



B.C. POWER CONTROLS **LIMITED**

06TH ANNUAL REPORT
(2013-2014)



CORPORATE INFORMATION

❖ BOARD OF DIRECTORS:

- Mr. Arun Kumar Jain - Chairman & Managing Director
- Mr. Rajat Jain – Executive Director
- Mr. Praveen Kumar Aggarwal - Independent Director
- Mr. Surender Pal Singh Chauhan - Independent Director

❖ KEY MANAGERIAL PERSONNEL:

- Mr. Arun Kumar Jain - Chairman & Managing Director
- Mr. Naveen Kumar - Company Secretary & Compliance Officer
- Mr. Rajat Jain – Chief Financial Officer

❖ AUDIT COMMITTEE:

- Mr. Praveen Kumar Aggarwal - Chairman
- Mr. Surender Pal Singh Chauhan - Member
- Mr. Arun Kumar Jain - Member

❖ SHAREHOLDER GRIEVANCE COMMITTEE:

- Mr. Praveen Kumar Aggarwal - Chairman
- Mr. Surender Pal Singh Chauhan - Member
- Mr. Arun Kumar Jain - Member

❖ NOMINATION & REMUNERATION COMMITTEE:

- Mr. Praveen Kumar Aggarwal - Chairman
- Mr. Surender Pal Singh Chauhan - Member
- Mr. Arun Kumar Jain - Member

❖ INDEPENDENT AUDITORS:

M/s. Mehta & Company
(Chartered Accountants)
K.K Tower, First Floor,
F-296(J), RIICO Chowk,
Bhiwadi - 301019.

❖ SHARE TRANSFER AGENTS:

Bigshare Services Private Limited
E2 Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri East, Mumbai-400072.

❖ **BANKERS:**

- **Bank of India**
66, Janpath,
New Delhi- 110001.
- **HDFC Bank Limited**
G-34, Suryakiran Building,
19, Kasturba Gandhi Marg,
New Delhi-110001.

❖ **REGISTERED OFFICE:**

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

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

❖ **LISTED IN STOCK EXCHANGES:**

Bombay Stock Exchange, SME Platform, Mumbai

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B.C. POWER CONTROLS LIMITED

(CIN: U31300DL2008PLC179414)

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

Notice is hereby given that the SIXTH ANNUAL GENERAL MEETING of B.C. POWER CONTROLS LIMITED will be held at the registered office of the company situated at 7A/39, WEA Channa Market, Karol Bagh, New Delhi-110005 on Thursday, 11th September, 2014 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as on 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and report of Directors & Auditors' thereon.
2. To re-appoint Mr. Rajat Jain (Holding DIN 00438444), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Garg Bros & Associates, Chartered Accountants (Firm Registration No. 001005N) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Eleventh Annual General Meeting of the Company to be held in the year 2019 (subject to the ratification by shareholders at every Annual General Meeting held hereafter), at such remuneration as may be mutually agreed between Board of the Director of the Company and Auditors."

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. SURENDER PAL SINGH CHAUHAN AS AN INDEPENDENT DIRECTOR

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (ACT) and the rules framed thereunder read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Surender Pal Singh Chauhan (DIN 06706390), a non- executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for the Independence as provided in section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from September 11, 2014 to September 10, 2019."

5. APPOINTMENT OF MRS. HIMANI JAIN AS AN INDEPENDENT DIRECTOR

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 Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (ACT) and the rules framed thereunder read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Himani Jain (Holding DIN 01335035), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director, along-with a declaration that she meets the criteria for the Independence as provided in section 149(6) of the Act and Clause 52 of SME Equity Listing Agreement and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from September 11, 2014 to September 10, 2019.”

6. APPOINTMENT OF MR. ANIL KUMAR JAIN AS AN INDEPENDENT DIRECTOR

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 Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (ACT) and the rules framed thereunder read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Kumar Jain, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, along-with a declaration that he meets the criteria for the Independence as provided in section 149(6) of the Act and Clause 52 of SME Equity Listing Agreement and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from September 11, 2014 to September 10, 2019.”

Date: 05.08.2014
Place: New Delhi

By Order of the Board of Directors

Sd/-
(ARUN KUMAR JAIN)
Chairman & Managing Director
DIN: 00438324

IMPORTANT NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The company has fixed the CUTT-OFF Date 08.08.2014 for determining the entitlement of shareholders to get Annual Report. The Register of Members and the Share Transfer books of the Company will remain closed from September 10, 2014 to September 11, 2014.
3. The Register of Members and share Transfer Books of the Company will be closed from September 10, 2014 to September 11, 2014.
4. The Company has a dedicated e-mail address info@bonlongroup.com for shareholders to mail their queries or lodge complaints, if any. The Company will endeavour to reply to your queries at the earliest.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set out the details relating to Special Business at the meeting, is annexed to this notice.
6. Details under Clause 52 of the BSE SME Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
7. 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.
8. 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 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.
9. Electronic copy of the Notice of the Sixth Annual General Meeting of the Company along with Annual Report for 2013-14 is being sent to all the members whose e-mail I.Ds are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members

who have not registered their e-mail address, physical copies of the Notice of the AGM along with Annual Report for 2013-14 is being sent in the permitted mode.

10. Notice of the Sixth Annual General Meeting of the Company along with Annual Report for 2013-14 will also be available on the Company's website www.bcpowercontrols.com. Members may download it from following link www.bcpowercontrols.com/other-files/annual_report.pdf
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
12. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice. The instructions for e-voting are as under:
 - A.** In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and also open PDF file namely "BCP- e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of B.C. Power Controls Limited which is 100792. Now you are ready for 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 the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - 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 vineet@kpgarg.org, with a copy marked to evoting@nsdl.co.in.
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.
 - B.** In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
 - i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

- i. The e-voting period commences at 9.00 a.m. on Friday, September 05, 2014 and ends at 06.00 p.m on Saturday, September 06, 2014. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on August 08, 2014, 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 shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 08, 2014.
- iii. Mr. Vineet Garg, Advocate, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bcpowercontrols.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Sixth AGM of the Company on September 11, 2014 and communicated to the BSE Limited, where the shares of the Company are listed.

ANNEXURE TO THE NOTICE**(A) Details pursuant to clause 52 of the listing agreement:****ITEM NO. 2**

Mr. Rajat Jain (Holding DIN: 00438444), aged 38 Years is well educated and specialized in field of Leadership, Administration, Marketing and Finance. He entered into the business during his schooling period and has rich experience of more than twenty years in metal industry and more than five years in Wire and Cable Industry. He has also worked as Managing Director of Colombo Copper Private Limited situated in Sri Lanka in 2004

Presently Mr. Rajat Jain is holding directorship in two other Companies naming as Bon-Lon Securities Limited & Harshit Promoters Private Limited. He is not holding Chairmanship or Membership of any Committee of Board in any other Company. He is not holding any shares in Company.

(B) Statement pursuant to section 102 of Companies Act, 2013, in respect of item nos. 4 ,5 & 6 of the Notice and details pursuant to clause 52 of the listing agreement:**ITEM NO. 4**

Mr. Surender Pal Singh Chauhan (Holding DIN: 06706390), aged 44 years, is Law Graduate and has also done B.A in English. He has been Class-1 Police Commissioner, Assistant Commandant of Border Security Force (BSF) during period 1993 to 1998. He started his practice of law and has vast experience of 15 years in this field with many achievements. He has been Additional Secretary of Delhi High Court Bar Association and at present is a member of Delhi High Court Bar Association. His original date of appointment in Company is 30.09.2013.

He is not holding Directorship or Membership/Chairmanship of Board Committees in other Companies. He is not holding any share in Company.

Mr. Surender Pal Singh Chauhan is concerned or interested in the Resolution of the accompanying Notice relating to his own appointment.

None of the Directors or Key Managerial Personnel (KMP) (other than Mr. Surender Pal Singh Chauhan) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.4 of the accompanying Notice.

ITEM NO. 5

Mrs. Himani Jain (Holding DIN: 01335035), aged 27 years, is Graduate in Communication Design from Pearl Academy of Fashion Design- Delhi. Mrs. Himani Jain is possessed with quality of Leadership, Administration, Intelligence, Patience & humanity etc.

She is not holding Directorship or Membership/Chairmanship of Board Committees in other Companies. She is not holding any share in Company. Her appointment will not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.5 of the accompanying Notice.

ITEM NO. 6

Mr. Anil Kumar Jain, aged 61 years, is B.Com Graduate. Expertise of Mr. Anil Kumar Jain is rest with finance, administration and leadership. He has more than 30 years experience of business.

He is not holding Directorship or Membership/ Chairmanship of Board Committees in other Companies. He is not holding any share in Company. His appointment will not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.6 of the accompanying Notice.

Date: 05.08.2014
Place: New Delhi

By Order of the Board of Directors

Sd/-
(ARUN KUMAR JAIN)
Chairman & Managing Director
DIN: 00438324