

To

Dt: 06.09.2022

BSE Ltd.

Regd. Office: 25thFloor,
P.J. Towers, Dalal Street,
Fort, Mumbai -400 001**Sub: Notice of 26th Annual General Meeting, Closure of Register of Members and Share Transfer Books and Information regarding E-voting facility****Ref: Scrip Code-543211, ISIN No-INE0B9A01018**

Dear Sir/Ma'am,

This is to inform you that the 26th Annual General Meeting of the members of the Company Will be held on Friday, 29th September, 2023 at 02:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the business(s) as specified in AGM Notice, pursuant to circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI). We are enclosing herewith Notice of 26th Annual General Meeting of the Company.

In terms of Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to section 91 of the Companies Act, 2013, as amended from time to time, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd September 2023 to Friday, 29th September 2023 (both days inclusive) for the purpose of the 26th Annual General Meeting of the Company to be held on Friday, 29th September, 2023 at 02:00 P.M. (IST) through Video Conferencing ("vc") / Other Audio-Visual Means ("OAVM").

Further, Pursuant to Section 108 of the Companies Act 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014, the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide remote e-voting facility to its Members enabling them to cast their vote for all the resolutions as set in the Annual General Meeting Notice provided by the NSDL. The e-voting period commences on Tuesday, 26th September, 2023 at 9:00 A.M. (IST) and ends on Thursday, 28th September, 2023 at 5:00 P.M. (IST) (both days inclusive).

Further, e-voting facility shall also be available at the AGM and will also be provided by the NSDL. The members who have already cast their vote through remote e-voting prior to the AGM may also attend the AGM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") but shall not be entitled to cast their vote at the AGM. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 'cut-off date' i.e. Friday, 22nd September 2023.

This is for your kind information and record please.

Thanking You,

Yours Truly,

For BONLON INDUSTRIES LIMITED

(NAVEEN KUMAR)

COMPANY SECRETARY AND COMPLIANCE OFFICER

M.NO.: ACS-33304

BONLON INDUSTRIES LIMITED

Regd. Office: 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
CIN: L27108DL1998PLC097397

NOTICE

26TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BONLON INDUSTRIES LIMITED WILL BE HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2023 AT 02:00 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 7A/39(12 FIRST FLOOR), WEA CHANNA MARKET, KAROL BAGH, NEW DELHI -110005.

ORDINARY BUISNESS:

1. **To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.**

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

“**RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. **To re-appoint Mr. Raj Jain (Holding DIN: 01018724), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment as 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 the provision of Section 152 of the Companies Act, 2013, Mr. Raj Jain (DIN: 01018724), who retires by rotation at this meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. To appoint Mr. Arun Kumar Jain (DIN: 00438324) as a Managing Director:

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

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, on the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to appoint Mr. Arun Kumar Jain (DIN: 00438324) as a Managing Director of the Company for a period of five years effective from 29th September 2023 to 28th September, 2028, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may acceptable to within the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of loss or inadequacy of profits, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Mr. Arun Kumar Jain, over and above the limits specified under section 197 of the Companies Act, 2013, within the maximum limits prescribed under sub-section II(A) of the part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to section 197(1)(i) the remuneration to Mr. Arun Kumar Jain, over and above the limits of 5% and/or 10% of the net profits of the company, as the case may be.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and other applicable provisions, if any, remuneration shall be payable to Mr. Arun Kumar Jain, who is promoter and executive director, notwithstanding:

a) the annual remuneration payable to him exceeding 5 Crore or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or

b) the aggregate annual remuneration of all the Executive Directors exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.”

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

4. To Appoint Mr. Raj Jain (DIN: 01018724) as a Whole Time Director:

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

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Mr. Raj Jain (DIN: 01018724), on the recommendations of Nomination & Remuneration Committee the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to appoint Mr. Raj Jain (DIN: 01018724) as a Whole-time Director of the Company for the period of five years effective from September 29, 2023 to September 28, 2028, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may acceptable to within the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or reenactment thereof.”

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of loss or inadequacy of profits, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Mr. Raj Jain, over and above the limits specified under section 197 of the Companies Act, 2013, within the maximum limits prescribed under sub-section II(A) of the part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to section 197(1)(i) the remuneration to Mr. Nitin Aggarwal, over and above the limits of 5% and/or 10% of the net profits of the company, as the case may be.

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

5. **To appoint/regularize Ms. Siya Seth (DIN: 02982252) as an Non Executive Independent Director for a period of 5 (Five) consecutive years:**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150,152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded for appointment of Ms. Siya Seth (DIN: 02982252) as Non-Executive Independent Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time and who is eligible for appointment, for a period of five consecutive years starting from 01st September, 2023 to 31st August, 2028 on the Board of the Company, whose term shall not be subject to retirement by rotation.

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

6. **To approve Material Related Party Transaction(s):**

To consider and if thought fit, to give assent/dissent to the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing

Regulations) and the Company's policy on Related Party Transactions, the approval of shareholders be and is hereby accorded to ratify and/or approve all contract(s)/ arrangement(s)/ transaction(s) entered and/or to be entered with related parties i) Asier Metals Private Limited, ii) B.C. Power Controls Limited, (iii) Bon Lon Private Limited, (iv) Bon-Lon Securities Limited, (v) Harshit Finvest Private Limited, within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provided that the value of all such transactions entered and/or to be entered shall not exceed

Name of the party	Amount
Asier Metals Private Limited	Rs. 500 Crores
B.C. Power Controls Limited	Rs. 600 Crores
Bon Lon Private Limited	Rs. 60 Crores
Bon-Lon Securities Limited	Rs. 60 Crores
Harshit Finvest Private Limited	Rs. 60 Crores

at any time from the conclusion of ensuing 26th Annual General Meeting of the Company to the conclusion of 27th Annual General Meeting of the Company to be held in year 2024, on such term(s) and condition(s) as the Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

7. To Ratify Cost Auditors' Remuneration:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus Goods and Service Tax per annum, payable to M/s Goyal, Goyal & Associates, Cost Accountants (Firm Registration No. 000100), who has been appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the Financial Year 2023-2024, as approved by the Board of Directors of the Company on recommendation of the Audit Committee, be and is hereby ratified.

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

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

Date: September 01, 2023

Place: New Delhi

(Naveen Kumar)
Company Secretary
M. NO- ACS-33304

NOTES:

The Register of Members and the Share Transfer books of the Company will remain closed from, Saturday, 23th September, 2023 to Friday, 29th September, 2023 (both days inclusive).

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members to attend and cast vote for the members will not be available for this AGM and hence the Proxy Form and Attendance Slip not annexed to this Notice.
3. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. In terms of the provisions of Section 152 of the Act, Mr. Raj Jain, Director of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointments.

Mr. Raj Jain, Directors of the Company, is interested in the Ordinary Resolution set out at Item Nos. 2, of the Notice with regard to his re-appointment. The relatives of Mr. Raj Jain may be deemed to be interested in the resolutions set out at Item Nos. 2 of the Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 2 of the Notice.

5. Details of Directors retiring by rotation / seeking re-appointment at this Meeting are provided in the “Annexure” to the Notice
6. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further,

additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Institutional Investors, who are Members of the Company, are encouraged to attend the 26th AGM through VC/OA VM mode and vote electronically. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OA VM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at cssanjeevdabas@gmail.com with a copy marked to evoting@nsdl.co.in & cs@bonlonindustries.com.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
11. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the Company's website at www.bonlonindustries.com, websites of the BSE Limited,

www.bseindia.com and on the website of National Securities Depository Limited (NSDL), www.evoting.nsdl.com.

12. Further, those members who have not registered their email address and in consequence could not be served the Annual Report for the Financial Year 2022-23 and Notice of 26th Annual General Meeting, may temporarily get themselves registered with RTA of the Company Bigshare Services Private Limited, by clicking the link: www.bigshareonline.com/ForInvestor.aspx for receiving the same. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through e-mail going forward.
13. The Company has fixed the cut- off date of **Friday, 01st September, 2023** for determining the entitlement of shareholders to receive Annual Report of the Financial Year 2022-23.
14. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both days inclusive).
15. Members who have not registered / updated their email addresses with Bigshares Services Private Limited, are requested to do so for receiving all future communications from company including Annual Reports, Notices, Circulars etc. electronically.
16. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to Bigshares Services Private Limited, Registrar & Share Transfer Agent of the company quoting their Folio number.
17. Members are requested to notify immediately about any change in their postal address/ e-mail address/ bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent viz. M/s Bigshare Services Private Ltd having its office at 302, Kushal Bazar 32-33 Nehru Place New Delhi-11001 although 100% paid capital of the Company as on date of this notice is in de-mat form.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, accordingly, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company (although 100% of paid up capital of the Company is in de-mat form as on date of this notice).

19. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
20. Members desirous of obtaining any information/ clarification concerning the Financial Statements for the Financial Year ended March 31, 2023, of the Company, may send their queries in writing at least seven days before the Annual General Meeting to the Company Secretary at the registered office of the Company or at e-mail id: cs@bonlonindustries.com.
21. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/Demat form, the nomination form may be filed with the respective Depository Participant.
22. Inspection:
 - All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on cs@bonlonindustries.com.
 - The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
23. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
24. In compliance with Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as may be amended from time to time, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meeting issued by Institute of Company Secretaries of India, the Company is pleased to provide E-Voting facility to the Members of the Company to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means (remote e-voting) in respect of the resolutions contained in this notice and the business may be transacted through e-voting services provided by NSDL.

The facility for voting, through electronic voting system on the resolution(s) shall also be made available at the AGM and members attending the meeting through

VC/OAVM who have not already cast their vote on the resolution(s) by remote e-voting shall be able to exercise their right to vote on such resolution(s) at the meeting.

- I. The Members who have already cast their vote by remote e-voting prior to the AGM would be entitled to attend the AGM through VC / OAVM but shall not be entitled to vote on such resolution(s) at the meeting.
- II. The Remote e-voting period commences from **9.00 a.m. on Tuesday, 26th September, 2023 and ends at 5.00 p.m. on Thursday, 28th September, 2023**. During this period, the members of the company, holding shares either in physical form or in demat form, as on the **cut-off date of Friday, 22nd September, 2023** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.
- III. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at 26th Annual General Meeting (AGM) is **Friday 22nd September, 2023**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of E-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- IV. The Board of Directors of your Company have appointed Mr. Sanjeev Dabas, Practicing Company Secretary as the Scrutinizer for conducting the voting through electronic voting system or through polling paper at the AGM, in fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of voting at the AGM will unblock the votes cast through remote E-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than 02 (two) working days from the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.bonlonindustries.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 26th September, 2023 at 09:00 A.M. and ends on Thursday, 28th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September 2023.

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 and joining virtual meeting 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 ’ 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

	<p>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 or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting. 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>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-48867000 and 022-24997000

B) Login Method for e-Voting and joining virtual meeting 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the

download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 and 022-24997000 or send a request to Mr. Narender Dev 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 48 Hours prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@bonlonindustries.com . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 48 Hours prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@bonlonindustries.com . These queries will be replied to by the company suitably by email cs@bonlonindustries.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT

ORDINARY BUSINESS:

ITEM NO. 2:

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

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

Name of Director	Mr. Raj Jain
Date of Birth	21/08/1953
DIN	01018724
Date of Appointment/ Re-Appointment	Appointed as Directors on 20-06-2018 and designated as Chairman & Managing Director in Extra Ordinary General Meeting held on 11 th June 2019 for a period of Five consecutive years.
Type of Appointment	Liable to Retire by Rotation
Qualification	B. Com
Expertise in specific functional area	Mr. Raj Jain has sound knowledge of Banking, Finance, Import and export and he has good liasioning skills. He is also a good team leader.
Directorship held in other listed entities	Nil
Listed entities from which resigned in past three years	Nil
Memberships/Chairmanships of Committees of other Companies	Chairman: Nil Membership: Nil
Relationship with other Director/s	No
Number of Shares held in the Company	Nil

SPECIAL BUSINESS:

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF COMPANIES ACT, 2013 FOR ITEM NO. 3 TO 7 OF THE NOTICE:

ITEM NO. 3:

Mr. Arun Kumar Jain was appointed as Whole Time Director of the Company by the Shareholders of the Company in 23rd Annual General Meeting held on 30th December 2020 for a period of five consecutive years starting from 30th December 2020 to 29th December 2025.

Now the Board of Director, on recommendation of Nomination and Remuneration Committee, proposed to the shareholders of the Company to appoint Mr. Arun Kumar Jain as Managing Director of the Company for a period of 05 (five) years starting from September 29, 2023 to September 28, 2028.

The main terms and conditions of appointment of Mr. Arun Kumar Jain as Managing Director are given below:

- I. **Tenure of Re-Appointment:** The appointment of the Managing Director shall for a period of 05 (five) years effect from September 29, 2023 to September 28, 2028.
- II. **Nature of Duties:** Subject to the supervision and control of the Board of Directors, Mr. Arun Kumar Jain will carry out such duties and exercise such powers as are entrusted to him by the Board of Directors.
- III. **Remuneration:** The remuneration payable to Mr. Arun Kumar Jain shall be determined by the Board of Directors of the Company from time to time within the maximum limit set forth below:
 - a. **Salary:** Rs. 2,40,00,000/- (Rs. Two Crore Forty Lakhs Only) Per Annum and
 - b. **Other Entitlements:** Apart from salary he will also be entitled for following allowances or reimbursements without any monetary limit:
 - i) Car Running, Repairs and Insurance
 - ii) Telephone / Mobile Phone/Wi-fi Expenses
 - iii) Club Membership Fees
 - iv) Inland and Foreign travel for Self and family
 - v) Medical Insurance for Self and Family
 - vi) Hospitalization expenses for Self and Family
 - vii) Electricity Bill of Residence

viii) House Maintenance

ix) Other benefits, schemes, privileges and amenities in accordance with the Company's practices, rules and regulations in force from time to time.

Note: 1. Salary includes House Rent Allowance & Conveyance Allowance.

2. Other entitlements shall be in addition of Salary.

3. Family includes Spouse, Son, Daughters, Son in Laws, Daughters' Children.

IV. Minimum Remuneration: Notwithstanding anything to the contrary contained herein, in the event of loss or inadequacy of profits of the Company, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Mr. Arun Kumar Jain, over and above the limits specified under section 197 of the Companies Act, 2013, within the maximum limits prescribed under sub-section II(A) of the part II of Schedule V of the Companies Act, 2013.

Further pursuant to section 197(1)(i) of the Companies Act, 2013, the remuneration to Mr. Arun Kumar Jain, may be over and above the limits of 5% and/or 10% of the net profits of the [company](#), as the case may be.

In compliance with provision of Sections 196,197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the terms of appointment and remuneration specified above are now being placed before the Members for their approval as Special Resolution.

Considering the job responsibilities, background, experience, achievements and other criteria and on recommendation of Nomination and Remuneration Committee of the Company, Board of Directors proposed to shareholders to approve the remuneration of Mr. Arun Kumar Jain, Managing Director by passing a Special Resolution in accordance with Section II, Part II of Schedule V of the Companies Act, 2013 as if profits of Company are inadequate.

Details required under Section II, Part II of Schedule V of the Companies Act, 2013 given hereunder:

I.	GENERAL INFORMATION	<p>➤ Nature of Industry: The Company is in business of Metals Industry. It trades ferrous and non ferrous metals. The Company also manufactures Wires and Cables.</p> <p>➤ Date of Commencement of Commercial Production: The Company was incorporated on 24.01.1997 and thereafter started the manufacturing and trading activities.</p> <p>➤ Financial Performance: <u>(In Lakhs)</u></p>
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<u>PARTICULARS</u>	<u>2022-23</u>	<u>2021-22</u>
Revenue	51,251.75	38,906.72
Expenditure	51,030.28	38,630.53
Profit Before Tax	221.46	276.19
Less: Tax	53.02	64.38
Net Profit	168.45	211.81

➤ **Foreign Investments & Collaborations:**

There is no direct Foreign investment in Company except to the extent share acquired and held by the shareholders from secondary market. There is no foreign collaboration in the Company.

II.	Information about Mr. Arun Kumar Jain	<p>➤ Back Ground, Recognition Mr. Arun Kumar Jain is 64 years old. He is Graduate in Art stream from Delhi University. He got engaged in business activities just after his graduation and joined his family business with his father. He has been very active throughout his professional career. He started his own business of stainless steel in early 80's. In 1997, he started and expanded his business activities with entrance in the field of ferrous and non-ferrous metals mainly copper & aluminium. Due to his aggressive, dynamic and competitive business approach, he has been able to establish and expand his business in Delhi as well as in the entire India and many other Countries. He has a vast experience of more than three decades. He has visited many countries in search of new business opportunities. Currently, Mr. Arun Kumar Jain is also a Chairman of Vaish Co-operative Adarsh Bank Limited.</p> <p>➤ Past Remuneration: Presently, Mr. Arun Kumar Jain is designated as Whole Time Director of the Company and drawing remuneration pursuant to the Ordinary Resolution passed by the shareholders of the Company in 24th AGM held on 30th September 2021, details of which are as under:</p> <p>Salary: Rs. 12,00,000/- Per Annum</p> <p>Other Allowances: Upto Rs. 3,00,000/- Per Annum</p> <p>Other Benefits: All other benefits, schemes, privileges and amenities as are granted to senior executives of the</p>
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Company in accordance with the Company's practices, rules and regulations in force from time to time.

➤ **PROPOSED REMUNERATION:**

The remuneration payable to Mr. Arun Kumar Jain shall be determined by the Board of Directors of the Company from time to time within the maximum limit set forth below:

- a. **Salary:** Rs. 2,40,00,000/- (Rs. Two Crore Forty Lakhs Only) Per Annum and
- b. **Other Entitlements:** Apart from salary he will also be entitled for following allowances or reimbursements without any monetary limit:
 - i) Car Running, Repairs and Insurance
 - ii) Telephone / Mobile Phone/Wi-fi Expenses
 - iii) Club Membership Fees
 - iv) Inland and Foreign travel for Self and family
 - v) Medical Insurance for Self and Family
 - vi) Hospitalization expenses for Self and Family
 - vii) Electricity Bill of Residence
 - viii) House Maintenance
 - ix) Other benefits, schemes, privileges and amenities in accordance with the Company's practices, rules and regulations in force from time to time.

Note: 1.Salary includes House Rent Allowance & Conveyance Allowance.

2.Other entitlements shall be in addition of Salary.

3.Family includes Spouse, Son, Daughters, Son in Laws, Daughters' Children.

➤ **COMPARATIVE REMUNERATION PROFILE WITH RESPECT TO INDUSTRY, SIZE OF THE COMPANY, PROFILE OF THE POSITION AND PERSON (IN CASE OF EXPATRIATES THE RELEVANT DETAILS WOULD BE WITH RESPECT TO THE COUNTRY OF HIS ORIGIN)**

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Arun Kumar Jain, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies.

		<p>➤ <u>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:</u></p> <p>Mr. Arun Kumar Jain is promoter of the Company and holds 46.20% shares. His wife Mrs. Smita Jain is also a Non Executive Director of the Company. Mr. Ankit Gupta, CFO of the Company is his Son in Law.</p>
III.	OTHER INFORMATION	<p>The Management of Company is focusing on increase in turnover of the Company and Profit as well. But in F.Y. 2022-23, the Company has achieved all time high turnover of Rs. 511.04 Crores as compared to turnover of Rs. 387.79 Crores in F.Y. 2021-22. But due to focusing of increasing in turnover by way of adding new customer the Company has to compromise with profit margin due market competition. The profits of Company may be inadequate in coming years as well as the Company is focusing on adding new customers and increase turnover by selling goods at least margin to beat the competitors. This strategy will be fruit full long term.</p> <p>Although the Company will do efforts to increase the profits as well along-with increasing of turnover.</p>
IV	Disclosures:	Additional information is given in Corporate Governance Report.

V. Remuneration of Executive Director who is promoter also: As per Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds Rs. 5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Mr. Arun Kumar Jain, who is proposed to appoint as Managing Director will be executive Director and he is a promoter of the Company as well. The proposed remuneration of Mr. Arun Kumar Jain may be in excess of 2.5% of the net profits of the Company.

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

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

Name of Director	Mr. Arun Kumar Jain
Date of Birth	13/10/1958
DIN	00438324
Date of Appointment/ Re-Appointment	Re-appointed in 23 rd Annual General Meeting held on 30 th December 2020 for a period of 05 year from 30 th December 2020 to 29 th December 2025.
Type of Appointment	Liable to Retire by Rotation
Qualification	Graduate
Expertise in specific functional area	Mr. Arun Kumar Jain has sound knowledge of marketing, extra ordinary management skills and expertise in finance management. He focus on good Corporate Governance.
Directorship held in other listed entities	Nil
Listed entities from which resigned in past three years	B.C. Power Controls Limited
Memberships/Chairmanships of Committees of other Companies	Chairman: Nil Membership: Nil
Relationship with other Director/s	Mrs. Smita Jain, Non Executive Director is his spouse.
Number of Shares held in the Company	65,53,278 Equity Shares

The Board recommends to the shareholders of the Company to pass the resolution set out at Item No. 3 as a Special Resolution.

None of the Director or KMP and their relatives except Mr. Arun Kumar Jain, Mrs. Smita Jain and Mr. Ankit Gupta and their relatives, is concerned or interested, financially or otherwise in resolution to be passed in Item no. 3 except to the extent of equity shares held by them in the Company.

ITEM NO. 4:

Mr. Raj Jain was appointed as Chairman and Managing Director of the Company by the Shareholders of the Company in Extra Ordinary General Meeting held on 11th June 2019 for a period of Five consecutive years. Now the Board of Director, on recommendation of Nomination and Remuneration Committee, proposed to the Shareholders of the Company to appoint Mr. Raj Jain as Whole Time Director of the Company for a period of 05 (five) years starting from September 29, 2023 to September 28, 2028.

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

- IV. Tenure of Re-Appointment:** The appointment of the Managing Director shall for a period of 05 (five) years effect from September 29, 2023 to September 28, 2028.
- V. Nature of Duties:** Subject to the supervision and control of the Board of Directors, Mr. Raj Jain will carry out such duties and exercise such powers as are entrusted to him by the Board of Directors.
- VI. Remuneration:** The remuneration payable to Mr. Raj Jain shall be determined by the Board of Directors of the Company from time to time within the maximum limit set forth below:
- a. **Salary:** Rs. 7,20,000/- (Rs. Seven Lakh Twenty Thousand Only) Per Annum and
 - b. **Other Entitlements:** Apart from salary he will also be entitled of all other benefits, schemes, privileges and amenities in accordance with the Company's practices, rules and regulations in force from time to time.

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

- IV. Minimum Remuneration:** Notwithstanding anything to the contrary contained herein, in the event of loss or inadequacy of profits of the Company, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Mr. Raj Jain, over and above the limits specified under section 197 of the Companies Act, 2013, within the maximum limits prescribed under sub-section II(A) of the part II of Schedule V of the Companies Act, 2013.

Further pursuant to section 197(1)(i) of the Companies Act, 2013, the remuneration to Mr. Raj Jain, may be over and above the limits of 5% and/or 10% of the net profits of the [company](#), as the case may be.

In compliance with provision of Sections 196,197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the terms of appointment and remuneration specified above are now being placed before the shareholders for their approval.

Considering the job responsibilities, background, experience, achievements and other criteria and on recommendation of Nomination and Remuneration Committee of the Company, Board of Directors proposed to shareholders to approve the remuneration of Mr. Raj Jain, Whole Time Director by passing a Special Resolution in accordance with Section II, Part II of Schedule V of the Companies Act, 2013 as if profits of Company are inadequate.

Details required under Section II, Part II of Schedule V of the Companies Act, 2013 given hereunder:

I.	GENERAL INFORMATION	<p>➤ Nature of Industry: The Company is in business of Metals Industry. It trades ferrous and non ferrous metals. The Company also manufactures Wires and Cables.</p> <p>➤ Date of Commencement of Commercial Production: The Company was incorporated on 24.01.1997 and thereafter started the manufacturing and trading activities.</p> <p>➤ Financial Performance: <i>(In Lakhs)</i></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">PARTICULARS</th> <th style="text-align: right;">2022-23</th> <th style="text-align: right;">2021-22</th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td style="text-align: right;">51,251.75</td> <td style="text-align: right;">38,906.72</td> </tr> <tr> <td>Expenditure</td> <td style="text-align: right;">51,030.28</td> <td style="text-align: right;">38,630.53</td> </tr> <tr> <td>Profit Before Tax</td> <td style="text-align: right;">221.46</td> <td style="text-align: right;">276.19</td> </tr> <tr> <td>Less: Tax</td> <td style="text-align: right;">53.02</td> <td style="text-align: right;">64.38</td> </tr> <tr> <td>Net Profit</td> <td style="text-align: right;">168.45</td> <td style="text-align: right;">211.81</td> </tr> </tbody> </table> <p>➤ Foreign Investments & Collaborations: There is no direct Foreign investment in Company except to the extent share acquired and held by the shareholders from secondary market. There is no foreign collaboration in the Company.</p>	PARTICULARS	2022-23	2021-22	Revenue	51,251.75	38,906.72	Expenditure	51,030.28	38,630.53	Profit Before Tax	221.46	276.19	Less: Tax	53.02	64.38	Net Profit	168.45	211.81
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<p>II.</p>	<p>Information about Mr. Arun Kumar Jain</p>	<p>➤ Back Ground, Recognition Mr. Raj Jain, aged 70 years. He joined the Company on June 20, 2018 as a Director and his designation was subsequently changed to Managing Director cum Chairman w.e.f. June 11, 2019 for a term of five years. He is a Commerce Graduate from Sri Ram College of Commerce, Delhi University. He started his career with a watch merchant in the year 1973 and has been working since then. During 1977 to 1997 he served Electra India Limited as a liasoning officer and was posted in Delhi. The core area of his work in Electra India Limited was liasoning and following up with the government departments and banks. He has been associated with Bonlon group since 1997 at various capacities and has played an instrumental role in establishing the business. Mr. Raj Jain takes care of the Accounts and Finance department of the Company. He is also actively engaged in dealing with various government departments and Banks on behalf of the Company.</p> <p>➤ Past Remuneration: Presently, Mr. Raj Jain is designated as Chairman and Managing Director of the Company and drawing remuneration as under:</p> <p>Salary: Rs. 7,20,000/- Per Annum</p> <p>Other Benefits: All other benefits, schemes, privileges and amenities as are granted to senior executives of the Company in accordance with the Company's practices, rules and regulations in force from time to time.</p> <p>➤ PROPOSED REMUNERATION:</p> <p>VII. The remuneration payable to Mr. Raj Jain shall be determined by the Board of Directors of the Company from time to time within the maximum limit set forth below:</p> <p>a. Salary: Rs. 7,20,000/- (Rs. Seven Lakh Twenty Thousand Only) Per Annum and</p> <p>b. Other Entitlements: Apart from salary he will also be entitled of all other benefits, schemes, privileges and amenities in accordance with the Company's practices, rules and regulations in force from time to time.</p> <p>Note: 1. Salary includes House Rent Allowance & Conveyance Allowance. 2. Other entitlements shall be in addition of Salary.</p>
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		<p>➤ <u>COMPARATIVE REMUNERATION PROFILE WITH RESPECT TO INDUSTRY, SIZE OF THE COMPANY, PROFILE OF THE POSITION AND PERSON (IN CASE OF EXPATRIATES THE RELEVANT DETAILS WOULD BE WITH RESPECT TO THE COUNTRY OF HIS ORIGIN)</u></p> <p>Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Raj Jain, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies.</p> <p>➤ <u>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:</u></p> <p>Mr. Raj Jain has no other pecuniary relationship with the Company. He has no relationship with any other director of KMP.</p>
III.	OTHER INFORMATION	<p>The Management of Company is focusing on increase in turnover of the Company and Profit as well. But in F.Y. 2022-23, the Company has achieved all time high turnover of Rs. 511.04 Crores as compared to turnover of Rs. 387.79 Crores in F.Y. 2021-22. But due to focusing of increasing in turnover by way of adding new customer the Company has to compromise with profit margin due market competition. The profits of Company may be inadequate in coming years as well as the Company is focusing on adding new customers and increase turnover by selling goods at least margin to beat the competitors. This strategy will be fruit full long term.</p> <p>Although the Company will do efforts to increase the profits as well along-with increasing of turnover.</p>
IV	Disclosures:	Additional information is given in Corporate Governance Report.

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

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

Name of Director	Mr. Raj Jain
Date of Birth	21/08/1953
DIN	01018724
Date of Appointment/ Re-Appointment	Appointed as Directors on 20-06-2018 and designated as Chairman & Managing Director in Extra Ordinary General Meeting held on 11 th June 2019 for a period of Five consecutive years.
Type of Appointment	Liable to Retire by Rotation
Qualification	B. Com
Expertise in specific functional area	Mr. Raj Jain has sound knowledge of Banking, Finance, Import and export and he has good liasioning skills. He is also a good team leader.
Directorship held in other listed entities	Nil
Listed entities from which resigned in past three years	Nil
Memberships/Chairmanships of Committees of other Companies	Chairman: Nil Membership: Nil
Relationship with other Director/s	No
Number of Shares held in the Company	Nil
Directorship held in other companies	Nil
Memberships/Chairmanships of Committees of other Companies	Chairman: Nil Membership: Nil
Relationship with other Director/s	No
Number of Shares held in the Company	Nil

The Board recommended the shareholders to pass the resolution set out at Item No. 4 as a Special Resolution.

None of the Director or KMP and their relatives except Mr. Raj Jain and his relatives, is concerned or interested, financially or otherwise in resolution to be passed in Item no. 4 except to the extent of equity shares held by them in the Company.

ITEM NO. 5:

Ms. Siya Seth (DIN: 02982252) has appointed as Additional Independent Directors on the Board by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, in Board Meeting held on 01st September, 2023 to hold office till the conclusion of the ensuing Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term of five consecutive years starting from 01st September, 2023 to 31st August 2028 in accordance with the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board recommends the Ordinary Resolutions set out at Item No. 5 of the Notice of 26th Annual General Meeting for shareholders' approval.

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED AT THE FORTHCOMING AGM AS REQUIRED BY REGULATION 26 AND REGULATION 36(3) OF THE LISTING REGULATIONS:

Name of Director	Ms. Siya Seth
Date of Birth	19/09/1973
DIN	02982252
Date of Appointment/ Re-Appointment	Appointed as Additional Independent Director on 01 st September, 2023
Nationality	Indian
Type of Appointment	Not liable to retire by rotation.
Qualification	M.B.A., Ph.D
Last Drawn Remuneration	Nil
Expertise in specific functional area	Expertise of Ms. Siya Seth are in Human Resource, Business Management and Management Consultancy. He has experience of approx. two decades.
Directorship held in other listed companies	Nil

Listed entities from which resigned during past three years	Nil
Memberships/Chairmanships of Committees of other Companies	<u>Chairman:- Nil</u> <u>Member:- Nil</u>
Relationship with other Director/s	No Relationship with any other director
Number of Shares held in the Company	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Ms. Siya Seth is qualified MBA in Marketing and Ph. D in Psychology. She is running his business of Human Resource and management consultancy. She also running a NGO. Her experience will help the Company in improving the skills in employees of the Company and also help the management to establish a good coordination between employees and management. She will also be helpful in managing the business with new thought, behavior and skill set.

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

ITEM NO. 6

The Company is engaged in Business of Trading of Ferrous & Non- Ferrous Metals. The related parties M/s B.C. Power Controls Limited, M/s Asier Metals Private Limited are also engaged in business of trading of Ferrous & Non- Ferrous Metals. Three related parties M/s Bon Lon Private Limited, M/s Bon- Lon Securities Limited and M/s Harshit Finvest Private Limited are registered NBFCs.

So, during the normal course of business, the Company has to enter various transactions with related parties M/s B.C. Power Controls Limited, M/s Asier Metals Private Limited, M/s Bon Lon Private Limited, M/s Bon- Lon Securities Limited and M/s Harshit Finvest Private Limited including sale, purchase, job work, services and also for short term working capital requirement.

Pursuant to Section 188 of Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, a Company has to

take approval of shareholders if transactions entered or to entered has exceeds the specified limit.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, which is called material related party transactions, the Company has to take the approval of shareholders.

Hence, approval of the shareholders is being sought as ordinary resolution to ratify and/or approve all contract(s)/ arrangement(s)/ transaction(s) entered and/or to be entered with above mentioned related parties.

The aggregate value of transaction(s) with aforesaid parties may exceed the said threshold limits as prescribed under Pursuant to Section 188 of Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the period starting from the conclusion of 26th AGM to the conclusion of 27th AGM.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transactions with M/s Bonlon Industries Limited are as follows:

Name of the Related Party	Asier Metals Private Limited
Name of the director or key managerial personnel who is related, if any	Mr. Arun Kumar Jain
Nature of relationship	Mr. Arun Kumar Jain is Director and Shareholder of M/s Asier Metals Private Limited Mr. Arun Kumar Jain holds 50% shareholding in Asier Metals Private Limited.
Nature, material terms, monetary value and particulars of the contract or arrangements	Sale, Purchase or Supply of any Goods or Material, Job Work, Short Term funding for working capital requirements by or to and any other transaction(s).
Any other information relevant or important for the members to take a decision on the proposed resolution.	All transactions took place in normal course of business and according to market conditions, Company's requirements.

Name of the Related Party	B.C. Power Controls Limited
Name of the director or key managerial personnel who is related, if any	Mr. Arun Kumar Jain Mr. Ankit Gupta
Nature of relationship	Mr. Arun Kumar Jain is promoter shareholder of B.C. Power Controls Limited and Mr. Ankit Gupta is Non Executive Director of M/s B.C. Power Controls Limited.
Nature, material terms, monetary value and particulars of the contract or arrangements	Sale, Purchase or Supply of any Goods or Material, Job Work, Short Term funding for working capital requirements by or to and any other transaction(s).
Any other information relevant or important for the members to take a decision on the proposed resolution.	All transactions took place in normal course of business and according to market conditions, Company's requirements.

Name of the Related Party	Bon Lon Private Limited
Name of the director or key managerial personnel who is related, if any	Mr. Arun Kumar Jain Mrs. Smita Jain
Nature of relationship	Mr. Arun Kumar Jain and Mrs. Smita Jain are Shareholder of M/s Bon Lon Private Limited. Mr. Arun Kumar Jain and his daughter, Swatika Jain are Directors of M/s Bon Lon Private Limited. M/s Bon Lon Private Limited is also a member of Promoter Group of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements	Short Term funding for working capital requirements by or to and any other transaction(s).
Any other information relevant or important for the members to take a decision on the proposed resolution.	All transactions took place in normal course of business and according to market conditions, Company's requirements.

Name of the Related Party	Bon-Lon Securities Limited
Name of the director or key managerial personnel who is related, if any	Mr. Arun Kumar Jain Mrs. Smita Jain

Nature of relationship	Mr. Arun Kumar Jain and Mrs. Smita Jain are Shareholders of M/s Bon-Lon Securities Limited. M/s Bon Lon Securities Limited is also a member of Promoter Group of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements	Short Term funding for working capital requirements by or to and any other transaction(s).
Any other information relevant or important for the members to take a decision on the proposed resolution.	All transactions took place in normal course of business and according to market conditions, Company's requirements.

Name of the Related Party	Harshit Finvest Limited
Name of the director or key managerial personnel who is related, if any	Mr. Arun Kumar Jain Mrs. Smita Jain
Nature of relationship	Mr. Arun Kumar Jain and Mrs. Smita Jain are Shareholder of M/s Harshit Finvest Private Limited and Mr. Arun Kumar Jain and his son Mr. Harshit Jain are director of M/s Harshit Finvest Private Limited. M/s Harshit Finvest Private Limited is also a member of Promoter Group of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements	Short Term funding for working capital requirements by or to and any other transaction(s).
Any other information relevant or important for the members to take a decision on the proposed resolution.	All transactions took place in normal course of business and according to market conditions, Company's requirements.

The above transactions are approved by the Audit Committee as per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements), 2015

None of the Directors, Key Managerial Personnel of the Company and their relatives, Except Mr. Arun Kumar Jain, Mrs. Smita Jain and Mr. Ankit Gupta and their relatives, is concerned or interested, financially or otherwise, in the Resolution to be passed in the Item no. 6, except to the extent of equity shares held by them in the Company.

ITEM NO. 7:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor, on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified subsequently by the shareholders.

In view of the above, the Board of Directors of the Company, on the recommendation of the Audit Committee of Board, at its meeting held on 01st September, 2023 has considered and approved the appointment of M/s Goyal, Goyal & Associates, Cost Accountants (Firm Registration No. 000100) as Cost Auditors of the Company subject to ratification of remuneration by the shareholders for the financial year 2023-24 to conduct audit of cost accounting records for the Company at a remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus Goods and Service Tax per annum.

The Board recommends the ordinary resolution set out at Item No. 7 of the Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

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

Date: September 01, 2023

Place: New Delhi

(Naveen Kumar)
Company Secretary
M.NO- ACS-33304