

To

Dt: 06.09.2025

BSE Ltd.

Regd. Office: 25<sup>th</sup>Floor,  
P.J. Towers, Dalal Street,  
Fort, Mumbai -400 001

**Sub: Notice of 17<sup>th</sup> Annual General Meeting, Closure of Register of Members and Share Transfer Books and Information regarding E-voting facility**

**Ref: Scrip Code-537766, ISIN No- INE905P01028**

Dear Sir/Ma'am,

This is to inform you that the 17<sup>th</sup> Annual General Meeting of the members of the Company will be held on Tuesday, 30<sup>th</sup> September, 2025 at 02:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the business(s) as specified in AGM Notice, pursuant to circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI). We are enclosing herewith Notice of 17<sup>th</sup> Annual General Meeting of the Company.

In terms of Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to section 91 of the Companies Act, 2013, as amended from time to time, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24<sup>th</sup> September 2025 to Tuesday, 30<sup>th</sup> September 2025 (both days inclusive) for the purpose of the 17<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 30<sup>th</sup> September, 2025 at 02:00 P.M. (IST) through Video Conferencing ("vc") / Other Audio-Visual Means ("OAVM").

Further, Pursuant to Section 108 of the Companies Act 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014, the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide remote e-voting facility to its Members enabling them to cast their vote for all the resolutions as set in the Annual General Meeting Notice provided by the NSDL. The e-voting period commences on Saturday, 27<sup>th</sup> September, 2025 at 9:00 A.M. (IST) and ends on Monday, 29<sup>th</sup> September, 2025 at 5:00 P.M. (IST) (both days inclusive).

# *B. C. Power Controls Ltd.*

Importer • Whole Sale Trader • Non Ferrous Metals

CIN : L31300DL2008PLC179414

Further, e-voting facility shall also be available at the AGM and will also be provided by the NSDL. The members who have already cast their vote through remote e-voting prior to the AGM may also attend the AGM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") but shall not be entitled to cast their vote at the AGM. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 'cut-off date' i.e. Tuesday, 23<sup>rd</sup> September 2025.

This is for your kind information and record please.

Thanking You,

Yours Truly,

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

**(CHANDER SHEKHAR JAIN)**

**MANAGING DIRECTOR**

**DIN: 08639491**

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**Regd. Office:** 7A/39, W.E.A. Channa Market, Karol Bagh, Delhi-110005, Phone : 011 - 4753 2792 - 95

Fax : + 91 - 11 - 4753 2798, Email : [info@bonlongroup.com](mailto:info@bonlongroup.com) [www.bonlongroup.com](http://www.bonlongroup.com)

**Branch Office:** 401, 4th Floor, Manek Plaza, 169, Vidya Nagri Marg, Kalina, Santacruz, East Mumbai Suburban, Maharashtra-400098, India

**Godown:** Plot No. H-1/1398, RIICO Industrial Area, Rampur, Mundana, Bhiwadi, Distt. Alwar, (Rajasthan) Phone : 8955097125

**B.C. POWER CONTROLS LIMITED**

(CIN: L31300DL2008PLC179414)

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

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

Phone: 011-47532795, Fax: 011-47532798

**NOTICE**

**17<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 17<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF B.C. POWER CONTROLS LIMITED WILL BE HELD ON TUESDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2025 AT 02:00 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 7A/39, WEA CHANNA MARKET, KAROL BAGH, NEW DELHI -110005.**

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**ORDINARY BUISNESS:**

**1. To consider and adopt:**

- a) the audited standalone financial statements of the company for the financial year ended March 31, 2025 along with the reports of the Board of Directors and Auditors thereon;  
and
- b) the audited consolidated financial statements of the company for the financial year ended March 31, 2025 and the report of Auditors thereon.

in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

- a) **“RESOLVED THAT** the audited standalone financial statements of the company for the financial year ended March 31, 2025 along with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- b) **“RESOLVED THAT** the audited consolidated financial statements of the company for the financial year ended March 31, 2025, along with the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted”

**2. To re-appoint Mr. Nitin Aggarwal (DIN: 06713847), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.**

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 provision of Section 152 of the Companies Act, 2013, Mr. Nitin Aggarwal (DIN: 06713847), who retires by rotation at this meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:**

3. To appoint Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** (“the Act”) read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the company, consent of the members be and is hereby accorded for appointment of M/s Dabas S & Co., Company Secretaries (Peer Review Certificate No.-5677/2024 (Proprietor- Mr. Sanjeev Dabas, Practicing Company Secretary, ACS No.: 65138, C.P. No.: 24418) be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, at a remuneration of Rs. 72,000/- plus GST (Seventy-Two Thousand Only plus GST) per annum (in quarterly break-ups), which may be further increased by the Board of Directors of the Company or any Committee of the Board of Directors (‘the Board’) in consultation with the Secretarial Auditor from time to time.

**RESOLVED FURTHER THAT** the Audit Committee/Board of Directors of the company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Secretarial Auditors, during the tenure of their appointment.”

4. To approve transactions under Section 185 of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification, amendment or re-enactment thereof for the time being in force, read with relevant rules framed thereunder and subject to such approvals, consents, sanction and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute) to give any loan, including any loan represented by book debt or give guarantee or provide any security in connection with any loan taken/ to be taken by any entity which is to be a subsidiary or associate or joint venture or group entity of the Company or any other person in which any of the Director of the Company

is deemed to be interested (collectively referred to as the "Entities"), up to an amount not exceeding in aggregate Rs. 200 crore (Rupees Two crores only) at any time, provided that such loan is /are utilized by the borrowing Companies for their respective principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the loan and /or guarantee including among others things, the security for repayment, tenure of loan, tranches, interest rate and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regards and /or to settle all questions, difficulties or doubts that may arise at any stage from time to time including amendment of the terms and conditions at which the loan is granted or security is provided as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek further consent or approval of the Members or otherwise. “

5. To approval of Loan and Investment under Section 186 of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 200 Crores (Rupees Five Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise

in this regard including power to sub-delegate in order to give effect to this resolution.”

6. To approve Material Related Party Transaction(s) and in this regard, to consider and if thought fit, to pass 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 ratify and/or approve all contract(s)/ arrangement(s)/ transaction(s) entered and/or to be entered with related parties M/s Proxima Industries Private Limited, 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, provided that the value of all such transactions entered and/or to be entered shall not exceed

<b>Name of the party</b>	<b>Amount</b>
Proxima Industries Private Limited	Rs. 200 Crores

at any time from the conclusion of ensuing 17<sup>th</sup> Annual General Meeting of the Company to the conclusion of 18<sup>th</sup> Annual General Meeting of the Company to be held in year 2026, on such term(s) and condition(s) as the Board of Directors may deem fit.

**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.”

7. To approve the remuneration of Mr. Chander Shekhar Jain (DIN: 08639491) and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, on the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to fix the remuneration of Mr. Chander Shekhar Jain (DIN: 08639491), Managing Director, amounting to Rs. 4,80,000/- (Four Lakh Eighty Thousand) per annum.

**RESOLVED FURTHER THAT** save and except as aforesaid, the special resolution approved and passed by the members through postal ballot on 13<sup>th</sup> May 2022 with respect to the appointment of Mr. Chander Shekhar Jain, as Managing Director shall continue to remain in force and effect.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of loss or inadequacy of profits, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Mr. Chander Shekhar Jain, over and above the limits specified under section 197 of the Companies Act, 2013, within the maximum limits prescribed under sub-section II(A) of the part II of Schedule V of the Companies Act, 2013, based on effective capital of the Company.

**RESOLVED FURTHER THAT** pursuant to section 197(1)(i) the remuneration to Mr. Chander Shekhar Jain, over and above the limits of 5% and/or 10% of the net profits of the company, as the case may be.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all acts, deeds including filing of requisite forms and take steps as may be deemed necessary proper or expedient to give effect to the above resolution and matters incidental thereto”.

8. To approve the remuneration of Mr. Nitin Aggarwal (DIN: 06713847) and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, on the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to fix the remuneration of Mr. Nitin Aggarwal (DIN: 06713847), Whole Time Director, amounting to Rs. 6,84,000/- (Six Lakh Eighty Four Thousand) per annum.

**RESOLVED FURTHER THAT** save and except as aforesaid, the special resolution approved and passed by the members through postal ballot on 13<sup>th</sup> May 2022 with respect to the appointment of Mr. Nitin Aggarwal, as Whole Time Director shall continue to remain in force and effect.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of loss or inadequacy of profits, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Mr. Nitin Aggarwal, over and above the limits specified under section 197 of the Companies Act, 2013, within the maximum limits prescribed under sub-

section II(A) of the part II of Schedule V of the Companies Act, 2013, based on effective capital of the Company.

**RESOLVED FURTHER THAT** pursuant to section 197(1)(i) the remuneration to Mr. Nitin Aggarwal, over and above the limits of 5% and/or 10% of the net profits of the company, as the case may be.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all acts, deeds including filing of requisite forms and take steps as may be deemed necessary proper or expedient to give effect to the above resolution and matters incidental thereto”.

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

Date: September 01, 2025

Place: New Delhi

**(Chander Shekhar Jain)**  
**Managing Director**  
**DIN: 08639491**  
**Add: C-2/317, 2nd Floor, Janakpuri,**  
**New Delhi-110058**

## NOTES:

The Register of Members and the Share Transfer books of the Company will remain closed from, Wednesday, 24<sup>th</sup> September, 2025 to Tuesday, 30<sup>th</sup> September, 2025 (both days inclusive).

1. MCA has vide its General Circulars No. (i) 14/2020 dated April 8, 2020, (ii) 17/2020 dated April 13, 2020, (iii) 20/2020 dated May 5, 2020, (iv) 10/2022 dated December 28, 2022, (v) 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard the latest being (vi) 09/2024 dated September 19, 2024 (“MCA Circulars”) and SEBI vide its circulars No. (i) SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, (ii) SEBI/HO/CFD/CMD2/CIR/P/2021/11dated January 15, 2021, (iii) SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, (iv) SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 13, 2023, (v) SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and (vi) SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (“SEBI Circulars”) permitted the holding of the Annual General Meeting through VC/ OAVM, without the physical presence of a Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the Act) the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 (‘Listing Regulations’), MCA Circulars and SEBI Circulars, the 17<sup>th</sup> AGM of the company is being held through VC/OAVM on Tuesday, September 30, 2025, at 02:00 P.M. IST. The deemed venue for the AGM will be the Registered Office of the company.
2. **Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members to attend and cast vote for the members will not be available for this AGM and hence the Proxy Form and Attendance Slip not annexed to this Notice.**
3. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. In terms of the provisions of Section 152 of the Act, Mr. Nitin Aggarwal, Director of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointments.

Mr. Nitin Aggarwal, Directors of the Company, is interested in the Ordinary Resolution set out at Item Nos. 2, of the Notice with regard to his re-appointment. The relatives of Mr. Nitin Aggarwal may be deemed to be interested in the resolutions set out at Item Nos. 2 of the Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 2 of the Notice.

5. Details of Directors retiring by rotation / seeking re-appointment at this Meeting are provided in the “Annexure” to the Notice
6. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Institutional Investors, who are Members of the Company, are encouraged to attend the 17<sup>th</sup> AGM through VC/OA VM mode and vote electronically. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OA VM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [cssanjeevdabas@gmail.com](mailto:cssanjeevdabas@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) & [info@bonlongroup.com](mailto:info@bonlongroup.com).
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and

Transfer Agent / Depository Participants / Depositories. Additionally, in accordance with the regulation 36(1)(b) of the Listing Regulations, the company is also sending a letter to member whose email IDs are not registered with company RTA/DP providing the web link of the company's website for accessing the annual report for the FY 2024-25. Members who intend to receive physical copy of Annual Report may send E-mail to [info@bonlongroup.com](mailto:info@bonlongroup.com). Members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at [www.bcpowercontrols.com](http://www.bcpowercontrols.com), websites of the BSE Limited, [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited (NSDL), [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

12. Further, those members who have not registered their email address and in consequence could not be served the Annual Report for the Financial Year 2024-25 and Notice of 17<sup>th</sup> Annual General Meeting, may temporarily get themselves registered with RTA of the Company Bigshare Services Private Limited, by clicking the link: [www.bigshareonline.com/ForInvestor.aspx](http://www.bigshareonline.com/ForInvestor.aspx) for receiving the same. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through e-mail going forward.
13. The Company has fixed the cut- off date of **Friday, 29<sup>th</sup> August, 2025** for determining the entitlement of shareholders to receive Annual Report of the Financial Year 2024-25.
14. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 24<sup>th</sup> September, 2025 to Tuesday, 30<sup>th</sup> September, 2024 (both days inclusive).
15. Members who have not registered / updated their email addresses with Bigshares Services Private Limited, are requested to do so for receiving all future communications from company including Annual Reports, Notices, Circulars etc. electronically.
16. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to Bigshares Services Private Limited, Registrar & Share Transfer Agent of the company quoting their Folio number.
17. Members are requested to notify immediately about any change in their postal address/ e-mail address/ bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent viz. M/s Bigshare Services Private Ltd having its office at 302, Kushal Bazar 32-33 Nehru Place New Delhi-11001 although 100% paid capital of the Company as on date of this notice is in de-mat form.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, accordingly, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company (although 100% of paid-up capital of the Company is in de-mat form as on date of this notice).
19. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
20. Members desirous of obtaining any information/ clarification concerning the Financial Statements for the Financial Year ended March 31, 2025, of the Company, may send their queries in writing at least seven days before the Annual General Meeting to the Company Secretary at the registered office of the Company or at e-mail id: [info@bonlongroup.com](mailto:info@bonlongroup.com).
21. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/Demat form, the nomination form may be filed with the respective Depository Participant.
22. Inspection:
- All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on [info@bonlongroup.com](mailto:info@bonlongroup.com).
  - The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
23. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
24. In compliance with Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as may be amended from time to time, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meeting issued by Institute of Company Secretaries of India, the Company is pleased to provide E-Voting facility to

the Members of the Company to exercise their right to vote at the 17<sup>th</sup> Annual General Meeting (AGM) by electronic means (remote e-voting) in respect of the resolutions contained in this notice and the business may be transacted through e-voting services provided by NSDL.

The facility for voting, through electronic voting system on the resolution(s) shall also be made available at the AGM and members attending the meeting through VC/OAVM who have not already cast their vote on the resolution(s) by remote e-voting shall be able to exercise their right to vote on such resolution(s) at the meeting.

- I. The Members who have already cast their vote by remote e-voting prior to the AGM would be entitled to attend the AGM through VC / OAVM but shall not be entitled to vote on such resolution(s) at the meeting.
- II. The Remote e-voting period commences from **09.00 a.m. on Saturday, 27<sup>th</sup> September, 2025 and ends at 05.00 p.m. on Monday, 29<sup>th</sup> September, 2025**. During this period, the members of the company, holding shares either in physical form or in demat form, as on the **cut-off date of Tuesday, 23<sup>rd</sup> September, 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.
- III. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at 17<sup>th</sup> Annual General Meeting (AGM) **is Tuesday 23<sup>rd</sup> September, 2025**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of E-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- IV. The Board of Directors of your Company have appointed Mr. Sanjeev Dabas, Practicing Company Secretary as the Scrutinizer for conducting the voting through electronic voting system or through polling paper at the AGM, in fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of voting at the AGM will unblock the votes cast through remote E-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than 02 (two) working days from the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman,

or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at [www.bcpowercontrols.com](http://www.bcpowercontrols.com).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Saturday, 27<sup>th</sup> September, 2025 at 09:00 A.M. and ends on Monday, 29<sup>th</sup> September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September 2025.**

**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 and joining virtual meeting 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.

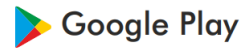
Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click

with NSDL.

- on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
  3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 hold 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
  5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](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.com](mailto:evoting@nsdl.com) 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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 [cssanjeevdabas@gmail.com](mailto:cssanjeevdabas@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Narendra Dev at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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](mailto: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](mailto: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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@bonlongroup.com](mailto:info@bonlongroup.com). The same will be replied by the company suitably.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective networks.
7. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least Ten days prior to the meeting mentioning their name, Demat account number/folio number, email id, mobile number at [info@bonlongroup.com](mailto:info@bonlongroup.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Ten days prior to the meeting mentioning their name, Demat account number/folio number, email id, and mobile number at [info@bonlongroup.com](mailto:info@bonlongroup.com). These queries will be replied to by the company suitably by email. g. Those shareholders who have registered themselves

as a speaker will only be allowed to express their views / ask questions during the meeting.

9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## **EXPLANATORY STATEMENT**

### **ORDINARY BUSINESS:**

#### **ITEM NO. 2:**

### **EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Details of Directors seeking Appointment/re-appointment at the Annual General Meeting.

<b>Name of Director</b>	Mr. Nitin Aggarwal
<b>Date of Birth</b>	29/08/1960
<b>DIN</b>	06713847
<b>Date of Appointment/ Re- Appointment</b>	14.02.2022
<b>Type of Appointment</b>	Whole Time Director (Liable to Retire by Rotation)
<b>Qualification</b>	B.Com Graduate from CCS University
<b>Expertise in specific functional area</b>	Having good knowledge of Business Skills, Marketing expertise, Management Skills and fair knowledge of financial activities.
<b>Directorship held in other listed entities</b>	APG Towers Private Limited Proxima Industries Private Limited
<b>Listed entities from which resigned in past three years</b>	Nil
<b>Memberships/Chairmanships of Committees of other Companies</b>	Chairman: Nil Membership: Nil
<b>Relationship with other Director/s</b>	No
<b>Number of Shares held in the Company</b>	39,90,952

### **SPECIAL BUSINESS:**

### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF COMPANIES ACT, 2013 FOR ITEM NO. 3 TO 8 OF THE NOTICE:**

#### **ITEM NO. 3:**

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation

of the board of directors. The Board of Directors, at its meeting held on May 28, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of M/s Dabas S & Co., Company Secretaries (Peer Review-5677/2024 (Proprietor- Mr. Sanjeev Dabas, Practicing Company Secretary, ACS No.: 65138, C.P. No.: 24418), as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors of the Company, from time to time. Proprietor of Dabas S & Co., Mr. Sanjeev Dabas, Practicing Company Secretary, is an associate member of the Institute of Company Secretaries of India ("ICSI") and has more than 5 years of experience in corporate secretarial practices.

Dabas S & Co. has consented to its appointment as Secretarial Auditor, if appointed, and has confirmed that it has subjected itself to peer review process of the ICSI and holds a valid certificate of peer review issued by the ICSI. Further, Dabas S & Co. has confirmed that it is eligible for appointment as the Secretarial Auditor and has not incurred any disqualification specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is Rs. 72,000/- (which may be paid in quarterly breakups during the year). The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of its term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 3 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board of Directors commends the Ordinary Resolution set out at Item No. 3 of this Notice for approval by the members

#### **ITEM NO. 4:**

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. In terms of the Section 185 of the Companies Act 2013, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution. Hence, as an abundant caution, the Board decided to seek

approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to provide financial assistance by way of loan or give guarantee or provide security in respect of loans taken by such any person, for their principal business activities. The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommends resolution as set out in item No. 4 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board of Directors commends the Ordinary Resolution set out at Item No. 4 of this Notice for approval by the members

**ITEM NO. 5:**

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit in the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'. Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 200 Crores (Rupees Two Hundred Crores) over and above the limit under section 183 (2) of Companies Act 2013, at any point of time.

The Board of Directors recommends resolution as set out in item No. 5 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board of Directors commends the Ordinary Resolution set out at Item No. 5 of this Notice for approval by the members

#### **ITEM NO. 6**

The Company is engaged in Business of Trading of Ferrous & Non- Ferrous Metals. The related party M/s Proxima Industries Private Limited is also engaged in business of trading of Ferrous & Non- Ferrous Metals and construction business.

So, during the normal course of business, the Company has to enter various transactions with related party M/s Proxima Industries Private Limited including sale, purchase, job work, services and also for short term working capital requirement.

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 has 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 ratify and/or approve all contract(s)/ arrangement(s)/ transaction(s) entered and/or to be entered with above mentioned related parties.

The aggregate value of transaction(s) with aforesaid parties may exceed the said threshold limits as prescribed under 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 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the period starting from the conclusion of 17<sup>th</sup> AGM to the conclusion of 18<sup>th</sup> AGM.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transactions with M/s B.C. Power Controls Limited are as follows:

Name of the Related Party	<b>Proxima Industries Private Limited</b>
Name of the director or key managerial personnel who is related, if any	Mr. Nitin Aggarwal and Mr. Chander Shekhar Jain
Nature of relationship	Mr. Nitin Aggarwal and Mr. Chander Shekhar

	Jain, directors of the Company are director and shareholders of M/s Proxima Industries Private Limited
Nature, material terms, monetary value and particulars of the contract or arrangements	Sale, Purchase or Supply of any Goods or Material, Job Work, Short Term funding for working capital requirements by or to and any other transaction(s).
Any other information relevant or important for the members to take a decision on the proposed resolution.	All transactions took place in normal course of business and according to market conditions, Company's requirements.

The above transactions are approved by the Audit Committee as per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements), 2015

The Board recommends the Resolution as set out under business item no. 6 in the notice of this meeting for approval of the Members by means of an Ordinary Resolution.

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

#### **ITEM NO. 7:**

Mr. Chander Shekhar Jain was appointed as a Whole Time Director of the Company by the shareholders of Company for a period of five year starting from 14.08.2021 to 13.08.2026 and further re-designated by the shareholders as Managing Director for through postal ballot on 13<sup>th</sup> May 2022 for his remain term of appointment which is ending on 13.08.2026.

Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Chander Shekhar Jain was approved for a period of three years w.e.f., May 13, 2022 to May 12, 2025. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mr. Chander Shekhar Jain as Managing Director of the Company for the remaining period. The details are set out below:-

- (i) Remuneration:** The remuneration proposed to be paid to Mr. Chander Shekhar Jain, Managing Director for the remaining period of his term is Rs. 4,80,000/- (Four Lakh Eighty Thousand Only).

(ii) **Other Benefits:** Mr. Chander Shekhar Jain, will also be entitled to such other benefits, schemes, privileges and amenities as are granted to senior executives of the Company in accordance with the Company's practices, rules and regulations in force from time to time.

(iii) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits of the Company, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Mr. Chander Shekhar Jain, over and above the limits specified under section 197 of the Companies Act, 2013, within the maximum limits prescribed under sub-section II(A) of the part II of Schedule V of the Companies Act, 2013, based on effective capital of the Company.

Further pursuant to section 197(1)(i) of the Companies Act, 2013, the remuneration to Mr. Chander Shekhar Jain, may be over and above the limits of 5% and/or 10% of the net profits of the company, as the case may be.

In compliance with provision of Sections 196,197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

Considering the job responsibilities, background, experience, achievements and other criteria and on recommendation of Nomination and Remuneration Committee of the Company, Board of Directors proposed to shareholders to approve the remuneration of Managing Director by passing a Special Resolution in accordance with Section II, Part II of Schedule V of the Companies Act, 2013 as if profits of Company are inadequate.

**Details required under Section II, Part II of Schedule V of the Companies Act, 2013 given hereunder:**

I.	GENERAL INFORMATION	<p>➤ <b>Nature of Industry:</b> The Company is business of Metal Industry. It deals in all types of ferrous and non ferrous metals.</p> <p>➤ <b>Date of Commencement of Commercial Production:</b> The Company was incorporated on 12.06.2008 and thereafter started the manufacturing and trading activities.</p> <p>➤ <b>Financial Performance:</b></p>												
		<table border="1"> <thead> <tr> <th><b>PARTICULARS</b></th> <th><b>2024-25 (Amt. in Lakhs)</b></th> <th><b>2023-24 (Amt. in Lakhs)</b></th> </tr> </thead> <tbody> <tr> <td><b>Revenue</b></td> <td>9,763.22</td> <td>9,849.07</td> </tr> <tr> <td><b>Expenditure</b></td> <td>9,657.53</td> <td>9,753.24</td> </tr> <tr> <td><b>Profit Before</b></td> <td><b>105.68</b></td> <td><b>95.83</b></td> </tr> </tbody> </table>	<b>PARTICULARS</b>	<b>2024-25 (Amt. in Lakhs)</b>	<b>2023-24 (Amt. in Lakhs)</b>	<b>Revenue</b>	9,763.22	9,849.07	<b>Expenditure</b>	9,657.53	9,753.24	<b>Profit Before</b>	<b>105.68</b>	<b>95.83</b>
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<b>Net Profit</b>	<b>79.04</b>	<b>71.68</b>									
II.	Information about Mr. Chander Shekhar Jain	<p>➤ <b>Back Ground, Recognition, Job Profile &amp; Suitability:</b> Mr. Chander Shekhar Jain has a vast experience of Metal Industry. He has been worked in Metal industry for more than two decades. He has also worked as a director of M/s AKJ Metals Private Limited for around two years. Mr. Chander Shekhar Jain is business minded person having unique innovative business ideas and great forecasting ability. He is a B.Com graduate from Delhi University having good understanding of financial figures.</p> <p>➤ <b>PROPOSED REMUNERATION:</b></p> <p><b>Salary:</b> upto Rs. 4,80,000/- (Rs. Four Lakh Eighty Thousand Only) Per Annum</p> <p><b>Other Benefits:</b> Mr. Chander Shekhar Jain, Managing Director, shall also be entitled to such other benefits, schemes, privileges and amenities as are granted to senior executives of the Company in accordance with the Company's practices, rules and regulations in force from time to time.</p>									
III	OTHER INFORMATION	<p>The Management of Company is focusing on increase in turnover of the Company and Profit as well. But due to volatile market condition, fluctuations in metals pricing, strong market competitions etc. are some of the bigger challenges to the Company. Therefore, the profits of Company are inadequate and in accordance with the provisions of Companies Act, 2013, for giving the proposed remuneration to Managing Director special resolution is to be passed by shareholders.</p> <p>In coming years Company will do efforts to increase the profits with increasing the turnover.</p>									
IV	Disclosures:	Additional information is given in Corporate Governance Report.									

**EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 OF SEBI  
(LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS)  
REGULATIONS,2015**

Details of Directors seeking Appointment/re-appointment at the Annual General Meeting.

<b>Name of Director</b>	Mr. Chander Shekhar Jain
<b>Date of Birth</b>	29/08/1960
<b>DIN</b>	<b>08639491</b>
<b>Date of Appointment/ Re- Appointment</b>	Appointment as Managing Director on 13.05.2022
<b>Type of Appointment</b>	Managing Director (Liable to Retire by Rotation)
<b>Qualification</b>	B.Com Graduate from Delhi University
<b>Expertise in specific functional area</b>	Having good knowledge of Business Skills, Marketing expertise, Management Skills and fair knowledge of financial activities.
<b>Directorship held in other companies</b>	M/s Proxima Industries Private Limited
<b>Memberships/Chairman ships of Committees of other Companies</b>	Nil
<b>Relationship with other Director/s</b>	None
<b>Number of Shares held in the Company</b>	Nil

The Board recommends the Special Resolution set out at Item No. 7 for approval by shareholders.

None of the Director or KMP and their relatives other than Mr. Chander Shekhar Jain is concerned or interested, financially or otherwise in resolution to be passed in Item No. 7 except to the extent of equity shares held by them in the Company.

**ITEM NO. 8:**

Mr. Nitin Aggarwal was appointed as a Whole Time Director of the Company in Board Meeting held on 14.02.2022 and his appointment was approved by the shareholders of the Company through postal ballot on 13<sup>th</sup> May 2022 for a period of five year starting from 14.02.2022 to 13.02.2027.

Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Nitin Aggarwal was approved for a period of three years w.e.f., February 14, 2022 to February 13, 2025. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended

from time to time is now sought for the remuneration payable to Mr. Nitin Aggarwal as Whole Time Director of the Company for the remaining period. The details are set out below:-

- (i) **Remuneration:** The remuneration proposed to be paid to Mr. Nitin Aggarwal, Whole Time Director for the remaining period of his term is Rs. 6,84,000/- (Six Lakh Eighty Four Thousand Only).
- (ii) **Other Benefits:** Mr. Nitin Aggarwal, will also be entitled to such other benefits, schemes, privileges and amenities as are granted to senior executives of the Company in accordance with the Company's practices, rules and regulations in force from time to time.
- (iii) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits of the Company, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Mr. Nitin Aggarwal, over and above the limits specified under section 197 of the Companies Act, 2013, within the maximum limits prescribed under sub-section II(A) of the part II of Schedule V of the Companies Act, 2013, based on effective capital of the Company.

Further pursuant to section 197(1)(i) of the Companies Act, 2013, the remuneration to Mr. Nitin Aggarwal, may be over and above the limits of 5% and/or 10% of the net profits of the company, as the case may be.

In compliance with provision of Sections 196,197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

Considering the job responsibilities, background, experience, achievements and other criteria and on recommendation of Nomination and Remuneration Committee of the Company, Board of Directors proposed to shareholders to approve the remuneration of Managing Director by passing a Special Resolution in accordance with Section II, Part II of Schedule V of the Companies Act, 2013 as if profits of Company are inadequate.

**Details required under Section II, Part II of Schedule V of the Companies Act, 2013 given hereunder:**

I.	GENERAL INFORMATION	<p>➤ <b>Nature of Industry:</b> The Company is business of Metal Industry. It deals in all types of ferrous and non ferrous metals.</p> <p>➤ <b>Date of Commencement of Commercial Production:</b> The Company was incorporated on 12.06.2008 and thereafter started the manufacturing and trading activities.</p>
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II.	Information about Mr. Chander Shekhar Jain	<p>➤ <b>Back Ground, Recognition, Job Profile &amp; Suitability:</b> Mr. Nitin Aggarwal is B.Com Graduate from CCS University. He is Having good knowledge of Business Skills, Marketing expertise, Management Skills and fair knowledge of financial activities. He has been served as director in various private limited companies. He has multifold specialization. He has family business experience of metal industry.</p> <p>➤ <b><u>PROPOSED REMUNERATION:</u></b></p> <p><b>Salary:</b> upto Rs. 6,84,000/- (Rs. Six Lakh Eighty Four Thousand Only) Per Annum</p> <p><b>Other Benefits:</b> Mr. Nitin Aggarwal, Whole Time Director, shall also be entitled to such other benefits, schemes, privileges and amenities as are granted to senior executives of the Company in accordance with the Company's practices, rules and regulations in force from time to time.</p>																		
III	OTHER INFORMATION	The Management of Company is focusing on increase in turnover of the Company and Profit as well. But due to volatile market condition, fluctuations in metals pricing, strong market competitions etc. are some of the bigger challenges to the Company. Therefore, the profits of Company are inadequate and in accordance with the provisions of Companies Act, 2013, for giving the proposed remuneration to Managing Director special resolution is to be passed by shareholders.																		

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IV	Disclosures:	Additional information is given in Corporate Governance Report.

**EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Details of Directors seeking Appointment/re-appointment at the Annual General Meeting.

<b>Name of Director</b>	Mr. Nitin Aggarwal
<b>Date of Birth</b>	29/08/1960
<b>DIN</b>	06713847
<b>Date of Appointment/ Re- Appointment</b>	14.02.2022
<b>Type of Appointment</b>	Whole Time Director (Liable to Retire by Rotation)
<b>Qualification</b>	B.Com Graduate from CCS University
<b>Expertise in specific functional area</b>	Having good knowledge of Business Skills, Marketing expertise, Management Skills and fair knowledge of financial activities.
<b>Directorship held in other listed entities</b>	APG Towers Private Limited Proxima Industries Private Limited
<b>Listed entities from which resigned in past three years</b>	Nil
<b>Memberships/Chairmanships of Committees of other Companies</b>	Chairman: Nil Membership: Nil
<b>Relationship with other Director/s</b>	No
<b>Number of Shares held in the Company</b>	39,90,952

The Board recommends the Special Resolution set out at Item No. 8 for approval by shareholders.

None of the Director or KMP and their relatives other than Mr. Nitin Aggarwal is concerned or interested, financially or otherwise in resolution to be passed in Item No. 8 except to the extent of equity shares held by them in the Company.

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

Date: September 01, 2025

Place: New Delhi

**(Chander Shekhar Jain)**  
**Managing Director**  
**DIN: 08639491**  
**Add: C-2/317, 2nd Floor, Janakpuri,**  
**New Delhi-110058**