



B.C. POWER CONTROLS LIMITED

07TH ANNUAL REPORT
(2014-2015)

CORPORATE INFORMATION

❖ BOARD OF DIRECTORS:

- Mr. Arun Kumar Jain - Chairman & Managing Director
- Mr. Rajat Jain – Executive Director
- Mr. Anil Kumar Jain - Independent Director
- Mr. Surender Pal Singh Chauhan - Independent Director
- Ms. Himani Jain- Independent Director

❖ KEY MANAGERIAL PERSONNEL:

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

❖ AUDIT COMMITTEE:

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

❖ SHAREHOLDER GRIEVANCE COMMITTEE:

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

❖ NOMINATION & REMUNERATION COMMITTEE:

- Mr. Anil Kumar Jain - Chairman
- Mr. Surender Pal Singh Chauhan - Member
- Ms. Himani Jain - Member

❖ LEGAL COMMITTEE:

- Mr. Surender Pal Singh Chauhan – Chairman
- Mr. Anil Kumar Jain - Member
- Mr. Rajat Jain- Member

❖ INDEPENDENT AUDITORS:

M/s. Garg Bros & Associates
(Chartered Accountants)
203/88, Nehru Place,
New Delhi- 110019.

❖ **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:**

BSE Limited, SME Platform, Mumbai

Scrip ID: BCP

ISIN: INE905P01010

Scrip Code: 537766

❖ **07TH ANNUAL GENERAL MEETING OF
B.C. POWER CONTROLS LIMITED**

Date: 30th September, 2015

Time: 10:00 A.M

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

Email ID : info@bonlongroup.com

Website : www.bcpowercontrols.com

Telephone : 011- 47532795

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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

Notice is hereby given that the SEVENTH 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 Wednesday, 30th September, 2015 at 10:00 a.m. to transact the following business:

ORDINARY BUISNESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as on 31st March, 2015 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. Arun Kumar Jain (Holding DIN 00438324), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of the Auditors of the Company and their remuneration fixed at the Sixth Annual General Meeting of the Company held on September 11, 2014, and in this regard 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 first proviso to Section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s. Garg Bros & Associates, Chartered Accountants (Firm Registration No. 001005N), as the auditors of the Company to hold office from the conclusion of the 06th Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company, made at the sixth Annual General Meeting of the Company held on 11th September, 2014, be and is hereby ratified.”

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. RAJAT JAIN, WHOLE TIME 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 Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. Rajat Jain (DIN: 00438444) be and is hereby reappointed as Whole Time Director of the Company for a period of Five years from 30.09.2015 to 29.09.2020 on the remuneration and terms and conditions as set out in the explanatory statement annexed.

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

6. CREATION OF CHARGES / MORTGAGES ON THE MOVEABLE AND IMMOVEABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED that in supersession of all resolutions passed earlier and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent 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 any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, to or in favour of all or any of the financial

institutions/banks/insurance companies/other investing agencies/trustees for holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/insurance companies/other investing agencies or any other person(s)/bodies corporate by way of private placement or otherwise to secure Rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the aforesaid parties or any of them under the Agreements/Arrangements entered into/ to be entered into by the Company in respect of the said Loans, shall not at any time exceed the limit of Rs. 200 crore (Rupees Two Hundred Crores).

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

7. AUTHORIZATION TO BOARD OF DIRECTORS TO BORROW UPTO RS. 200 CRORES U/S 180(1)(C) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT in supersession of all resolutions passed earlier and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, consent 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 include any Committee or Committees thereof reconstituted for the purpose to exercise the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, in one or more tranches, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital and free reserves of the Company provided that the total outstanding amount so borrowed by the Company shall not at any time exceed the limit of Rs. 200 Crores.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

8. TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of all resolutions passed earlier and pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013,

read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 100 Crores over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

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

Sd/-

Date: August 27, 2015

Date: New Delhi

(Arun Kumar Jain)

Chairman & Managing Director
DIN: 00438324

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting for the item Number 4 to 8 is annexed hereto.
2. The relevant details as required under clause 52 of the Listing Agreement entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as directors are also annexed.
3. The Register of Members and the Share Transfer books of the Company will remain closed from, Monday, 28st September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's registered office, not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc, must be supported by appropriate resolutions /authority as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than

10% of the share capital of the company. 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 proxy for any other person or shareholder.

5. For convenience of the Members and for proper conduct of the Meeting, entry to the place of Meeting will be regulated by Attendance Slip, which is annexed to the Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the entrance of the venue.
6. **E-Voting is not being provided in this AGM as the MCA has exempted the companies listed on SME platform of BSE to provide such facilities in the General Meeting.**
7. The Notice of the Meeting is being placed on the website of the Company viz., www.bcpowercontrols.com.
8. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the Annual General Meeting along with the Annual Report for 2014-15 are sent by electronic mode to those members whose e-mail address are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies are being sent by the permitted mode.
9. 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.
10. The relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days between 12.00 noon to 3.00 p.m. upto the date of the Meeting.
11. The Annual Report of the Company will be made available on the Company's website at www.bcpowercontrols.com and also on the website of BSE Limited at www.bseindia.com.

(A) Details pursuant to clause 52 of the listing agreement:

ITEM NO. 2

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

Name of Director	Mr. Arun Kumar Jain
DIN	00438324
Date of Birth	13/10/1958
Date of Appointment/ Re-Appointment	30.09.2013

Type of Appointment	Liabile to Retire By Rotation
Qualification	Graduate
Expertise in specific functional area	Having good knowledge of management affairs and adherence of Corporate Governance
Directorship held in other companies	<ol style="list-style-type: none"> 1. Bon Lon Steels Private Limited 2. Bon Lon Private Limited 3. Harshit Infratech Private Limited 4. Harshit Finvest Private Limited 5. Vinco Metals Private Limited 6. Smita Promoters Private Limited 7. Kyra Enterprises Private Limited
Memberships/Chairmanships of Committees of other Companies	NIL
Relationship with other Director/s	None
Number of Shares held in the Company	15,33,000 Equity Shares

(B) Statement pursuant to section 102 of Companies Act, 2013, in respect of item nos. 4 ,5,6,7& 8 of the Notice and details pursuant to clause 52 of the listing agreement in respect of Item no. 4:

The following statement sets out all the material facts relating to the special business mentioned in the accompanying notice.

Item No 4

Mr. Rajat Jain (DIN: 00438324) whose term of appointment as Whole Time Director is going to expire as on 29.09.2016. The Board of Directors in their meeting held on 27.08.2015 decided to recommend his re-appointment for next five years with effect from 30.09.2015 to 29.09.2020.

The main terms and conditions of re-appointment of Mr. Rajat Jain (hereinafter referred to as "WTD") are given below:

A. Tenure of Re-Appointment: The re-appointment of the WTD is for a period of 5 years with effect from 30th September, 2015 to 29th September, 2020.

B. Nature of Duties: The WTD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time, by serving on the Boards of such Associated Companies/Subsidiaries or any other Executive Body or a Committee of such a Company.