b>	He has been Class-1 Police Commissioner, Assistant Commandant of Border Security Force (BSF) during period 1993 to 1998. He started his practice of law and has vast experience of 20 years in this field with many achievements. He has been Additional Secretary of Delhi High Court Bar Association and at present is a member of Delhi High Court Bar Association.	Mrs. Himani Jain is possessed with quality of Leadership, Administration, Intelligence, Patience & humanity etc.	Expertise of Mr. Anil Kumar Jain is rest with finance, administration and leadership. He has more than 35 years experience of business.
<b>Number of shares held in the Company (as at March 31, 2019)</b>	Nil	Ni	Nil
<b>Terms &amp;</b>	Not liable to retire	Not liable to	Not liable to retire by

<b>Conditions of re-appointment</b>	by rotation.	retire by rotation.	rotation.
<b>Last drawn remuneration</b>	Nil	Nil	Nil
<b>List of Directorships held in other companies as on March 31, 2019</b>	Nil	Nil	RCI Industries and Technologies Limited
<b>No. of Board Meeting attended during the financial year 2018-19</b>	Six	Six	Six
<b>Chairman/Member of the Committees of the Board of other companies in which he is a Director</b>	Nil		<b><u>Chairman:-</u></b> Nil <b><u>Member:-</u></b> <b>(in RCI Industries and Technologies Limited)</b> 1.Audit Committee 2.Nomination & Remuneration Committee 3.Stakeholder Relationship Committee
<b>Relationship between Directors and KMP of the Company</b>	Non	Non	Non

**CERTIFIED TRUE COPY  
FOR, B.C. POWER CONTROLS LIMITED**

SD/-

**(ARUN KUMAR JAIN)  
MANAGING DIRECTOR  
DIN: 00438324**



## *B. C. Power Controls Ltd.*

An ISO 9001:2008 OHSAS 18001: 2004, ISO 14001:2004  
Manufacturer/Importer/Exporter of all types of wires & cables

E-424, RIICO Industrial Area, Chopanki, Bhiwadi, Distt. Alwar (Raj.)  
Phone : +91-8829079940/41/42, +91-9667573809/10, +91-9540007420  
E-mail : power.bc2@gmail.com - www.bcpowercontrols.com

**Date: 11.09.2014**

Mr. Anil Kumar Jain  
5C/97, IInd Floor, New Rohtak Road,  
Delhi- 110005.

Dear Sir,

**Sub: Appointment as a Non-Executive Independent Director of B.C. Power Controls Limited**

We are pleased to confirm your appointment as a Non-Executive Independent Director of the Company with effect from 11 September 2014, which is pursuant to the provisions of Companies Act, 2013 and the Rules made thereunder, SME Equity Listing Agreement and approval of Shareholders in their Annual General Meeting held on 11 September 2014.

Further, as stipulated under the Companies Act, 2013, the appointment of Independent Directors shall be governed by the Schedule IV to the Companies Act, 2013.

The terms of the Appointment, which in any event shall be subject to Companies Act, 2013, Rules made thereunder and the Articles of Association of the Company, are set out below:

### **Appointment**

1. The Appointment is for a term of five consecutive years, expiring on 10<sup>th</sup> September 2019 (the "Termination Date").
2. During your tenure as an Independent Director, you may be asked to serve on one or more of the Board committees. Copies of the terms of reference for each of those committees would be provided to you at the appropriate time, if not already provided for.
3. You will strictly abide by the Code for Independent Directors.
4. The Company expects a commitment of sufficient time and attention as necessary in order to perform your duties under the Appointment. This will include attendance at regular and emergency Board meetings, any annual meeting of Independent Directors and the Annual General Meeting. You may also be required to attend regular meetings of any Board committee of which you are a member. In addition, you will be expected to devote appropriate preparation time ahead of each meeting.
5. By accepting the Appointment, you confirm that you are able to allocate sufficient time to perform your role.

CIN : U31300DL2008PLC179414

Regd Office :- 7A/39, W.E.A. Channa Market, Karol Bagh, Delhi-110 005  
Phone : 011-47532792-95, Fax : +91-11-47532798, Email : info@bonlongroup.com, www.bonlongcables.com



## **Role & Duties**

6. As a Non-Executive Independent Director you have the same general legal responsibilities to the Company as any other Director, except that you shall be held liable only in respect of such acts of omission or commission by a company which had occurred with your knowledge, attributable through board processes and with your consent or connivance or where you had not acted diligently.

7. You will adhere to the following duties of directors, which are more specifically stipulated in Section 166 of the Companies Act, 2013, as under –

(1) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.

(2) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.

(3) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

(4) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

(5) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.

(6) A director of a company shall not assign his office and any assignment so made shall be void.

## **Fees / Commission**

8. As per the Company's Policy you will not be entitle to any sitting fee or commission except the reimbursement of expenses as mentioned hereunder.

## **Reimbursement of Expenses**

9. In addition to the fee described in 8 above, the Company will reimburse you for all reasonable and properly documented expenses you incur in performing your role. You may submit any details of expenses incurred to the Company Secretary.

10. During the Appointment, circumstances may arise in the furtherance of your duties as a Director when it will be appropriate for you to seek advice from independent advisors at the Company's expense. The Company will reimburse the full cost of expenditure incurred as deemed necessary.

## **Other directorships and business interests**

11. The Company acknowledges that you may have business interests other than those of the Company and that you may have declared any conflicts that are

apparent at present. In the event that you become aware of any potential conflicts of interest, not declared so far, these may be disclosed to the Chairman and Company Secretary as soon as they become apparent.

12. During the Appointment, you may please inform us prior to accepting any other (or further) directorships of publicly quoted companies or any major external appointments, to avoid any conflict of interest with your current position in the Company.

#### **Code of Conduct & other compliances**

13. During the Appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.

14. At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149 (6)..

#### **Confidentiality**

15. You must apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the Appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Non-Executive Independent Director of the Company.

16. Your attention is drawn to the requirements under both legislation and regulation as to the disclosure of price-sensitive information. Consequently you should avoid making any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

17. On termination of the Appointment, you will deliver to the Company all books, document, papers and other property of or relating to the business of the Company which are in your possession, custody or power by virtue of your position as a Non-Executive Independent Director of the Company.

#### **Performance Review Process**

18. The performance of individual Directors and the whole Board and its Committees shall be evaluated by the Remuneration & Nomination Committee. If, in the interim, there are any matters arising in connection with your role as a Non-Executive Independent Director which cause you concern, you may discuss with us as soon as appropriate.



**Publication of the letter of appointment**

1. In line with the provisions of the Companies Act, 2013, the Company may make public a generic copy of this letter on its website at [www.bcpowercontrols.com](http://www.bcpowercontrols.com) and the same shall be open for inspection at the registered office of the company by any member during normal business hours.

Please confirm your agreement to the above by signing and returning to me the enclosed duplicate of this letter.

Yours sincerely,

For **B.C. POWER CONTROLS LIMITED**

  
(Arun Kumar Jain)  
Chairman & Managing Director  
DIN: 00438324



To,

**B.C. POWER CONTROLS LIMITED**

I have read and I agree to the above terms regarding my appointment as a Non-Executive Independent Director of B.C. Power Controls Limited

  
(Anil Kumar Jain)  
DIN:06944997

Place: *New Delhi*  
Date: *11/09/2014*

Ref. No.:.....

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

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

Date : .....

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

**Date: 11.09.2014**

Mr. Surender Pal Singh Chauhan  
1654 Type- IV (old), Delhi ADM Flats,  
Gulabi Bagh, Delhi-110007

Dear Sir,

**Sub: Appointment as a Non-Executive Independent Director of B.C. Power Controls Limited**

We are pleased to confirm your appointment as a Non-Executive Independent Director of the Company with effect from 11 September 2014, which is pursuant to the provisions of Companies Act, 2013 and the Rules made thereunder, SME Equity Listing Agreement and approval of Shareholders in their Annual General Meeting held on 11 September 2014.

Further, as stipulated under the Companies Act, 2013, the appointment of Independent Directors shall be governed by the Schedule IV to the Companies Act, 2013.

The terms of the Appointment, which in any event shall be subject to Companies Act, 2013, Rules made thereunder and the Articles of Association of the Company, are set out below:

**Appointment**

1. The Appointment is for a term of five consecutive years, expiring on 10<sup>th</sup> September 2019 (the "Termination Date").
2. During your tenure as an Independent Director, you may be asked to serve on one or more of the Board committees. Copies of the terms of reference for each of those committees would be provided to you at the appropriate time, if not already provided for.
3. You will strictly abide by the Code for Independent Directors.
4. The Company expects a commitment of sufficient time and attention as necessary in order to perform your duties under the Appointment. This will include attendance at regular and emergency Board meetings, any annual meeting of Independent Directors and the Annual General Meeting. You may also be required to attend regular meetings of any Board committee of which you are a member. In addition, you will be expected to devote appropriate preparation time ahead of each meeting.

CIN : L31300DL2008PLC179414

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

Phone : +91-8829079950/41, +91-9667573809/10, +91-9540007421

E-mail : power.bc2@gmail.com • www.bcpowercontrols.com

5. By accepting the Appointment, you confirm that you are able to allocate sufficient time to perform your role.

### **Role & Duties**

6. As a Non-Executive Independent Director you have the same general legal responsibilities to the Company as any other Director, except that you shall be held liable only in respect of such acts of omission or commission by a company which had occurred with your knowledge, attributable through board processes and with your consent or connivance or where you had not acted diligently.

7. You will adhere to the following duties of directors, which are more specifically stipulated in Section 166 of the Companies Act, 2013, as under –

(1) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.

(2) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.

(3) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

(4) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

(5) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.

(6) A director of a company shall not assign his office and any assignment so made shall be void.

### **Fees / Commission**

8. As per the Company's Policy you will not be entitled to any sitting fee or commission except the reimbursement of expenses as mentioned hereunder.

### **Reimbursement of Expenses**

9. In addition to the fee described in 8 above, the Company will reimburse you for all reasonable and properly documented expenses you incur in performing your role. You may submit any details of expenses incurred to the Company Secretary.

10. During the Appointment, circumstances may arise in the furtherance of your duties as a Director when it will be appropriate for you to seek advice from independent advisors at the Company's expense. The Company will reimburse the full cost of expenditure incurred as deemed necessary.

### **Other directorships and business interests**

11. The Company acknowledges that you may have business interests other than those of the Company and that you may have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, not declared so far, these may be disclosed to the Chairman and Company Secretary as soon as they become apparent.

12. During the Appointment, you may please inform us prior to accepting any other (or further) directorships of publicly quoted companies or any major external appointments, to avoid any conflict of interest with your current position in the Company.

### **Code of Conduct & other compliances**

13. During the Appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.

14. At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149 (6)..

### **Confidentiality**

15. You must apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the Appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Non-Executive Independent Director of the Company.

16. Your attention is drawn to the requirements under both legislation and regulation as to the disclosure of price-sensitive information. Consequently you should avoid making any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

17. On termination of the Appointment, you will deliver to the Company all books, document, papers and other property of or relating to the business of the Company which are in your possession, custody or power by virtue of your position as a Non-Executive Independent Director of the Company.

### **Performance Review Process**

18. The performance of individual Directors and the whole Board and its Committees shall be evaluated by the Remuneration & Nomination Committee. If, in the interim, there are any matters arising in connection with your role as a Non-Executive Independent Director which cause you concern, you may discuss with us as soon as appropriate.

### **Publication of the letter of appointment**

1. In line with the provisions of the Companies Act, 2013, the Company may make public a generic copy of this letter on its website at [www.bcpowercontrols.com](http://www.bcpowercontrols.com) and the same shall be open for inspection at the registered office of the company by any member during normal business hours.

Please confirm your agreement to the above by signing and returning to me the enclosed duplicate of this letter.

Yours sincerely,

For **B.C. POWER CONTROLS LIMITED**

  
  
(Naveen Kumar)  
Company Secretary





## *B. C. Power Controls Ltd.*

An ISO 9001:2008 OHSAS 18001: 2004, ISO 14001:2004  
Manufacturer/Importer/Exporter of all types of wires & cables

E-424, RIICO Industrial Area, Chopanki, Bhiwadi, Distt. Alwar (Raj.)  
Phone : +91-8829079940/41/42, +91-9667573809/10, +91-9540007420  
E-mail : power.bc2@gmail.com - www.bcpowercontrols.com

**Date: 11.09.2014**

Mr. Anil Kumar Jain  
5C/97, IInd Floor, New Rohtak Road,  
Delhi- 110005.

Dear Sir,

**Sub: Appointment as a Non-Executive Independent Director of B.C. Power Controls Limited**

We are pleased to confirm your appointment as a Non-Executive Independent Director of the Company with effect from 11 September 2014, which is pursuant to the provisions of Companies Act, 2013 and the Rules made thereunder, SME Equity Listing Agreement and approval of Shareholders in their Annual General Meeting held on 11 September 2014.

Further, as stipulated under the Companies Act, 2013, the appointment of Independent Directors shall be governed by the Schedule IV to the Companies Act, 2013.

The terms of the Appointment, which in any event shall be subject to Companies Act, 2013, Rules made thereunder and the Articles of Association of the Company, are set out below:

### **Appointment**

1. The Appointment is for a term of five consecutive years, expiring on 10<sup>th</sup> September 2019 (the "Termination Date").
2. During your tenure as an Independent Director, you may be asked to serve on one or more of the Board committees. Copies of the terms of reference for each of those committees would be provided to you at the appropriate time, if not already provided for.
3. You will strictly abide by the Code for Independent Directors.
4. The Company expects a commitment of sufficient time and attention as necessary in order to perform your duties under the Appointment. This will include attendance at regular and emergency Board meetings, any annual meeting of Independent Directors and the Annual General Meeting. You may also be required to attend regular meetings of any Board committee of which you are a member. In addition, you will be expected to devote appropriate preparation time ahead of each meeting.
5. By accepting the Appointment, you confirm that you are able to allocate sufficient time to perform your role.

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## **Role & Duties**

6. As a Non-Executive Independent Director you have the same general legal responsibilities to the Company as any other Director, except that you shall be held liable only in respect of such acts of omission or commission by a company which had occurred with your knowledge, attributable through board processes and with your consent or connivance or where you had not acted diligently.

7. You will adhere to the following duties of directors, which are more specifically stipulated in Section 166 of the Companies Act, 2013, as under –

(1) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.

(2) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.

(3) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

(4) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

(5) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.

(6) A director of a company shall not assign his office and any assignment so made shall be void.

## **Fees / Commission**

8. As per the Company's Policy you will not be entitle to any sitting fee or commission except the reimbursement of expenses as mentioned hereunder.

## **Reimbursement of Expenses**

9. In addition to the fee described in 8 above, the Company will reimburse you for all reasonable and properly documented expenses you incur in performing your role. You may submit any details of expenses incurred to the Company Secretary.

10. During the Appointment, circumstances may arise in the furtherance of your duties as a Director when it will be appropriate for you to seek advice from independent advisors at the Company's expense. The Company will reimburse the full cost of expenditure incurred as deemed necessary.

## **Other directorships and business interests**

11. The Company acknowledges that you may have business interests other than those of the Company and that you may have declared any conflicts that are



apparent at present. In the event that you become aware of any potential conflicts of interest, not declared so far, these may be disclosed to the Chairman and Company Secretary as soon as they become apparent.

12. During the Appointment, you may please inform us prior to accepting any other (or further) directorships of publicly quoted companies or any major external appointments, to avoid any conflict of interest with your current position in the Company.

### **Code of Conduct & other compliances**

13. During the Appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.

14. At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149 (6)..

### **Confidentiality**

15. You must apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the Appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Non-Executive Independent Director of the Company.

16. Your attention is drawn to the requirements under both legislation and regulation as to the disclosure of price-sensitive information. Consequently you should avoid making any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

17. On termination of the Appointment, you will deliver to the Company all books, document, papers and other property of or relating to the business of the Company which are in your possession, custody or power by virtue of your position as a Non-Executive Independent Director of the Company.

### **Performance Review Process**

18. The performance of individual Directors and the whole Board and its Committees shall be evaluated by the Remuneration & Nomination Committee. If, in the interim, there are any matters arising in connection with your role as a Non-Executive Independent Director which cause you concern, you may discuss with us as soon as appropriate.

**Publication of the letter of appointment**

1. In line with the provisions of the Companies Act, 2013, the Company may make public a generic copy of this letter on its website at [www.bcpowercontrols.com](http://www.bcpowercontrols.com) and the same shall be open for inspection at the registered office of the company by any member during normal business hours.

Please confirm your agreement to the above by signing and returning to me the enclosed duplicate of this letter.

Yours sincerely,

For **B.C. POWER CONTROLS LIMITED**

  
(Arun Kumar Jain)  
Chairman & Managing Director  
DIN: 00438324



To,

**B.C. POWER CONTROLS LIMITED**

I have read and I agree to the above terms regarding my appointment as a Non-Executive Independent Director of B.C. Power Controls Limited

  
(Anil Kumar Jain)  
DIN:06944997

Place: *New Delhi*  
Date: *11/09/2014*