

BONLON INDUSTRIES LIMITED

Regd. Office: 7A/39 (12-F.F.), W.E.A. Channa Market, Karol Bagh, New
Delhi – 110005 Ph: 011-47532792, E-mail: cs@bonlonindustries.com
CIN: L27108DL1998PLC097397

NOTICE OF POSTAL BALLOT

**[Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“Rules”), General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standard-2, and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the special businesses set out below and proposed to be passed by the members of **Bonlon Industries Limited (“Company”)**, by means of Ordinary/Special Resolutions through the process of by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

Approval of Members of the Company is sought for:

- 1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE CAPITAL CLAUSE (CLAUSE V) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**
- 2. PREFERENTIAL ALLOTMENT OF UPTO 2,00,60,000 (TWO CRORES AND SIXTY THOUSANDS ONLY) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO “PROMOTER/PROMOTER GROUP AND “NON-PROMOTER, PUBLIC CATEGORY”**

The Company seeks consent of members for the aforesaid proposal through resolutions specified below. An Explanatory Statement under Section 102(1) of the Act setting out the required material facts relating to the resolutions are annexed and are sent to you along with this Postal Ballot Notice for your consideration and approval.

The appended Resolutions shall be deemed to have been passed, if approved by requisite majority.

The Board has, in compliance with Rule 22(5) of the aforesaid Rules, has appointed Mr. Sanjeev Dabas (COP: 24418), Practicing Company Secretaries as the Scrutinizer, (“**Scrutinizer**”) for conducting the postal ballot (remote e-voting) process in a fair and transparent manner.

The Company has availed e-voting services from National Securities Depository Limited (“NSDL”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and Pursuant to the abovesaid various circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. **Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.**

The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s).

In light of the above circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is offering the facility of e-voting to all its members to enable them to cast their votes electronically only. Members are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice for casting of votes by electronic mode.

After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Chairman/Executive Director of the Company. The result of the Postal Ballot would be announced by the Chairman/Executive Director or by any person as may be authorized by him on and before Friday, May 09, 2025 and the same shall be communicated to the Stock Exchanges, where shares of the Company are listed i.e. www.bseindia.com and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.bonlonindustries.com and on the website of the NSDL i.e. <https://www.evoting.nsdl.com>.

SPECIAL BUSINESSES:

Item of businesses requiring consent of shareholders through Postal Ballot (remote e-voting):

The members are requested to consider and if thought fit, pass the following resolution(s):

1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE CAPITAL CLAUSE (CLAUSE V) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 15, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore and Fifty Lakhs Only) equity shares of face value of Rs.10/- (Rupees Ten Only) to Rs. 35,00,00,000 (Rupees Thirty Five Crores Only) consisting of 3,50,00,000 (Three Crores and Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

“The Authorised Shares Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty Five Crores Only) consisting of 3,50,00,000 (Three Crores and Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

2. PREFERENTIAL ALLOTMENT OF UPTO 2,00,60,000 (TWO CRORES AND SIXTY THOUSANDS ONLY) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO “PROMOTER/PROMOTER GROUP AND “NON-PROMOTER, PUBLIC CATEGORY”

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, in one or more tranches, up to 2,00,60,000 (Two Crores and Sixty Thousands Only) Fully Convertible Warrants Convertible into equivalent number of fully paid up equity share of the Company having face value of Rs. 10/- (Rupee Ten Only), in one or more tranches, to the persons belonging to “Promoter/Promoter Group and “Non-Promoter, Public Category”, at an issue price of Rs. 33/- (Rupees Thirty-Three Only) per warrant higher than the floor price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 66,19,80,000 (Rupees Sixty Six Crores and Nineteen Lakhs Eighty Thousands Only), on such further terms and conditions as detailed herein below, to the below mentioned person (“Proposed Allottee”):

S. No.	Name of the Proposed Allottees	Warrants to be allotted on Preferential basis Maximum Quantity for the respective allottee
A	Promoter/Promoter Group	
1	Bon Lon Securities Ltd	11,00,000
2	Bon Lon Pvt Ltd	11,00,000
3	Harshit Finvest Pvt Ltd	11,00,000
4	Yashika Jain	10,00,000
5	Swatika Jain	10,00,000
6	Harshit Jain	10,00,000
7	Arun Kumar Jain	12,00,000
8	Arun Kumar Jain HUF	11,00,000
9	Smita Jain	11,00,000
Total (A)		97,00,000
B	Non-Promoter, Public Category	
1	Harshil Pravin Kumar Thakkar	50,000
2	Tejasbhai Abhirambhai Nathwani	50,000
3	Rupaben Bipinbhai Nathwani	50,000
4	Bhakti Tash Nathwani	50,000

5	Nitiben Alpeshbhai Kadecha	50,000
6	Alpeshbhai Dhirajlal Kadecha	50,000
7	Gaurang A Nathwani	50,000
8	Reshma G Nathwani	50,000
9	Brijesh Jaysukhbhai Savani	50,000
10	Nisha Harshil Thakkar	50,000
11	Vaidik Goel	2,50,000
12	AS Enterprises	6,00,000
13	Srestha Finvest Limited	15,00,000
14	Prajal Bhandari	10,00,000
15	Aditya Vikram Daga	50,000
16	Shalini Jain	1,00,000
17	Madhav Goel	1,50,000
18	Akshit Lakhotia	1,00,000
19	Amit Agarwal	50,000
20	Harit Agrawal	1,00,000
21	Sumit Aggarwal	50,000
22	Shivani Lakhotia	1,00,000
23	Anjali Jain	1,00,000
24	Sanjay Biyani	1,00,000
25	Sanjay Biyani HUF	1,00,000
26	Manoj Gupta	5,00,000
27	Kanav Gupta	5,00,000
28	Capital Trade Links Limited	3,00,000
29	Balaji Enterprises	6,50,000
30	Rekha Bhandari	10,00,000
31	Shashank Agarwal	5,00,000
32	Jagroop Singh Raikwar	1,00,000
33	Sarita Lakhotia	1,00,000
34	Manjula Agarwal	2,50,000
35	Khushboo Agarwal	2,50,000
36	Sneha Bhandari	5,00,000
37	Sanjay Raina	5,000
38	Deepak Joshi	5,000
39	Naveen Kumar	5,000
40	Dimple Malik	5,000
41	Arun Garg	5,000
42	Shiv Kumar	5,000
43	Dharamveer Singh	5,000
44	Vivek Chand	5,000
45	Mayank Jain	5,000
46	Geeta	5,000
47	Vansh Jain	5,000
48	Satbinder Singh	5,000
49	Shalabh Agarwal	5,00,000
50	Ankit Steels Pvt. Ltd.	1,00,000
51	Flex Vanijya Pvt. Ltd.	1,00,000
52	Network Capital Markets Limited	1,00,000
Total (B)		1,03,60,000
Grand Total (A+B)		2,00,60,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Tuesday, April 08, 2025 (i.e. (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. May 08, 2025).

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be finalized by the Board.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants (“Warrant Exercise Period”).
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- d) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- f) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- g) The consideration for allotment of Warrants and /or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- h) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

- k) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares/warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) or such other authorities as may be necessary for the purpose and/or including opening of one or more bank accounts in the name of the Company for this purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors/ Committee(s) of the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any other Key Managerial Personnel or any other officer(s) of the Company.”

by order of the board of
BONLON INDUSTRIES LIMITED

(ARUN KUMAR JAIN)
Managing Director
(DIN: 00438324)

Date: April 07, 2025

Place: Delhi

NOTES

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013("Act") setting out the material facts concerning the businesses to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
2. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021,3/2022 dated May 05,2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. **Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.**

The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s).

3. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on April 04, 2025 (cut-off date). The Postal Ballot Notice is being sent to the Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA"). For Members who have not registered their e-mail address so far, are requested to register their e-mail address by sending an e-mail to the Company/RTA directly.
4. The Board of Directors ("The Board") has appointed Mr. Sanjeev Dabas (COP: 24418), Practicing Company Secretaries, as the Scrutinizer, for conducting the postal ballot (remote e-voting) process in a fair and transparent manner.
5. Member(s) whose names appear on the Register of Members/List of Beneficial Owner(s) as on the cut-off date i.e. April 04, 2025, will be considered for the purpose of e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only
6. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed through postal ballot and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system which will be provided by NSDL.
7. The voting period begins on April 09, 2025 (9.00 AM.) and ends on May 08, 2025 (5.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. April 04, 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL. for voting thereafter.

8. Contact details of the person responsible to address the queries / grievances connected with the voting by electronic means, if any: Mr. Naveen Kumar, Company Secretary, Bonlon Industries Limited, Email: cs@bonlonindustries.com
9. The Scrutinizer will collate the votes downloaded from the e-voting system to declare the result for each of the resolution forming part of the Notice of Postal Ballot. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
10. After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Chairman/ Executive Director of the Company.
11. The result of the Postal Ballot would be announced by the Executive Director or by any person as may be authorized by him on and before Friday, May 09, 2025 and the same shall be communicated to the Stock Exchanges, where shares of the Company are listed i.e. www.bseindia.com and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.bonlonindustries.com and on the website of the NSDL i.e. <https://www.evoting.nsdl.com>.
12. Members may download the Notice from the Company's website at www.bonlonindustries.com or from NSDL website at <https://www.evoting.nsdl.com>. A copy of the Notice is also available on the website of BSE at www.bseindia.com
13. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. May 08, 2025
14. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. April 04, 2025

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals, holding shares of the Company in demat mode and shareholders holding securities in physical mode and c) Shareholders who have not registered their e-mail address/mobile, is explained in the instructions given 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.	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 '

	<p>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.</p> <ol style="list-style-type: none"> 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 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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

	<p>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.</p> <p>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.</p> <p>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 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 toll free no. 1800 22 55 33

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.nsdl.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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

Item No.1

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof.

It is proposed to increase the Authorised Share Capital of the Company from existing Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore and Fifty Lakhs Only) equity shares of face value of Rs.10/- (Rupees Ten Only) each to Rs. 35,00,00,000 (Rupees Thirty Five Crores Only) consisting of 3,50,00,000 (Three Crores and Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association and pursuant to Section 13, 15 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a Ordinary Resolution to that effect.

The Board of Directors recommends the resolution at item no. 1 to be passed as Ordinary Resolution.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item no. 1 above, except to the extent of their shareholding, if any.

Item No.2

The Special Resolution contained in Item No. 2 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot to 2,00,60,000 (Two Crores and Sixty Thousands Only) Fully convertible warrants convertible into equivalent number of fully paid up equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each, at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, to the persons belonging to "Promoter/Promoter Group and "Non-Promoter, Public Category" at an issue price of Rs. 33/- (Rupees Thirty-Three Only) for aggregate amount of up to Rs. 66,19,80,000 (Rupees Sixty Six Crores and Nineteen Lakhs Eighty Thousands Only), for cash on preferential basis.

The preferential issue to Proposed Allottees is subject to the receipt of necessary approvals including approval of Members, Stock Exchanges.

The said proposal has been considered and approved by the Board in its meetings held on Monday, April 07, 2025.

The details of the issue and other particulars as required in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 160 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

1. Objects of the Preferential Issue

Our Company intends to utilize the proceeds raised through the Preferential Issue towards funding the following objects:

- (a) working capital requirements;
- (b) capital expenditure, including towards development, refurbishment and renovation of our assets; and
- (c) general corporate purpose

(d) issue related expenses which includes “In-Principle application” fees to Stock Exchange, payment to be paid to ROC, Advisors/consultants to the issue, Registered Valuer, Registrar and Share Transfer Agents of the Company, e-voting agency, Depositories.

However, the funds to be used for General Corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

The requirement stipulated in terms of BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crores.

Interim Use of Proceeds

Any pending utilization of the gross proceeds will be deposited exclusively with scheduled commercial banks listed in the second schedule of the Reserve Bank of India Act, 1934, in accordance with all applicable laws and regulations.

Monitoring of Utilization of Funds

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds in respect of warrants shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds latest by December, 2026. However, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on Monday, April 07, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to issue and allot 2,00,60,000 (Two Crores and Sixty Thousands Only) Fully convertible warrants convertible into equivalent number of fully paid up equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each, at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants; to the persons belonging to “Promoter/Promoter Group and “Non-Promoter, Public Category”, at an issue price of Rs. 33/- (Rupees Thirty-Three Only) for aggregate amount of up to Rs. 66,19,80,000 (Rupees Sixty Six Crores and Nineteen Lakhs Eighty Thousands Only), for cash on preferential basis.

3. Relevant date:

In terms of the provisions of Chapter V of ICDR Regulations, 'Relevant Date' for the purpose of determining minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, is Tuesday, April 08, 2025 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. May 08, 2025).

4. Basis on which the price has been arrived at, justification for the price (including premium, if any);

The Equity Shares of the Company are listed on BSE Limited. The Equity Shares are frequently traded in terms of the provisions of SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. BSE being the stock exchange has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Convertible Warrants in preferential issue has to be calculated as under:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs. 30.41/- or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs. 28.99/-.

Whichever is higher

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 30.41/- each.

Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the Convertible warrants issued on preferential basis.

The proposed allotment is more than 5% of the post issue fully diluted share capital of the Company to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Mr. Manish Manwani, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018 is Rs. 32.53/- per warrant. The said report is available in the Investor's corner section titled "Valuation Report for Preferential issue" on the website of the Company at www.bonlonindustries.com

After considering the above, it was decided to issue these warrants to be allotted on preferential basis to the proposed allottees at issue price of Rs. 33/- each.

5. Amount which the company intends to raise by way of such securities;

Aggregate amount of up to Rs. 66,19,80,000 (Rupees Sixty Six Crores and Nineteen Lakhs Eighty Thousands Only)

6. Name and address of valuer who performed valuation:

Mr. Manish Manwani, independent registered valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018

7. Principal terms of Assets charged as securities: Not Applicable

8. Material terms of raising such securities: The same has been disclosed in the respective resolution.

9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

10. Valuation for consideration other than cash: Not Applicable

11. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who fall under "Promoter/Promoter Group and Non-Promoter, Public Category" of the Company

12. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name(s) of the Proposed Allottees	Current Status	Post Status
1	Bon Lon Securities Ltd	Promoter/ Promoter Group	Promoter/ Promoter Group
2	Bon Lon Pvt Ltd	Promoter/ Promoter Group	Promoter/ Promoter Group
3	Harshit Finvest Pvt Ltd	Promoter/ Promoter Group	Promoter/ Promoter Group
4	Yashika Jain	Promoter/ Promoter Group	Promoter/ Promoter Group
5	Swatika Jain	Promoter/ Promoter Group	Promoter/ Promoter Group
6	Harshit Jain	Promoter/ Promoter Group	Promoter/ Promoter Group
7	Arun Kumar Jain	Promoter/ Promoter Group	Promoter/ Promoter Group
8	Arun Kumar Jain HUF	Promoter/ Promoter Group	Promoter/ Promoter Group
9	Smita Jain	Promoter/ Promoter Group	Promoter/ Promoter Group
10	Harshil Pravin Kumar Thakkar	Non-Promoter, Public	Non-Promoter, Public
11	Tejasbhai Abhirambhai Nathwani	Non-Promoter, Public	Non-Promoter, Public
12	Rupaben Bipinbhai Nathwani	Non-Promoter, Public	Non-Promoter, Public
13	Bhakti Tash Nathwani	Non-Promoter, Public	Non-Promoter, Public
14	Nitiben Alpeshbhai Kadecha	Non-Promoter, Public	Non-Promoter, Public
15	Alpeshbhai Dhirajlal Kadecha	Non-Promoter, Public	Non-Promoter, Public
16	Gaurang A Nathwani	Non-Promoter, Public	Non-Promoter, Public
17	Reshma G Nathwani	Non-Promoter, Public	Non-Promoter, Public
18	Brijesh Jaysukhbhai Savani	Non-Promoter, Public	Non-Promoter, Public
19	Nisha Harshil Thakkar	Non-Promoter, Public	Non-Promoter, Public
20	Vaidik Goel	Non-Promoter, Public	Non-Promoter, Public
21	AS Enterprises	Non-Promoter, Public	Non-Promoter, Public
22	Srestha Finvest Limited	Non-Promoter, Public	Non-Promoter, Public
23	Prajali Bhandari	Non-Promoter, Public	Non-Promoter, Public
24	Aditya Vikram Daga	Non-Promoter, Public	Non-Promoter, Public
25	Shalini Jain	Non-Promoter, Public	Non-Promoter, Public
26	Madhav Goel	Non-Promoter, Public	Non-Promoter, Public
27	Akshit Lakhotia	Non-Promoter, Public	Non-Promoter, Public
28	Amit Agarwal	Non-Promoter, Public	Non-Promoter, Public
29	Harit Agrawal	Non-Promoter, Public	Non-Promoter, Public
30	Sumit Aggarwal	Non-Promoter, Public	Non-Promoter, Public
31	Shivani Lakhotia	Non-Promoter, Public	Non-Promoter, Public
32	Anjali Jain	Non-Promoter, Public	Non-Promoter, Public
33	Sanjay Biyani	Non-Promoter, Public	Non-Promoter, Public
34	Sanjay Biyani HUF	Non-Promoter, Public	Non-Promoter, Public
35	Manoj Gupta	Non-Promoter, Public	Non-Promoter, Public
36	Kanav Gupta	Non-Promoter, Public	Non-Promoter, Public
37	Capital Trade Links Limited	Non-Promoter, Public	Non-Promoter, Public
38	Balaji Enterprises	Non-Promoter, Public	Non-Promoter, Public
39	Rekha Bhandari	Non-Promoter, Public	Non-Promoter, Public
40	Shashank Agarwal	Non-Promoter, Public	Non-Promoter, Public
41	Jagroop Singh Raikwar	Non-Promoter, Public	Non-Promoter, Public
42	Sarita Lakhotia	Non-Promoter, Public	Non-Promoter, Public
43	Manjula Agarwal	Non-Promoter, Public	Non-Promoter, Public
44	Khushboo Agarwal	Non-Promoter, Public	Non-Promoter, Public
45	Sneha Bhandari	Non-Promoter, Public	Non-Promoter, Public
46	Sanjay Raina	Non-Promoter, Public	Non-Promoter, Public
47	Deepak Joshi	Non-Promoter, Public	Non-Promoter, Public
48	Naveen Kumar	Non-Promoter, Public	Non-Promoter, Public
49	Dimple Malik	Non-Promoter, Public	Non-Promoter, Public
50	Arun Garg	Non-Promoter, Public	Non-Promoter, Public
51	Shiv Kumar	Non-Promoter, Public	Non-Promoter, Public

52	Dharamveer Singh	Non-Promoter, Public	Non-Promoter, Public
53	Vivek Chand	Non-Promoter, Public	Non-Promoter, Public
54	Mayank Jain	Non-Promoter, Public	Non-Promoter, Public
55	Geeta	Non-Promoter, Public	Non-Promoter, Public
56	Vansh Jain	Non-Promoter, Public	Non-Promoter, Public
57	Satbinder Singh	Non-Promoter, Public	Non-Promoter, Public
58	Shalabh Agarwal	Non-Promoter, Public	Non-Promoter, Public
59	Ankit Steels Pvt. Ltd.	Non-Promoter, Public	Non-Promoter, Public
60	Flex Vanijya Pvt. Ltd.	Non-Promoter, Public	Non-Promoter, Public
61	Network Capital Markets Limited	Non-Promoter, Public	Non-Promoter, Public

13. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

The below mentioned persons are subscribing to the issue to the extent of number of warrants proposed to be issued, written against their names, as detailed in the following table:

S. No.	Proposed Allottees	Category	Designation on the Board	No. of Securities
1	Bon Lon Securities Ltd	Promoter/Promoter Group	NA	11,00,000
2	Bon Lon Pvt Ltd	Promoter/Promoter Group	NA	11,00,000
3	Harshit Finvest Pvt Ltd	Promoter/Promoter Group	NA	11,00,000
4	Yashika Jain	Promoter/Promoter Group	-	10,00,000
5	Swatika Jain	Promoter/Promoter Group	-	10,00,000
6	Harshit Jain	Promoter/Promoter Group	-	10,00,000
7	Arun Kumar Jain	Promoter/Promoter Group	Managing Director	12,00,000
8	Arun Kumar Jain HUF	Promoter/Promoter Group	NA	11,00,000
9	Smita Jain	Promoter/Promoter Group	Director	11,00,000

Except these Warrants, none of the other promoters, directors, key managerial personnel or senior management promoters are subscribing any securities in the proposed issue.

14. Pre and Post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

Category	Pre-Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Considering full conversion of warrants)	
	No. of fully paid up equity shares held	% ^{\$}		No. of fully paid up equity shares held	% [*]
A) Promoter Shareholding					
Indian					
a) Individuals & HUF	90,74,654	63.98	6400000	1,54,74,654	45.19
b) Body Corporates	3,91,632	2.76	3300000	36,91,632	10.78

c) Any Other(specify)	0	0	0	0	0
Sub Total (A)(1)	94,66,286	66.74	97,00,000	1,91,66,286	55.97
2) Foreign Promoters	0	0	0	0	0
Total Promoter Shareholding A=A1 +A2	94,66,286	66.74	97,00,000	1,91,66,286	55.97
B) Public Shareholding					
B1) Institutions (Domestic)	0	0	0	0	0
B2) Institutions (Foreign)	0	0	0	0	0
B3) Central Govt./State Govt./POI	0	0	0	0	0
B4) Others					
a) Individuals	40,75,392	28.73	69,10,000	1,09,85,392	32.08
b) Body Corporate	1,38,287	0.97	21,00,000	22,38,287	6.54
c) NRI)	48,427	0.34	0	48,427	0.14
d) Others (Clearing Members, HUF, Firm)	4,54,966	3.21	13,50,000	18,04,966	5.27
Total Public Shareholding B=B1+B2+ B3+B4	47,17,072	33.26	1,03,60,000	1,50,77,072	44.03
C) Non-Promoter - Non-Public	0	0	0	0	0
Total Share Capital(A+B+C)	1,41,83,358	100.00	2,00,60,000	3,42,43,358	100.00

(1) \$The pre-issue shareholding pattern is based on the latest shareholding pattern filed with stock exchange i.e. December 31, 2024

(2)*These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 34,24,33,580 divided into 3,42,43,358 Equity Shares of Rs. 10/- (Rupee Ten Only) each assuming full conversion of warrants.

(3) Post shareholding structure may change depending upon any other corporate action in between.

15.The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

S.No	Name	Pre-Issue Shareholding Structure		No. of Warrants To be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)		Name of ultimate beneficial owners
		No. of shares	% ^{\$}		No. of shares	% [#]	
1	Bon Ion Securities Ltd	282974	2.00	11,00,000	13,82,974	4.04	Arun Kumar Jain
2	Bon Ion Pvt Ltd	97024	0.68	11,00,000	11,97,024	3.50	Arun Kumar Jain
3	Harshit Finvest Pvt Ltd	618	0.00	11,00,000	11,00,618	3.21	Arun Kumar Jain
4	Yashika Jain	0	0.00	10,00,000	10,00,000	2.92	NA [@]
5	Swatika Jain	144530	1.02	10,00,000	11,44,530	3.34	NA [@]
6	Harshit Jain	0	0.00	10,00,000	10,00,000	2.92	NA [@]
7	Arun Kumar Jain	6553278	46.20	12,00,000	77,53,278	22.64	NA [@]
8	Arun Kumar Jain HUF	570925	4.03	11,00,000	16,70,925	4.88	Arun Kumar Jain

9	Smita Jain	1801921	12.70	11,00,000	29,01,921	8.47	NA [@]
10	Harshil Pravin Kumar Thakkar	0	0.00	50,000	50,000	0.15	NA [@]
11	Tejasbhai Abhirambhai Nathwani	0	0.00	50,000	50,000	0.15	NA [@]
12	Rupaben Bipinbhai Nathwani	0	0.00	50,000	50,000	0.15	NA [@]
13	Bhakti Tash Nathwani	0	0.00	50,000	50,000	0.15	NA [@]
14	Nitiben Alpeshbhai Kadecha	0	0.00	50,000	50,000	0.15	NA [@]
15	Alpeshbhai Dhirajlal Kadecha	0	0.00	50,000	50,000	0.15	NA [@]
16	Gaurang A Nathwani	0	0.00	50,000	50,000	0.15	NA [@]
17	Reshma G Nathwani	0	0.00	50,000	50,000	0.15	NA [@]
18	Brijesh Jaysukhbhai Savani	0	0.00	50,000	50,000	0.15	NA [@]
19	Nisha Harshil Thakkar	0	0.00	50,000	50,000	0.15	NA [@]
20	Vaidik Goel	0	0.00	2,50,000	2,50,000	0.73	NA [@]
21	AS Enterprises	0	0.00	6,00,000	6,00,000	1.75	Ashu Goel
22	Srestha Finvest Limited	0	0.00	15,00,000	15,00,000	4.38	NA [*]
23	Prajal Bhandari	0	0.00	10,00,000	10,00,000	2.92	NA [@]
24	Aditya Vikram Daga	0	0.00	50,000	50,000	0.15	NA [@]
25	Shalini Jain	1750	0.01	1,00,000	1,01,750	0.30	NA [@]
26	Madhav Goel	600	0.00	1,50,000	1,50,600	0.44	NA [@]
27	Akshit Lakhotia	0	0.00	1,00,000	1,00,000	0.29	NA [@]
28	Amit Agarwal	0	0.00	50,000	50,000	0.15	NA [@]
29	Harit Agrawal	0	0.00	1,00,000	1,00,000	0.29	NA [@]
30	Sumit Aggarwal	0	0.00	50,000	50,000	0.15	NA [@]
31	Shivani Lakhotia	0	0.00	1,00,000	1,00,000	0.29	NA [@]
32	Anjali Jain	0	0.00	1,00,000	1,00,000	0.29	NA [@]
33	Sanjay Biyani	0	0.00	1,00,000	1,00,000	0.29	NA [@]
34	Sanjay Biyani HUF	0	0.00	1,00,000	1,00,000	0.29	Sanjay Biyani
35	Manoj Gupta	0	0.00	5,00,000	5,00,000	1.46	NA [@]
36	Kanav Gupta	0	0.00	5,00,000	5,00,000	1.46	NA [@]
37	Capital Trade Links Limited	0	0.00	3,00,000	3,00,000	0.88	NA [*]
38	Balaji Enterprises	0	0.00	6,50,000	6,50,000	1.90	Ashu Goel
39	Rekha Bhandari	0	0.00	10,00,000	10,00,000	2.92	NA [@]
40	Shashank Agarwal	0	0.00	5,00,000	5,00,000	1.46	NA [@]
41	Jagroop Singh Raikwar	0	0.00	1,00,000	1,00,000	0.29	NA [@]
42	Sarita Lakhotia	0	0.00	1,00,000	1,00,000	0.29	NA [@]
43	Manjula Agarwal	0	0.00	2,50,000	2,50,000	0.73	NA [@]
44	Khushboo Agarwal	0	0.00	2,50,000	2,50,000	0.73	NA [@]
45	Sneha Bhandari	0	0.00	5,00,000	5,00,000	1.46	NA [@]
46	Sanjay Raina	0	0.00	5,000	5,000	0.01	NA [@]
47	Deepak Joshi	0	0.00	5,000	5,000	0.01	NA [@]
48	Naveen Kumar	0	0.00	5,000	5,000	0.01	NA [@]
49	Dimple Malik	0	0.00	5,000	5,000	0.01	NA [@]
50	Arun Garg	0	0.00	5,000	5,000	0.01	NA [@]
51	Shiv Kumar	0	0.00	5,000	5,000	0.01	NA [@]

52	Dharamveer Singh	0	0.00	5,000	5,000	0.01	NA [@]
53	Vivek Chand	0	0.00	5,000	5,000	0.01	NA [@]
54	Mayank Jain	0	0.00	5,000	5,000	0.01	NA [@]
55	Geeta	0	0.00	5,000	5,000	0.01	NA [@]
56	Vansh Jain	0	0.00	5,000	5,000	0.01	NA [@]
57	Satbinder Singh	0	0.00	5,000	5,000	0.01	NA [@]
58	Shalabh Agarwal	0	0.00	5,00,000	5,00,000	1.46	NA [@]
59	Ankit Steels Pvt. Ltd.	0	0.00	1,00,000	1,00,000	0.29	Ankit Mittal
60	Flex Vanijya Pvt. Ltd.	0	0.00	1,00,000	1,00,000	0.29	Ankit Mittal
61	Network Capital Markets Limited	0	0.00	1,00,000	1,00,000	0.29	Anshul Mittal

@being individual

*being listed entity

(1) ^{\$}The pre-issue holding of the respective allottees is as on latest BENPOS available with the Company i.e. April 04, 2025.

(2) #These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 34,24,33,580 divided into 3,42,43,358 Equity Shares of Rs. 10/- (Rupee Ten Only) each assuming full conversion of warrants.

16. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

17. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed preferential issue, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the Financial Year 2024-25, the Company has not made any allotment on preferential basis till the date of this Notice.

19. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

As already disclosed in point no. 13 of explanatory statements of item no. 2. Except above, no other contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

20. Lock-in Period:

- The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

21. Certificate from Practicing Company Secretary:

The Certificate from Dabas S & Co., Company Secretaries, Proprietor, Mr. Sanjeev Dabas (COP: 24418), Practicing Company Secretary, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate is available in the Investor's corner section titled "PCS certificate for Preferential issue" on the website of the Company at www.bonlonindustries.com

22. Undertakings:

- i) None of the Company, its Promoters or Directors are categorized as willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.
- ii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.
- iii) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.
- iv) The Company do not have any outstanding dues to the SEBI, stock exchanges or the depositories.

In terms of Sections 42 and 62 of the Act, approval of Members by way of special resolution is required for the resolution as set out in Item No. 2 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 2 for your approval by way of a special resolution.

Mr. Arun Kumar Jain (Managing Director) and Smita Jain (Director), belonging to the Promoter/Promoter Group Category of the Company, and Mr. Naveen Kumar, (Company Secretary) are subscribing to this issue. Consequently, they and their relatives may be considered interested or concerned in the Resolution under Item No. 2.

Save and except the above, None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any

by order of the board of
BONLON INDUSTRIES LIMITED

(ARUN KUMAR JAIN)
Managing Director
(DIN: 00438324)

Date: April 07, 2025

Place: Delhi