

[illegible]

Ref. No.:.....

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

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

Date :

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

ANNEXURE- A

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY SHAREHOLDERS OF B.C. POWER CONTROLS LIMITED THROUGH POSTAL BALLOT INCLUDING E- VOTING & THE RESULTS WERE DECLARED BY CHAIRMAN, MR. ARUN KUMAR JAIN ON 30TH MAY 2018 AT THE REGISTERED OFFICE OF THE COMPANY.

ITEM NO. 01

SUB-DIVISION OF 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10/- EACH INTO 5 (FIVE) EQUITY SHARES OF RS. 2/- EACH

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), each Equity Share of the Company having a face value of Rs. 10 each fully paid-up be sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2 each fully paid-up.

RESOLVED FURTHER THAT on sub-division 5 (Five) Equity Shares of face value of Rs. 2 each be allotted in lieu of existing 1 (one) Equity Share of Rs. 10 each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of Rs. 10 each of the Company and shall be entitled to participate in full in dividends to be declared after the subdivided Equity Shares are allotted.

RESOLVED FURTHER THAT on sub-division of Equity Shares held in the dematerialised form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred on it.





B. C. Power Controls Ltd.

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

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EXPLANATORY STATEMENT SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO.1 & 2

As the members are aware, the equity shares of your company are listed on the BSE Limited and are also regularly traded on the said Exchanges. With a view to broad the investor base by encouraging the participation of the retail investors and also with a view to increase the liquidity of the Company's Shares, the Board of Directors in its meeting held on April 20, 2018 recommended sub-division of 1 (one) equity share of face value of Rs. 10/- each into 5 (five) equity shares of Rs. 2/- each. The aforesaid sub-division of 1 (one) equity share of face value of Rs. 10/- each into 5 (five) equity shares of Rs. 2/- each would require amendment to existing Capital Clause V of the Memorandum of Association. After approval of the resolutions set out at Item Nos. 1 and 2 by shareholders, the Board of Directors or Committee thereof will fix the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

Pursuant to the provisions of Section 13, and Section 61 of the Companies Act, 2013 approval of the members is required for sub-division of shares and consequent amendment to Clause V of the Memorandum of Association. The Board recommends the Resolutions at item No. 1 and 2 of this Notice, for approval of the Members. A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days till the conclusion of this Postal Ballot.

In view of above, you are requested to grant your consent to above said special resolutions as set out herein in the postal ballot notice of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

CERTIFIED TRUE COPY

FOR B.C. POWER CONTROLS LIMITED

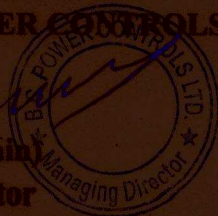
(Arun Kumar Jain)

Managing Director

DIN: 00438324

Date: 31st May 2018

Place: New Delhi



CIN : L31300DL2008PLC179414

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

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



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Date :

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ANNEXURE- B

TO WHOMSOEVER IT MAY CONCERN

UNDERTAKING IN RESPECT OF SUB-DIVISION/ STOCK SPLIT

Board of Directors of the Company has fixed a record date of **15th June 2018** for the purpose of division/ stock split of Rs. 10/- per share of the Company into the shares of Rs. 02/- each.

hereby undertake that the company will set up Auto Corporate Action with both the depositories- ~~CDSL & NSDL~~ for execution before ~~BOD~~ on the trading date succeeding the record

er, the Company undertakes to resolve any complaint on account of the failure on the part of

00000340047163
 B C POWER CONTROLS LTD
 A-7B, JHILMIL INDUSTRIAL AREA, G T ROAD,
 SHAHDARA

DELHI
 DELHI
 110095

H I HOUSE - DELHI
 H.I.HOUSE, CONNAUGHT PLACE
 18/23, K.G.MARG,
 NEW DELHI

Statement of Account For Period: 30-May-2018 to 31-May-2018

Account Number: 00000340047163
 Currency: INR

Date	Transaction Description	Chq/Ref. No	Value Date	Debit Amount	Credit Amount	Closing Balance
30-May-2018	RTGS Cr-BKID0006000-B C POWER CONTROLS	BKIDR520180530009 90481	30-May-2018		7,400,000.00	8,119,521.52
30-May-2018	RTGS Dr-SCBL0036027-INDIATRADELINKPVTLT	HDFCR520180530802 22212	30-May-2018	7,343,066.00		776,455.52
31-May-2018	RTGS OUTWARD CHARGES RTGS Dr-SCBL003602		30-May-2018	50.00		776,405.52
31-May-2018	CGST - RTGS OUTWARD CHARGES - NCB181512	NCB1815120801156	31-May-2018	4.50		776,401.02
31-May-2018	SGST - RTGS OUTWARD CHARGES - NCB181512	NCB1815120801156	31-May-2018	4.50		776,396.52
31-May-2018	00600340005156-BSE LTD	805310064552	31-May-2018	10,800.00		765,596.52

Statement Summary

Opening Balance	Debit Count	Credit Count	Total Debit	Total Credit	Closing Balance
719,521.52	5	1	7,353,925.00	7,400,000.00	765,596.52

End of the Statement

B.C. POWER CONTROLS LIMITED

(CIN: L31300DL2008PLC179414)

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

Email: info@bcplongroup.com Website: www.bcpowercontrols.com

Phone: 011-47532795, Fax: 011-47532798

NOTICE OF POSTAL BALLOT

2 of 10

[Pursuant to Section 100 of the Companies Act, 2013 read with the Rules of Companies (Management and Administration) Rules, 2014]

To
All Households,
B.C. POWER CONTROLS LIMITED

Continued

Notice is hereby given pursuant to Section 100 read with Rule 20 of (Management & Administration) Rules, 2014 to give effect to the provision of the Companies Act, 2013, if any, (including any statutory modifications or amendments) in force for the time being in force and the right to participate in the election of directors of the Company for the forthcoming general meeting of the Company.

Accordingly, draft resolution & explanatory statement setting out the details of the matters proposed to be placed before the members for decision as "Matters to be decided" under Section 100 of the Companies Act, 2013 is annexed herewith for your consideration.

Section 100

The Board of Directors of the Company has appointed Mr. Vinod Garg, Advocate, 203, Skipper Corner, 88 Nehru Place, New Delhi-110019 as a proxy holder in the opinion of the Board can conduct the Postal ballot voting process in a fair & transparent manner. Members are requested to read the instructions annexed herewith and submit the Postal ballot Form duly enclosed in the self-addressed postage prepaid envelope so as to reach the office of Mr. Vinod Garg, Skipper Corner, 88 Nehru Place, New Delhi-110019 before 15.05.2018 at 03.00 P.M. to be eligible for being considered. Kindly note that the Postal ballot Form(s) received beyond the said date shall be treated as if the reply has not been received.

The Board of Directors of the Company has appointed Mr. Vinod Garg, Advocate, 203, Skipper Corner, 88 Nehru Place, New Delhi-110019 as a proxy holder in the opinion of the Board can conduct the Postal ballot voting process in a fair & transparent manner. Members are requested to read the instructions annexed herewith and submit the Postal ballot Form duly enclosed in the self-addressed postage prepaid envelope so as to reach the office of Mr. Vinod Garg, Skipper Corner, 88 Nehru Place, New Delhi-110019 before 15.05.2018 at 03.00 P.M. to be eligible for being considered. Kindly note that the Postal ballot Form(s) received beyond the said date shall be treated as if the reply has not been received.

In compliance of Section 100 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2014 and, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is also providing remote e-voting facility

An e-voting facility is available to the members of the Company (Members) through the e-voting facility of the Company (E-Voting Facility) as per the provisions of the Companies (Management and Administration) Rules, 2014 and the Companies (E-Voting) Regulations, 2015.

RESEARCH

~~Continuation of Form No. 101, for the 1964-65 season~~
 Continuation of Form No. 101

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the Company in his self-
 satisfaction in winning of
 the Standard size, being the
 Chairman of the Company on 30th d

The Result shall be announced by
5th day of May, 1908 at 8 P.M. at the
Cinema Theatre, Karol Bagh, New Dehli

The Resolutions, if approved, will constitute a resolution of the Board of Directors of the Company, on the website of the website of Bombay Stock Exchange www.bseindia.com along with

The Notice along with Postal ballot form has also been www.evotingindia.com of the Company and on the website of the Registrar of Companies and on the website of the www.evotingindia.com.

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ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

To consider and resolve

RESOLVED THAT subject to Section 13, 61 and other applicable provisions of the

"RESOLVED

that the Board of Directors of the Company be and is hereby authorized to

and to do all acts, deeds, matters

and to seek and obtain all such approvals from the concerned

the said Board of Directors

Clause V of the Memorandum of Association of the Company

Shareholders' Approval

the following Clause

relating to Capital be substituted by

as follows:

Clause V would be substituted as follows:

Company is Rs. 14,00,00,000 (Rupees Fourteen Crores and Rs. 2 each."

The Authorized Capital of the Company (Only) divided into 7,00,00,000 shares

Board or Directors of the Company (which may include one or more of its members) be authorized to take such steps as may be necessary or any of its powers hereunder conferred to the Board (and, Director(s) of the Company and the Company Secretary or otherwise, in relation to the above and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

RESOLVED FURTHER THAT the expression shall also include a Clause which may be necessary including the obligation of Mr. Arun Kumar Jain and/or Mr. Ravi Kumar Jain and/or any other person or persons to do all acts, deeds, matters, expedient or incidental for the purpose of giving effect to this resolution."

ITEM NO. 3

APPROVAL AND RATIFICATION OF RELATED PARTY TRANSACTIONS

RESOLVED THAT pursuant to the provisions of Section 186 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)/

01/18/2018

provided that the value of all such transactions entered and/or to be entered shall not exceed, ~~in the aggregate, the aggregate amount of the Company's assets~~ in any one financial year, subject to the terms and conditions as the Board of Directors may deem fit.

provided that the value of all such transactions entered and/or to be entered shall not exceed, ~~in the aggregate, the aggregate amount of the Company's assets~~ in any one financial year, subject to the terms and conditions as the Board of Directors may deem fit.

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

RESOLVED that the Board of Directors be and is hereby authorised to exercise any of the powers conferred on it by or under this resolution to the Agent of the Company and to do all acts and take such steps as may be considered expedient to give effect to the aforesaid resolution."

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

Debit
2018

Place: New Delhi
Date: 20/04/2018

Attest:
Company Secretary
ACB-33302

Attest:
Company Secretary
ACB-33302