



**BCL ENTERPRISES LIMITED**

Unit No. 213, D Mall, Plot No. A1, Netaji Subhash Place, Pitampura, Delhi, 110034

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**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF BCL ENTERPRISES LIMITED (“THE COMPANY”) FOR THE F.Y 2025-2026 WILL BE HELD ON MONDAY, FEBRUARY 02<sup>ND</sup>, 2026, AT 12:30 PM (IST) THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:**

**ITEM NO.1:**

**INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION 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 provisions of Section 13, 61 and 64 other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded for increase of authorized share capital of the Company from INR 12,00,00,000/- (Indian Rupees Twelve Crore Only) divided into 12,00,00,000 (Twelve Crore Only) Equity Shares of face value of INR 1/- (Indian Rupee One Only) each to INR 500,00,00,000/- (Indian Rupees Five Hundred Crore only) comprising of 500,00,00,000 (Five Hundred Crore) equity shares of INR 1/- (Indian Rupee One only) each by the creation of additional 488,00,00,000 (Four Hundred Eighty Eight Crore) additional capital, ranking pari passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** consequent to the above alterations and pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new clause:

***“V. The Authorized Share Capital of the Company is INR 500,00,00,000/- (Indian Rupees Five Hundred Crore Only) divided into 500,00,00,000 (Five Hundred Crore) Equity Shares of Re. 1/- each”.***

**RESOLVED FURTHER THAT** all the Directors of the Company and the Key Managerial Person of the Company, be and are hereby severally authorized to settle any question and/ or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto, to take such steps as may be necessary to execute all deeds, applications, documents and writings that may be required, to file necessary forms/applications/documents with the relevant Registrar of Companies and/or other regulatory authorities, as may be required and to do all such acts, deeds, matters, things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”



**ITEM NO.2:**

**APPOINTMENT OF MS. PRIYANKA PRAJAPATI (DIN: 08892384) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Priyanka Prajapati (DIN: 08892384), who was appointed as an Additional Non- Executive Independent Director of the Company, with effect from November 13, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, be and is hereby re-appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., from November 13, 2025 till November 13, 2030 and not liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director, CFO and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

**ITEM NO.3:**

**APPOINTMENT OF MR. OM PRAKASH SAMBHARIA (DIN: 10088564) AS EXECUTIVE ADDITIONAL DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161(1) and any other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of Regulation 17 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Om Prakash Sambharia (DIN: 10088564), who was appointed, as an Additional Director (Executive and Non-Independent category) of the Company with effect from November 13, 2025, and who has consented to act as a Director and is not disqualified under Section 164 of the Act, be and is hereby appointed as a Executive Director of the Company, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto, with liberty to the Board to alter and vary such terms within the limits prescribed under the Act.



**RESOLVED FURTHER THAT** any Director, CFO and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

**ITEM NO.4:**

**TO APPROVE THE BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, from time to time, any such sums of money as may be considered necessary and expedient for the business of the Company, in excess of the aggregate of its paid-up share capital and free reserves as per the latest audited financial statements of the Company, excluding temporary loans obtained from the Company’s bankers in the ordinary course of business, provided that the total amount so borrowed shall not exceed INR 5,000 Crores (Indian Rupees Five Thousand Crores only).

**RESOLVED FURTHER THAT** all the Directors of the Company and the Key Managerial Person of the Company be and are hereby authorised to determine the terms and conditions of such borrowings, including the interest rates, repayment schedules, and other covenants, and to finalise, settle, and execute all such documents, deeds, agreements, instruments, and writings, and to do all such acts, deeds, matters, and things as may be necessary, expedient, or desirable for the purpose of giving effect to this Resolution, including filing of necessary forms and other documents with the Registrar of Companies and other regulatory authorities.”

**ITEM NO.5:**

**TO CREATE CHARGE ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013**

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

**RESOLVED FURTHER THAT** pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to create such charge(s), mortgage(s), hypothecation(s) and/or to provide such security on the assets and properties of the Company, movable and/or immovable, tangible and/or intangible, both present and future and / or the whole or any part of the undertaking(s) of the Company, with retrospective effect, for securing the borrowings availed/ to be availed by the Company from time to time, not exceeding INR 5,000 Crores (Indian Rupees Five Thousand Crores only), on such terms and conditions and with such ranking as to priority as the Board may, in its absolute discretion, deem fit, together with interest, costs, charges, expenses and all other monies payable by the Company to the respective lenders/institutions under the agreements or arrangements entered into or to be entered into by the Company and/or the Board.



**RESOLVED FURTHER THAT** the securities/ charges to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and /or charges already created or to be created in future by the Company as may be agreed to between the Board and concerned parties.

**RESOLVED FURTHER THAT** all the Directors of the Company and the Key Managerial Person of the Company be and are hereby authorised to finalise, settle, and execute all such documents, deeds, agreements, instruments, and writings, and to do all such acts, deeds, matters, and things as may be necessary, expedient, or desirable for the purpose of giving effect to this Resolution, including filing of necessary charge forms and other documents with the Registrar of Companies and other regulatory authorities.”

**ITEM NO. 6:**

**TO APPROVE LOANS / GUARANTEES / SECURITIES / INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to make loans, give guarantees, provide security in connection with loans made, and/or make investments in shares, securities or other instruments of any body corporate or person, from time to time, in one or more tranches, up to an aggregate amount not exceeding INR 5,000 Crore (Indian Rupees Five Thousand Crore only), as may be considered necessary and beneficial in the interest of the Company.

**RESOLVED FURTHER THAT** such loans, guarantees, securities or investments may be made or provided on such terms and conditions, including the rate of interest, tenure, security, covenants and other commercial terms, as may be approved by the Board, subject to compliance with the provisions of the Companies Act, 2013 and other applicable laws.

**RESOLVED FURTHER THAT** all the Directors of the Company and the Key Managerial Person of the Company be and are hereby authorised to determine the terms and conditions of such loans, guarantees, securities, or acquisitions, including the interest rates, repayment schedules, and other covenants, and to finalise, settle, and execute all such documents, deeds, agreements, instruments, and writings, and to do all such acts, deeds, matters, and things as may be necessary, expedient, or desirable for the purpose of giving effect to this Resolution, including filing of necessary forms and other documents with the Registrar of Companies and other regulatory authorities.”

**ITEM NO.7:**

**ADVANCE LOANS / GIVE GUARANTEES / PROVIDE SECURITIES UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 185(2) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to grant loans, including any loan represented by a book debt, or



give guarantees or provide security in connection with any loan to any person or body corporate covered under Section 185 of the Act, up to an aggregate amount not exceeding INR 5,000 Crore/- (Indian Rupees Five Hundred Crore Only), on such terms and conditions as the Board may deem fit, in the best interest of the Company.

**RESOLVED FURTHER THAT** such loans, guarantees or securities shall be granted in accordance with the Company's policy and shall be utilised by the borrowing entity for its principal business activities only.

**RESOLVED FURTHER THAT** all the Directors of the Company and the Key Managerial Person of the Company be and are hereby authorised to finalize, settle, and execute all such documents, deeds, agreements, instruments, and writings, and to do all such acts, deeds, matters, and things as may be necessary, expedient, or desirable for the purpose of giving effect to this Resolution, including filing of necessary forms and other documents with the Registrar of Companies and other regulatory authorities.”

**By the order of the Board**  
**BCL ENTERPRISES LIMITED**

**Sd/-**  
**Mahendra Kumar Sharda**  
**Managing Director**  
**DIN: 00053042**

**Date: 08.01.2026**  
**Place: Delhi**

**Notes:**

1. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS 2) issued by ICSI in respect of the Directors seeking re-appointment are annexed to this Notice.

2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. The Members can join the EGM in the VC/OAVM mode 15 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 EGM 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 EGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. 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 e-voting on the date of the EGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.bclenterprisesltd.in](http://www.bclenterprisesltd.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.msei.in](http://www.msei.in) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.



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

The remote e-voting period begins on Friday, 30th January, 2026 at 09:00 A.M. and ends on Sunday, 01st February, 2026 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. 26th January 2026, 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 26th January 2026.

**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.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li></ol>

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 &amp; voting during the meeting.</p>
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**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p>

**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'?
  - d) 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'.
  - e) 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.com](mailto:evoting@nsdl.com) 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 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 Cstanianand@gmail.com with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [bccenterprisesltd@gmail.com](mailto:bccenterprisesltd@gmail.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 (bccenterprisesltd@gmail.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.com](mailto:evoting@nsdl.com) 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 EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join 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 before 29<sup>th</sup> January 2026,



mentioning their name, demat account number/folio number, email id, mobile number at [bcenterpriseLtd@gmail.com](mailto:bcenterpriseLtd@gmail.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance mentioning their name demat account number/folio number, email id, mobile number at ([bcenterpriseLtd@gmail.com](mailto:bcenterpriseLtd@gmail.com)). The same will be replied by the company suitably. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Other Information:**

6. The voting rights of the Members shall be in proportion to their share in the paid-up share capital of the Company as on the cut-off date.
7. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the Meeting and who holds shares as on the cut-off date i.e. Monday, January 26, 2026, needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
9. Accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results will be declared within 48 hours of conclusion of EGM, in the prescribed format along with the report of the Scrutinizer and the same shall be placed on the website of the company [bcenterpriseLtd@gmail.com](mailto:bcenterpriseLtd@gmail.com). in and on the website of CDSL immediately after the declaration of result and shall be communicated to BSE Limited i.e. the Stock Exchange where shares of the Company are listed.

**By the order of the Board  
BCL ENTERPRISES LIMITED**

**Sd/-  
Mahendra Kumar Sharda  
Managing Director  
DIN: 00053042**

**Date: 08.01.2026  
Place: Delhi**

**EXPLANATORY STATEMENT**  
**(Pursuant to section 102 of the Companies Act, 2013)**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**ITEM No. 1:**

Presently, the Authorized share Capital of the Company is INR 12,00,00,000/- (Indian Rupees Twelve Crore Only) divided into 12,00,00,000 (Twelve Crore Only) Equity Shares of face value of INR 1/- (Indian Rupee One Only) each.

The Board has accorded its approval to increase the Authorized Share Capital of the Company from INR 12,00,00,000/- (Indian Rupees Twelve Crore Only) to INR 500,00,00,000/- (Indian Rupees Five Hundred Crore only) comprising of 500,00,00,000 (Five Hundred Crore) equity shares of INR 1/- (Indian Rupee One only) each by the creation of additional 488,00,00,000 (Four Hundred Eighty Eight Crore) additional capital, comprising of 488,00,00,000 (Four Hundred Eighty Eight Crore) equity shares of INR 1/- (Indian Rupee One only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in the resolution except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the ordinary resolutions set out at Item No.1 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

**ITEM No. 2:**

As recommended by the Nomination and Remuneration Committee, Ms. Priyanka Prajapati (DIN: 08892384) was appointed by the Board of Directors, as an Additional Non-Executive Independent Director of the Company with effect from November 13, 2025, pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Further, Ms. Priyanka Prajapati, has submitted a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act read with the rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and her consent to act as a Director pursuant to Section 152 of the Act and Confirmation that she is not disqualified from being appointed as a Director under the provisions of the Act. Given her expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail her services as an Independent Director of the Company and her continuation on the Board of the Company as an Independent Director will be in the interest of the Company.

The Board, based on the performance evaluation, professional expertise, integrity, experience, and the recommendation of the Nomination and Remuneration Committee, is of the opinion that Ms. Priyanka Prajapati fulfills the conditions for appointment as an Independent Director and that her association would be beneficial to the Company. Accordingly, it is proposed to re-appoint her as an Independent Director (Non-Executive category) for a term of five (5) consecutive years from November 13, 2025 till November 13, 2030, and she shall not be liable to retire by rotation.

As per the provisions of the Act and the Listing Regulations, Independent Directors are entitled to receive sitting fees and reimbursement of expenses if any, as approved by the Board and shareholders, within the limits prescribed under the Act.

Ms. Priyanka Prajapati, is registered in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs and has complied with the requirements relating to the proficiency self-assessment test, as applicable. A brief profile of Ms. Priyanka Prajapati, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure to this Notice.

Except Ms. Priyanka Prajapati, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice.

The Board recommends the special resolution as set out in the Item No. 2 of the Notice for the approval of the Members.

### **ITEM No. 3:**

As recommended by the Nomination and Remuneration Committee, the Board of Directors has at its meeting held on November 13, 2025, appointed Mr. Om Prakash Sambharia (DIN: 10088564), as Additional Director (Executive and Non-Independent) of the Company w.e.f. November 13, 2025, with effect from November 13, 2025, liable to retire by rotation, subject to the approval of the Members. In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and in accordance with the provisions of Section 161(1) of the Act, Mr. Om Prakash Sambharia holds office as an Additional Director only up to the date of the ensuing General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received the requisite consent in writing from him to act as a Director pursuant to Section 152 of the Act along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Mr. Om Prakash Sambharia possesses the requisite qualifications, skills, experience and industry knowledge, which would be of significant value to the Company. Considering his experience and contribution, the Nomination and Remuneration Committee and the Board are of the opinion that his appointment as an Executive Director would be in the best interest of the Company and its stakeholders.

Accordingly, it is proposed to appoint Mr. Om Prakash Sambharia as an Executive Director of the Company, liable to retire by rotation, on the terms and conditions including remuneration, as approved by the Board, within the limits prescribed under the provisions of the Act.

### **Terms and Conditions of Appointment**

**Designation:** Executive Director

**Nature of Appointment:** Executive, Non-Independent

**Date of Appointment:** With effect from November 13, 2025

**Remuneration:** Salary, perquisites, allowances and other benefits as approved by the Board of Directors from time to time, in accordance with the provisions of the Companies Act, 2013 and rules made thereunder

**Liability to Retire by Rotation:** Yes

The proposed appointment complies with the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A brief profile of Mr. Om Prakash Sambharia, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure to this Notice.

Except Mr. Om Prakash Sambharia, being the appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 3.

The Board recommends the special resolution as set out in the Item No. 3 of the Notice for the approval of the Members.

**ITEM No. 4:**

The Company needs substantial funds for its ongoing business operations, expansion plans, working capital requirements, and to meet various capital expenditures, it required to raise funds by way of borrowings from banks, financial institutions, non-banking financial companies, body corporates or other eligible lenders, from time to time.

The Board of Directors, at its meeting, after careful consideration of the Company's present and future financial requirements, deemed it necessary and expedient to enhance the overall borrowing powers of the Company and accordingly proposed to authorise the Board to borrow monies up to an aggregate limit not exceeding INR 5,000 Crores/- (Indian Rupees Five Thousand Crores Only), notwithstanding that such borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company.

In accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the members by way of a Special Resolution, borrow monies, where the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in this resolution, financially or otherwise, except to the extent of their respective shareholding in the Company, if any.

Accordingly, the Board recommends the passing of the special resolution as set out in Item No. 4 of the Notice for the approval of the Members.

**ITEM NO. 5:**

The Company may, from time to time, require financial assistance by way of loans or other credit facilities from banks, financial institutions, or other lenders to meet its business and operational requirements.

In terms of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors requires the consent of the members by way of a Special Resolution for creation of charge, mortgage,

hypothecation, or other security on the whole or substantially the whole of the assets or undertakings of the Company.

Accordingly, approval of the members is sought to authorise the Board of Directors to create such charge(s), mortgage(s), hypothecation(s), or other security interests on the movable and/or immovable, tangible and/or intangible assets of the Company, present and future, for securing borrowings availed or to be availed by the Company up to an aggregate limit of INR 5,000 Crores/- (Indian Rupees Five Thousand Crores Only), together with interest, costs, charges, and other monies payable, on such terms and conditions and with such ranking as the Board may deem fit.

The securities so created may rank pari passu with or subordinate to existing or future charges, as may be agreed with the concerned lenders.

That none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in this Resolution, save and except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the passing of the special resolution as set out in Item No. 5 of the Notice for the approval of the Members.

**ITEM NO. 6:**

In the ordinary course of business, the Company may be required to make loans, give guarantees, provide securities, or make investments in shares, securities, or other instruments of body corporates or persons for business purposes, strategic investments. The Board of Directors, at its meeting considered the Company's strategic investment and financial support requirements and deemed it necessary and expedient to enhance the limit for making loans, giving guarantees, and providing securities to INR 5,000 Crores/- (Indian Rupees Five Thousand Crores Only), subject to the approval of the members of the company.

As pursuant to the provisions of Section 186 of the Companies Act, 2013, approval of the members by way of a Special Resolution is required where the aggregate of loans, guarantees, securities, and investments exceeds the limits prescribed under the said section.

Accordingly, the consent of the members is sought to authorise the Board of Directors to make loans, give guarantees, provide securities, and/or make investments from time to time, in one or more tranches, up to an aggregate limit of INR 5,000 Crore/- (Indian Rupees Five Thousand Crore only), on such terms and conditions as the Board may deem fit, in compliance with applicable provisions of the Companies Act, 2013 and other applicable laws.

The proposed resolution will provide the Company with the necessary flexibility to undertake such transactions efficiently, as and when required, in the best interest of the Company.

That none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in this Resolution, save and except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the passing of the special resolution as set out in Item No. 6 of the Notice for the approval of the Members.

**ITEM NO. 7:**

The Company, in the ordinary course of its business and for strategic and operational reasons, may be required to grant loans, give guarantees or provide security in connection with loans to its directors or to entities in which directors are interested, as defined under Section 185 of the Act, from time to time, for legitimate business purposes.

Section 185 of the Companies Act, 2013, as amended, governs the grant of loans, guarantees or provision of security by a company to its directors or to any other person in whom the director is interested. While Section 185(1) prohibits certain transactions, Section 185(2) permits a company to advance loans, give guarantees or provide security to such persons, subject to compliance with prescribed conditions, including the approval of members by way of a Special Resolution.

The Board of Directors, at its meeting, considered the operational and strategic requirements of the Company and deemed it appropriate to seek the approval of the Members to authorize the Board to grant loans, give guarantees or provide security to such persons, subject to the overall monetary limit of INR 5000 Crores/- (Indian Rupees Five Thousand Crores Only) and on such terms and conditions, including interest rate, tenure, security and repayment, as may be determined by the Board in compliance with applicable provisions of the Act.

The Board shall ensure that:

- i. such transactions are utilized by the borrowing entity for its principal business activities;
- ii. the terms and conditions are at arm's length; and
- iii. all disclosures and compliances prescribed under the Companies Act, 2013 and the rules made thereunder are duly complied with.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in this resolution, financially or otherwise, except to the extent that any Director or related party may be a recipient of such loan, guarantee or security and to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the passing of the special resolution as set out in Item No. 7 of the Notice for the approval of the Members.

**By the order of the Board**  
**BCL ENTERPRISES LIMITED**

Sd/-  
**Mahendra Kumar Sharda**  
**Managing Director**  
**DIN: 00053042**

**Date: 08.01.2026**  
**Place: Delhi**

**ANNEXURE TO NOTICE:**

Information provided pursuant to requirements given under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard in respect of individuals proposed to be appointed/ re-appointed as Director(s):

Name of Director	Ms. Priyanka Prajapati	Mr. Om Prakash Sambharia
Category & Designation	Independent Non-Executive Director	Non- Independent Executive Director
Director Identification Number	08892384	10088564
Date of Birth	15/11/1992	04/07/1962
Date of first Appointment	November 13, 2025	November 13, 2025
Qualification	MBA Finance	BA, CAIIB
Experience & Expertise	<p>Ms. Priyanka Prajapati is a seasoned professional with extensive knowledge and experience in corporate governance, management, and strategic oversight.</p> <p>Ms. Prajapati has been serving as a Director in Infrabyx Consultancy (OPC) Private Limited since 24 September 2020. In this capacity, she has been actively involved in advisory and consultancy functions, contributing to business strategy, compliance oversight, and organisational structuring. Her role has provided her with practical exposure to regulatory frameworks and board-level responsibilities.</p> <p>Her professional background enables her to contribute effectively to policy formulation, risk management, and governance review processes. She demonstrates a sound understanding of fiduciary duties and consistently supports the Board in upholding high standards of corporate governance and ethical business practices.</p>	<p>Mr. Om Prakash Sambharia has vast and in-depth knowledge of Banking and Credit Sector.</p> <p>Mr. Sambharia is having 42 Year experience finance including</p> <ul style="list-style-type: none"><li>- 38 years worked in Bank of Baroda in various capacities, last position was as Head SME Loan Factory, facilitating large no bank/branches.</li><li>- Since last 4 Years consulting/providing solutions in banking and finance, related to fresh sanction/recovery of amount in default/stress assets etc.</li><li>- While in banking served/experienced (Sanctio/Process/maintaining/recovery etc) in respect of Retail Loans, MSME Loans, Mid Corporate Loans and Loans to Large Corporates.</li><li>- Also having experience in banking operations viz Branch Banking, Bills, Export Credit and other operations.</li><li>- Also having experience in the line of Recovery of stressed/Bad Debts etc through legal actions (under the provisions of SARFAESI Act, Recovery Suit etc), recovery through Compromise, One Time Settlements etc.</li><li>- In-depth knowledge of banking and credit operations Extensive experience in credit processing and sanctioning for various segments, including large corporate, mid-corporate, MSME, and export credit.</li><li>- Proficiency in NPA recovery through legal actions</li></ul>

Terms & Conditions of Appointment along with Remuneration sought to be Paid	She is appointment as an Independent Director for first term i.e., November 13, 2025 to November 13, 2030 and in accordance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.	He is appointment as Executive Director, shall be liable to retire by rotation and in accordance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Directorships held in other companies and excluding foreign companies as of the date of this Notice.	Infrabyx Consultancy (OPC) Private Limited	Nil
Memberships/ Chairmanships of Committees across companies	Nil	Nil
No. of Board Meetings attended during the year	4	4
Chairman/Member of the Committee of the Board of Directors in other Companies as on the date of meeting	Nil	Nil
No. of Equity Shares held in the Company	Nil	Nil

**By the order of the Board  
BCL ENTERPRISES LIMITED**

Sd/-  
**Mahendra Kumar Sharda**  
Managing Director  
DIN: 00053042

**Date: 08.01.2026**  
**Place: Delhi**