

## **NOTICE OF 31<sup>st</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of **BCL Enterprises Limited** will be held on Thursday, 15<sup>th</sup> September, 2016, at 10:00 A.M at Terrace, Arunachal Building, 19 Barakhamba Road, New Delhi-110001 to transact the following businesses:

### **Ordinary Business**

1. To receive consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sangita (DIN:06957418), who retires by rotation in terms of section 152(6) of the Companies Act 2013 and being eligible, offers herself for re-appointment.
3. Ratification of Appointment of M/s. Krishan Rakesh & Co., [FRN NO. 009088N] Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration as may be mutually agreed between the Board of Directors of the company and the Auditors.

### **Special Business**

#### **4. CONTRIBUTION TO CHARITABLE INSITUION & FUNDS.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 181 of the Companies Act, 2013 and other provisions, if any, of the Companies Act, 2013 or rules made there-under, subject to the consent of the members of the Company, the approval of board members be and is hereby accorded to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, institutions, trust, organization, relating/ not relating to the business of the Company or the welfare of its employees, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large and/or incur any expenditure on their behalf, up to an amount not exceeding Rs. 10,00,000/- (Rupees Ten Lakhs Only) during any Financial Year of the Company” notwithstanding the fact that said amount may exceed 5% of the Company’s average net profit for the three immediately preceding financial years.

**By the order of the Board  
For BCL Enterprises Limited**

**Sd/-  
Anuj Rastogi  
(Company Secretary)  
Membership No. 36976**

Date: 12.08.2016  
Place: New Delhi

## NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING**

In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed.

3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report. No extra attendance slip and/or Annual Report will be provided at the venue of the Annual General Meeting. Also, Route map to the venue of meeting is enclosed.
4. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
5. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.
6. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Friday, 9<sup>th</sup> September, 2016 and Thursday, 15<sup>th</sup> September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
7. 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, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company M/s. MAS Services Limited.
8. The Company is providing facility of REMOTE E-VOTING and the business may be transacted through such voting. Details instructions are provided in the notice itself.
9. The facility for voting through Ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
10. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again
11. The ISIN of the Equity Shares of Rs.10/- each is INE368E01015.
12. Electronic copy of the Notice of Annual General Meeting and Annual Report 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of Annual General Meeting and Annual Report 2015-16 is being sent in the permitted mode.

13. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Annual General Meeting at the registered office of the Company.
14. Members are requested to notify change in address, if any, to the Company quoting their Folio Numbers, Name and number of share held by them etc.
15. Members are requested to register their e-mail addresses with the Company or depository for receiving communications including Annual Reports, Notices and Circulars etc. by the Company electronically.
16. For security reasons, no article/baggage will be allowed at the venue of the meeting.
17. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
18. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
19. The persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares as on the cut-off date i.e, 8<sup>th</sup> September, 2016, then the member may obtain Login ID and other e-Voting related details from the Company.
20. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

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

##### **Item No. 4:**

#### **CONTRIBUTION TO CHARITABLE FUNDS AND INSITUION**

As per the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of a Public Company shall not, except with the consent of the members in general meeting, contribute, after the commencement of the Act, to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed five per cent, of its average net profit for the three immediately preceding financial years.

As the Company wants to make the contribution of more than five per cent, of its average net profit, approval of the shareholders pursuant to Section 181 of the Companies Act, 2013 is required to make such donation as proposed in the resolutions.

Accordingly, the ordinary resolution as set out in the notice is being put for approval of the shareholder.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution. The Board of Directors recommends the resolution for your approval.

**Additional information in respect of directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015**

**Brief Profile:**

**Mrs. Sangita**

Mrs. Sangita has been working in various social fields for a long time. She possesses good management techniques and rich experience. She is competent and capable to hold the current position and provide valuable services to the Company and the work execution in a balanced manner. She possesses broad vision that shall be helpful for the Company to emerge more strongly.

Name	<b>Mrs Sangita</b>
Age	<b>47 years</b>
Name of the listed companies in which the person also holds Directorship and Membership of Committees of the board	Nil
Shareholding in the Company	Nil

**E-Voting Instructions**

Dear Member,

**Sub: Voting through electronic means**

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) 2015, BCL Enterprises Limited ("the Company") is offering e-Voting facility to its members in respect of the business to be transacted at the Annual General Meeting scheduled to be held on Thursday, the 15th September, 2016 at 10:00 A.M.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-Voting facilities. The e-Voting particulars are set out below:

The e-Voting facility will be available during the following voting period:

- β Commencement of e-Voting: 12<sup>th</sup> September, 2016 at 9:00 A.M.
- β End of e-Voting: 14<sup>th</sup> September, 2016 till 5:00 P.M.
- β The cut-off date for the purpose of e-Voting is 8<sup>th</sup> September 2016

Please read the instructions printed overleaf before exercising the vote. This Communication forms an internal part of the Notice dated 12<sup>th</sup> August, 2016 for the Annual General Meeting scheduled to be held on 15<sup>th</sup> September, 2016. The Notice of the Annual General Meeting and this communication will also be available on the website of the Company.

**Voting through electronic means**

- i. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- ii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iii. The remote e-voting period commences on 12th September, 2016 (9:00 am) and ends on 14<sup>th</sup> September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8<sup>th</sup> September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iv. The process and manner for remote e-voting are as under:
  - A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
    - (iii) Click on Shareholder – Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of " BCL Enterprises Limited"
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail to [jacs.sharma@gmail.com](mailto:jacs.sharma@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
    - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

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

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

## BCL Enterprises Limited

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- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8<sup>th</sup> September, 2016.
- v. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8<sup>th</sup> September, 2016, may obtain login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [bclenterprisesltd@gmail.com](mailto:bclenterprisesltd@gmail.com).

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

- vi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- viii. Ms. Jayanti Sharma (Membership No. 22180) on behalf of M/s. Grover Ahuja & Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- ix. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- x. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter 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 make, not later than three days of 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange.

**By the order of the Board  
For BCL Enterprises Limited**

**Sd/-  
Anuj Rastogi  
(Company Secretary)  
Membership No. 36976**

Date: 12.08.2016  
Place: New Delhi