B. C. Power Controls Ltd.

Importer • Whole Sale Trader • Non Ferrous Metals

CIN : L31300DL2008PLC179414

To **Dt: 07.09.2026**

BSE Ltd.
Regd. Office: 25thFloor,
P.J. Towers, Dalal Street,
Fort, Mumbai –400 001

Sub: 18th Annual Report of the Company for the Financial Year 2025-26
Ref: Scrip Code-**537766,** ISIN No-**INE905P01028**

Dear Sir/Ma'am,

This is to inform you that the 18th Annual General Meeting of the members of the Company Will be held on Wednesday, 30th September, 2026 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).

Pursuant to Regulation 30, 34 and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the copy of Annual Report of the Company along with the Notice of the AGM for the Financial Year 2025-26 which is being sent only through e-mail to all the members of the Company whose e-mail addresses are registered with the Company/Depository Participant(s) in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India. Additionally, in accordance with the regulation 36(1)(b) of the Listing Regulations, the company is also sending a letter to member whose email IDs are not registered with company RTA/DP providing the web link of the company's website for accessing the annual report for the FY 2025-26.

The copy of Annual Report 2025-26 along with the Notice of AGM is also available on Company's website at https://bcpowercontrols.com/docs/annual-report/annual-return-31.03.2026.pdf

This is for your information and records.

Yours Truly,
FOR B.C. POWER CONTROLS LIMITED

CHANDER SHEKHAR JAIN
Digitally signed by CHANDER SHEKHAR JAIN

(CHANDER SHEKHAR JAIN)
MANAGING DIRECTOR
DIN: 08639491

<u>B.C. POWER CONTROLS LIMITED</u>

18TH ANNUAL REPORT
(2025-2026)

CONTENTS

CORPORATE INFORMATION

❖ **BOARD OF DIRECTORS:**

- Mr. Chander Shekhar Jain - Managing Director
- Mr. Nitin Aggarwal – Whole Time Director
- Ms. Siya Seth - Independent Director
- Mrs. Poonam Latka - Independent Director
- Mrs. Neha Bhandari- Independent Director

❖ **KEY MANAGERIAL PERSONNEL:**

- Mr. Chander Shekhar Jain - Managing Director
- Mr. Nitin Aggarwal – Whole Time Director
- Mr. Manoj Jain – Chief Financial Officer
- Ms. Dimple Malik – Company Secretary & Compliance Officer

❖ **AUDIT COMMITTEE:**

- Ms. Siya Seth - Chairman
- Mrs. Neha Bhandari- Member
- Mr. Chander Shekhar Jain - Member

❖ **SHAREHOLDER GRIEVANCE COMMITTEE:**

- Ms. Siya Seth - Chairman
- Mrs. Neha Bhandari- Member
- Mr. Chander Shekhar Jain - Member

❖ **NOMINATION & REMUNERATION COMMITTEE:**

- Ms. Siya Seth - Chairman
- Mrs. Poonam Latka - Member
- Mrs. Neha Bhandari- Member

❖ **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

- Ms. Siya Seth – Chairman
- Mrs. Neha Bhandari- Member
- Mr. Chander Shekhar Jain - Member

❖ **INDEPENDENT AUDITORS:**

M/s. Guar & Associates
(Chartered Accountants)
516, Laxmi Deep Building,
Laxmi Nagar District Centre, Delhi-110092

❖ **SHARE TRANSFER AGENTS:**

Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093

❖ **BANKERS:**

- **ICICI Bank Limited**
  2212/61, Gurdwara Road, Karol Bagh,
  New Delhi-110005

❖ **REGISTERED OFFICE:**

7A/39, WEA Channa Market,
Karol Bagh,
New Delhi-110005

Email: info@bolongroup.com
Website: www.bcpowercontrols.com

❖ **LISTED IN STOCK EXCHANGES:**

BSE Limited
Scrip ID: BCP
ISIN: INE905P01028
Scrip Code: 537766

❖ **18TH ANNUAL GENERAL MEETING OF B.C. POWER CONTROLS LIMITED**

Date: 30th September, 2026
Time: 02:00 P.M

Email ID : info@bonlongroup.com
Website : www.bcpowercontrols.com
Telephone : **011- 47532795**

B.C. POWER CONTROLS LIMITED
(CIN: L31300DL2008PLC179414)
Registered Office: 7A/39, WEA Channa Market, Karol Bagh, New Delhi-110005
Email: info@bonlongroup.com, Website: www.bcpowercontrols.com
Phone: 011-47532795, Fax: 011-47532798

NOTICE

18TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 18TH ANNUAL GENERAL MEETING OF THE MEMBERS OF B.C. POWER CONTROLS LIMITED WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2026 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, WEA CHANNA MARKET, KAROL BAGH, NEW DELHI -110005.

ORDINARY BUISNESS:

1. **To consider and adopt:**

a) the audited standalone financial statements of the company for the financial year ended March 31, 2026 along with the reports of the Board of Directors and Auditors thereon;

in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

a) "**RESOLVED THAT** the audited standalone financial statements of the company for the financial year ended March 31, 2026 along with 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. Chander Shekhar Jain (DIN: 08639491), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.**

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. Chander Shekhar Jain (DIN: 08639491), 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 re-appoint Mr. Chander Shekhar Jain (DIN: 08639491) as a Managing Director and in this regard, to consider and if thought fit, to pass 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 Members of the Company be and is hereby accorded to re-appoint Mr. Chander Shekhar Jain (DIN: 08639491), as a Managing Director of the Company for a period of 05 (five) years effective 14th August 2026 to 13th August, 2031, 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. Chander Shekhar 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, based on effective capital of the Company.

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

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 re-appoint Mr. Nitin Aggarwal (DIN: 06713847) as a Whole Time Director and in this regard, to consider and if thought fit, to pass 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 and on the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to appoint Mr. Nitin Aggarwal (DIN: 06713847) as a Whole-time Director of the Company for the period of 05 (five) years effective from February 14, 2027 to February 13, 2032, 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. Nitin Aggarwal, 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, based on effective capital of the Company.

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 applicable.

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 approve Material Related Party Transaction(s) and in this regard, to consider and if thought fit, to pass the following resolution as an **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 M/s Proxima Industries 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
Proxima Industries Private Limited	Rs. 200 Crores

at any time from the conclusion of ensuing 18th Annual General Meeting of the Company to the conclusion of 19th Annual General Meeting of the Company to be held in year 2027, 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 authorised 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."

By Order of the Board of Directors
For, B.C. Power Controls Limited

Date: September 05, 2026
Place: New Delhi

sd/-
(Chander Shekhar Jain)
Managing Director
DIN: 08639491
Add: C-2/317, 2nd Floor, Janakpuri, New Delhi-110058

NOTES:

The Register of Members and the Share Transfer books of the Company will remain closed from, Friday, 25th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive).

1. **Meeting through VC/OAVM:**
   MCA has vide its General Circulars No. (i) 14/2020 dated April 8, 2020, (ii) 17/2020 dated April 13, 2020, (iii) 20/2020 dated May 5, 2020, (iv) 10/2022 dated December 28, 2022, (v) 09/2023 dated September 25, 2023, (vi) 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard the latest being (vii) 3/2025 dated September 22, 2025 ("MCA Circulars") and SEBI vide its circulars No. (i) SEBI/ HO/ CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, subsequent circulars issued in this regard the latest being SEBI/ HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circulars") permitted the holding of the Annual General Meeting through VC/ OAVM, without the physical presence of a Shareholder at a common venue. In compliance with the provisions of the Act, the SEBI Listing Regulations, the MCA Circulars and the SEBI Circulars, the 29th AGM of the Company is being held through VC/OAVM on Tuesday, September 29, 2026, at 02:00 PM. The deemed venue for the AGM will be the Registered Office of the Company.

2. **SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM PURSUANT TO THE MCA CIRCULARS & SEBI CIRCULARS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF SHAREHOLDER AT A COMMON VENUE HAS BEEN DISPENSED WITH, ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE SHAREHOLDER UNDER SECTION 105 OF THE COMPANIES ACT, 2013 AND SS II, WILL NOT BE AVAILABLE FOR THE 29TH AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

3. An explanatory statement pursuant to Section 102 of the Act, in respect of the Special Business set out in the Notice, is annexed hereto. Additional information as required under Secretarial Standard-II and Regulation 36(3) of Listing Regulations pertaining to the Directors proposed to be appointed/ reappointed at this AGM is annexed forming part of this notice.

4. In terms of the provisions of Section 152 of the Act, Mr. Chander Shekhar 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-appointment.

   Mr. Chander Shekhar Jain, Director 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. Chander Shekhar 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 18th 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 & info@bonlongroup.com.

9. The attendance of the Members attending the AGM through VC/OAVM will be counted or 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 aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report for the financial year 2025-26 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. Additionally, in accordance with the regulation 36(1)(b) of the Listing Regulations, the company is also sending a letter to member whose email IDs are not registered with company RTA/DP providing the web link of the company's website for accessing the annual report for the FY 2025-26. Members who intend to receive physical copy of Annual Report may send E-mail to info@bonlongroup.com. Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at www.bcpowercontrols.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 2025-26 and Notice of 18th 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, 28th August, 2026** for determining the entitlement of shareholders to receive Annual Report of the Financial Year 2025-26.

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 Friday, 25th September, 2026 to Wednesday, 30th September, 2026 (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 Unit No. 526, Astralis Supernova
Sector94,NoidaExpressway Noida, District Gautam Buddha Nagar Uttar Pradesh – 201301although 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, 2026, 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: info@bonlongroup.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 info@bonlongroup.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 18th 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 **09.00 a.m. on Sunday, 27th September, 2026 and ends at 05.00 p.m. on Tuesday, 29th September, 2026**. 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 Thursday, 24th September, 2026** 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 18th Annual General Meeting (AGM) **is Wednesday 30th September, 2026.** 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.bcpowercontrols.com.

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

The remote e-voting period begins on Sunday, 27th September, 2026 at 09:00 A.M. and ends on Tuesday, 29th September, 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. 24th September 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 24th September 2026.

<u>How do I vote electronically using NSDL e-Voting system?</u>

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

<u>Step 1: Access to NSDL e-Voting system</u>

<u>A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode</u>

<u>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</u>

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 shareholdersr	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 **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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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** App Store Google Play
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 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 and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by

	providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 user 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.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 **cssanjeevdabas@gmail.com** with a copy marked to 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 to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to **Mr. Narendera Dev** at 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 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 info@bonlongroup.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 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 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 EGM/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" 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@bonlongroup.com. The same will be replied by the company suitably.

6. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective networks.

7. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

8. 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 at least Ten days prior to the meeting mentioning their name, Demat account number/folio number, email id, mobile number at info@bonlongroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Ten days prior to the meeting mentioning their name, Demat account number/folio number, email id, and mobile number at info@bonlongroup.com. These queries will be replied to by the company suitably by email.

9. 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. Chander Shekhar Jain
Date of Birth	29/08/1960
DIN	08639491
Date of Appointment/ Re-Appointment	14.08.2026
Type of Appointment	Managing Director (Liable to retire by rotation)
Qualification	B.Com Graduate from CCS University
Expertise in specific functional area	Having good knowledge of Business Skills, Marketing expertise, Management Skills and fair knowledge of financial activities.
Directorship held in other listed entities	Proxima Industries Private Limited
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

The Board recommends the Ordinary Resolution set out at Item No. 2 for approval by shareholders.

None of the Director or KMP and their relatives other than Mr. Chander Shekhar Jain is concerned or interested, financially or otherwise in resolution to be passed in Item No. 2 except to the extent of equity shares held by them in the Company.

SPECIAL BUSINESS:

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF COMPANIES ACT, 2013 FOR ITEM NO. 3 TO 5 OF THE NOTICE:

ITEM NO. 3:

Mr. Chander Shekhar Jain was appointed as a Whole Time Director of the Company by the shareholders of Company for a period of five year starting from 14.08.2021 to 13.08.2026 and further re-designated by the shareholders as Managing Director for through postal ballot on 13th May 2022 for his remain term of appointment which has come to end on 13.08.2026.

Now the Board of Directors in their meeting held on 13.08.2026 has re-appointed him as a Managing Director of the Company for a period of 05 (five) years starting from 14.08.2026 to 13.08.2031, subject to approval of shareholders in ensuing 18th Annual General Meeting of the Company.

Therefore, on recommendation of Nomination and Remuneration Committee, the Board of Directors proposed to the shareholders to seek their approval as Special Resolution to re-appoint Mr. Chander Shekhar Jain as Managing Director of the Company for a period of 05(five) years starting from 14.08.2026 to 13.08.2031 on terms and conditions as given below.

Terms and Conditions for appointment of Mr. Chander Shekhar Jain as Managing Director

I. **Tenure of Appointment:** The appointment of the Managing Director is for a period of 5 (five) years starting from 14th August 2026 to 13th August, 2031.

II. **Nature of Duties:** The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time, by serving on the Boards of such Associated Companies/Subsidiaries or any other Executive Body or a Committee of such a Company

III. **Remuneration:** The Managing Director shall be entitled to remuneration as stated hereunder in terms of Section 197 and Schedule V of the Companies Act, 2013:

(i) **Remuneration**:

Salary: upto Rs. 10,00,000/- Per Annum

(Presently Mr. Chander Shekhar Jain is drawing a remunderation of Rs. 4,80,000/- per annum, which the Board of Directors may increase upto Rs. 10,00,000/- per annum)

Other Benefits: Mr. Chander Shekhar Jain, will also be entitled to such 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.
Note: Salary includes House Rent Allowance & Conveyance Allowance.

(iii) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, 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. Chander Shekhar 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, based on effective capital of the Company.

Further pursuant to section 197(1)(i) of the Companies Act, 2013, the remuneration to Mr. Chander Shekhar 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 applicable.

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

Considering the job responsibilities, background, experience, achievements and other criteria and on recommendation of Nomination and Remuneration Committee of the Company, Board of Directors proposed to shareholders to approve the remuneration of 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:

<table>
<tr>
<td>I.</td>
<td>GENERAL INFORMATION</td>
<td>
➢ Nature of Industry:
The Company is business of Metal Industry. It deals in all types of ferrous and non ferrous metals.

➢ Date of Commencement of Commercial Production:
The Company was incorporated on 12.06.2008 and thereafter started the manufacturing and trading activities.

➢ Financial Performance:
<table>
<tr><th><u>PARTICULARS</u></th><th><u>2025-26 (Amt. in Lakhs)</u></th><th><u>2024-25 (Amt. in Lakhs)</u></th></tr>
<tr><td>Revenue</td><td>9,967.46</td><td>9,763.22</td></tr>
</table>
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<tr><td></td><td></td><td>

Expenditure	9,896.38	9,657.53
Profit Before Tax	**98.08**	**105.68**
Less: **Tax**	24.76	26.64
Net Profit	**73.32**	**79.04**

➢ **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.</td></tr>
<tr><td>II.</td><td>Information about Mr. Chander Shekhar Jain</td><td>➢ Back Ground, Recognition, Job Profile & Suitability:
Mr. Chander Shekhar Jain has a vast experience of Metal Industry. He has been worked in Metal industry for more than two decades. He has also worked as a director of M/s AKJ Metals Private Limited for around two years. Mr. Chander Shekhar Jain is business minded person having unique innovative business ideas and great forecasting ability. He is a B.Com graduate from Delhi University having good understanding of financial figures.

➢ <u>Past Remuneration:</u> Presently, Mr. Chander Shekhar Jain is drawing remuneration pursuant to the Special Resolution passed in 17th Annual General Meeting held on 30th September 2025. He is drawing Rs. 4,80,000/- (Rs. Four Lakh Eighty Thousand Only) per annum.

➢ <u>PROPOSED REMUNERATION:</u>

Salary: upto Rs. 10,00,000/- (Rs. Ten Lakh Only) Per Annum (Presently Mr. Chander Shekhar Jain is drawing a remunderation of Rs. 4,80,000/- per annum, which the Board of Directors may increase upto Rs. 10,00,000/- per annum)

Other Benefits: Mr. Chander Shekhar Jain, Managing Director, shall also be entitled to such 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.

➢ <u>COMPARATIVE REMUNERATION PROFILE WITH RESPECT TO INDUSTRY, SIZE OF THE COMPANY,</u></td></tr>
</table>

		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. Chander Shekhar Jain, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies. ➢ **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Mr. Chander Shekhar Jain has no direct or indirect relationship with the Company or any managerial personnel or any director.
III.	OTHER INFORMATION	The Management of Company is focusing on increase in turnover of the Company and Profit as well. But due to volatile market condition, fluctuations in metals pricing, strong market competitions etc. are some of the bigger challenges to the Company. Therefore, the profits of Company are inadequate and in accordance with the provisions of Companies Act, 2013, for giving the proposed remuneration to Managing Director special resolution is to be passed by shareholders. In coming years Company will do efforts to increase the profits with increasing the turnover.
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. Chander Shekhar Jain
Date of Birth	29/08/1960
DIN	08639491
Date of Appointment/ Re-Appointment	Re-Appointment as Managing Director w.e.f. 14.08.2026
Type of Appointment	Managing Director (Liable to Retire by Rotation)

Qualification	B.Com Graduate from Delhi University
Expertise in specific functional area	Having good knowledge of Business Skills, Marketing expertise, Management Skills and fair knowledge of financial activities.
Directorship held in other companies	M/s Proxima Industries Private Limited
Memberships/Chairmanships of Committees of other Companies	Nil
Relationship with other Director/s	None
Number of Shares held in the Company	Nil

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

None of the Director or KMP and their relatives other than Mr. Chander Shekhar Jain 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. Nitin Aggarwal was appointed as a Whole Time Director of the Company in Board Meeting held on 14.02.2022 and his appointment was approved by the shareholders of the Company through postal ballot on 13th May 2022 for a period of five year starting from 14.02.2022 to 13.02.2027.

Now the Board of Directors in their meeting held on 13.08.2026 has re-appointed him as a Whole Time Director of the Company for a further period of 05 (five) years starting from 14.02.2027 to 13.02.2032, subject to approval of shareholders in ensuing 18th Annual General Meeting of the Company.

Therefore, on recommendation of Nomination and Remuneration Committee, the Board of Directors proposed to the shareholders to seek their approval as Special Resolution to re-appoint Mr. Nitin Aggarwal as Whole Time Director of the Company for a period of 05(five) years starting from 14.02.2027 to 13.02.2032 on terms and conditions as given below.

Terms and Conditions for appointment of Mr. Nitin Aggarwal as Whole Time Director

I. **Tenure of Appointment:** The appointment of the Whole Time Director is for a period of 05 (five) years starting from 14th February 2027 to 13th February, 2032.

II. **Nature of Duties:** The WTD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time, by serving on the Boards of such Associated Companies/Subsidiaries or any other Executive Body or a Committee of such a Company.

III. **Remuneration:** The Whole Time Director shall be entitled to remuneration as stated hereunder in terms of Section 197 and Schedule V of the Companies Act, 2013:

(i) **Remuneration**:

Salary: upto Rs. 10,00,000/- Per Annum

(Presently, Mr. Nitin Aggarwal is drawing a salary of Rs. 7,80,000/- Per Annum, but the Board of Director of the Company may increase it upto Rs. 10,00,000/- Per Annum)

Other Benefits: Mr. Nitin Aggarwal, will also be entitled to such 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.

Note: Salary includes House Rent Allowance & Conveyance Allowance.

(ii) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, 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. Nitin Aggarwal, 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, based on effective capital of the Company.

Further pursuant to section 197(1)(i) of the Companies Act, 2013, the remuneration to Mr. Nitin Aggarwal, 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.

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 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:

<table>
<tr>
<td>I.</td>
<td>GENERAL INFORMATION</td>
<td>➢ Nature of Industry:
The Company is business of Metal Industry. It deals in all types of ferrous and non ferrous metals.

➢ Date of Commencement of Commercial Production:
The Company was incorporated on 12.06.2008 and thereafter started the manufacturing and trading activities.
➢ Financial Performance:
<table>
<tr><th><u>PARTICULARS</u></th><th><u>2025-26 (Amt. in Lakhs)</u></th><th><u>2024-25 (Amt. in Lakhs)</u></th></tr>
<tr><td>Revenue</td><td>9,967.46</td><td>9,763.22</td></tr>
<tr><td>Expenditure</td><td>9,896.38</td><td>9,657.53</td></tr>
<tr><td>Profit Before Tax</td><td>98.08</td><td>105.68</td></tr>
<tr><td>Less: Tax</td><td>24.76</td><td>26.64</td></tr>
<tr><td>Net Profit</td><td>73.32</td><td>79.04</td></tr>
</table>
➢ 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.</td>
</tr>
<tr>
<td>II.</td>
<td>Information about Mr. Nitin Aggarwal</td>
<td>➢ Back Ground, Recognition, Job Profile & Suitability:
Mr. Nitin Aggarwal is B.Com Graduate from CCS University. He is Having good knowledge of Business Skills, Marketing expertise, Management Skills and fair knowledge of financial activities. He has been served as director in various private limited companies. He has multifield specialization. He has family business experience of metal industry.

➢ <u>Past Remuneration:</u> Presently, Mr. Nitin Aggarwal is drawing remuneration pursuant to the Special Resolution passed in 17th Annual General Meeting held on 30th September 2025. He is drawing Rs. 7,80,000/- (Rs. Seven</td>
</tr>
</table>

		Lakh Eighty Thousand Only) per annum. ➢ **PROPOSED REMUNERATION:** **Salary**: upto Rs. 10,00,000/- Per Annum *(Presently, Mr. Nitin Aggarwal is drawing a salary of Rs. 7,80,000/- Per Annum, but the Board of Director of the Company may increase it upto Rs. 10,00,000/- Per Annum)* **Other Benefits**: Mr. Nitin Aggarwal, will also be entitled to such 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. **Note:** Salary includes House Rent Allowance & Conveyance Allowance. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Mr. Nitin Aggarwal has no direct or indirect relationship with the Company or any managerial personnel or any director.
III.	OTHER INFORMATION	The Management of Company is focusing on increase in turnover of the Company and Profit as well. But due to volatile market condition, fluctuations in metals pricing, strong market competitions etc. are some of the bigger challenges to the Company. Therefore, the profits of Company are inadequate and in accordance with the provisions of Companies Act, 2013, for giving the proposed remuneration to Managing Director special resolution is to be passed by shareholders. In coming years Company will do efforts to increase the profits with increasing the turnover.
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. Nitin Aggarwal
Date of Birth	29/08/1960
DIN	06713847

Date of Appointment/ Re-Appointment	Re-appointment W.E.F. 14.02.2027
Type of Appointment	Whole Time Director (Liable to Retire by Rotation)
Qualification	B.Com Graduate from CCS University
Expertise in specific functional area	Having good knowledge of Business Skills, Marketing expertise, Management Skills and fair knowledge of financial activities.
Directorship held in other listed entities	APG Towers Private Limited Proxima Industries Private Limited Delicious Coco Water Private Limited Kyra Enterprises Private Limited
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	42,06,692

The Board recommends the Special Resolution set out at Item No. 4 for approval by shareholders.

None of the Director or KMP and their relatives other than Mr. Nitin Aggarwal 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:

The Company is engaged in Business of Trading of Ferrous & Non- Ferrous Metals. The related party M/s Proxima Industries Private Limited is also engaged in business of trading of Ferrous & Non- Ferrous Metals and construction business.

So, during the normal course of business, the Company has to enter various transactions with related party M/s Proxima Industries 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 18th AGM to the conclusion of 19th AGM.

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

Name of the Related Party	**Proxima Industries Private Limited**
Name of the director or key managerial personnel who is related, if any	Mr. Nitin Aggarwal and Mr. Chander Shekhar Jain
Nature of relationship	Mr. Nitin Aggarwal and Mr. Chander Shekhar Jain, directors of the Company are director and shareholders of M/s Proxima Industries 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.

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

The Board recommends the Resolution as set out under business item no. 4 in the notice of this meeting for approval of the Members by means of an Ordinary Resolution.

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

By Order of the Board of Directors
For, B.C. Power Controls Limited

Date: September 05, 2026
Place: New Delhi

sd/-
(Chander Shekhar Jain)
Managing Director
DIN: 08639491
Add: C-2/317, 2nd Floor, Janakpuri, New Delhi-110058

B.C. POWER CONTROLS LIMITED

(CIN: L31300DL2008PLC179414)
Registered Office: 7A/39, WEA Channa Market, Karol Bagh, New Delhi-110005
Email: info@bonlongroup.com, Website: www.bcpowercontrols.com
Phone: 011-47532795, Fax: 011-47532798

DIRECTORS' REPORT

To,
The Members,
B.C. Power Controls Limited

Your Directors' have the pleasure of presenting the Eighteenth Annual Report of the Company on the business and operations of the Company, together with Audited Statement of Accounts for the year ended March 31, 2026.

FINANCIAL RESULTS

The Company's performance during the financial year ended March 31, 2026 as compared to the previous financial year is summarized as below:

(Amount in Lakhs except EPS)

Particulars	2025-26	2024-25
Income		
Revenue from operations	9745.20	9619.68
Other Income	222.26	143.54
Total Income	**9967.46**	**9763.22**
Expenses		
Cost of Raw Material Consumed	-	-
Purchase of Stock in Trade	9724.33	9439.31
Change in Inventories	-	1.67
Employee Benefit Expenses	48.24	35.20
Finance Cost	12.67	55.15
Depreciation	0.56	-
Other Expenses	83.58	126.20
Total Expenses	**9869.38**	**9657.53**
Profit Before Tax	**98.08**	**105.68**
Tax Expense:		
Current Tax	24.85	26.64
Deferred Tax	-0.09	-
Net Profit	**73.32**	**79.04**
Earning per equity share (Face Value 02/- each)		
Basic	0.11	0.11
Diluted	0.11	0.11

NATURE OF BUSINESS

Presently the Company is engaged in trading activities only. It trades all type of ferrous and non-ferrous metals which mainly includes Zinc, Copper Ingots, Copper Rod, Tin Ingots, Copper Scrap and Nickel etc.

The Company trades the goods in open market as well as on the Multi Commodity Exchange (MCX) Platform by taking and giving physical delivery of material and other modes also.

The Company purchases the goods from Indian market as well as imports from various countries.

FINANCIAL PERFORMANCE REVIEW

On standalone basis the revenue from operation during the Financial Year were Rs. 9745.20 Lakhs as compare to previous financial year of Rs. 9619.68. Which little higher than previous year. Profit of the Company stood at Rs. 98.08 Lakh as compare to previous year of Rs. 105.68 Lakhs.

Your directors are hoping, the good business performance in the coming years.

FUTURE PROSPECTUS

Despite stiff competition in Indian and global market, your Company is working in a direction to create a unique identity amongst the customer and your Directors are confident of achieving better working results in the coming years.

RESERVES & SURPLUS

The Company's Reserve & Surplus in the year 2026 is Rs. 2,822.17 lacs as compared to the previous year it was Rs. 2,748.86 lacs.

No Profit was transferred to any specific reserve created but transferred to general reserves.

DIVIDEND

The Board of Directors has not recommended any dividend on the Share Capital of the Company for the period ended 31st March 2026 considering the current cash flow position of the Company and future funds requirement for growth of business.

DEPOSITS

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014.

LISTING ON STOCK EXCHANGES

Your Company is listed in BSE Limited. The Company has paid the Annual Listing Fee of BSE for F.Y. 2025-26.

CASH FLOW STATEMENT:

In conformity with the provisions of Regulation 34(2)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and requirements of Companies Act the Cash flow Statement for the year ended 31.03.2026 is forming a part of Annual Report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All transactions of the Company with Related Parties are in the ordinary course of business and at arm's length. Information about the transactions with Related Parties is given in the Financial Statement of the Company which forms a part of this Annual Report.

The Board of Directors of the Company has seek the approval of Shareholders in ensuing Annual General Meeting for material related party transactions with M/s Proxima Industries Private Limited, for the period from the conclusion of ensuing Annual General Meeting to the conclusion of 18th Annual General Meeting to be held in Financial Year 2026-27.

Form AOC – 2 pursuant to the provisions of Section 134 (3) (h) of the Companies Act, 2013, read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 is given as **Annexure- I** to this Directors' Report.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS UNDER SECTION 186

The Company has not given any Loan, Guarantee or made investment falling under section 186 of the Companies Act, 2013. Note 2.4, 2.6 and 2.11 forming part of Financial Statement of the Company.

DISCLOSURE RELATING TO EQUITY SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

DISCLOSURE RELATING TO SWEAT EQUITY SHARE

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

DISCLOSURE RELATING TO EMPLOYEE STOCK OPTION SCHEME AND EMPLOYEE STOCK PURCHASE SCHEME

The Company has not issued any employee stock option scheme and employee stock purchase scheme and hence no information as provisions of Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 and SEBI (Employee Share Based Employee Benefits) Regulations, 2014, has been furnished.

DISCLOSURES IN RESPECT OF VOTING RIGHTS NOT DIRECTLY EXERCISED BY EMPLOYEES

There are no shares held by trustees for the benefit of employees therefore, no disclosure under Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 has been furnished.

MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

As on 31st March 2026, your Board comprises of 05 Directors which includes 02 Executive Directors and 03 Independent Directors.

Change in Directors during the year under review

During the year, Mr. Arvind Kumar Bhandari (DIN: 00586234) has resigned from the directorship of the Company w.e.f 24/05/2025 (EOD).

Re-appointment of director liable to retire by rotation

In terms of the provisions Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Chander Shekhar Jain, director of the

Company is liable to retire by rotation at the ensuing 18th Annual General Meeting and being eligible offered them-self for reappointment.

Declarations by Independent Directors

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulation, 2015, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (LODR) Regulations, 2015.

Key Managerial Personnel

As on the date of this report, in compliance with the requirements of Section 203 of the Companies Act, 2013 following are the Key Managerial Personnel of the Company:

- Mr. Chander Shekhar Jain - Managing Director
- Mr. Nitin Aggarwal - Whole Time Director
- Mr. Manoj Jain - Chief Financial Officer
- Mrs. Dimple Malik - Company Secretary & Compliance Officer

POLICY ON DIRECTORS` APPOINTMENT AND POLICY ON REMUNERATION

Pursuant to Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the Policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the Policy on remuneration of Directors, KMP and other employees is forming a part of Corporate Governance Report.

It is thereby, affirmed that remuneration paid to the Directors, Key Management Personnel and other employees is as per the Remuneration Policy of the Company.

NUMBER OF MEETINGS OF BOARD AND COMMITTEE OF BOARD OF DIRECTORS

MEETINGS OF BOARD OF DIRECTORS

The Board of Directors met 06 times during the financial year ended March 31, 2026 in accordance with the provisions of the Companies Act, 2013 and rules made there-under. Directors of the Company actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

Additionally, during the financial year ended March 31, 2026 the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013.

COMMITTEES MEETINGS

The Audit Committee met 05 times during the financial year ended March 31, 2026. The nomination and remuneration committee met 02 times during the financial year ended March 31, 2026. The Shareholders Grievances Committee met 02 times during the financial ended March 31, 2026. The Corporate Social Responsibility Committee met 01 time during the financial ended March 31, 2026. Members of the Committees discussed the matter placed and contributed valuable inputs on the matters brought before.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2026, the Board of Directors hereby confirms that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

2. The Directors had selected such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2026 and of the profits of the Company for the year ended on that date;

3. The Directors had taken proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4. The Directors has prepared annual accounts of the Company have been prepared on a going concern basis;

5. The Directors had laid down internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

6. The Directors had devised proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDIT COMMITTEE

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013. Kindly refer to the section on Corporate Governance, under the head, 'Audit Committee' for matters relating to constitution, meetings and functions of the Committee.

NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted a Nomination and Remuneration Committee and formulated the criteria for determining the qualification, positive attributes and independence of a Director (the Criteria). The Nomination and Remuneration Committee has recommended to the Board a policy relating to the remuneration for Directors, Key Managerial Personnel and other employees, as required under Section 178 (1) of the Companies Act, 2013.

Kindly refer section on Corporate Governance, under the head, 'Nomination and Remuneration Committee' for matters relating to constitution, meetings, functions of the Committee and the remuneration policy formulated by this Committee.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges, the Board of Directors, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

A structured questionnaire has been prepared, covering various aspects of the functioning of the Board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board`s focus, regulatory compliances and Corporate Governance, etc.

Similarly, for evaluation of Individual Director's performance, the questionnaire covers various aspects like his/ her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc. Board members had submitted their response on a scale of 5 (excellent) – 1 (poor) for evaluating the entire Board, respective Committees of which they are members and of their peer Board members, including Chairman of the Board. The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of Non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director`s performance.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires.

The Directors expressed their satisfaction with the evaluation process.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to Section 135 of Companies Act, 2013, the Company was not required to spent any funds toward Corporate Social Responsibility during the financial year 2025-26 as the Company was not fulfilling the criteria mentioned in Section 135 (1) of Companies Act, 2013 during previous year ended on 31st March 2026.

OTHER BOARD COMMITTEES

For details of other board committees viz. Shareholders/ Investors Grievance Committee, kindly refer to the section on Corporate Governance.

VIGIL MECHANISM FOR THE DIRECTORS AND EMPLOYEES

The Company has established a vigil mechanism, through a Whistle Blower Policy, where Directors and employees can voice their genuine concerns or grievances about any unethical or unacceptable business practice. A whistle-blowing mechanism not only helps the Company in detection of fraud, but is also used as a corporate governance tool leading to prevention and deterrence of misconduct.

It provides direct access to the employees of the Company to approach the Compliance Officer or the Chairman of the Audit Committee, where necessary. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimization.

The Whistle Blower Policy is disclosed on the website of the Company at www.bcpowercontrols.com.

RISK MANAGEMENT POLICY

The Board of Directors of the Company has formulated a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk reward thereof. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls related to financial statement. During the year, such controls were tested and no reportable material weaknesses were observed for inefficiency or inadequacy of such controls. Some of the controls are outlined below:

- The Company has adopted accounting policies, which are in line with the Accounting Standards and other applicable provisions of the Companies Act, 2013;
- Changes in polices, if any, are approved by the Audit Committee in consultation with the Auditors;
- In preparing the financial statement, judgment and estimates have been made based on sound policies. The basis of such judgments and estimates are approved by the Auditors and the Audit Committee;

PARTICULARS OF EMPLOYEES AND REMUNERATION

Your Directors appreciate the significant contribution made by the employees to the operations of your Company during the period.

The information required on particulars of employees as per Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given in a separate **Annexure- II** to this Directors' Report.

As per the provisions contained in the proviso to Section 136(1) of the Companies Act, 2013, the some of the aforesaid particulars are not being sent as a part of this Annual Report. Any Member interested in obtaining a copy of the same may write to the Company Secretary at the registered office of the Company.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. Pursuant to the legislation The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has a Policy on Prevention of Sexual Harassment at Workplace.

The Company in its endeavour for zero tolerance towards any kind of harassment, including sexual harassment, or discrimination at the workplace has in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, the Company has not received any complaint under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

No. of Complaint at the beginning of F.Y.	**No. of Complaints received during the year**	**No. of Complaints resolved during the year**	**No. of Complaints pending at the end of F.Y.**
0	0	0	0

ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, a draft annual return in Form MGT 7 is placed on website of the Company at link http://bcpowercontrols.com/investors-corner/.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

Foreign Exchange Inflow: Rs. 449.78 Lacs

Foreign Exchange Outflow: Rs: 428.80 Lacs

CORPORATE GOVERNANCE

A report on Corporate Governance and the certificate from the Secretarial Auditor regarding compliance with the conditions of Corporate Governance have been furnished in the Annual Report and form a part of the Annual Report.

MANAGEMENT AND DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis report has been separately furnished in the Annual Report and forms a part of the Annual Report.

AUDITORS

STATUTORY AUDITORS

M/s Gaur & Associates, Chartered Accountants (Firm Registration No.- 005354C), the Statutory Auditor of the Company, were appointed as Statutory Auditor of Company in the 16th Annual General Meeting held on 30.09.2024 for a period of 5 year upto the conclusion of the Twenty First (21st) Annual General Meeting of the Company to be held in year 2029.

The Audit Report given by M/s Gaur & Associates for the Financial Year 2025-26, forming part of this Annual Report.

The Reports of Statutory Auditor do not contain any qualification, reservation or adverse remarks. During the year the Statutory Auditors have not reported any matter under Section 143 (12), therefore no detail is required to be disclosed under the applicable provisions of the Act.

SECRETARIAL AUDITOR

M/s Dabas S & Co., Company Secretaries (FRN: S2021DE803400), were appointed as Secretarial Auditors of the Company for a first term of five consecutive years, from F.Y. 2025-26 to F.Y. 2029-30.

The Secretarial Audit Report in Form MR-3 for F.Y. 2025-26, issued by M/s Dabas S & Co. on 24th July, 2026, does not contain any qualification, reservation or adverse remark; accordingly, no further disclosure is required. The Report is attached as Annexure- III to this Directors' Report.

INTERNAL AUDITORS

M/s Shyam Goel & Associates, Chartered Accountants (FRN: 011046N), were re-appointed as Internal Auditors of the Company for F.Y. 2025-26 by the Board of Directors at its meeting held on 24th May, 2025, on the recommendation of the Audit Committee, at a remuneration of ₹1,00,000/- plus GST per annum.

ACKNOWLEDGEMENTS AND APPRECIATION

Your Directors take this opportunity to thank the customers, suppliers, bankers, business partners/associates, financial institutions and various regulatory authorities for their consistent support/encouragement to the Company.

Your Directors would also like to thank the Members for reposing their confidence and faith in the Company and its Management.

By Order of the Board of Directors
For, **B.C. Power Controls Limited**

Date: September 05, 2026	**sd/-**	**sd/-**
Place: New Delhi	**(Chander Shekhar Jain)**	**(Nitin Aggarwal)**
	Managing Director	**Whole Time Director**
	DIN: 08639491	**DIN: 06713847**
	Add: C-2/317,	**Add: H. NO. 31-A,**
	2nd Floor, Janakpuri,	**Kamla Nagar,**
	New Delhi-110058	**New Delhi- 110007**

ANNEXURE- I

Form No. AOC-2

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and* Rule 8(2) of the Companies
(Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

(a) Name(s) of the related party and nature of relationship:	Not applicable
(b) Nature of contracts/arrangements/transactions:	Not applicable
(c) Duration of the contracts / arrangements/transactions:	Not applicable
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Not applicable
(e) Justification for entering into such contracts or arrangements or transactions	Not applicable
(f) Date(s) of approval by the Board:	Not applicable
(g) Amount paid as advances, if any:	Not applicable
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:	Not applicable

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship:	**Bonlon Industries Limited** **<u>Nature of Relationship:</u>** Member of Promoter Group
(b) Nature of contracts/arrangements/transactions:	Purchase of goods/ Services Sale of goods/services Other advance received

(c) Duration of the contracts / arrangements/transactions:	01.04.2025 to 13.06.2025
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Transactions at Market Price on prevalent market conditions
(e) Date(s) of approval by the Board, if any:	24.05.2025
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship:	**Mrs. Smita Jain** **Nature of Relationship:** Member of Promoter Group
(b) Nature of contracts/arrangements/transactions:	Rent Paid
(c) Duration of the contracts / arrangements/transactions:	F.Y. 2024-25
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Transactions at Market Price on prevalent market conditions 01.04.2025 to 13.06.2025
(e) Date(s) of approval by the Board, if any:	24.05.2025
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship:	**Bon Lon Private Limited** **Nature of Relationship:** Member of Promoter Group
(b) Nature of contracts/arrangements/transactions:	Short-Term working capital/ Loan / Other Advances/ Interest
(c) Duration of the contracts / arrangements/transactions:	Repayable on demand 01.04.2025 to 13.06.2025
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Transactions at arm length basis
(e) Date(s) of approval by the Board, if any:	24.05.2025

(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship:	**Bon-Lon Securities Limited** **<u>Nature of Relationship:</u>** Member of Promoter Group
(b) Nature of contracts/arrangements/transactions:	Short-Term working capital/ Loan / Other Advances
(c) Duration of the contracts / arrangements/transactions:	Repayable on demand
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Repayable on demand 01.04.2025 to 13.06.2025
(e) Date(s) of approval by the Board, if any:	24.05.2025
(f) Amount paid as advances, if any:	-

(a) Name(s) of the related party and nature of relationship:	**Harshit Finvest Private Limited** **<u>Nature of Relationship:</u>** Member of Promoter Group
(b) Nature of contracts/arrangements/transactions:	Short-Term working capital/ Loan / Other Advances
(c) Duration of the contracts / arrangements/transactions:	Repayable on demand 01.04.2025 to 13.06.2025
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Transactions on arm length basis
(e) Date(s) of approval by the Board, if any:	24.05.2025
(f) Amount paid as advances, if any:	-

(a) Name(s) of the related party and nature of relationship:	**Asier Metals Private Limited** Significant Control of Promoter/ Promoter Group

(b) Nature of contracts/arrangements/transactions:	Purchase of goods/ Services Sale of goods/services Other advance received Loan Given/ Received Interest Received/Paid
(c) Duration of the contracts / arrangements/transactions:	01.04.2025 to 13.06.2025
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Transactions at Market Price on prevalent market conditions
(e) Date(s) of approval by the Board, if any:	24.05.2025
(f) Amount paid as advances, if any:	-

(a) Name(s) of the related party and nature of relationship:	**Evardo DMCC** **<u>Nature of Relationship:</u>** Significant Control of promoter/ promoter group
(b) Nature of contracts/arrangements/transactions:	Advance for goods
(c) Duration of the contracts / arrangements/transactions:	01.04.2025 to 13.06.2025
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Transactions on arm length basis
(e) Date(s) of approval by the Board, if any:	24.05.2024
(f) Amount paid as advances, if any:	-

(a) Name(s) of the related party and nature of relationship:	**Proxima Industries Pvt. Ltd.** **<u>Nature of Relationship:</u>** Wholly Owned Subsidiary upto 24th May 2025 and then after this relation exist due to common directorship/ Shareholding of Mr. Nitin Aggarwal and/or Mr. Chander Shekhar Jain
(b) Nature of	Investment in Equity Shares and Short

contracts/arrangements/transactions:	Term Working Capital Fund/ Loans
(c) Duration of the contracts / arrangements/transactions:	F.Y. 2025-26
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Repayable on demand and on arm length basis.
(e) Date(s) of approval by the Board, if any:	24.05.2025
(f) Amount paid as advances, if any:	-

Note:-

The Company had received the approval of BSE Limited on 13th June regarding re-classification of following promoters/ Promoter Group to Public Category

Sr. No.	**Name of Promoter/Promoter Group**
01	Arun Kumar Jain
02	Bonlon Industries Limited
03	Bon Lon Securities Ltd
04	Bon Lon Pvt. Ltd
05	Harshit Finvest Pvt. Ltd
06	Smita Jain

Therefore after received of BSE approval these above parties and entities which were related due to their significant controls were came out of definition of related party and their transaction between 01.04.2025 to 13.06.2025 only were considered as related party transaction and all transactions from 13.06.2025 to 31.03.2026 were considered as transactions with non-related parties and not reflected in Related Party Schedule in Financial Statements.

By Order of the Board of Directors
For, **B.C. Power Controls Limited**

Date: September 05, 2026
Place: New Delhi

sd/-	**sd/-**
(Chander Shekhar Jain)	**(Nitin Aggarwal)**
Managing Director	**Whole Time Director**
DIN: 08639491	**DIN: 06713847**
Add: C-2/317, 2nd Floor, Janakpuri, New Delhi-110058	**Add: H. NO. 31-A, Kamla Nagar, New Delhi- 110007**

ANNEXURE- II

DISCLOSURE IN THE BOARD'S REPORT UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Particulars of remuneration of Directors/ KMP/Employees

There are no employees who are in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

<table>
<tr><th>Sl No.</th><th>Particulars</th><th></th></tr>
<tr><td>(i)</td><td>The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-26</td><td>
<table>
<tr><th>Name of the Director</th><th>Total Remuneration (In Lakhs)</th><th>Ratio to the Median</th></tr>
<tr><td>Chandra Shekhar Jain</td><td>4.80</td><td>1.2:1</td></tr>
<tr><td>Nitin Aggarwal</td><td>6.84</td><td>1.7:1</td></tr>
</table>
Note: Median and ratio to the median is calculated on the basis of monthly salary March 2026.</td></tr>
<tr><td>(ii)</td><td>The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2025-26</td><td>
<table>
<tr><th>Name</th><th>% of Increase</th></tr>
<tr><td>Chander Shekhar Jain</td><td>03.09%</td></tr>
<tr><td>Nitin Aggarwal</td><td>05.55%</td></tr>
<tr><td>Manoj Jain</td><td>Nil</td></tr>
<tr><td>Dimple Malik</td><td>Nil</td></tr>
</table></td></tr>
<tr><td>(iii)</td><td>The percentage increase in the median remuneration of employees in the financial year 2025-26</td><td>There is 63% increase in the Median Remuneration during the financial year 2025-26.

This has been arrived at by comparing the median remuneration as on 31st March, 2025 and 31st March 2026.</td></tr>
<tr><td>(iv)</td><td>The number of permanent employees on the rolls of the company.</td><td>The total number of permanent employee of the Company as on 31st March, 2026 were 11 (Including executive directors.</td></tr>
</table>

(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentage increase salaries during the financial year 2025-26 was 5% The remuneration of managerial personnel in consonance with their role and responsibilities.
(vi)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.	Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior Management is as per the Remuneration Policy of the Company.

Further, Details as required under the provisions of section 197(12) of the Companies Act, 2013, read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is attached as **'Annexure-A'** to this disclosure.

Annexure-A

Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name	Age	Designation	Remuneration (Amount in Lakhs)	Qualification	Total Experience (Years)	Date of Commencement of Employment	Previous employment / position held	Relative of Director or not
Nitin Aggarwal	51 years	Whole Time Director	6.84	B.Com	23 years	14.02.2022	APG Tower Pvt Ltd.	None
Anita Gupta	57 Years	Accountant	6.61	Graduation	25 Years	01.02.2012	-	None
Manoj Thorat	36 Years	Operation	5.40	Graduate	16 Years	01.10.2024	Shakti Forwarders	None

							Private Limited	
Manoj Jain	57 Years	Chief Financial Officer	5.40	Graduation	24 Years	14.11.2018	Bonlon Industries Limited	None
Chander Shekhar Jain	66 Years	Managing Director	4.80	B.Com	42 years	14.08.2021	-	None
Satish Yadav	30 Years	Office Exective	3.96	8th	22 Years	01-01-2026	-	None
Ashok Pandit	45 Years	Office Exective	3.00	10th	15 Years	01-10-2025	-	None
Triveni Thakur	49 Years	Office Exective	3.60	10th	30 Years	01-10-2025	-	None
Chote Lal Kharwar	44 Years	Godown Incharge	3.37	12^{th}	12 Years	01.04.2023	Bonlon Industries Limited	None
Dimple Malik	37 Years	Company Secretary	2.58	CS	7 Years	11.08.2023	Parmanand & Sons Food Products Pvt. Ltd.	None
Sarika Pandit	43 Years	Manager	2.40	MBA	18 Years	01.02.2021	Shakti Forwarders Private Limited	None

Note:

1. Remuneration includes Basic Salary & Allowances.
2. The nature of employment is regular in all the above cases.
3. Mrs. Anita Gupta, Mr. Manoj Jain and Mr. Manoj Thorat were drawing in excess if remuneration drawn by MD and but they are not holding any Equity Shares of the Company as on March 31, 2026.
4. All the employees have adequate experience to discharge the responsibility assigned to them.

By Order of the Board of Directors
For, **B.C. Power Controls Limited**

Date: September 04, 2026
Place: New Delhi

sd/-
(Chander Shekhar Jain)
Managing Director
DIN: 08639491

sd/-
(Nitin Aggarwal)
Whole Time Director
DIN: 06713847

ANNEXURE- III

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2026
{Pursuant to Section 204(1) of the Companies Act, 2013 and
rule 9 of the Companies (Appointment and Remuneration
of Managerial Personnel) Rules, 2014}

To,

The Members,
B.C. POWER CONTROLS LIMITED

I have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **B.C. POWER CONTROLS LIMITED** (hereinafter called B.C. POWER / the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the B.C. POWER books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial period ended on 31st March, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **B.C. POWER CONTROLS LIMITED** ("the Company") for the financial year ended on 31st March, 2026 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;
ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **N.A**

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
d. Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015
e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **N.A**
f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **N.A.**
g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, and dealing with client;
h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **N.A**. and
i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **N.A**.

(vi) Compliances/ processes/ systems under other applicable Laws to the Company are being verified on the basis of periodic certificate submitted to the Board of Directors of the Company.

I have also examined compliance with the applicable clauses of the following:

a. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
b. The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

Observations:

I report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of

Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through were captured and recorded as part of the minutes of the meeting.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and Company is in process of reviewing & strengthening the same.

Date: 24/07/2026
Place: New Delhi

For Dabas S & Co.
(Company Secretaries)

Sanjeev Dabas
M. No: F14158, COP: 24418
Peer Review Certificate No: 5677/2024

UDIN: F014158H000936937

This report is to be read with our letter of even date which is annexed as "**Annexure A**" and forms an integral part of this report.

ANNEXURE: A

To,

The Members,
B.C. POWER CONTROLS LIMITED

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records, registers is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.

5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 24/07/2026
Place: New Delhi

For Dabas S & Co.
(Company Secretaries)

Sanjeev Dabas
M. No: F14158, COP: 24418
Peer Review Certificate No: 5677/2024

CORPORATE GOVERNANCE

Your Company firmly believes that maintaining the highest standards of Corporate Governance is the implicit rule that determines a management's ability to make sound decisions and to perform efficiently and ethically in the best interest of its shareholders and other stakeholders to create value for all.

The philosophy of Corporate Governance is a principle-based approach as codified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, encompassing the fundamentals of rights and roles of various stakeholders of the Company, disclosure, transparency and board responsibility.

A report on Corporate Governance Compliance of your Company for the year ended March 31, 2026 is as below:

1. BOARD OF DIRECTORS:

Your Company has the combination of Executive and Non-Executive Directors in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company's Board consists of Five Directors as on date of this report having considerable professional experience in their respective fields. Out of them three are Independent Directors (including one woman director), two are Executive Directors (including Chairman).

As per the declarations received by the Company from each of the Directors, none of them are disqualified under Section 164(2) of the Companies Act, 2013.

The Independent Directors of the Company are in compliance with the provisions of Regulation 25 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, disclosures have been made by the Directors regarding their Chairmanships/ Memberships of the mandatory Committees of the Board and that the same are within the maximum permissible limit as stipulated in 25 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board Meetings

Six Board Meetings were held during the year.

S.No.	Date of Board Meeting
01	24-05-2025
02	07-08-2025
03	01-09-2025
04	11-11-2025

05	13-01-2026
06	09-02-2026

Directors' Attendance Record and their other Directorships/ Committee Memberships

As mandated by Regulation 26 of the Listing Regulations, none of the Directors is a member of more than ten Board Committees (considering only Audit Committee and Stakeholders' Relationship Committee) or Chairman of more than five Committees across all public limited companies (listed or unlisted) in which he/she is a Director. Further all Directors have informed about their Directorships, Committee memberships/ Chairmanships including any changes in their positions. Relevant details of the Board of Directors as on March 31, 2026 are given below:

		ATTENDANCE IN F.Y. 2025-26			**No. of other Directorship and Committee Memberships/ Chairmanships held Committee held***		
Name of the director	**Category**	**No. of board meetings held**	**Attended**	**Last AGM held on 30.09.2025**	**Other Directorship**	**Committee Membership**	**Committee Chairmanships**
Chander Shekhar Jain	ED	06	06	Yes	01	-	-
Nitin Aggarwal	ED	06	06	Yes	04	-	-
Siya Seth	ID	06	06	Yes	04	-	-
Poonam Latka	ID	06	06	Yes	01	-	-
Neha Bhandari	ID	06	06	Yes	02	-	-

#PD – Promoter Director; NED – Non-Executive Director; ID – Non-Executive Independent Director; ED – Executive Director

*In accordance with Regulation 26 of the Listing Regulations, Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted) have been considered. Directorship is considered in all other private or public companies Listed/ Unlisted.

Other Directorships AS ON 31/03/2026:

S.NO.	Name of Director	Name of other Companies in which director
1	Chander Shekhar Jain	1. Proxima Industries Private Limited
2	Nitin Aggarwal	1. Proxima Industries Private Limited 2. APG Towers Private Limited 3. Kyra Enterprises Private Limited 4. Delicious Coco Water Private Limited
3	Poonam Latka	1. Goldengenie Consultants Private Limited
4	Neha Bhandari	1. QUADS Alloys Private Limited 2. Ascent Agrico Private Limited
5	Siya Seth	1. Skoodos Ventures Private Limited 2. Spherion Solutions Private Limited 3. Intellect HR Services Private Limited 4. Selin Club India Private Limited

Disclosure of relationships between directors inter-se:-

No relationship between the directors

No. of shares and convertible instruments held by non-executive directors.

None of the Non-Executive Director is holding any Equity Shares of the Company. The Company has not issued any convertible instrument as on date.

Matrix setting out skills/expertise/competence as identified by the Board

The Company is engaged in the business of trading of ferrous and non-ferrous metals. To manage the operations and to formulate long term strategies for its growth, different skill sets are required. The Board of the Company consists of individuals who have experience and expertise in the following areas:

Governance	The governance skills broadly includes financial and audit review, compliance and risk management, developing good governance practices, assessing strategic opportunities and threats, crisis management, business and policies development etc.
Personal Leadership Skills	This category mainly includes skills set of Board members to provide both strategic and innovative thought leadership, analysing issues and making decisions that support the organisation's overarching mission, creating new ideas

	and providing possible solutions, commitment, ethics and integrity, relationship building etc.
Industry specific	This category broadly includes skills relevant to the industry or section in which the Company operates such as understanding of consumer behaviour and customer insights, consumption pattern analysis, introduction of new products, marketing, supplier management, communication with customers etc.
Strategy Development and Implementation	Experience in developing and implementing business strategies or ability to give strategic insights to key business objectives.

	Chander Shekhar Jain	Nitin Aggarwal	Poonam Latka	Neha Bhandari	Siya Seth
Governance	√	√	√	√	√
Personal Leadership Skills	√	√	√	√	√
Industry specific	√	√	√	√	√
Strategy Development and Implementation	√	√	√	√	√

Note: Each Director may possess varied combinations of skills/expertise within the described set of parameters and it is not necessary that all Directors possess all skills/expertise listed therein.

Independent Director

As mandated by the Listing Regulations, the Independent Directors on your Company's Board:

a. Are persons of integrity and possess relevant expertise and experience, in the opinion of the Board of Directors;
b. Are not a Promoter of the Company or its holding, subsidiary or associate company;

c. Are not related to Promoters or Directors in the Company, its holding, subsidiary or associate company;
d. have or had no material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their Promoters, or Directors, during the two immediately preceding financial years or during the current financial year;
e. Have no relative, who has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their Promoters, or Directors, amounting to two per cent or more of its gross turnover or total income or Fifty Lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
f. Neither themselves nor any of their relatives —
A. hold or have held the position of a Key Managerial Personnel or are or have been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which they were proposed to be appointed;
B. are or have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which they were proposed to be appointed, of -
(1). a firm of Auditors or Company Secretaries in practice or Cost Auditors of the Company or its holding, subsidiary or associate company; or
(2). any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
(iii) hold together with their relatives two per cent or more of the total voting power of the Company; or
(iv). is a Chief Executive or Director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the Company, any of its Promoters, Directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the Company;
(v). is a material supplier, service provider or customer or a lessor or lessee of the Company;
g. are not less than 21 years of age.

The Independent Directors have confirmed that they meet the criteria of independence laid down under the Companies Act, 2013 and the Listing Regulations.

Maximum Tenure of Independent Directors

In accordance with Section 149(11) of the Companies Act, 2013, the current tenure of Independent Directors of the Company is for a term of 5 consecutive years from the date of their re-appointment.

Number of Independent Directorships

In compliance with Regulation 25 of the Listing Regulations, Directors of the Company do not serve as Independent Director in more than seven listed companies. In case he/she is serving as a Whole-Time Director in any listed company, does not hold the position of Independent Director in more than three listed companies.

Terms and conditions of appointment of Independent Directors

The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company viz. www.bcpowercontrols.com.

Separate Meeting of Independent Director

In accordance with Companies Act, 2013, the Independent Directors of the Company shall hold at least one meeting in a year without the presence of Non-Independent Directors and members of management.

During the year under review, separate meeting of the Independent Directors of the Company was held on March 31, 2026.

Familiarisation Program for Independent Directors

The Company conducts Familiarization Programme for the Independent Directors to enable them to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. They are given full opportunity to interact with senior management personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry, it is a part. The Policy on Familarisation Programme for Independent Directors is also available on the Company's website www.bcpowercontrols.com under the web link https://bcpowercontrols.com/docs/policies/FAMILIARISATION.pdf

Detailed Reason for the resignation of an independent director who resigns before the expiry of his/her tenure along with a confirmation such direct that there are no other material reasons other than those provided

Tenure of Mr. Arvind Kumar Bhandari had completed on 24th May 2025. Apart from them none of the Independent Directors resign during the Financial Year 2025-26.

Performance Evaluation of the Board, its Committees and Individual Directors, including Independent Directors

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors. The framework is monitored, reviewed and updated by the Board, in consultation with the Nomination and Remuneration Committee, based on need and new compliance requirements.

For evaluation of the entire Board and its Committees a structured questionnaire, covering various aspects of the functioning of the Board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board`s focus, regulatory compliances and Corporate Governance, etc is in place. Similarly, for evaluation of Individual Director's performance, the questionnaire covers various aspects like his/ her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2025-26.

The Independent Directors had met separately on March 31, 2026 without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non- Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director`s performance. The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it determines whether to extend or continue their term of appointment, whenever the respective term expires.

The Directors expressed their satisfaction with the evaluation process.

Remuneration Policy

The remuneration paid to Executive Directors of the Company is approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and also approved by the Shareholders of the Company. The Company's remuneration strategy is market-driven and aims at attracting and retaining high caliber. The strategy is in consonance with the existing industry practice and is directed towards rewarding performance, based on review of achievements, on a periodical basis.

Remuneration paid to Executive Directors

Name of Directors	**Remuneration Paid During the F.Y. 2025-26**	**Date of Appointment/ Cessation**	**Shareholders Approval**
Mr. Chander	Rs. 4,80,000/-	Appointed as Managing	Approved in 17th

Shekhar Jain		Director w.e.f. 13.04.2022	Annual General Meeting held on 30th September 2025
Mr. Nitin Aggarwal	Rs. 7,80,000/-	Appointed w.e.f. 14.02.2022	Approved in 17th Annual General Meeting held on 30th September 2025

Remuneration paid to Non-Executive Directors

No Remuneration was paid to Non-Executive Directors during the financial year under review except sitting fee being paid to the Non-Executive Non-Independent Directors.

2. ANNUAL GENERAL MEETING

The Annual General Meeting for the year ended 31st March, 2025 was held on 30th September, 2025.

3. CODE OF CONDUCT:

The Board has adopted a code of conduct for all Board members and senior management of the company. The term senior management means personnel of the company who are members of its core management team excluding Board of Directors. Normally this would comprise all members of management one level below the executive directors, including all functional heads. The code has been circulated to all members of the Board and senior management and the compliance of the same has been affirmed by them. A declaration signed by the Chairman and Managing Director is given below.

I hereby confirm that: "The Company has obtained from all the members of the Board and senior management, affirmation that they have complied with the code of conduct for directors and senior management in respect of the financial year 2025-26"

Sd/-
(Chander Shekhar Jain)
Managing Director

4. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading as well as a Code of Corporate Disclosure Practices (Code), as prescribed by the SEBI Regulations in this regard. The Compliance Officer is responsible for monitoring adherence to the rules for the preservation of Unpublished Price Sensitive

Information, pre-clearance of trades, monitoring of trades and implementation of the Code for trading in Company's securities, under the overall supervision of the Board. All Directors and employees, who could be privy to the Unpublished Price Sensitive Information of the Company, are governed by this Code.

5. CEO/CFO CERTIFICATION:

The Managing Director/CEO and CFO has certified to the Board of Directors, inter alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting purpose as required under Clause SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2026. Certification from CEO/CFO is annexed herewith this report, which is also forwarded to the Stock Exchange, where the securities of the Company are listed as a part of Annual Report.

6. COMMITTEES

The Company has constituted an Audit Committee, a Nomination and Remuneration Committee and Shareholder Grievances Committee and Corporate Social Responsibility Committee. The functioning of each of these Committees is regulated by the specific terms of reference, roles and responsibilities and powers detailed in their respective Charters.

The Company Secretary of the Company acts as the Secretary to these Committees.

The Minutes of the meetings of all these Committees are placed before the Board for discussions / noting. None of the Directors is a member of more than ten committees or Chairman of more than five committees across all companies in which they are Directors.

Declarations regarding committee memberships / chairmanships, in other public companies, as on 31st March, 2026 have been received from the Directors.

(A) AUDIT COMMITTEE

In compliance with Section 177 of the Companies Act, 2013 read with rules made thereto and Regulation 18 of the Listing Regulations, the 'Audit Committee' of the Board comprises of Ms. Siya Seth, Non-Executive Independent Director as its Chairman, Mrs. Neha Bhandari, Non-Executive Independent Director and Mr. Chander Shekhar Jain, Managing Director as its Members i.e. 2/3rd of the members of Audit Committee are Independent Directors.

Audit Committee was composed on 30.09.2013 and re-constituted/ re- composed on 29.09.2014, 14.02.2022 and 10.09.2024.

Role of the Audit Committee:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act.

b. Changes, if any, in accounting policies and practices and reasons for the same.

c. Major accounting entries involving estimates based on the exercise of judgment by management.

d. Significant adjustments made in the financial statements arising out of audit findings.

e. Compliance with listing and other legal requirements relating to financial statements.

f. Disclosure of any related party transactions.

g. Qualifications in the draft audit report.

- Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

- Discussion with internal auditors on any significant findings and follow up there on.

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

The Audit Committee also reviews the following information:

- 1. Management Discussion and Analysis of financial condition and results of operations;
- 2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3. Management letters / letters of internal control weaknesses issued by the statutory auditors, if any;
- 4. Internal audit reports relating to internal control weaknesses; and
- 5. Appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.
- 6. Statement of deviations:
  (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) (whenever applicable).
- (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) (whenever applicable).

Audit Committee Meetings

In addition to the Audit Committee members, the Audit Committee meetings are generally attended by the Company Secretary, Chief Financial Officer, Statutory Auditors and Internal Auditors of the Company. The Company Secretary acts as the Secretary of the Audit Committee.

During the year under review, the Audit Committee met at least once in each quarter and the maximum time gap between two Audit Committee meetings did not exceed the limit prescribed in Regulation 18 of the of the Listing Regulations.

The committee met Five times during the year on 24.05.2025, 07.08.2025, 01.09.2025, 11.11.2025 and 09.02.2026.

Name of the Committee Member	**Meeting Details**			**Whether Attended the Last AGM**
	Held During the year	**Attended**	**% of Total**	
Siya Seth	5	5	100	Yes
Neha Bhandari	5	5	100	Yes
Chander Shekhar Jain	5	5	100	Yes

(B) NOMINATION AND REMUNERATION COMMITTEE

Section 178(1) of the Companies Act, 2013 requires every listed company to constitute a 'Nomination and Remuneration Committee'. Accordingly, during the year under review, the name of 'Remuneration Committee' was changed to 'Nomination and Remuneration Committee'. The Committee was composed on 30.09.2013 and re-constituted/ re- composed and re- named on 29.09.2014 and 10.09.2024.

Composition

The Nomination and Remuneration Committee consists of three Non-Executive Independent Directors as follows:

Name of the Director	**Status**	**Nature of Directorship**
Siya Seth	Chairman	Non Executive Independent Director
Neha Bhandari	Member	Non Executive Independent Director
Poonam Latka	Member	Non Executive Independent Director

Brief terms of reference of the Remuneration/ Compensation Committee are:

- To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/ Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);

- To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole time/ Executive Directors, including pension rights and any compensation payment;
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

During the financial year 2025-26, the Nomination and Remuneration Committee met two times i.e. on 24.05.2025, 01.09.2025.

Name of the Committee Member	**Meeting Details**		
	Held During the year	**Attended**	**% of Total**
Siya Seth	2	2	100
Neha Bhandari	2	2	100
Poonam Latka	2	2	100

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors. This revised Policy will supersede the existing policy and this Policy will be effective from 03rd September 2020.

Definitions:

"**Remuneration**" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"Key Managerial Personnel" means:

(i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
(ii) Chief Financial Officer;
(iii) Company Secretary; and

(iv) such other officer as may be prescribed.

"Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC will be the following:

- To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/ Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
- To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole time/ Executive Directors, including pension rights and any compensation payment;
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.
- Other matter as required to deal as per requirement of section 178 of the Companies Act, 2013.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.

b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director / Whole-time Directors:

a) The Remuneration/ Commission etc. to be paid to Managing Director/ Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share-based payment schemes of the Company.

d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

   i. The Services are rendered by such Director in his capacity as the professional; and

   ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share-based payments to be made to Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share-based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

- The Committee may Delegate any of its powers to one or more of its members.

(C) SHAREHOLDERS' / INVESTORS' GRIEVANCES COMMITTEE:

This Committee was composed on 30.09.2013 and reconstituted/ re- composed on 29.09.2014, 14.02.2022 and 10.09.2024.

Composition of the Committee and category of Directors

Name of the Director	Status	Nature of Directorship
Siya Seth	Chairman	Non-Executive Independent Director
Neha Bhandari	Member	Non-Executive Independent Director
Chander Shekhar Jain	Member	Managing Director

Brief terms of reference of the Investor Grievance Committee include the following:

- Redressal of shareholders'/investors' complaints;
- Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under the Listing Agreement.

Meetings and Attendance during the year

The committee met two times during the year on 24.05.2025 and 13.01.2026

Name of the Committee Member	Meeting Details		
	Held During the year	**Attended**	**% of Total**
Siya Seth	2	2	100
Neha Bhandari	2	2	100
Chander Shekhar	2	2	100

Jain			

Investor complaints

The details of shareholders' complaints received and disposed of during the year under review are as under:

Nature of Investor Complaints	
- pending at the beginning of the financial Year	NIL
- received during the financial year	NIL
-disposed off during the financial year	NIL
-pending at the end of the financial year	NIL

Name and Designation of the Compliance Officer

Mrs. Dimple Malik – Company Secretary & Compliance Officer
Email: info@bonlongroup.com

(D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

This Committee was composed on 14.08.2018 and re-composed on 14.02.2022 and 10.09.2024

Composition of the Committee and category of Directors

Name of the Director	Status	Nature of Directorship
Siya Seth	Chairman	Non-Executive Independent Director
Neha Bhandari	Member	Non-Executive Independent Director
Chander Shekhar Jain	Member	Managing Director

Brief terms of reference of CSR Committee shall, inter-alia, include the following:

a. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
b. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
c. To monitor the CSR policy of the Company from time to time;
d. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Meetings and attendance during the year

The committee met one time during the year on 24.05.2025.

Name of the Committee Member	Meeting Details		
	Held During the year	**Attended**	**% of Total**
Siya Seth	1	1	100
Neha Bhandari	1	1	100
Chander Shekhar Jain	1	1	100

7. GENERAL BODY MEETINGS

(iii) The detail of Last Three Annual General Meeting of the Company as follows:

For F.Y.	Venue	Date	Day	Time
2024-25	Through VC/OAVM having deemed venue 7A/39, Channa Market, Karol Bagh, New Delhi-110005	30.09.2025	Tuesday	02:00 PM
2023-24	Through VC/OAVM having deemed venue 7A/39, Channa Market, Karol Bagh, New Delhi-110005	30.09.2024	Monday	02:00 PM
2022-23	Through VC/OAVM having deemed venue 7A/39, Channa Market, Karol Bagh, New Delhi-110005	30.09.2023	Saturday	02:00 PM

(iv) Detail of Extra Ordinary General Meeting as follow:

Year	Venue	Date	Day	Time
2024-25	Postal Ballot	08.12.2024	Sunday	05.00 PM
2022-23	Postal Ballot	13.05.2022	Tuesday	05.00 PM

* Whether any Special Resolution passed in the previous 3 AGMs; Yes
* Whether special resolutions were passed through postal ballots: Yes (Voting Pattern:-Resolutions were passed with requisite majority)
* Person who conducted the postal ballot exercise**: Mr. Sanjeev Dabas**, Practising Company Secretary was appointed as scrutinizer to conduct the postal ballot process.
* Whether any special resolution is proposed to be to be conducted through postal ballots: No

8.

a. **Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:**

a) There are no materially significant related party transactions with its Promoters, the Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the company at large. The other related party transactions are given in Point no. 2.27 of Notes on Accounts annexed to and forming the part of Balance Sheet and Profit and Loss Account of the Company. The policy has been disclosed on the website of the Company at www.bcpowercontrols.com Web link for the same is https://bcpowercontrols.com/docs/policies/POLICY-ON-DEALING-WITH-RELATED-PARTY-TRANSACTIONS.pdf

b) **Details of non-compliance by the Company, penalties, and strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

No non-compliance by the Company during last three years for which any penalty or strictures were imposed on the Company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets

c) **Compliance with Accounting Standards**

In the preparation of financial statements there is no deviation from the prescribed Accounting Standards.

d) **Compliance Certificate from the Practicing Company Secretary**

Certificate from **Dabas S & Co., Company Secretaries,** the Practicing Company Secretary confirming compliance Corporate Governance Clauses of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forming a part of this Annual Report.

A certificate has also taken that non of the directors on the Board of the Company have de-barred or disqualified from being appointment of continuing as director of the Company by the Board /MCA or any other authority

e) **Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee:**

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behaviour. Further no person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website of the Company.

f) **Compliance with Mandatory Requirements and adoption of the non mandatory requirements:**

The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except events as disclosed above.

g) **Commodity Price Risk / Foreign Exchange Risk and Hedging Activities**

Your Company has a framework and governance mechanism in place to ensure that the organization is adequately protected from the market volatility in terms of price and availability based on procurement team's monitoring and intelligence, forecasts of commodity prices and movements. A planning and strategy ensure the Company's interests are protected despite volatility in commodity prices. Your Company has managed the foreign exchange risk with appropriate hedging activities in accordance with the policies of the Company as and when required.

h) **Code of Conduct for Prevention of Insider Trading** On December 31, 2018, Securities and Exchange Board of India amended the Prohibition of Insider Trading Regulations, 2015, prescribing various new requirements with effect from April 1, 2019. In line with the amendments, your Company has adopted an amended Code of Conduct to regulate, monitor and report trading by Designated Persons under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the same can be accessed on the website of the Company – http://bcpowercontrols.com/investors-corner/ . Your Board of Directors has also approved the Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) and the same can be accessed on the website of the Company - http://bcpowercontrols.com/investors-corner/

i) **Fees to Statutory Auditors (Rs. in Lakhs)**
Audit Fee: 01.00
GST: 0.18
Total: 1.18

j) **Disclosure of the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted**.

i. Maintenance of the Chairman's Office
The Company has not any regular Chairman.

ii. Shareholders Rights
The quarterly and annual financial results of the Company are published in newspapers as per Regulation 47 of the SEBI (LODR) Regulations, 2015 and also

uploaded on the Company's website www.bcpowercontrols.com. Significant events if any are also posted on this website under the 'Investor's Corner'. The complete Annual Report is sent to every Shareholder of the Company.

iii. Modified opinion(s) in Audit Report
The Auditors have not raised any qualifications on the financial statements of the Company.

iv. Separate posts of Chairman and CEO
The Company had not appointed any CEO of the Company. The Company has also not appointed any regular chairman.

v. Reporting of Internal Auditors
The Internal Auditor reports directly to the Audit Committee based on the inputs provided by the Management on their observations if any on a quarterly basis.

j) **Disclosure of compliance of regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46**: The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub–regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

k) **Senior Management:**

S. No	**Name of Senior Management Persons**	**Designation in the Company**
01	Mr. Manoj Jain	Chief Financial Officer
02	Mr. Anita Gupta	Senior Accountant-Bhiwadi Branch
03	Mr. Dimple Malik	Company Secretary

There is no change in senior management since close of previous financial year.

9. Means of Communication

Quarterly and Annual Financial Results

Pursuant to Regulation 33 and Regulation 30 of the Listing Regulations, the Company furnishes the quarterly un-audited as well as annual audited Financial Results, (within 30 minutes of closure of the Board meeting) by online filings, to the Stock exchange i.e. BSE Limited. Such information has also been displayed in the 'Investor's Corner' on the Company's website i.e. www.bcpowercontrols.com. Quarterly and Annual financial results including other statutory information are published in an English daily viz. 'Financial Express' (All Edition) and in a vernacular language newspaper viz. 'Jan Satta' (Delhi Edition).

Website

Pursuant to Regulation 46 of the Listing Regulations, the Company's website www.bcpowercontrols.com contains a separate section **'INVESTOR'S CORNER'** where all the information needed by shareholders is available including information on Directors, Shareholding Pattern, Quarterly Reports, Financial Results, Annual Reports, Press Releases and various policies of the Company.

10. General Shareholder Information:

a. Annual General Meeting Date: 30th September, 2026 at 02:00 P.M. through VC/ OAVM

b. Financial Year: 01st April 2025 to 31st March 2026

c. Dividend recommended for the year: NIL

d. CUTT-OFF Date: 28.08.2026/ For Voting & e-voting: 24.09.2026

e. Listing on stock exchange: The Company is listed in BSE Limited

f. The Annual Custody / Issuer fee for the year 2025-26 has been paid to CDSL & NSDL.

g. Stock Code: 0537766

h. CIN number: L31300DL2008PLC179414

i. In case the securities are suspended from trading, the directors report shall explain there as on thereof:-Not Applicable.

j. Registrar and Share Transfer Agents:- The Company has appointed M/s Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road,Andheri (East) Mumbai – 400093 as Registrar and Share Transfer Agents.

k. Share transfer system: 100% Shareholding of the Company is in De-mat form. Therefore, all the transfer were undertaken in de-mat form only within the time prescribed. The Company has not received any physical request for transfer of shares during the Financial Year 2025-26.

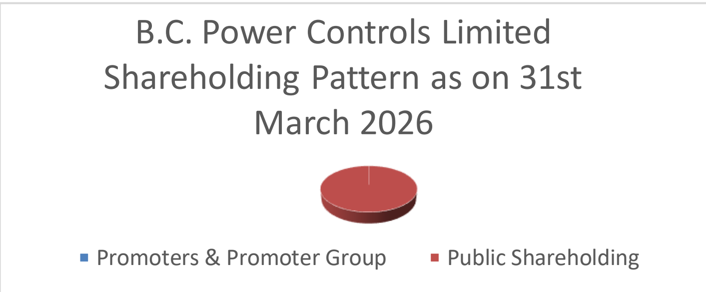
l. Distribution of shareholding:

The shareholding pattern as on 31st March 2026 is as follows.

Promoter & Promoter Group – Nil Shares – Nil%

Public Shareholding – 6,98,00,00 shares – 100%

TOTAL 6,98,00,000 Shares - 100.00%



m. **Dematerialization of shares and liquidity**: The company has executed agreements with National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) for Dematerialization of shares. The 100% Equity Shares of the Company are in Dematerialize Form.

n. **Outstanding GDR/ADR/Warrants or any convertible instruments, conversion instruments, conversion date and impact on equity**: NIL

o. **Plant Location:** The Company has no manufacturing plant as on date.

p. **WEB LINK FOR VARIOUS POLICIES:** The details of various other policies applicable on the Company are available on Investor Information under the Investor Relations and Financial Reports Tab on the website of the Company. http://bcpowercontrols.com/investors-corner/#1527230400541-5180c77b-bf8d

q. **Address for correspondence**: 7A/39, WEA Channa Market, Karol Bagh, New Delhi - 110005.

r. **Credit Rating**: As on date the Company has not obtained Credit Rating. All previous Credit Rating have been surrendered.

s. **Details of utilization of funds received from Preferential Issue:**

No funds were raised by the Company during the Financial Year 2025-26. So this clause is not applicable.

ANNEXURE-IV

CEO/CFO CERTIFICATION

To,
The Board of Directors
B.C. Power Controls Limited
Delhi.

Dear Sirs,
We have reviewed financial statements and the cash flow statement for the year ended 31st March 2026 and to the best of our knowledge and belief that:

i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

iii. No transactions entered into by the Company during the above said period which are fraudulent, illegal or volatile of the company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the auditors and Audit Committee that:

iv. Significant changes in internal control over financial reporting during the year;
v. Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
vi. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
(Chander Shekhar Jain)
Managing Director
DIN: 08639491

sd/-
(Manoj Jain)
Chief Financial Officer

Place: New Delhi
Date: 24.05.2026

ANNEXURE-V

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,
B.C. POWER CONTROLS LIMITED

We have examined the compliance of the conditions of Corporate Governance by B.C. POWER CONTROLS LIMITED during the year ended 31st March, 2026 as stipulated in Chapter IV read with Schedule V of the SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015 of the said Company with the Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and explanation given to us by the company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Regulations, as and when applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Date: 24/07/2026
Place: New Delhi

For Dabas S & Co.
(Company Secretaries)

Sanjeev Dabas
M. No: F14158, COP: 24418
Peer Review Certificate No: 5677/2024

UDIN: F014158H000936992

ANNEXURE-VI

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Date: 24.07.2026

To,

The Members,
B.C. POWER CONTROLS LIMITED
7A/39, WEA CHANNA MARKET KAROL BAGH NEW DELHI 110005

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of B.C. POWER CONTROLS LIMITED having CIN L31300DL2008PLC179414 and having registered office at 7A/39, WEA Channa Market Karol Bagh New Delhi 110005 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT
1.	POONAM LATKA	10331847	11/09/2024
2.	NEHA BHANDARI	09633831	11/09/2024
3.	NITIN AGGARWAL	06713847	14/02/2022
4.	SIYA SETH	02982252	01/09/2023
5.	CHANDER SHEKHAR JAIN	08639491	14/08/2021

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 24/07/2026
Place: New Delhi

For Dabas S & Co.
(Company Secretaries)

Sanjeev Dabas
M. No: F14158, COP: 24418
Peer Review Certificate No: 5677/2024

UDIN: F014158H000936981

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This Management Discussion and Analysis Report for the financial year ended 31st March 2026.

Industry Structure and Developments

The metal industry is one of the core and most flourishing industries of India, contributing more than 2% to the country's total GDP. It serves a wide range of user industries, including engineering, electrical and electronics, infrastructure, automobiles and automobile components, and packaging. The industry comprises two major groups — ferrous metals and non-ferrous metals.

Non-ferrous metals, including aluminium, copper, zinc, lead, nickel and tin, are used to make alloys, castings, forgings, extrusions, wires, cables and pipes, and find application across agriculture, power infrastructure, automobiles, railways, telecommunications, construction and engineering.

Ferrous metals, primarily iron and steel, have shown strong performance in production, capacity utilisation, exports and consumption, positioning India as a major global competitor among steel producers.

India's key advantages include a liberalised policy regime, reduced customs duty on primary and secondary metals, growing market demand, favourable production conditions, and government support through initiatives such as 'Make in India' and 'Smart Cities', which are expected to further boost demand for non-ferrous metals. India remains the second-largest producer of aluminium after China.

Opportunities and Threats

Opportunities:

Strong underlying demand, availability of raw materials, a high entrepreneurial base, growth of ancillary industries and improving technology together provide sustainable growth potential for the non-ferrous metals industry in India. Per-capita consumption of non-ferrous metals in India remains low relative to both developed and developing economies, indicating significant headroom for growth, further supported by the 'Make in India' campaign and 100% FDI permitted in key infrastructure segments (railways, roadways, ports, inland waterways, aviation and power).

Transport (automotive), electricals and construction remain the principal demand drivers for non-ferrous metals, with the steel sector consuming the bulk of zinc produced for galvanisation. The industry is also witnessing a shift toward emerging applications in defence and aerospace, hybrid and electric vehicles, and railways.

Threats:

- Environmental compliance issues
- Inverted / improper duty structures
- Dumping of goods under free trade agreements
- Inadequate infrastructure
- Inconsistent quality consciousness across the value chain
- Rapid capacity expansion in input minerals
- Limited availability of indigenous technological expertise and the resulting need for cost reduction

Risks and Concerns, and Internal Control Systems and Their Adequacy

a. **Fluctuation in non-ferrous metal prices**: Prices of non-ferrous metals such as copper, nickel and gold are determined with reference to London Metal Exchange (LME) benchmarks and other international markets, which are in turn influenced by global supply-demand balances, currency movements, geopolitical and economic conditions, speculative trading and competition from substitute materials. The Company uses commodity futures to hedge against fluctuations in non-ferrous metal prices.

b. **Fluctuation in exchange rates**: Import prices of raw materials and domestic prices of non-ferrous metal ingots are both linked to US-dollar-denominated LME reference prices, exposing the Company to currency risk. The Company manages this exposure through forward foreign exchange contracts and the use of foreign currency accounts.

c. **Changes in laws and regulations**: Business activities remain exposed to changes in environmental, labour, taxation, currency-control and trade regulations. The Company evaluates each decision with due regard to the risks associated with applicable laws and regulations.

The Company maintains a proper and adequate internal control system designed to safeguard assets against unauthorised use or disposition, and to ensure transactions are authorised, recorded and reported correctly. This is supplemented by an internal audit programme conducted by the Internal Auditor appointed under applicable law, with observations and corrective action reviewed periodically by the Audit Committee to ensure the internal control system remains effective for preparing reliable financial statements and maintaining accountability.

Market Review

Global Economy:

Global economic activity is expected to maintain modest but uneven momentum, with global real GDP growth projected to decelerate to around 3.0% in 2025 and 2.9% in 2026, following 3.2% growth in 2024, as trade frictions, geopolitical uncertainty, market volatility and inflation divergence reshape the outlook. In developed markets, growth is expected to moderate to around 1.3% in both 2025 and 2026 (from 1.8% in 2024), with the US decelerating from 2.8% in 2024 to about 1.5% and 1.3% in 2025 and 2026 respectively, reflecting the impact of higher tariffs on sentiment, inflation, labour markets and business investment. The Euro area is projected to grow around 1.0% in 2025 and 1.3% in 2026, while Japan's recovery remains modest at about 0.7% in 2025.

Outlook:

The IMF projects global growth of around 3.0% for 2025, with India expected to lead growth among major economies and potentially become the world's fourth-largest economy. Key risks include possible tariff increases, geopolitical tensions and continued policy uncertainty.

Indian Economy Overview:

The IMF has revised India's growth forecast upward to 6.4% for both 2025 and 2026 (from 6.2% and 6.3% respectively in its April 2025 outlook), reaffirming India's position as the world's fastest-growing major economy. On a financial-year basis, IMF projections indicate growth of 6.7% for 2025 and 6.4% for 2026. Globally, the IMF projects growth of 3.0% in 2025 and 3.1% in 2026, with China expected to grow 4.8% in 2025 and 4.2% in 2026, and the US 1.9% in 2025 and 2.0% in 2026.

India Metal Industry:

India's metal economy in 2025 is characterised by robust domestic demand — particularly for steel, driven by infrastructure development and urbanisation, with steel demand projected to grow 8–10% — alongside a broader multi-metal price rally across both industrial metals (copper, aluminium) and precious metals (gold, silver). Supportive government policy, rising investment and technological upgrades continue to strengthen the sector's role as a driver of economic growth.

Overall Review of Operations of the Company

The Company is engaged in the manufacturing and trading of ferrous and non-ferrous metals. Key financial highlights for the year, as per the audited standalone financial statements, are set out below:

Particulars	FY 2025-26	FY 2024-25
Revenue from operations (turnover)	₹9,745.20 Lakh	₹9,619.68 Lakh

Profit for the year	₹73.32 Lakh	₹79.04 Lakh

Turnover increased by approximately 1.3% year-on-year, while profit for the year declined from ₹79.04 Lakh to ₹73.32 Lakh, primarily on account of a lower net profit margin (0.75% in FY 2025-26 as against 0.82% in FY 2024-25) — see Significant Changes in Key Financial Ratios below.

Outlook

The Company continues to focus on improving product quality, ensuring timely delivery and securing orders at competitive rates. Bulk-order volumes and bargaining strength allow the Company to quote competitive rates while maintaining high quality and productivity across traded products. Barring unforeseen circumstances, the Company is confident of achieving improved results in the current year, with continued emphasis in the trading segment on product quality, timely delivery and after-sales service.

Financial and Operational Performance

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Members are requested to refer to the Directors' Report and the audited financial statements for further details.

Human Resources / Industrial Relations

The Company's HR philosophy is to build a high-performing organisation in which every individual is motivated to perform to the fullest of their capacity, contributing to individual and departmental excellence and continuously improving performance to realise the full potential of the Company's personnel.

Significant Changes in Key Financial Ratios

Details of significant changes (i.e. change of 25% or more) in key financial ratios during the year, as compared to the previous year, are set out below. These figures are as per Note titled "Analytical Ratios" forming part of the audited standalone financial statements for the year ended 31st March 2026.

Ratio	Numerator	Denominator	FY 2025-26	FY 2024-25	Variance	Reason for variance (>25%)
Current ratio (in	Total current	Total current liabilities	19.20	4.81	299.39%	Sharp increase is on account of a fall in

times)	assets					current liabilities.
Debt-equity ratio (in times)	Long-term liabilities + short-term borrowings	Total equity	0.02	0.02	4.28%	—
Debt service coverage ratio (in times)	Earnings before debt service	Debt service (interest + principal repayments)	N.A.	N.A.	N.A.	Company has no term-debt repayments; hence DSCR is not applicable.
Return on equity ratio (in %)	Profit for the year	Average total equity	1.75	1.93	-8.93%	—
Inventory turnover ratio (in times)	Revenue from operations	Average total inventory	N.A.	11,489.61	N.A.	Inventory is Nil in the current year and was Nil in FY 2024-25.
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	22.21	18.37	20.92 %	—
Trade payables turnover ratio (in times)	Purchases	Average trade payables	98.09	437.01	-77.55 %	Ratio has declined as the Company is taking slightly longer to pay suppliers.
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (current assets less current	1.56	1.57	-0.57%	—

		liabilities)				
Net profit ratio (in %)	Profit for the year	Revenue from operations	0.75	0.82	-8.44%	—
Return on capital employed (in %)	Earnings before interest and tax	Capital employed (total assets less current liabilities)	0.03	0.04	-32.34 %	Decline reflects lower profitability relative to the capital base during the year.
Return on investment (in %)	Income generated from invested funds	Average investment	—	—	N.A.	Company holds only ₹18 Lakh in non-current investments (equity shares); no treasury income was generated from invested funds.

Cautionary Statement

Statements made in this Management Discussion and Analysis Report describing the Company's expectations or predictions are "forward-looking statements". Actual results may differ materially from those expressed or implied. Important factors that could influence the Company's operations include market conditions, input costs, government regulations, and economic developments within and outside the country.

By Order of the Board of Directors
For, **B.C. Power Controls Limited**

Date: September 05, 2026
Place: New Delhi

sd/-	sd/-
(Chander Shekhar Jain)	(Nitin Aggarwal)
Managing Director	**Whole Time Director**
DIN: 08639491	**DIN: 06713847**
Add: C-2/317,	**Add: H. NO. 31-A,**
2nd Floor, Janakpuri,	**Kamla Nagar,**
New Delhi-110058	**New Delhi- 110007**

Gaur & Associates
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

TO

THE MEMBERS OF B.C. POWER CONTROLS LIMITED

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **B.C. POWER CONTROLS LIMITED** (the "Company"), which comprise the Standalone Balance Sheet as at March 31, 2026, the Standalone Statement of Profit and Loss (including the other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the " Standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements.

516, Laxmi Deep Building, Laxmi Nagar District Centre, Delhi-110092
Tel. : 011-45033133, Mob. : 9313815380
E-mail : gaurassociates@hotmail.com, camkjain@hotmail.com

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors and Management is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance (TCWG)

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, change in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone financial statement in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Results, including the disclosures, and whether the Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account

   (d) In our opinion, the aforesaid Standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   (e) On the basis of the written representations received from the directors as on **31/03/2026** taken on record by the Board of Directors, none of the directors is disqualified as on **31/03/2026** from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A".** Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position - Refer Note 2.26 to the Financial Statements.

ii. The Company has made provision, as required under the applicable law or applicable accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no transfer of amount to the Investor Education and Protection Fund by the Company, as the company was not required to do so.

iv. In respect of funds advanced/ received:

a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the

Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on our audit procedures we considered these reasonable and appropriate in the circumstances and nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. No Dividend has been declared or paid by the company during the year.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For GAUR & ASSOCIATES
Chartered Accountants
FRN: 005354C

Satish Kumar Gupta

Satish Kumar Gupta
Partner
M. No. 016746
UDIN: 26016746IUQOJW8480

Place: New Delhi
Date: 27/05/2026

"Annexure A" to the Independent Auditor's Report
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **B.C. POWER CONTROLS LIMITED**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls over financial reporting **of B.C. POWER CONTROLS LIMITED** as of March 31, 2026 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issues by the Institute of Chartered Accountants of India.

For GAUR & ASSOCIATES
Chartered Accountants
FRN: 005354C

Satish Kumar Gupta

S. K. Gupta
Partner
M. No. 016746
UDIN: 26016746IUQOJW8480

Place: New Delhi
Date: 27/05/2026

Annexure 'B' to the Independent Auditor's Report
(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **B.C. POWER CONTROLS LIMITED**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

i. In respect of the Company's property, plant and equipment and intangible assets:

a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right of use assets

B. The Company did not possess any Intangible Asset during the year under consideration.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The Company has program of verification to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations received by us, as the company owns no immovable properties, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable. In respect of immovable properties of land and building that have been taken on lease and disclosed in the financial statements, the lease agreements are in the name of the Company.

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The Company has a program of verification to cover all the items of Inventories in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Inventory were physically verified by the management during the year. According to the information and explanations given to us, the discrepancies noticed on verification between the physical stocks and the book records were not exceeding 10% in the aggregate for each class of inventory and have been properly dealt with in the books of account.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been sanctioned during any point of time of the year, working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. The Company has made investments in companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

a) Based on the information & explanation provided to us, the Company has provided loans, the detail of which is as follows:

Particulars	**Loans (Rs. In Lakhs)**
Balance outstanding as at the balance sheet date	2,788.35

b) According to the information and explanations given to us us and on the basis of our examination of the records of the company, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans and advance in the nature of loan given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, since the term of arrangement do not stipulate any repayment schedule, we are unable to comment whether the amount is overdue or not.

e) According to the information and explanations provided by the management, there is no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties,

f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) of the Order is not applicable.

iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not provided any guarantee or security as specified under Sections 185 and 186 of the Act.

v. Based on our scrutiny of the company's records and according to the information and explanations provided by the management, in our opinion, the company has not accepted any loans or deposits which are deemed to be 'deposits' within the meaning of Rule 2(b) of the Companies (Acceptance of Deposits) Rules, 2014 and therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.

vi. According to the information and explanations provided by the management, the company is not engaged in production of any such goods or provision of any such services for which the Central Government has prescribed particulars relating to utilisation of material or labour or other items of cost. Hence, the provisions of section 148(1) of the Act do not apply to the company. Hence, in our opinion, no comment on maintenance of cost records under section 148(1) of the Act is required.

vii. According to the information and explanations given to us, in respect of statutory dues:

a) The Company has generally been regular in depositing undisputed statutory dues, including Goods and Services Tax, Income Tax and other statutory dues applicable to it with the appropriate authorities.

i. There were no undisputed amounts payable in respect of Income Tax, Goods and Service Tax, and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March, 2026 on account of any dispute are given below:

Name of the statute	**Nature of dues**	**Forum where dispute is pending**	**Period to which the amount relates**	**Amount Disputed (Rs. In Lakhs)**
Goods and Services Tax	Demand Raised u/s 74	Writ Petition before Honorable High Court, New Delhi	01/07/2017 to 31/03/2018	12,677.62
Goods and Services Tax	Demand Raised u/s 74	Writ Petition before Honorable High Court, Rajasthan	01/04/2019 to 31/03/2020	94.61
Goods and Services Tax	Demand raised u/s 73 & 74	Appeal before Appellate Authority GST	2017-18 & 2021-22	93.38
Income Tax Act	Demand Raised u/s 147	ITAT	2012-13	141.51
Income Tax Act	Demand Raised u/s 147	ITAT	2017-18	1271.21
Income Tax Act	Demand Raised u/s 147	ITAT & Writ Petition before Honorable High Court, New Delhi	2018-19	1,678.20

viii. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that during the year that there was no transaction relating to previously unrecorded income that have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961.

ix. In respect to repayment and usage of borrowings:

a) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or borrowing or in the payment of interest thereon to any lender, financial institution, bank, government or dues to debenture- holders.

b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c) Based upon the audit procedures performed, we are of the opinion that the company has applied term loans for the purpose for which the loans were obtained.

d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined in the Act.

f) The company has not raised any loan during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies

x. In relation to use of money raised through issue of own shares:

a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.

b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

xi. In respect of Reporting on Fraud:

a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Standalone Financial Statements and according to the information and explanations given by the management, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year. According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under Clause 3(xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) Based on information and explanations provided to us and our audit procedures, the company has an internal audit system commensurate with the size and nature of its business;

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. In relation to Reporting on Registration u/s 45-IA of RBI Act:

a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable to the Company.

b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable to the Company.

c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable to the Company.

d) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. Based upon the audit procedures performed and information and explanations given by the management, we report that the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. Provisions of section 135 of the Companies Act, 2013 are not applicable to the Company as the company does not qualify the limits of section. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

For GAUR & ASSOCIATES
Chartered Accountants
FRN: 005354C

S. K. Gupta
Partner
M. No. 016746
UDIN: 26016746IUQOJW8480

Place: New Delhi
Date: 27/05/2026

B. C. POWER CONTROLS LIMITED

7A/39, WEA Channa Market, Karol Bagh, New Delhi - 110005
CIN : L31300DL2008PLC179414

BALANCE SHEET AS AT 31st March 2026

(Amount in Lacs, unless otherwise stated)

Balance Sheet as at	Note	March 31st 2026	March 31st 2025
ASSETS			
Non-current assets			
Property, plant and equipment	2.3	2.16	-
Capital work-in-progress	2.3	-	-
Other Intangible Assets	2.3	-	-
Financial Assets			
Investments	2.4	18.00	28.00
Loans	2.6	-	-
Deferred tax assets (net)	2.16	0.09	-
Other non-current assets	2.11	-	-
Total Non - Current Assets		**20.25**	**28.00**
Current assets			
Inventories	2.7	-	-
Financial Assets			
Investments	2.4	-	-
Trade receivables	2.5	19.83	857.56
Cash and cash equivalents	2.9	519.31	11.07
Bank Balances other than Cash and Cash Equivalents	2.10	-	-
Loans	2.6	2,791.53	1,253.09
Other financial assets	2.8	-	-
Current Tax Assets (net)	2.17	4.76	0.15
Other current assets	2.11	1,093.15	3,076.26
Total Current Assets		**4,428.57**	**5,198.14**
Total Assets		**4,448.82**	**5,226.14**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	2.2	1,396.00	1,396.00
Other equity	2.2	2,822.17	2,748.86
Total equity		**4,218.17**	**4,144.86**
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
Borrowings	2.12	-	-
Other financial liabilities	2.14	-	-
Provisions		-	-
Deferred tax liabilities (net)	2.16	-	-
Other non-current liabilities		-	-
Total Non - Current Liabilities		-	-
Current liabilities			
Financial Liabilities			
Borrowings	2.12	67.57	63.67
Trade payables	2.13		
total outstanding dues of micro enterprises and small enterprises		-	43.20
total outstanding dues of creditors other than micro enterprises and small enterprises		155.07	-
Other financial liabilities	2.14	6.20	5.75
Other current liabilities	2.15	1.81	968.66
Provisions		-	-
Current Tax Liabilities (net)	2.17	-	
Total Current Liabilities		**230.65**	**1,081.28**
Total Equity and Liabilities		**4,448.82**	**5,226.14**

The accompanying notes form an integral part of the financial statements. 1 to 2.31

In terms of our report attached

For GAUR & ASSOCIATES
Chartered Accountants
Firm Registration No. 005354C

For and On Behalf of Board of Directors
M/s B. C. Power Controls Limited

Satish Kumar Gupta
Partner
M. No. 016746
UDIN No.: 26016746IIJQOJW8480

Chander Shekhar Jain
Manging Director
DIN. 08639491

Nitin Aggarwal
Director
DIN. 06713847

Place: New Delhi
Date: 27/05/2026

Manoj Jain
Chief Financial Officer
AFTPJ5730N

Dimple Malik
Company Secretary
M No. 69221

B. C. POWER CONTROLS LIMITED

7A/39, WEA Channa Market, Karol Bagh, New Delhi - 110005

CIN : L31300DL2008PLC179414

Statement of Profit & Loss for the year ending March 31, 2026

(Amount in Lacs, unless otherwise stated)

Statement of Profit and Loss for the period ended	Note	Year Ended 31.03.2026	Year Ended 31.03.2025
Revenue from operations	2.18	9,745.20	9,619.68
Other Income, net	2.19	222.26	143.54
Total Income [A]		9,967.46	9,763.22
Expenses			
Cost of Material Consumed	2.20	-	-
Purchase of stock-in-trade		9,724.33	9,439.31
Change in Inventories of Finished Goods/ Stock in Trade/ Work in Progress	2.21	-	1.67
Employee benefit expenses	2.22	48.24	35.20
Finance Costs	2.23	12.67	55.15
Depreciation and amortisation expense	2.3	0.56	-
Other expenses	2.24	83.58	126.20
Total Expenses [B]		**9,869.38**	**9,657.53**
Profit Before Exceptional Items and Tax [A-B]		98.08	105.68
Exceptional Items		-	-
Profit before tax		98.08	105.68
Tax Expense:			
Current tax	2.17	24.85	26.64
Deferred tax	2.17	(0.09)	-
MAT Credit Entitlement	2.17	-	-
Profit for the period		**73.32**	**79.04**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of the net defined benefit liability/asset		-	-
Equity instruments through other comprehensive income		-	-
Items that will be reclassified to profit or loss		-	-
Total other comprehensive income, net of tax		-	-
Total comprehensive income for the period		**73.32**	**79.04**
Earnings per equity share			
Equity shares of par value `2/- each			
Basic (`)		0.11	0.11
Diluted (`)		0.11	0.11
Weighted average equity shares used in computing earnings per equity share			
Basic (`)	2.25	698.00	698.00
Diluted (`)	2.25	698.00	698.00

The accompanying notes form an integral part of the financial statements. 1 to 2.31

As per our report of even date attached

For GAUR & ASSOCIATES
Chartered Accountants
Firm Registration No. 005354C

Satish Kumar Gupta
Partner
M. No. 016746
UDIN No.: 26016746IUQOJW8480

Place: New Delhi
Date: 27/05/2026

For and On Behalf of Board of Directors
M/s B. C. Power Controls Limited

Chander Shekhar Jain
Manging Director
DIN. 08639491

Nitin Aggarwal
Director
DIN. 06713847

Manoj Jain
Chief Financial Officer
AFTPJ5730N

Dimple Malik
Company Secretary
M No. 69221

B. C. POWER CONTROLS LIMITED

7A/39, WEA Channa Market, Karol Bagh, New Delhi - 110005
CIN : L31300DL2008PLC179414

Standalone Cash Flow Statement for the year ended 31st March 2026

(Amount in Lacs)

Statement of Cash Flows	Year Ending March 2026	Year ending March 2025
Cash flow from operating activities:		
Profit before the tax	**98.08**	**105.68**
Adjustments to reconcile net profit to net cash provided by operating activities:		
Reversal of IndAS Provisions earlier made	(0.02)	-
Depreciation	0.56	
Interest and dividend income	(201.19)	(131.52)
Interest Expense for the period	12.52	54.87
Other Borrowing cost for the period	0.15	0.28
Foreign Exchange (Gain)/Loss on Borrowings	-	-
Changes in assets and liabilities		
Trade receivables	837.76	(667.83)
Inventories	-	1.67
Other current asset	1,978.50	(1,157.98)
Trade payables	111.87	43.20
Other financial liabilities	0.45	(3.77)
Other current liabilities	(966.84)	955.65
Cash generated from operations	1,871.83	(799.74)
Income taxes paid	(24.85)	(26.64)
Net cash generated by operating activities	**1,846.97**	**(826.38)**
Cash flow from investing activities:		
Purchase of property, plant & equipment, intangibles etc including change in capital cr	(2.72)	-
Sale of long term investment	10.00	-
Purchase of short term investment	-	-
Investment in Wholly Owned Subsidiary	-	(10.00)
Loan and advaces Assets	(1,538.43)	786.52
Change in Other financial assets	-	-
Change in Bank Balance otherthan cash and cash equivalent	-	1.17
Change in non current asset	-	-
Interest income	201.19	131.52
Net cash used in investing activities	**(1,329.96)**	**909.21**
Cash flow from financing activities:		
Proceeds from Non Current Borrowings	-	-
Repayment of Non Current Borrowings	-	-
Proceeds from Current Borrowings	3.90	(29.03)
Interest paid	(12.52)	(54.87)
Other Borrowing cost paid	(0.15)	(0.28)
Foreign Exchange Gain/(Loss)	-	-
Change in Non current financial liabilities		
Net cash used in financing activities	**(8.77)**	**(84.18)**
Net increase/(decrease) in cash and cash equivalents	**508.24**	**(1.34)**
Cash and cash equivalents at the beginning	11.07	12.41
Cash and cash equivalents at the end	**519.31**	**11.07**

As per our report of even date attached

For GAUR & ASSOCIATES
Chartered Accountants
Firm Registration No. 005354C

Satish Kumar Gupta

Satish Kumar Gupta
Partner
M. No. 016746
UDIN No.: 26016746IUQOJW8480

Place: New Delhi
Date: 27/05/2026

For and On Behalf of Board of Directors
M/s B. C. Power Controls Limited

Chander Shekhar

Chander Shekhar Jain
Manging Director
DIN. 08639491

Nitin Aggarwal
Director
DIN. 06713847

Manoj Jain
Chief Financial Officer
AFTPJ5730N

Dimple Malik
Company Secretary
M No. 69221

B. C. POWER CONTROLS LIMITED

7A/39, WEA CHANNA MARKET, KAROL BAGH, NEW DLEHI-110005

CIN : L31300DL2008PLC179414

Company Information and Significant Accounting Policies

NOTE '1'

Corporate Information

M/s B.C. Power Controls Limited ("the Company") is a public limited Company listed on BSE Ltd . The company is engaged trading business in Ferrous/ Non-Ferrous Metals mainly: Copper, Aluminium, Zinc, Lead, etc. The company caters to domestic market and is having it's registered office at 7A/39, W.E.A. CHANNA MARKET, KAROL BAGH, NEW DELHI-110005.

NOTE '2'

2.1 Accounting Standards

The Company has complied with all the Indian Accounting Standard (Ind AS) as applicable to the company under Companies under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, and made necessary disclosures wherever applicable.

2.2 Basis of Accounting and Preparation of Financial Statements

The financial statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

(i) Certain financial assets and liabilities.

(ii) Defined benefit plans - plan assets.

The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Company's financial statements are presented in Indian Lakh ( ), which is also its functional currency

2.3 Use of Estimates

The preparation of the financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.4 Inventories

Raw Materials, Trading Goods is determined on First in First Out (FIFO) Basis.

2.5 Depreciation and amortisation

Pursuant to Companies Act, 2013, the company depreciates its assets by the estimated useful life of the fixed assets on written down value as prescribed under Schedule II of the Companies Act, 2013.

2.6 Revenue Recognition

Revenue is recognised on accrued basis. Revenue from sale of goods is recognised on transfer of all significant risk and rewards of ownership to the buyer. GST is accounted on exclusive method. Interest income is recognised on accural basis. Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection All expenses and income to the extent considered payable and receivable respectively unless specifically stated otherwise are accounted for on mercantile basis.

2.7 Property, Plant and Equipment

Property, Plant and Equipment are stated at cost net of recoverable taxes and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price and any cost directly attributable to bringing the asset to its working condition for its intendeduse.

All costs, attributable to the fixed assets are capitalized. Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

2.8 Employee Benefits

The Company's contributions to Employees State Insurance Fund and Provident Fund is considered a defined contribution plan and is charge as an expenses as it fall due based on the amount of contribution required to be made. Eligible employees receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Company contributes a portion to the Employees' Provident Fund Account. The Company has not made any provision for gratuity, bonus, leave encashment and leave travel allowance etc. during the year. The company pays gratuity to the employees as and when payable as required by the law.

2.9 Foreign Currency Transactions and Translations

All transaction in Foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place. Foreign-currency denominated monetary assets and liabilities are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in the Statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Revenue, expense and cash-flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

2.10 Investment

Investment include Long Term Investment only and are stated at cost.

2.11 Earning Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the number of equity shares outstanding during the year.

2.12 Impairment of assets

The carrying value of assets/cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use.

2.13 Provision and Contingencies

A provision is recognised when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefit) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

2.14 Cash and cash equivalents

Cash and cash equivalents comprise cash and balance with banks which include cash on hand, deposit held at call with banks and other short term deposits which are readily convertible into known Amount of cash, are subject to an insignificant risk of change in value and have maturities of less than one year from the date of such deposits. These balances with banks are unrestricted for withdrawal and usages.

2.15 Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of depreciation and provision on standard asset is recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

2.16 Insurance Claims

Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

As per our report of even date attached

For GAUR & ASSOCIATES
Chartered Accountants
Firm Registration No. 005354C

Satish Kumar Gupta
Partner
M. No. 016746
UDIN No.: 26016746IUQOJW8480

Place: New Delhi
Date: 27/05/2026

For and On Behalf of Board of Directors
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Company Secretary
M No. 69221

B. C. POWER CONTROLS LIMITED

7A/39, WEA CHANNA MARKET, KAROL BAGH, NEW DLEHI-110005
CIN : L31300DL2008PLC179414

2.2.1 STATEMENTS OF CHANGE IN EQUITY & OTHER EQUITY

(Amount in Lacs)

Particulars	Equity Share Capital		Other Equity		Total equity attributable to equity holders of the Company
			Reserves & Surplus		
	No. of Shares	Amount	Securities premium reserve	Retained earnings	
Balance as at April 1, 2024	698.00	1,396.00	1,169.35	1,500.46	4,065.81
Changes in equity for the year ended Mar 31, 2025					
Issue of Equity Share Capital	-	-	-	-	-
Profit for the period	-	-	-	79.04	79.04
Balance as at Mar 31, 2025	698.00	1,396.00	1,169.35	1,579.50	4,144.86
Balance as at April 1, 2025	698.00	1,396.00	1,169.35	1,579.50	4,144.86
Changes in equity for the year ended Mar 31, 2026					
Profit for the period	-	-	-	73.32	73.32
Balance as at March 31, 2026	698.00	1,396.00	1,169.35	1,652.82	4,218.17

As per our report of even date attached

For GAUR & ASSOCIATES
Chartered Accountants
Firm Registration No. 005354C

Satish Kumar Gupta
Partner
M. No. 016746
UDIN No.: 26016746IUQOJW8480

Place: New Delhi
Date: 27/05/2026

For and On Behalf of Board of Directors
M/s B. C. Power Controls Limited

Chander Shekhar Jain
Manging Director
DIN. 08639491

Nitin Aggarwal
Director
DIN. 06713847

Manoj Jain
Chief Financial Officer
AFTPJ5730N

Dimple Malik
Company Secretary
M No. 69221

Notes forming part of the Financial Statement

2.2.2 EQUITY SHARE CAPITAL

(Amount in Lacs)

Particulars	As at 31.03.2026	As at 31.03.2025
Authorized Equity shares, `2/- par value 7,50,00,000 (PY: 7,50,00,000[1]) equity shares	1,500.00	1,500.00
Issued, Subscribed and Paid-Up Equity shares, `2/- par value 6,98,00,000 (PY: 698,00,000[1]) equity shares fully paid-up	1,396.00	1,396.00
	1,396.00	**1,396.00**

[1] Refer note 2.25 for details of basic and diluted shares

2.2.3 The Company has only one class of shares referred to as equity shares having a par value of `2/-. Each holder of equity shares is entitled to one vote per share.

2.2.4 The details of shareholder holding more than 5% shares are set out below :

Name of the shareholder	31.03.2026 Number and Shareholding %	31.03.2025 Number and Shareholding %
Nitin Aggarwal	42,06,692 (6.03%)	39,90,952 (5.72%)

2.2.5 The details of Promoter holding shares are set out below :

Name of the shareholder	31.03.2026 Number and Shareholding %	31.03.2025 Number and Shareholding %
-	-	-

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2.3. PROPERTY, PLANT AND EQUIPMENT

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2026

Particulars	Land	Building	Computer	Office Equipments	Furniture & Fittings	Plant & Machinery	Total
Gross carrying value as of April 1, 2025	-	-	-	-	-	-	
Additions	-	-	-	2.72	-	-	**2.72**
Deletions	-	-	-	-	-	-	-
Gross carrying value as of March 31, 2026	-	-	-	**2.72**	-	-	**2.72**
Accumulated depreciation as of April 1, 2025	-	-	-				-
For the period	-	-	-	0.56		-	**0.56**
Deduction / Adjustments during the period	-	-	-			-	-
Accumulated depreciation as of March 31, 2026	-	-	-	0.56	-	-	**0.56**
Carrying value as of March 31, 2026	-	-	-	**2.16**	-	-	**2.16**
Gross carrying value as of April 1, 2024	-	-	-	-	-	-	
Additions	-	-	-	-	-	-	-
Deletions	-	-	-	-	-	-	-
Gross carrying value as of March 31, 2025	-	-	-	-	-	-	-
Accumulated depreciation as of April 1, 2024	-	-	-				-
For the period	-	-	-			-	-
Deduction / Adjustments during the period	-	-	-			-	-
Accumulated depreciation as of March 31, 2025	-	-	-	-	-	-	-
Carrying value as of March 31, 2025	-	-	-	-	-	-	-

Intangible Assets:

Particulars	Trade Mark
Gross Value As on April 1, 2024	-
Additions	-
Deletions	-
Gross Value As on March 31, 2025	-
Accumulated depreciation as of April 1, 2024	-
Additions	-
Deletions	-
Accumulated depreciation as of March 31, 2025	-
Gross Value As on April 1, 2025	-
Additions	-
Deletions	-
Gross Value As on December 31, 2025	-
Accumulated depreciation as of April 1, 2025	-
Additions	-
Deletions	-
Accumulated depreciation as of December 31, 2025	-
Carrying Value as on 31.03.2024	-
Carrying Value as on 31.12.2024	-

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Notes forming part of the Financial Statement

2.4 INVESTMENTS

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Non-current investments		
Investments at amortized cost		
Investments in Government Securities		
- National Saving Certificates	-	-
Investments in Non Government Securities		
- Investment in Wholly Owned Subsidiary Equity Instruments	-	10.00
- Investment in Equity Instruments	18.00	18.00
	18.00	**28.00**
Current investments		
Investments in Government Securities	-	-
Investments in Non Government Securities	-	-
	-	-
Total carrying value	**18.00**	**28.00**

Aggregated amount of Quoted investments	-	-
Aggregated amount of UnQuoted investments	18.00	28.00

Name of Company	Face Value	As at March 31, 2026		As at March 31, 2025	
		No. of Equity Shares	Amount in Lakhs	No. of Equity Shares	Amount in Lakhs
Investment in Equity Instruments					
Target Air Services Private Limited	10	1,80,000	18.00	1,80,000	18.00
			18.00		**18.00**
Investment in Wholly Owned SubsidiaryEquity Instruments					
Proxima Industries Private Limited	10			1,00,000	10.00
			-		**10.00**
Total			18.00		28.00

2.5 TRADE RECEIVABLE

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Non-current trade receivable		
Secured, considered good	-	-
Unsecured, considered good	-	-
	-	-
Current trade receivable		
Secured, considered good	-	-
Unsecured, considered good	20.03	857.78
Less: Provision for expected credit loss	(0.20)	(0.22)
	19.83	**857.56**
Total carrying value	**19.83**	**857.56**

(₹ in Lakhs)

Trade Receivables ageing Schedule for the year ending March 31, 2026 & March 31, 2025

	Particulars	Outstanding for following periods from due date of payment					
		Less than 6 Month	6 Month to 1 Year	1-2 year	2-3 year	More than 3 year	Total
31-Mar-26							
i)	Undisputed Tradereceivables — considered good		-		-	20.03	20.03
ii)	Undisputed Tradereceivables — considered doubtful	-	-	-	-	-	-
iii)	Disputed Tradereceivables — considered good	-	-	-	-	-	-
iv)	Disputed Tradereceivables — considered doubtful	-	-	-	-	-	-
	TOTAL	-	-	-	-	20.03	20.03
31-Mar-25							
i)	Undisputed Tradereceivables — considered good	835.82	-		-	21.96	857.78
ii)	Undisputed Tradereceivables — considered doubtful	-	-	-	-	-	-
iii)	Disputed Tradereceivables — considered good	-	-	-	-	-	-
iv)	Disputed Tradereceivables — considered doubtful	-	-	-	-	-	-
	TOTAL	835.82	-	-	-	21.96	857.78

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Notes forming part of the Financial Statement

2.6 LOANS

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Non Current		
Unsecured, considered good		
Capital Advances	-	-
Security Deposits		-
	-	-
Current		
Unsecured, considered good		
Loan & Advances		
- Loan to Subsidiary Company	-	136.70
- Loan to related Parties	-	-
- Loan to Others	2,788.35	1,113.21
Security Deposits	3.18	3.18
	2,791.53	1,253.09
Total carrying value	2,791.53	1,253.09

2.7 INVENTORIES

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Raw Materials	-	-
Finished Goods	-	-
Stock in trade	-	-
	-	-

2.7.1 The inventories are valued at lower of Cost or Net Realizable Value

2.7.2 The Stores and spares having useful life greater than one year is classified under property plant & equipment as per IND AS- 16

2.8 OTHER FINANCIAL ASSETS

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Non Current		
	-	-
Current		
	-	-
Total	-	-
Financial assets carried at amortized cost	-	-
Financial assets carried at fair value through Profit or Loss	-	-

2.9 CASH AND CASH EQUIVALENTS

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Balances with banks		
In current and deposit accounts	474.55	1.18
Cash in hand	44.77	9.90
	519.31	**11.07**
Deposit with less than 3 months maturity	-	-

* Cash in Hand includes Cash amount of 12.90 Lacs seized by Enforcement Directorate (Last year incorporated in Balance with Government Authorities).

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2.10 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Balances with banks held as margin money/ security against credit facilities from bank	-	-
	-	-
Deposit with more than 3 months but less than 12 months maturity	-	-
Balances with banks held as margin money/ security against credit facilities from bank	-	-

2.11 OTHER ASSETS

(Amount in Lacs)

Particulars	**As At March 31st 2026**	**As At March 31st 2025**
Non-current		
Capital Advances	-	-
Security Deposit	-	-
	-	-
Current		
Capital Advances	500.00	-
Advances other than capital advance		
- Advance to supplier	55.79	2,115.31
Others		
-Balances with Govt. Authorities*	397.63	431.90
-Other Current Assests	125.04	0.57
-Insurance Claim Receivable	14.69	14.69
-Goods In Transit	-	513.78
	1,093.15	**3,076.26**
Total Other Assets	**1,093.15**	**3,076.26**

2.12 BORROWINGS

(Amount in Lacs)

Particulars	**As At March 31st 2026**	**As At March 31st 2025**
Non-current		
-From Bank	-	-
	-	-
Current		
Loans Repayble on Demand		
-From Related Parties	-	-
-From Other than Related Parties	67.57	63.67
Secured at amortized cost	-	-
	67.57	**63.67**
Total Borrowings	**67.57**	**63.67**
Financial liability carried at amortized cost	**67.57**	**63.67**

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Notes forming part of the Financial Statement

2.13 TRADE PAYABLES

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Non-current		
Trade Payables	-	-
	-	-
Current		
Acceptances	-	-
Other than Acceptances		
-total outstanding dues of micro enterprises and small enterprises	-	43.20
-total outstanding dues of creditors other than micro enterprises and small enterprises	155.07	-
	155.07	43.20
Total Trade Payables	155.07	43.20
Financial liability carried at amortized cost	155.07	43.20
Financial liability carried at fair value through profit or loss	-	-

(In ₹ Lakhs)

Trade Payables ageing Schedule for the year ending March 31, 2026 & March 31, 2025

	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 year	2-3 year	More than 3 year	Total
March 31, 2026						
i)	MSME	-	-	-	-	-
ii)	Others	155.07	-	-	-	155.07
iii)	Disputed-MSME	-	-	-	-	-
iv)	Disputed-Others	-	-	-	-	-
	TOTAL	155.07	-	-	-	155.07
March 31, 2025						
i)	MSME	43.20	-	-	-	43.20
ii)	Others	-	-	-	-	-
iii)	Disputed-MSME	-	-	-	-	-
iv)	Disputed-Others	-	-	-	-	-
	TOTAL	43.20	-	-	-	43.20

2.14 OTHER FINANCIAL LIABLITIES

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Non-current		
Creditor for capital goods	-	-
	-	-
Current		
Creditors for capital Goods	-	-
Due to employees	3.93	2.80
Expenses Payable	2.27	2.95
	6.20	5.75
Total other financial liabilities	6.20	5.75
Financial liability carried at amortized cost	6.20	5.75
Financial liability carried at fair value through profit or loss	-	-

2.15 OTHER LIABILITIES

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Current		
Bank of India-0415	-	113.36
ICICI Bank-1091	-	251.78
Unearned revenue	-	-
Statutory Dues	1.81	7.02
Advance from customer	-	596.50
	1.81	968.66

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2.16 The tax effects of significant temporary differences that resulted in deferred income tax assets and liabilities are as follows:

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Deferred Tax Asset/(liabilities) opening balance	-	-
Deferred income tax assets		
Property Plant & Equipment	0.09	-
Total deferred income tax assets	**0.09**	-
Deferred income tax liabilities		
Property Plant & Equipment	-	-
Total deferred income tax liabilities	-	-
Net Addition/deletion deferred tax asset/liabilities during the year	**0.09**	-
Closing balance of deferred tax assets after set off	**0.09**	-
Closing balance of deferred tax liabilities after set off	-	-

Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Group will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

2.17 INCOME TAXES

Income tax expense in the statement of profit and loss comprises:

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Current taxes	24.85	26.64
Deferred taxes	(0.09)	-
Income tax expense	**24.76**	**26.64**

2.17.1 A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized

Particulars	31.03.2026
Profit before income taxes	98.08
Tax Expense at Statutory tax rates of @25.168%	24.68
Adjustments:	
Effect of expenses that are not deductible in determining taxable profit	0.17
Income tax expense	24.85
Current Tax expense reported in the Statement of Profit and Loss	24.85

2.17.2 The following table provides the details of income tax assets and income tax liabilities as of March 31, 2026

(Amount in Lacs)

Particulars	As At March 31st 2026	As At March 31st 2025
Income tax assets	4.76	0.15
Current income tax liabilities	-	-
Net current income tax assets/ (liability) at the end	4.76	0.15

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Notes forming part of the Financial Statement

2.18 REVENUE FROM OPERATIONS

(Amount in Lacs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Sale of Products	9,739.59	9,573.88
Sale of Services	-	28.00
Other Operating Revenues	5.61	17.80
	9,745.20	**9,619.68**

2.19 OTHER INCOME

(Amount in Lacs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Interest income received from		
-Security Deposits	-	-
-Fixed Deposits	-	0.01
-Others	201.19	131.51
Exchange Gain	21.05	12.02
Provision for ECL Reversed	0.02	-
	222.26	**143.54**

2.20 COST OF MATERIALS CONSUMED

(Amount in Lacs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Opening stock	-	-
Add: Purchases	-	-
Less: Closing Stock	-	-
	-	-

2.21 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Amount in Lacs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Opening Stock		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade	-	1.67
Stock on Consignment	-	-
	-	1.67
Closing Stock		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade	-	-
Stock on Consignment	-	-
	-	-
	-	**1.67**

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2.22 EMPLOYEE BENEFIT EXPENSES

(Amount in Lacs)

Particulars	**For the Year ended 31.03.2026**	**For the Year ended 31.03.2025**
Employee benefit expenses		
Salary & Wages	33.46	21.95
Contribution to provident & other funds	0.50	0.48
Director's remuneration	11.64	11.02
Gratuity	-	-
Staff welfare expenses	2.63	1.75
	48.24	**35.20**

2.23 FINANCE COSTS

(Amount in Lacs)

Particulars	**For the Year ended 31.03.2026**	**For the Year ended 31.03.2025**
Bank charges	0.15	0.28
Interest Expense on borrowings	-	-
Interest Expense on others	12.52	54.87
Other borrowing costs		
	12.67	**55.15**

2.24 OTHER EXPENSES

(Amount in Lacs)

Particulars	**For the Year ended 31.03.2026**	**For the Year ended 31.03.2025**
Advertisement & Business Promotion	1.58	1.56
Audit Fee	1.00	1.25
Bad Debt Written off	2.95	
Business Support /Commission Charges	0.89	-
Conveyance	2.77	1.93
Electricity & Water Expenses	-	0.25
Exchange/Depository related fees	8.87	9.52
Fee & Subscription fee	0.39	0.15
Freight & Cartage Exp.	0.70	1.43
Independent Director Seating Fees	4.50	2.25
Indirect Tax Expenses	1.40	1.34
Insurance Charges	0.32	0.30
Interest & Penalty on Statutory Dues	0.01	2.07
Interest / Demand / Late Payment Direct /Income Tax	-	0.03
Legal & Professional Charges	42.78	85.97
Loading & Unloading Charges	0.43	0.89
Manpower Services & Security Guard Charge	0.50	0.56
MCX/NSX Related Fees	0.05	2.34
Misc. Exp.	0.04	0.11
Office Expense	2.14	2.79
Printing and Stationery	1.24	1.15
Postage & Courier	0.85	-
Rent	9.00	9.23
Warehouse Charges	0.22	1.07
Website Exp	0.46	-
Tour & Travelling Exp	0.52	-
	83.58	**126.20**

2.24.1 Auditor's remuneration

(Amount in Lacs)

Particulars	**For the Year ended 31.03.2026**	**For the Year ended 31.03.2025**
Statutory Audit fee	1.00	1.25
	1.00	**1.25**

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2.25 Reconciliation of Basic and Diluted Shares used in computing Earning per share

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

(Amount in Lacs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Basic earnings per equity share - weighted average number of equity shares outstanding (Nos)	698.00	698.00
Effect of dilutive shares (Nos)	-	-
Diluted earnings per equity share - weighted average number of equity shares and common equivalent shares outstanding (Nos)	698.00	698.00

2.26 Contingent Liabilities and Commitments

(Amount in Lacs)

Particulars	As at 31 March 2025	As at 31 March 2024
Contingent Liabilities		
- Disputed matters in respect of Income tax Demands, Interest and Penalties pending under Appeals	3,090.92	3,090.92
- Disputed matters in respect of GST Demands, Interest and Penalties pending under Appeals	12,865.61	12,765.74
- GST Demands, Interest and Penalties pretaining to Fy 2019-20 accepted by the company	-	0.19
Total	15,956.53	15,856.84

2.27 Related party transactions

Details of related parties:

Description of relationship	
Key Management Personnel (KMP)	Chander Shekhar Jain (Managing Director) Nitin Aggarwal (Whole Time Director) Manoj Jain (CFO) Dimple Malik (Company Secretary) Neha Bhandari (Independent Director) Poonam Latka (Independent Director) Siya Seth (Independent Director) Smita Jain (Promoter)
Enterprises in which KMP / Relatives of KMP can exercise significant influence	Bonlon Industries Limited Asier Metals Private Limited Bonlon Private Limited Bonlon Securities Limited Harshit Finvest Private Limited Proxima Industries Private Limited (WOS) Reisa Capital Pvt Ltd B2B Metals Pvt Ltd Evardo Commodities DMCC

Note: Reliance for list of related parties, nature of relationship and transactions during the year & balances as on 31st March 2026 is placed on the details provided by the management.

Details of Related Party transactions

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Purchase of goods	1,373.49	7,118.18
Purchase of goods (GIT inc. GST)	-	513.78
Sale of goods	1,383.89	4,393.44
Sale of services	50.22	51.08
Receiving of services	9.37	57.84
Remuneration Paid	19.62	18.91
Sale of Shares (Investment)	10.00	-
Purchase of Shares (Investment)	-	10.00

Balances outstanding at the end of the year

Particulars	As At March 31st 2026	As At March 31st 2025
Investment in Shares	-	10.00
Trade receivables	-	-
Expenses Payable	1.64	2.27
Loans & advances Receivable / Advance for Goods	-	136.70
Loans and advances Payable	-	-

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2.28.1 Capital management
The Company's capital management objective is to maximise the total shareholder return by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensures optimal credit risk profile to maintain/enhance credit rating.
The Company determines the amount of capital required on the basis of annual operating plan and long-term strategic plans. The funding requirements are met through internal accruals and long-term/short-term borrowings. The Company monitors the capital structure on the basis of Net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.
For the purpose of capital management, capital includes issued equity capital, securities premium and all other reserves. Net debt includes all long and short-term borrowings as reduced by cash and cash equivalents and inter-corporate deposits with financial institutions.
The following table summarises the capital of the Company:

(Amount in Lacs)

Particulars	As at 31st March 2026	As at 31st March 2025
Equity (A)	**4,218.17**	**4,144.86**
Debt		
Short-term borrowings and current portion of long-term debt (i)	67.57	63.67
Long-term debt (ii)	-	-
Less: deposits with financial institutions (iii)	-	-
Less: Cash and cash equivalents (iv)	519.31	11.07
Net debt (i+ii-iii-iv)	**(451.75)**	**52.60**
Total capital (equity + net debt)	3,766.43	4,197.45
Net debt to capital ratio	(0.12)	0.01
Interest coverage ratio	8.74	2.92

2.28.2 Categories of financial instruments

Financial assets

Measured at fair value through profit or loss (FVTPL)

(Amount in Lacs)

(a) Mandatorily measured:		
(i) Equity investments	-	-
(ii) Security Deposits	3.18	3.18
Measured at amortised cost		
(a) Cash and bank balances	519.31	11.07
(b) Other financial assets at amortised cost	37.83	885.56

Financial liabilities

Measured at amortised cost	228.84	112.62

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Notes forming part of the Financial Statement

2.28.3 Financial risk management objectives

The Company has adequate internal processes to assess, monitor and manage financial risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company seeks to minimise the effects of these risks by using financial instruments such as foreign currency forward contracts, option contracts, interest and currency swaps to hedge risk exposures and appropriate risk management policies as detailed below. The use of these financial instruments is governed by the Company's policies, which outlines principles on foreign exchange risk, interest rate risk, credit risk and deployment of surplus funds.

Item	Primarily affected by	Risk management policies
Market risk - currency risk	USD balances and exposure towards trade payables, buyer's credit, exports, short-term and long-term borrowings	Mitigating foreign currency risk using foreign currency forward contracts, option contracts and currency swaps
Market risk - interest rate risk	Change in market interest rates	Maintaining a combination of fixed and floating rate debt; interest rate swaps for long-term borrowings; cash management policies
Market risk - other price risk	Decline in value of equity instruments	Monitoring forecasts of cash flows; diversification of portfolio
Credit risk	Ability of customers or counterparties to financial instruments to meet contractual obligations	Credit approval and monitoring practices; counterparty credit policies and limits; arrangements with financial institutions
Liquidity risk	Fluctuations in cash flows	Preparing and monitoring forecasts of cash flows; cash management policies; multiple-year credit and banking facilities

2.28.4 Fair value measurements

Some of the Company's financial assets and financial liabilities are measured at fair value at the end of the reporting period.

Financial assets/financial liabilitie	Fair Value as at*		
	As at 31st March 2026	As at 31st March 2025	Fair value hierarchy
			Level 3
Total	-	-	

*positive value denotes financial asset (net) and negative value denotes financial liability (net)

Notes:

1. There were no transfers between Level 1 and 2 in the period.
2. The Level 1 financial instruments are measured using quotes in active market

2.28.5 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

Particulars	Fair value hierarchy	As at 31 March 2026		As at 31 March 2025	
		Carrying amount	Fair value	Carrying amount	Fair value
Financial assets					
Financial assets at amortised cost:					
- Trade receivables	Level 2	19.83	19.83	857.56	857.56
- Cash and cash equivalents	Level 2	519.31	519.31	11.07	11.07
- Bank balances other than cash and cash equivalents	Level 2	-	-	-	-
-Loans	Level 2	2,791.53	2,791.53	1,253.09	1,253.09
- Other financial assets	Level 2	-	-	-	-
Financial liabilities					
Financial liabilities at amortised cost:					
- Borrowings	Level 2	67.57	67.57	63.67	63.67
- Trade payables	Level 2	155.07	155.07	43.20	43.20
- Other financial liabilities	Level 2	6.20	6.20	5.75	5.75

1. In case of trade receivables, cash and cash equivalents, trade payables, borrowings and other financial assets and liabilities it is assessed that the fair values approximate their carrying amounts largely due to the short-term maturities of these instruments.

2. The fair values of the financial assets and financial liabilities included above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

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Note : Analytical Ratios

Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	Variance	Reasons
Current ratio (in times)	Total current Assets	Total current liabilities	19.20	4.81	299.39%	The sharp increase is because of fall in current liabilities.
Debt-equity ratio (in times)	Long term liabilities +short term borrowings	Total equity	0.02	0.02	4.28%	
Debt service coverage ratio (in times)	Earnings before debt service = Net profit after taxes + non cash operating expenses + Interest + Other non cash adjustments	Debt service = Interest + principle repayments	#DIV/0!	#DIV/0!	#DIV/0!	Company has no term debt repayments; hence DSCR is not applicable.
Return on equity ratio (in %)	Profit for the year	Average total equity	1.75	1.93	-8.93%	
Inventory turnover ratio (in times)	Revenue from operations	Average total inventory	#DIV/0!	11,489.61	#DIV/0!	The inventory is nil in current year and FY 2025.
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	22.21	18.37	20.92%	
Trade payables turnover	Purchase Expenses	Average trade payables	98.09	437.01	-77.55%	The ratio has improved as the company is taking slightly longer to pay suppliers.
Net capital turnover ratio	Revenue from operations	Average working capital (Total C.Assets (-)Total C.Liabilities)	1.56	1.57	-0.57%	
Net profit ratio (in %)	Profit for the year	Revenue from operations	0.75	0.82	-8.44%	
Return on capital employed (in %)	Earning before tax and finance cost	Capital employed = Total Assets (-) Current Liabilities	0.03	0.04	-32.34%	The Decline reflects lower profitability relative to capital base during the current FY.
Return on Investment	Inome generated from invested funds	Average invested funds in treasury investmens	-	-	#DIV/0!	Company holds only ₹18L in non-current investments (Investment in Shares of company). No treasury income generated from invested funds,.

b) The Company do not have any transactions with companies struck off in current year and previous year.
c) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period in current year and previous year.
d) The Company have not traded or invested in crypto currency or virtual currency during the current year and previous year.
e) The Company have not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall in current year and previous year:

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

f) The Company have not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall in current year and previous year:

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

g) The Company does not have any transaction which is not recorded in the books of accounts that has been subsequently surrendered or disclosed as income during the year as part of the on going tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) in current year and previous year.
h) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property in current year and previous year.
i) The Company has not been declared as willful defaulter by any bank or financial institution or government or any government authority in current year and previous year.

j) The Company has complied with the provisions of number of layers prescribed under the Companies Act, 2013 in current year and previous year.

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Notes forming part of the Financial Statement

2.29 Corporate Social Responsibility

Pursuant to the provison of Section 135 of Companies Act, 2013, the Corporate Social Responibility Obligation was not applicable on the Company as all three critieria of Profit, Networth and Turnover were not met by the Comapny.

2.30 Foreign Exchange Earnings and Outgo:
Foreign exchange earning

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Export of Goods	-	-
Advance Returned (Import of Goods)	449.78	681.48
	449.78	681.48

Foreign exchange Outflows

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Purchase /Import of Goods	-	-
Advance Payment (Import of Goods)	428.80	337.36
	428.80	**337.36**

2.31 Other Notes

(i) Previous year figures are regrouped and reclassified wherever necessary to conform to current year's presentation.

(ii)Some of the balances of receivables and payables remains unconfirmed till balance sheet date.

(iii)In the opinion of the management, current assets, loans and advances have a value not less than what is stated in the accounts if realised in the ordinary course of business.

For GAUR & ASSOCIATES
Chartered Accountants
Firm Registration No. 005354C

Satish Kumar Gupta
Partner
M. No. 016746
UDIN No.: 26016746IUQOJW8480

Place: New Delhi
Date: 27/05/2026

For and On Behalf of Board of Directors
M/s B. C. Power Controls Limited

Chander Shekhar Jain
Manging Director
DIN. 08639491

Nitin Aggarwal
Director
DIN. 06713847

Manoj Jain
Chief Financial Officer
AFTPJ5730N

Dimple Malik
Company Secretary
M No. 69221