

BONLON INDUSTRIES LIMITED

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CIN: L27108DL1998PLC097397

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Saturday, April 13, 2024	Sunday, May 12, 2024

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 9/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), Secretarial Standards on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules, regulations, circulars and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for consideration by the members of the Company for passing by means of Postal Ballot by way of voting through electronic means (“**remote e-voting**”) only.

In compliance with MCA Circulars and SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e., by casting votes electronically. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/Depositories/Registrar and Share Transfer Agent (“**RTA**”) as on the cut-off date, i.e., of Friday, 16th February, 2024. The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences from 9.00 A.M. (IST) on Saturday, 13th April, 2024, and ends at 5.00 P.M. (IST) on Sunday, 12th May, 2024. Members are requested to

cast their votes through the remote e-voting process not later than Sunday, 12th May, 2024, 5:00 P.M. (IST) (the last day to cast vote electronically) post which e-voting module shall be disabled by the NSDL.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to the Notice, for your consideration.

Items of business requiring approval of the Members through Postal Ballot by 'remote e-voting' are given below:

SPECIAL BUSINESS:

ITEM-1

1. To Regularize/ Appoint Mr. Rajat Jain (DIN: 00438444) as a Whole Time Director:

To consider and if thought fit, to pass with or without modification(s), 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 regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company the consent of members of the Company be and is hereby accorded to appoint Mr. Rajat Jain (DIN: 00438444) as a Whole-time Director of the Company, liable to retire by rotation, for a period of five years effective from February 14, 2024 to February 13, 2029, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to within the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or reenactment thereof."

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. Rajat 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.

RESOLVED FURTHER THAT pursuant to section 197(1)(i) Mr. Rajat Jain may be paid a remuneration which is 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 the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any

Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

2. To ratify the ordinary resolution passed in 26th Annual General Meeting for appointment of Ms. Siya Seth (DIN: 02982252) as a Non-Executive Independent Director, as a Special Resolution:

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

“**RESOLVED THAT** in furtherance of ordinary resolution passed by the members of the Company in their 26th Annual General Meeting held on 29th September 2023 regarding appointment/regularization of Ms. Siya Seth (DIN: 02982252) as an Non Executive Independent Director of the Company for a period of 5 (Five) consecutive years, pursuant to the regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to ratify aforesaid ordinary resolution as a special resolution to comply with the requirements of regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

3. To Re-appoint Mrs. Smita Jain (DIN: 00438282) as Non-Executive Non-Independent Director for a period of five (05) years:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, as amended from time to time, and in accordance with the regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Mrs. Smita Jain (DIN: 00438282), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, for a period of five consecutive years effective from February 14, 2024

to February 13, 2029, whose office shall be liable to retire by rotation, on the following terms and conditions:

a) Remuneration as applicable to other Non Executive Directors of the Company, in addition to the sitting fees for attending the meetings of the Board of Directors and committees thereof, as may be determined by the Board of Directors of the Company, provided however that the aggregate remuneration, including commission, paid to the Directors other than the Managing Director and Whole Time Directors in a financial year shall not exceed one percent of the net profits of the Company, in terms of Section 197 of the Companies Act, 2013 and computed in the manner referred to in Section 198 of the Companies Act, 2013.

b) Reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of business as per the Company's policy.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

By Order of the Board of Directors
For, **Bonlon Industries Limited**

Date: February 14, 2024
Place: New Delhi

(Naveen Kumar)
Company Secretary
M. No.: A-33304

Notes:

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”), setting out all material facts and rationale relating to the resolutions for Item Nos. 1 to 3 in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Brief profile and other requisite details about the appointment of directors, remuneration and other terms of appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, is annexed hereto and forms part of this notice.
3. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India on General Meeting, the Members are provided with the facility to cast their vote electronically, through the remote e-voting facility on all the resolutions set forth in this Notice. The Company has engaged National Securities Depository Ltd (NSDL) as e-voting agency for facilitating remote e-voting to enable the Members to cast their votes electronically.
4. In compliance with the MCA Circulars and the SEBI Listing Regulations, the Notice is being sent in electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited (‘CDSL’) as on the cut-off date, i.e. Friday, 16th February, 2024 and whose email Ids are registered with the Company/ Registrar and Transfer Agent of the Company i.e. Bigshare Services Pvt. Ltd. (“RTA” or “Bigshare”) or Depository Participants (“DP”). The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
5. Members who have not registered / updated their email addresses in their De-mat account are requested to do so for receiving all future communications from company including Annual Reports, Notices, Circulars etc. electronically.
6. The voting rights of Member(s) for remote e-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any 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 vote through remote e-voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.

7. Notice will also be available on the Company's website at www.bonlonindustries.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depositories Limited ("NSDL") at <https://www.evoting.nsdl.com>.
8. Pursuant to Regulation 44 of the Listing Regulations and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
9. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting i.e. Sunday, 12th May, 2024 Members may send their requests to cs@bonlonindustries.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

10. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING:

- i. E-voting facility will be available during the following period:

Commencement of e-Voting	From 09.00 A.M. IST on Saturday, 13th April, 2024
End of e-Voting	Upto 05.00 P.M. IST on Sunday, 12th May, 2024

The e-Voting module shall be disabled by NSDL upon expiry of aforesaid period.

- ii. During the e-Voting period, shareholders can login at NSDL e-Voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a shareholder, whether partially or otherwise, shareholder shall not be allowed to change it subsequently or cast the vote again.
- iii. The details of the process and manner for e-Voting are explained herein below:

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 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 and click on login icon & New System Myeasi Tab and then user 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. Additionally, there is 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 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 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 e-voting 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.

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.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 / 022-23058542-43

B) Login Method 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.nsd.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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on 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.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 with a copy marked to evoting@nsdl.co.in. 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 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 or call on toll free no.: 022 - 4886 7000 or 022 - 2499 7000 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email id - evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address cs@bonlonindustries.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 cs@bonlonindustries.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 cs@bonlonindustries.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

11. In terms of Listing Regulations, securities of the listed companies can only be transferred in dematerialized form with effect from April 1, 2019 and as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, listed companies shall issue securities in dematerialized form only in case of investor service request for matters specified in this circular. In view of the same, shareholders are advised to dematerialize shares held by them in physical form.
12. The Board of Directors of the Company has appointed Mr Sanjeev Dabas, Practicing Company Secretary (Membership No. ACS-65138), as scrutinizer (“Scrutinizer”) for conducting the Postal Ballot through remote e-voting in accordance with the provisions of the Act and the Rules and the Listing Regulations in a fair and transparent manner.
13. The Scrutinizer will submit his report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny of the remote E-Voting, and the result of the voting by postal ballot through the Remote E-voting process will be announced by the Chairman, or in his absence any other Director or Key managerial Personnel or a person authorized by him, on or before Tuesday, 14th May, 2024. The Scrutinizer’s decision on the validity of the e-voting shall be final and binding.
14. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Sunday, 12th May, 2024 being the last day of remote e-voting in terms of SS-2 issued by the Institute of Company Secretaries of India. Also, the resolutions passed by members with requisite majority shall be deemed to have been passed at a general meeting of members convened on that behalf.
1. The results declared along with the Scrutiniser’s Report shall be placed on the website of the Company (www.bonlonindustries.com), NSDL (www.evoting.nsdl.com) and shall be communicated to BSE Limited.

EXPLANATORY STATEMENT:

As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.1 to 3 of the accompanying Notice dated 14th February 2024:

ITEM NO.1

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Rajat Jain (DIN: 00438444) as Additional Director (Whole Time) with effect from 14th February 2024 and designated as Whole Time Director of the Company), liable to retire by rotation, for a period of five (5) years with effect from February 14, 2024, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the “Act”) Mr. Rajat Jain (DIN: 00438444) shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However pursuant to the provisions of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Rajat Jain as a Whole Time Director of the Company.

The Company has received all statutory disclosures / declarations from , Mr. Rajat Jain, including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act and he satisfies all the conditions as set out in Part-I of Schedule V and Section 196(3) of the Companies Act, 2013 and is not debarred for being appointed as an Director of the Company by any statutory authority. The Company has also received a notice under Section 160 of the Act from a member, recommending Mr. Rajat Jain to the office of Whole Time Director.

Brief Profile of Mr. Rajat Jain and information in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on General Meetings is mentioned in the annexure which forms part of this notice.

Mr. Rajat Jain has commerce background in education. He has vast experience of over twenty five years in the field of sales, finance, departmental liaisoning and production management in metal industry. He has vast knowledge of metal industry and manufacturing of wires and cables.

The main terms and conditions of appointment of Mr. Rajat Jain as Whole Time Director are given below:

- I. **Tenure of Re-Appointment:** The appointment of the Mr. Rajat Jain as Whole Time Director shall be for a period of 05 (five) years effect from February 14, 2024 to February 13, 2029.
- II. **Nature of Duties:** Subject to the supervision and control of the Board of Directors, Mr. Rajat Jain will carry out such duties and exercise such powers as are entrusted to him by the Board of Directors.
- III. **Remuneration:** The remuneration payable to Mr. Rajat Jain shall be determined by the Board of Directors of the Company from time to time within the maximum limit set forth below:
 - a. **Salary:** Upto Rs. 24,00,000/- (Rs. Twenty Four Lakh Only) Per Annum and
 - b. **Other Entitlements:** Apart from salary he will also be entitled of all other benefits, schemes, privileges and amenities in accordance with the Company's practices, rules and regulations in force from time to time.

Note: 1. Salary includes House Rent Allowance & Conveyance Allowance.
2. Other entitlements shall be in addition of Salary.

- IV. **Minimum Remuneration:** Notwithstanding anything to the contrary contained herein, 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. Rajat 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.

Further pursuant to section 197(1)(i) of the Companies Act, 2013, the remuneration to Mr. Rajat Jain, may be paid 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 Mr. Rajat Jain, Whole Time 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>➤ Nature of Industry: The Company is in business of Metals Industry. It trades ferrous and non ferrous metals. The Company also manufactures Wires and Cables.</p> <p>➤ Date of Commencement of Commercial Production: The Company was incorporated on 24.01.1997 and thereafter started the manufacturing and trading activities.</p> <p>➤ Financial Performance: <i>(In Lakhs)</i></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>PARTICULARS</u></th> <th style="text-align: right;"><u>2022-23</u></th> <th style="text-align: right;"><u>2021-22</u></th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td style="text-align: right;">51,251.75</td> <td style="text-align: right;">38,906.72</td> </tr> <tr> <td>Expenditure</td> <td style="text-align: right;">51,030.28</td> <td style="text-align: right;">38,630.53</td> </tr> <tr> <td>Profit Before Tax</td> <td style="text-align: right;">221.46</td> <td style="text-align: right;">276.19</td> </tr> <tr> <td>Less: Tax</td> <td style="text-align: right;">53.02</td> <td style="text-align: right;">64.38</td> </tr> <tr> <td>Net Profit</td> <td style="text-align: right;">168.45</td> <td style="text-align: right;">211.81</td> </tr> </tbody> </table> <p>➤ Foreign Investments & Collaborations: There is no direct Foreign investment in Company except to the extent share acquired and held by the shareholders from secondary market. There is no foreign collaboration in the Company.</p>	<u>PARTICULARS</u>	<u>2022-23</u>	<u>2021-22</u>	Revenue	51,251.75	38,906.72	Expenditure	51,030.28	38,630.53	Profit Before Tax	221.46	276.19	Less: Tax	53.02	64.38	Net Profit	168.45	211.81
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II.	Information about Mr. Rajat Jain	<ul style="list-style-type: none"> ➤ Back Ground, Recognition Mr. Rajat Jain, aged 47 years. He is a Commerce background in education. He has entered into business during his schooling and has a vast experience of more than twenty five years. He has knowledge of sales, production, finance and departmental liasioning. ➤ Past Remuneration: Not applicable. ➤ Proposed Remuneration: <p>IV. The remuneration payable to Mr. Rajat Jain shall be determined by the Board of Directors of the Company from time to time within the maximum limit set forth below:</p> <ul style="list-style-type: none"> a. Salary: Rs. 24,00,000/- (Rs. Twenty Four Lakh Only) Per Annum and b. Other Entitlements: Apart from salary he will also be entitled of all other benefits, schemes, privileges and amenities in accordance with the Company's practices, rules and regulations in force from time to time. <p>Note: 1. Salary includes House Rent Allowance & Conveyance Allowance. 2. Other entitlements shall be in addition of Salary.</p> <ul style="list-style-type: none"> ➤ <u>Comparative Remuneration Profile With Respect To Industry, Size Of The Company, Profile Of The Position And Person (In Case Of Expatriates The Relevant Details Would Be With Respect To The Country Of His Origin)</u> <p>Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Rajat Jain, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies.</p> <ul style="list-style-type: none"> ➤ <u>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:</u> <p>Mr. Rajat Jain has no other pecuniary relationship with the Company except his shareholding in Company. He has no relationship with any other director of KMP.</p>
III.	OTHER INFORMAT	The Management of Company is focusing on increase in turnover of the Company and Profit as well. But in F.Y. 2022-23,

	ION	<p>the Company has achieved all time high turnover of Rs. 511.04 Crores as compared to turnover of Rs. 387.79 Crores in F.Y. 2021-22. But due to focusing of increasing in turnover by way of adding new customer the Company has to compromise with profit margin due market competition. The profits of Company may be inadequate in coming years as well as the Company is focusing on adding new customers and increase turnover by selling goods at least margin to beat the competitors. This strategy will be fruit full long term.</p> <p>Although the Company will do efforts to increase the profits as well along-with increasing of 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 through Postal Ballot.

Name of Director	Mr. Rajat Jain
Date of Birth	02/05/1976
DIN	00438444
Date of Appointment/ Re- Appointment	Appointed as an Additional Directors on 14-02-2024.
Type of Appointment	Liabile to Retire by Rotation
Qualification	B.Com (2 nd Year)
Expertise in specific functional area	Mr. Rajat Jain has sound knowledge of Sales, production, finance and departmental liasioning.
Directorship held in other listed entities	Nil
Listed entities from which resigned in past three years	B.C. Power Controls Limited
Memberships/Chairmanships of Committees of other Companies	Chairman: Nil Membership: Nil
Relationship with other Directors	No
Number of Shares held in the Company	36960 Equity Shares

The Board recommended the shareholders to pass the resolution set out at Item No. 1 as a Special Resolution.

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

ITEM NO. 2:

Ms. Siya Seth (DIN: 02982252) was appointed as Additional Independent Directors on the Board by the Board of Directors of the Company in Board Meeting held on 01st September, 2023 and appointed as Independent Director of the Company by the Shareholders of the Company in their 26th Annual General Meeting held on September 29, 2023 to hold office for a term of five (05) consecutive years starting from 01st September, 2023 to 31st August 2028 vide ordinary resolution in accordance with the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

But regulation 25 (2A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 requires to pass a special resolution to appoint an Independent Director.

Therefore, the Board of Directors proposed to members to ratify the ordinary resolution passed in 26th Annual General Meeting of the Company held on 29th September 2023 regarding appointment/regularization of Ms. Siya Seth (DIN: 02982252) as an Non Executive Independent Director of the Company for a period of 5 (Five) consecutive years, as a special resolution, to comply with the requirements of regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Name of Director	Ms. Siya Seth
Date of Birth	19/09/1973
DIN	02982252
Date of Appointment/ Re-Appointment	01 st September, 2023
Nationality	Indian
Type of Appointment	Not liable to retire by rotation.
Qualification	M.B.A., Ph.D

Last Drawn Remuneration	Nil
Expertise in specific functional area	Expertise of Ms. Siya Seth are in Human Resource, Business Management and Management Consultancy. He has experience of approx. two decades.
Directorship held in other listed companies	B.C. Power Controls Limited
Listed entities from which resigned during past three years	Nil
Memberships/Chairmanships of Committees of other Companies	Chairman:- 02 Member:- 1
Relationship with other Director/s	No Relationship with any other director
Number of Shares held in the Company	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Ms. Siya Seth is qualified MBA in Marketing and Ph. D in Psychology. She is running his business of Human Resource and management consultancy. She also running a NGO. Her experience will help the Company in improving the skills in employees of the Company and also help the management to establish a good coordination between employees and management. She will also be helpful in managing the business with new thought, behavior and skill set.

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

ITEM NO. 3:

Mrs. Smita Jain was appointed as Non- Executive Non Independent Director of the Company in the Extra Ordinary General Meeting of the Company held on 02nd July 2019.

Now regulation 17 (1D) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2018 requires that with effect from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Therefore the Board of Directors on recommendation of the Nomination and Remuneration Committee has proposed to re-appoint Mrs. Smita Jain as Non Executive Non Independent Director of the Company for a period of five (5) consecutive years effective from February 14, 2024 to February 13, 2029, whose office shall be liable to retire by rotation appointed The Company has also received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director.

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

Details of Directors seeking Appointment/re-appointment at the through Postal Ballot.

Name of Director	Mrs. Smita Jain
Date of Birth	14/09/1959
DIN	00438282
Date of Appointment/ Re-Appointment	02.07.2019
Type of Appointment	Non Executive Non Independent Director (Liable 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 listed companies	None
Memberships/Chairmanships of Committees of other Companies	Nil
Relationship with other Director/s	Mr. Arun Kumar Jain, Managing Director is husband of Mrs. Smita Jain.
Number of Shares held in the Company	15,45,420 Equity Shares

The Board recommends the Ordinary Resolution set out at Item No. 3 for approval by shareholders.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company except Mrs. Smita Jain and Mr. Arun Kumar

Jain, is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

By Order of the Board of Directors
For, **Bonlon Industries Limited**

Date: February 14, 2024

Place: New Delhi

(Naveen Kumar)
Company Secretary
M. No.: A-33304