

## **BONLON INDUSTRIES LIMITED**

7A/39 (12- F.F.), W.E.A. Channa Market, Karol Bagh, New Delhi – 110005  
Ph: 011-47532792, Fax: 011-47532798, E-mail: [cs@bonlonindustries.com](mailto:cs@bonlonindustries.com)  
CIN: L27108DL1998PLC097397

### **POSTAL BALLOT NOTICE**

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

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) read with the General Circular No. 14/ 2020 dated April 8, 2020 , General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No.39/2020 dated 31<sup>st</sup>December 2020 and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January, 15, 2021 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19” issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed for approval of the members of Bonlon Industries Limited (“the Company”) through postal ballot (“Postal Ballot”) by remote e-voting process (“e-voting”).

The Board of Directors has appointed Mr. Vineet Garg, advocate, as scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.

Due to difficulty in dispatch of Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending the Postal Ballot Notice in electronic form only.

In compliance with the provisions of Section 108 and 110 of the Act(s), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), 2015 ("Listing Regulations") the Company is providing e-voting facility to its members for voting on the resolution contained in this Postal Ballot Notice through National Securities Depository Limited (NSDL). The members can vote on the resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in Postal Ballot Notice would only be taken through the remote e-voting system as per the MCA Circulars. During the e-voting period, members of the company, holding shares

either in physical form or in dematerialized form, as on **Friday, 21<sup>st</sup> May, 2021** can cast their vote electronically. The remote e-voting facility will be available **from 9:00 Hours (IST) on Thursday, 27<sup>th</sup> May, 2021 Upto 17:00 Hours (IST) on Friday, 25<sup>th</sup> June, 2021, failing which it will be considered that no vote has been received from the shareholder.**

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the postal ballots (through remote e-voting). The results shall be declared on or before **Tuesday, 29<sup>th</sup> June, 2021 at 17:00 Hours (IST)** and communicated to BSE Limited (“BSE”) and also be displayed on the Company’s website <https://bonlonindustries.com/>.

Resolutions passed by the members through postal ballot will be deemed to be passed as if they have been passed at a general meeting of the members.

**SPECIAL BUSINESS:**

**ITEM-1**

**TO PURCHASE THE PROPERTY BEARING NO. 7A/39, WEA CHANNA MARKET, KAROL BAGH, NEW DELHI- 110005 FROM MRS. SMITA JAIN, DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, and subject to other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and subject to all other requisite approval, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the power conferred by this resolution) to purchase the property situated at 7A/39, WEA Channa Market, Karol Bagh, New Delhi- 110005 “Hotel Bonlon Inn” from Mrs. Smita Jain, Non-Executive Director of the Company, for Rs. 11.51 Crores, the current market value of the property.

**RESOLVED FURTHER THAT** the shareholders of the Company be and is hereby ratified the Agreement to Sale executed with Mrs. Smita Jain and advance of Rs. 06 Crores given to Mrs. Smita Jain in lieu of said Agreement to Sale.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized and empowered to finalize and execute the necessary documents including but not limited to Sale Deed and other ancillary documents, pay stamp duty, pay consideration

to seller, receive documents and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution.”

**ITEM-2**

**TO PURCHASE THE BASEMENT, 2<sup>ND</sup> FLOOR AND 3<sup>RD</sup> FLOOR WITH ROOF RIGHT BUILT UP AT PLOT NO. 31-A, BEARING MUNICIPAL NO. 6352, KAMLA NAGAR, NEW DELHI FROM MS. SWATIKA JAIN, RALATIVE OF DIRECTOR OF THE COMPANY**

To consider and if thought fit, to passwith or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, and subject to other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and subject to all other requisite approval, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the power conferred by this resolution) to purchase the property consisting of Basement, 2nd Floor and 3rd Floor with roof right built up at Plot No. 31-A, bearing Municipal no. 6352, Kamla Nagar, New Delhi from Ms. Swatika Jain, relative of director of the Company, for a consideration of Rs. 06.33 Crores, the current market value of the property.

**RESOLVED FURTHER THAT** the shareholders of the Company be and is hereby ratified the Agreement to Sale executed with Ms. Swatika Jain and advance of Rs. 03.50 Crores given to Ms. Swatika Jain in lieu of said Agreement to Sale.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized and empowered to finalize and execute the necessary documents including but not limited to Sale Deed and other ancillary documents, pay stamp duty, pay consideration to seller, receive documents and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution.”

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

Date: May 21, 2021  
Place: New Delhi

sd/-  
**(Raj Jain)**  
**Managing Director**  
**DIN: 01018724**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****ITEM NO.1:**

Mrs. Smita Jain, Non-Executive Director of the Company owns a Hotel situated at 7A/39, WEA Channa Market, Karol Bagh, New Delhi- 110005 "Hotel Bonlon Inn", which is running by the Company on lease basis for a long period. Now, Mrs. Smita Jain is willing to sell this Hotel due to some of her personal reasons. When the Company came to know about her intention, then the Company approached her and conciliated her to sell the Hotel to the Company. Then matter was put up before the Audit Committee and Board Meeting. The Board of Director has decided to purchase the Hotel. But as the Seller is a related party to the Company in terms of Section 2(76) of the Companies Act, 2013, the Company is required to comply the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, according to which the Company is required to take the approval of shareholders to execute this related party transaction. Therefore the Board of Directors of the Company hereby recommends to the shareholders of the Company to purchase this property for Rs. 11.51 Crores, the price agreed with Mrs. Smita Jain based on its current market value. The Company has executed an Agreement to Sale with Mrs. Smita Jain and it has given an advance of Rs. 06 Crore in lieu of Agreement to Sale to Mrs. Smita Jain.

**Information pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014**

<b>S. No.</b>	<b>Particulars</b>	<b>Information</b>
1.	Name of related party	Mrs. Smita Jain
2.	Name of the director or key managerial personnel who is related, if any;	1. Mr. Arun Kumar Jain 2. Mr. Ankit Gupta
3.	Nature, material terms, monetary value and particulars of the contract or arrangement;	Purchase of immovable property at market value for Rs. 11.51 Crore and Rs. 06 Crore given in advance in lieu of Agreement to Sale and the balance will be paid after execution of sale deed.
4.	Any other information relevant or important for the members to take a decision on the proposed resolution	The Company is running a Hotel in this property for very long on lease bases and now after purchase of the hotel the Company can continue its hotel segment. Secondly the location of the Hotel is also very good.

The Board of Directors of the Company recommends the Item No. 1 of the Postal Ballot Notice to pass as Ordinary Resolution.

None of the Directors and key managerial personnel of the Company or their relatives except Mr. Arun Kumar Jain, Mrs. Smita Jain, Mr. Ankit Gupta and their relatives, are concerned or interested in the said Ordinary Resolutions of Item No. 1.

**ITEM NO. 2**

Ms. Swatika Jain, relative of directors of the Company owns a property consisting Basement, 2nd Floor and 3rd Floor with roof right built up at Plot No. 31-A, bearing Municipal no. 6352, Kamla Nagar, New Delhi. But now, Ms. Swatika Jain is willing to sell her aforesaid property due to some of her personal reasons. When this news reached to the Company, the Company approached her to sell this property to the Company. Then she has agreed for the aforesaid proposal. Then matter was put up before the Audit Committee and Board Meeting. The Board of Director has decided to purchase the aforesaid. But as the Seller is a related party to the Company in terms of Section 2(76) of the Companies Act, 2013, the Company is required to comply the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, according to which the Company is required to take the approval of shareholders to execute this related party transaction. Therefore the Board of Directors of the Company hereby recommends to the shareholders of the Company to purchase this property for Rs. 06.33 Crores, the price agreed with Ms. Swatika Jain based on its current market value. The Company has executed an Agreement to Sale with Ms. Swatika Jain and it has given an advance of Rs. 03.50 Crore in lieu of Agreement to Sale to Ms. Swatika Jain.

**Information pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014**

<b>S. No.</b>	<b>Particulars</b>	<b>Information</b>
1.	Name of related party	Ms. Swatika Jain
2.	Name of the director or key managerial personnel who is related, if any;	1. Mr. Arun Kumar Jain 2. Mrs. Smita Jain 3. Mr. Ankit Gupta
3.	Nature, material terms, monetary value and particulars of the contract or arrangement;	Purchase of immovable property at market value for Rs. 06.33 Crores and Rs. 03.50 Crores given in advance in lieu of Agreement to Sale and the balance will be paid after execution of sale deed.
4.	Any other information relevant or important for the members to take a decision on the proposed resolution	The property is situated in very good location, which can be utilized for multipurpose in future.

The Board of Directors of the Company recommends the Item No. 2 of the Postal Ballot Notice to pass as Ordinary Resolution.

None of the Directors and key managerial personnel of the Company or their relatives except Mr. Arun Kumar Jain, Mrs. Smita Jain, Mr. Ankit Gupta and their relatives, are concerned or interested in the said Ordinary Resolutions of Item No. 2.

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

Date: May 21, 2021  
Place: New Delhi

**sd/-**  
**(Raj Jain)**  
**Managing Director**  
**DIN: 01018724**

**Notes:**

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act, Listing Regulations and MCA Circulars.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (NSDL together with CDSL, the “Depositories”) and is available with the Company as on May 21, 2021. A copy of this Postal Ballot Notice will also be available on the website of the Company (website- [www.bonlonindustries.com](http://www.bonlonindustries.com)), the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of National Securities Depository Limited (“NSDL”)
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on May 21, 2021. A person who is not a shareholder on this date should treat this notice for information purpose only.
4. Due to difficulty in dispatch of physical notice / postal ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.

The process for registration of email addresses is as under:

Members may also visit the website of the Company at <https://bonlonindustries.com/investors-corner/> and download soft copy of the notice and the procedure for e-voting. In case of any queries, shareholder may write to [cs@bonlonindustries.com](mailto:cs@bonlonindustries.com).

- (a) It is clarified that for permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants.
- (b) Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.

5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of "Listing Regulations". The Company has provided the facility to the members to vote on the resolution through the e-voting facility arranged by National Securities Depository Limited ("NSDL"). The instructions for e-voting are annexed to this Postal Ballot Notice. All the members are requested to cast their votes only through remote e-voting. A member cannot exercise vote by sending physical Postal Ballot.
6. The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman of the Company on or before Tuesday, 29<sup>th</sup> June, 2021 and will also be displayed on the website of the Company <https://bonlonindustries.com/investors-corner/> besides being communicated to the Stock Exchange, BSE Limited. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, 25<sup>th</sup> June, 2021.
7. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting.

#### **8. General information and instructions relating to e-voting**

- A. i. Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to its members in respect of the resolution proposed to be passed in terms of Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Authorized Agency to provide e-voting facilities. The e-voting facility will be available during the following voting period:
  - a) Commencement of e-voting: **Thursday, 27<sup>th</sup> May, 2021** at 9.00 Hours (IST).
  - b) End of e-voting: **Friday, 25<sup>th</sup> June, 2021** at 17.00 Hours (IST).
- ii. The cut-off date for the purpose of e-voting is **Friday 21<sup>st</sup> May, 2021**.
- iii. This communication forms an integral part of the Postal Ballot Notice, which is enclosed herewith and is also made available on the website of the Company <https://bonlonindustries.com/investors-corner/>.
- iv. Please read the instructions for e-voting given below before exercising the vote.



**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on **Thursday, 27<sup>th</sup> May, 2021 at 09:00 A.M.** and ends on **Friday, 25<sup>th</sup> June, 2021 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

E-voting Particulars:

<b>EVEN (Remote e-voting event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

Members are requested to carefully read the instruction for E-voting before casting their vote.

**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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**  
**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or</b>	<b>Your User ID is:</b>
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<b>Physical</b>	
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. Your password details 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.

**A detail on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

2. 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 [vineet@kpgarg.org](mailto:vineet@kpgarg.org) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
3. 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](http://www.evoting.nsdl.com) to reset the password.
4. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Mr. Aman Goyal, Assistant Manager, NSDL at the designated email ID: [amang@nsdl.co.in](mailto:amang@nsdl.co.in) or Mr. Narender Dev, Assistant Manager at the designated email ID: [narendrad@nsdl.co.in](mailto:narendrad@nsdl.co.in) or at telephone number +91-8376913413 at [evoting@nsdl.co.in](mailto: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: The 100% share capital of the Company is in Dematerialized Form.
2. In case shares are held in demat mode, please contact your Depository Participant (DP) and register your email address as per the process advised by DP.