

BCPL INTERNATIONAL LIMITED
(FORMERLY BIRDHI CHAND PANNALAL AGENCIES LIMITED)

September 03, 2019

The Secretary
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers, 1st Floor,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 538364

Sub: Submission of Annual Report for the FY 2018-19

Dear Sir /Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of M/s BCPL International Limited (Formerly, Birdhi Chand Pannalal Agencies Limited) for the Financial Year 2018-19 for your records and reference.

This is for your information and record.

Thanking you

Yours faithfully

For BCPL International Limited



Madhumita Verma
Director
DIN: 06978232

Encl: As stated above

BCPL INTERNATIONAL LIMITED

ANNUAL REPORT 2018-19

Company's Profile

Board of Director and KMP's

Mr. Somesh Rustgi

Mr. Sourav Mayra

Ms. Madhumita Verma

Ms. Ritika Agarwal

Managing Director/CFO

Director

Director

Company Secretary

Registered Office:

4, Synagogue Street, Room No- 810, 8th Floor

Kolkata- 700001, West Bengal

Website: www.birdhichand.in,

Email Id: info@birdhichand.in

Statutory Auditor:

M/s RAK Champs & Co. LLP

GF- 9, H- Wing, Building No. 2, Rock Enclave, Sahyadri

Hindustan Naka, Charkop Industrial Area

Kandivali West, Mumbai- 400067, Maharashtra

Registrar and Share Transfer Agent:

M/s Maheshwari Datamatics Private Limited

6, Mangoe Lane, 2nd Floor, Kolkata-700001

Tel No. 033 2243 5809/5029, Fax No. 033 22484787

Email Id: mdpldc@yahoo.com

Bankers:

South Indian Bank

DCB Bank

HDFC Bank

34TH ANNUAL GENERAL MEETING

Day, Date & Time: Wednesday, September 25, 2019 at 11:30 am

Venue : "Aashayain" (DLA Boys Hostel), 7/2 K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080, West Bengal

Book Closure: Wednesday September 18, 2019 to Wednesday September 25, 2019 (both days inclusive)

Stock Exchanges where Shares of the Company are Listed:

BSE Limited

Calcutta Stock Exchange

SL.NO.

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DIRECTOR'S REPORT

TO THE MEMBERS BCPL INTERNATIONAL LIMITED

Your Directors are pleased to present the Thirty Fourth (34th) Annual Report together with the Audited Accounts of your Company for the Financial Year ended March 31, 2019. The summarised financial performance of your Company is as follows:

(Rs. in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Total Income	0.05	4837.73
Total Expenditure	18.03	4850.30
Profit/(Loss) before Taxation	(17.98)	(12.57)
Tax Expense	-	-
Deferred Tax	(0.01)	(0.10)
Profit/(Loss) for the period	(17.97)	(12.47)
Brought forward from previous year	(19.30)	(6.83)
Surplus/(Deficit) carried to Balance Sheet	(37.28)	(19.30)

FINANCIAL PERFORMANCE

During the Financial Year ended on March 31, 2019, your Company had a Total Income of Rs. 0.05 Lakhs as compared to the Total Income of Rs. 4837.73 Lakhs for the previous year ended on March 31, 2018.

During the Financial Year ended on March 31, 2019, the Company incurred a loss of Rs. 17.98 Lakhs as compared to a loss of Rs. 12.57 Lakhs for the previous year ended on March 31, 2018. Net Loss stood at Rs. 17.97 Lakhs as compared to a net loss of Rs. 12.47 Lakhs for the previous year ended on March 31, 2018.

As mandated by Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2019 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2019.

The Company discloses standalone unaudited financial results on a quarterly basis, which are subjected to limited review, and standalone audited financial results on an annual basis.

DIVIDEND

Your Directors has not recommended any Dividend for the Financial Year 2018-19.

AMOUNTS PROPOSED TO CARRY TO THE RESERVES

The Company has not transferred any amount to reserve account during the year under review.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial year relate and the date of this report.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company's vision, mission and core values have laid the foundation for internal controls. On the administrative controls side, your Company has a proper reporting structure, oversight committees and rigorous performance appraisal system to ensure checks and balances. On the financial controls side, your Company has in place segregation of duties and reporting mechanism to deter and detect misstatements in financial reporting.

Your Company's Internal Control System is commensurate with the nature of its business and the size and complexity of its operations and ensures compliance with policies and procedures. The Internal Control Systems are being constantly updated with new/revised standard operating procedures.

Your Company has a dedicated and independent Internal Audit team reporting directly to the Audit Committee of the Board. The Directors have laid down internal financial controls to be followed by the Company and such policies and procedures have been adopted by the Company 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 record and the timely preparation of reliable financial information. The purpose, scope, authority and responsibility of the Internal Audit team are approved by the Audit Committee. Internal Audit team influences and facilitates improvements in the control environment by constantly evaluating the risk management and internal control systems.

Furthermore, the Audit Committee of your Company evaluates and reviews the adequacy and effectiveness of the internal control systems and suggests improvements. Significant deviations are brought to the notice of the Audit Committee and corrective measures are recommended for implementation. Based on the internal audit report, process owners undertake corrective action in their respective areas. All these measures help in maintaining a healthy internal control environment.

The Company has a Code of Business Conduct for all employees and a clearly articulated and internalized delegation of financial authority. These authority levels are periodically reviewed by management and modifications, if any, are submitted to the Audit Committee and Board for approval. The Company also takes prompt action on any violations of the Code of Business Conduct by its employees.

A CEO/CFO Certificate signed by the Chief Financial Officer (CFO) of the Company confirms the existence and effectiveness of internal controls and reiterates their responsibilities to report deficiencies to the Audit Committee. The Audit Committee also reviews the Risk management framework periodically and ensures it is updated and relevant. During the year under review, the Internal Financial Control Audit was carried out by the Statutory Auditors, the Report of which is forming part of this Annual Report.

DEPOSITS

During the year under review, your Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

AUDITORS

i. STATUTORY AUDITORS

In terms of the provisions of Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditors) Rules, 2014 as amended, M/s RAK Champs & Co. LLP, Chartered

Accountants (FRN: 131094W/W100083), Mumbai, was appointed as the Auditors of the Company for a consecutive period of 5 (Five) years from the conclusion of the 33rd Annual General Meeting held in the year 2018 until conclusion of the 38th Annual General Meeting scheduled to be held in the year 2023.

The Members may note that consequent to the changes made in the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 by the Ministry of Corporate Affairs (MCA) vide notification dated May 7, 2018, the proviso to Section 139(1) of the Companies Act, 2013 read with explanation to sub-rule 7 of Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the requirement of ratification of appointment of Auditors by the Members at every AGM has been done away with. Therefore, the Company is not seeking any ratification of appointment of M/s RAK Champs & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company, by the members at the ensuing Annual General Meeting.

Your Company has received a Certificate from M/s RAK Champs & Co. LLP, Chartered Accountants, confirming their eligibility to continue as Auditors of the Company in terms of provisions of Section 141 of the Companies Act, 2013 and the rules made thereunder. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI as required under the provisions of Regulation 33 of Listing Regulations.

ii. SECRETARIAL AUDITOR

In terms of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company had appointed Ms. Kavita Raju Joshi, Practising Company Secretary (Certificate of Practice No. 8893), as the Secretarial Auditor.

The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith as **[Annexure-A]** to this report.

DETAILS OF SUBSIDIARY/ JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any subsidiary/joint ventures/associate companies.

SHARE CAPITAL

The Authorised Share Capital of your Company stands at Rs. 6,00,00,000/- divided into 6,00,00,000 Equity Shares of Re. 1/- each. At present the Issued, Subscribed and Paid Up Share Capital of your Company is Rs. 3,91,00,000/- divided into 3,91,00,000 Equity Shares of Re. 1/- each, fully paid-up.

CHANGE OF REGISTERED OFFICE

The registered office of the Company was shifted to 4, Synagogue Street, Room No-810, 8th Floor Kolkata-700001, West Bengal with effect from June 28, 2018.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 and the same is annexed as **[Annexure-B]** and forms an integral part of this Report.

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

a) Particulars of Conservation of Energy, Technology Absorption

The Provisions of Section 134(m) of the Act relating to conservation of energy and technology absorption do not apply to this Company as the Company has not carried out any manufacturing activities.

b) Foreign Exchange Earnings and Outgo

During the year under review there was no foreign exchange outgo nor was any foreign exchange earned.

DIRECTOR'S & KEY MANAGERIAL PERSONNEL

Your Company has a duly constituted Board of Directors which is in compliance with the requirements of the Companies Act, 2013, schedules thereto and rules framed there under and also in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Articles of Association of the Company.

a) Declaration by Independent Directors

All the Independent Directors have given a declaration that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 read with the rules made there under and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

b) Familiarisation Programme undertaken for Independent Directors

The Independent Directors are familiarised with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. On appointment, the Independent Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Director is also explained in detail the various compliances required from him/her as a Director under the various provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. The details of familiarisation programme are available on the website of the Company viz. www.birdhichand.in.

c) Non-Independent Director

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in Section 164 (2) of the Companies Act, 2013 and rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

d) Changes in Directorship/Key Managerial Personnel during the year

Mr. Somesh Rustgi (DIN: 01515406) was appointed as Managing Director of the Company with effect from February 15, 2019 by the Board at its meeting held on February 11, 2019.

Mr. Krishan Gopal Rathi (DIN: 00595975) resigned from the post of Managing Director of the Company with effect from February 15, 2019.

Mr. Santanu Pal (DIN: 07096019) and Mr. Naveen Jangid (DIN: 07034357) resigned from the Directorship of the Company with effect from August 08, 2018.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

A total of Six (6) Meetings of the Board of Directors of your Company were held during the year under review. The maximum interval between two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013, and in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of all Board/Committee Meetings are given in the Corporate Governance Report.

COMMITTEES OF THE BOARD

The Company has constituted/re-constituted various Board level committees in accordance with the requirements of Companies Act, 2013. Details of all the Committees along with composition and meetings held during the year under review are provided in the Corporate Governance Report.

AUDIT COMMITTEE

The composition and terms of reference of the Audit Committee has been furnished in the Corporate Governance Report. There have been no instances where the Board has not accepted the recommendations of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

The composition and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition and terms of reference of the Stakeholders Relationship Committee has been furnished in the Corporate Governance Report.

DIRECTORS APPOINTMENT & REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The details of this policy are explained and annexed as **[Annexure- C]** and forms an integral part of this Report.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Board has adopted a Whistle Blower Policy to maintain highest standards of professionalism, honesty, integrity, ethical behaviour and to provide a vigil mechanism for Directors/Employees to voice concern in a responsible and effective manner regarding unethical matters involving serious malpractice, abuse or wrongdoing within the organisation. The Company affirms that during the year no personnel have been denied access to the Audit Committee. The said policy may also be referred to at the website of the Company viz www.birdhichand.in.

PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company as an organization is committed to provide a healthy environment to all employees and thus does not tolerate any discrimination and/or harassment in any form. The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013.

The following is a summary of sexual harassments complaints received and disposed off during the financial year ended March 31, 2019:

- No. of Complaints received : NIL
- No. of Complaints disposed off : Not Applicable

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has complied with Section 186 of the Companies Act, 2013 and Rules framed there under. The Company has not given any guarantee or provided security during the year under review.

RELATED PARTY TRANSACTIONS

During the financial year ended March 31, 2019, all transactions with the Related Parties as defined under the Companies Act, 2013 read with Rules framed thereunder were in the 'ordinary course of business' and 'at arm's length' basis. Your Company does not have a 'Material Subsidiary' as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Board shall formulate a Policy to determine Material Subsidiary as and when considered appropriate in the future.

During the year under review, your Company did not enter into any Related Party Transactions which require prior approval of the Members. All Related Party Transactions of your Company had prior approval of the Audit Committee and the Board of Directors, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Subsequently, the Audit Committee and the Board have reviewed the Related Party Transactions on a quarterly basis.

During the year under review, there has been no materially significant Related Party Transactions having potential conflict with the interest of the Company.

Since all Related Party Transactions entered into by your Company were in the ordinary course of business and also on an arm's length basis, therefore details required to be provided in the prescribed Form AOC - 2 is not applicable to the Company. Necessary disclosures required under the Indian Accounting Standards have been made in the Notes to Financial Statements for the year ended March 31, 2019.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES:

A statement containing the details of the Remuneration of Directors, Key Managerial Personnel (KMP) and Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as **[Annexure-D]** forming part of this Report.

The Company has no employee drawing a remuneration of Rs. 60,00,000/- (Rupees Sixty Lakhs) per annum or part thereof in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CORPORATE GOVERNANCE REPORT

As per Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate section on corporate governance practices followed by the Company, together with a certificate confirming compliance is given as **[Annexure-E]** and forms an integral part of this Report.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis Report on the operations of the Company, as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section as **[Annexure-F]** and forms an integral part of this Report.

RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The Risk Management framework is reviewed periodically by the Board and the Audit Committee. The Audit Committee is responsible for reviewing the risk management plan

and ensuring its effectiveness. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continual basis.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Directors of your Company confirm that:

- i. in the preparation of the Annual Accounts for the financial year ended March 31, 2019, the applicable Accounting Standards and Schedule III of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), have been followed and there are no material departures from the same;
- ii. the Directors have selected such accounting policies and applied them consistently and 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 at March 31, 2019 and of the profit & loss of the Company for the Financial Year March 31, 2019;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force) for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a 'going concern' basis;
- v. proper internal financial controls laid down by the Directors were followed by your Company and that such internal financial controls are adequate and operating effectively; and
- vi. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

APPRECIATION

Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

For & on behalf of the Board

Place: Kolkata
Date: May 30, 2019

Madhumita Verma
Director
DIN: 06978232

Somesh Rustgi
Managing Director
DIN: 01515406

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s BCPL International Limited
4, Synagogue Street, Room No- 810
8th Floor, Kolkata- 700001

Dear Sir/Madam,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s BCPL International Limited, CIN: L51909WB1985PLC186698** ("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 Company's 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 year ended on March 31, 2019 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 the Company for the financial year ended on March 31, 2019, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- **(not applicable to the company during the audit period);**
- 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) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 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, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- ***(not applicable to the company during the audit period)***;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- ***(not applicable to the company during the audit period)***;
- f. 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;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- ***(not applicable to the company during the audit period)***; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- ***(not applicable to the company during the audit period)***.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has substantially complied with the general laws applicable to the Company. Based on the information, explanations and management representation, the Company has substantially complied with the Tax laws applicable to the Company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board Meetings and General Meetings.
- ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

- 1. The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-executive Directors, Woman Director 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.
- 2. 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 while the dissenting members' views are captured and recorded as part of the minutes.

3. 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.

I further report that during the audit period the Company has not passed any Special Resolution in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc.

Kavita Raju Joshi
Practicing Company Secretary
Membership No: 9074
CP No: 8893

Place: Mumbai

Date: May 30, 2019

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

'Annexure A'

To,
The Members
M/s BCPL International Limited
4, Synagogue Street, Room No- 810
8th Floor, Kolkata- 700001

Dear Sir/Madam,

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my 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. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Kavita Raju Joshi
Practicing Company Secretary
Membership No: 9074
CP No: 8893

Place: Mumbai
Date: May 30, 2019

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on March 31, 2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I) Registration & Other Details:					
i	CIN	L51909WB1985PLC186698			
ii	Registration Date	26-Aug-85			
iii	Name of the Company	BCPL INTERNATIONAL LIMITED (Formerly, Birdhi Chand Pannalal Agencies Limited)			
iv	Category/Sub-category of the Company	Public Company/Limited by Shares			
v	Address of the Registered office & contact details	4, Synagogue Street, Room No-810, 8th Floor, Kolkata-700001, West Bengal, Website: www.birdhichand.in Email Id: info@birdhichand.in Phone No- 033 2262 7944			
vi	Whether listed company	Yes			
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Maheshwari Datamatics Pvt Ltd 23, R.N. Mukherjee Road 5th Floor, Kolkata-700 001, Phone-033 22435029/22482248			
II) Principal Business Activities of the Company					
All the business activities contributing 10% or more of the total turnover of the company shall be stated					
SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company		
1	Other Non-Specialised Wholesale Trade	46909	100.00		
III) Particulars of Holding, Subsidiary & Associate Companies					
SI No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2018]				No of Shares held at the end of the year [As on 31/Mar/2019]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	978000	0	978000	2.5013	978000	0	978000	2.5013	0.0000
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	7500000	0	7500000	19.1816	7500000	0	7500000	19.1816	0.0000
e) Banks/Fi									
f) Any other									
Sub-total (A)(1)	8478000	0	8478000	21.6829	8478000	0	8478000	21.6829	0.0000
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any other									
Sub-total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	8478000	0	8478000	21.6829	8478000	0	8478000	21.6829	0.0000
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Alternate Investment Funds									
Foreign Portfolio Investors									
Provident Funds / Pension Funds									
Qualified Foreign Investor									
Sub-total(B)(1):-	0	0	0	0.0000	0	0	0	0.0000	0.0000

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2018]				No of Shares held at the end of the year [As on 31/Mar/2019]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	2722418	0	2722418	6.9627	2622560	0	2622560	6.7073	-0.2554
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	20035799	103	20035902	51.2427	19866281	2	19866283	50.8089	-0.4338
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	7130929	0	7130929	18.2377	7309791	0	7309791	18.6951	0.4574
c) Others (Specify)									
Non Resident Indians	25420	0	25420	0.0650	25520	0	25520	0.0653	0.0003
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members	707311	0	707311	1.8090	797846	0	797846	2.0405	0.2315
Trusts									
Foreign Bodies-D R									
Foreign Portfolio Investors									
NBFCs registered with RBI	20	0	20	0.0001	0	0	0	0.0000	-0.0001
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									
Investor Education and Protection Fund Authority									
Sub-total(B)(2):-	30621897	103	30622000	78.3172	30621998	2	30622000	78.3171	-0.0001
Total Public Shareholding (B)=(B)(1)+(B)(2)	30621897	103	30622000	78.3172	30621998	2	30622000	78.3171	-0.0001
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	39099897	103	39100000	100.000	39099998	2	39100000	100.000	-0.0001

ii) Shareholding of Promoters-

Sl No	Shareholder's Name	Shareholding at the beginning of the year [As on 01/Apr/2018]			Shareholding at the end of the year [As on 31/Mar/2019]			% change in share holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	GOURISUT DEALER PRIVATE LIMITED	7500000	19.1816	0.0000	7500000	19.1816	0.0000	0.0000
2	PUNEET SHARMA	978000	2.5013	0.0000	978000	2.5013	0.0000	0.0000
	TOTAL	8478000	21.6829	0.0000	8478000	21.6829	0.0000	0.0000

iii) Change in Promoters' Shareholding (please specify, if there is no change)					
SI No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	GOURISUT DEALER PRIVATE LIMITED				
	01-04-2018	7500000	19.1816		
	31-03-2019	7500000	19.1816	7500000	19.1816
2	PUNEET SHARMA				
	01-04-2018	978000	2.5013		
	31-03-2019	978000	2.5013	978000	2.5013

iv) Shareholding Pattern of top ten Shareholders					
(Other than Directors, Promoters and Holders of GDRs and ADRs):					
Sl No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ARIHANT CAPITAL MKT. LTD				
	01-04-2018	247252	0.6324		
	31-03-2019	247252	0.6324	247252	0.6324
2	KARVY STOCK BROKING LIMITED				
	01-04-2018	179419	0.4589		
	30/06/2018 - Transfer	800	0.0020	180219	0.4609
	31-03-2019	180219	0.4609	180219	0.4609
3	SWASTIKA INVESTMART LIMITED				
	01-04-2018	301327	0.7707		
	30/06/2018 - Transfer	2661	0.0068	303988	0.7775
	29/09/2018 - Transfer	-303988	1.4005	0	0.0000
	31/12/2018 - Transfer	301827	0.7719	301827	0.7719
	31/03/2019 - Transfer	-500	0.0013	301327	0.7707
4	MANISH DILIP SHAH				
	01-04-2018	875000	2.2379		
	31-03-2019	875000	2.2379	875000	2.2379
5	RAMRAKH RAMPRATAP BOHRA				
	01-04-2018	0	0.0000		
	30/06/2018 - Transfer	318859	0.8155	318859	0.8155
	29/09/2018 - Transfer	-318859	1.4691	0	0.0000
	31/12/2018 - Transfer	178862	0.4574	178862	0.4574
	31-03-2019	178862	0.4574	178862	0.4574
6	BHAVISHYA ECOMMERCE PRIVATE LIMITED				
	01-04-2018	641917	1.6417		
	30/06/2018 - Transfer	-181917	0.4653	460000	1.1765
	29/09/2018 - Transfer	-460000	2.1193	0	0.0000
	31/12/2018 - Transfer	463055	1.1843	463055	1.1843
	31-03-2019	463055	1.1843	463055	1.1843
7	ANISH DILIP SHAH				
	01-04-2018	875000	2.2379		
	31-03-2019	875000	2.2379	875000	2.2379
8	GROVALUE SECURITIES PRIVATE LIMITED				
	01-04-2018	315450	0.8068		
	31-03-2019	315450	0.8068	315450	0.8068
9	NEERAJ PRAKASH				
	01-04-2018	150000	0.3836		
	31-03-2019	150000	0.3836	150000	0.3836
10	APSARA VINCOM PRIVATE LIMITED .				
	01-04-2018	378500	0.9680		
	31-03-2019	378500	0.9680	378500	0.9680

iv) Shareholding Pattern of top ten Shareholders					
(Other than Directors, Promoters and Holders of GDRs and ADRs):					
Sl No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
11	PRAVEEN TYAGI				
	01-04-2018	297790	0.7616		
	31-03-2019	297790	0.7616	297790	0.7616
12	VIPUL AJITKUMAR DAVE				
	01-04-2018	875000	2.2379		
	31-03-2019	875000	2.2379	875000	2.2379
13	RUPESH PODDAR				
	01-04-2018	125000	0.3197		
	31-03-2019	125000	0.3197	125000	0.3197
14	MAHENDRA MADHUKAR PANSE				
	01-04-2018	500000	1.2788		
	31-03-2019	500000	1.2788	500000	1.2788
15	ALPABEN ANANTBHAI PATEL				
	01-04-2018	1261886	3.2273		
	31-03-2019	1261886	3.2273	1261886	3.2273
16	HEMRAJ GOLA				
	01-04-2018	200120	0.5118		
	31-03-2019	200120	0.5118	200120	0.5118
17	KIRAN RAMANLAL PATEL				
	01-04-2018	4059	0.0104		
	30/06/2018 - Transfer	1678929	4.2939	1682988	4.3043
	29/09/2018 - Transfer	-1682988	7.7540	0	0.0000
	31/12/2018 - Transfer	4059	0.0104	4059	0.0104
	31-03-2019	4059	0.0104	4059	0.0104
18	PRAKASAN V B				
	01-04-2018	135461	0.3464		
	31-03-2019	135461	0.3464	135461	0.3464
19	SURENDER SINGH				
	01-04-2018	204530	0.5231		
	31-03-2019	204530	0.5231	204530	0.5231

v) Shareholding of Directors and Key Managerial Personnel					
Sl No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

V) Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)				-
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI) Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total
		Krishan Gopal Rathi	Somesh Rustgi	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act 1961	1,04,677.00	15,000.00	1,19,677.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others (specify)	-	-	-
5	Others, please specify	-	-	-
	Total (A)	1,04,677.00	15,000.00	1,19,677.00
	Ceiling as per the Act			

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors			Total
		Naveen Jangid	Madhumita Verma	Avijit Koner	
1	Independent Directors				
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non Executive Directors	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-

	(c) Others, please specify.				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act.	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Ritika Agarwal, CS	CFO	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	60,000.00	-	60,000.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	60,000.00		60,000.00

VII) Penalties/Punishment/Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment /Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors/Other Officers in Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

NOMINATION & REMUNERATION POLICY

1. PREAMBLE

The Board of Directors of “BCPL International Limited” (“the Company”) had constituted a Nomination and Remuneration Committee consisting of three (3) Directors, of which two directors are Independent Directors.

2. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- d) To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- f) To devise a policy on Board diversity
- g) To develop a succession plan for the Board and to regularly review the plan.

3. DEFINITIONS

- a) “**Act**” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- b) “**Board**” means Board of Directors of the Company.
- c) “**Directors**” mean Directors of the Company.
- d) “**Key Managerial Personnel**” means
 - i. Chief Executive Officer or the Managing Director or the Manager;
 - ii. Whole-time director;
 - iii. Chief Financial Officer;
 - iv. Company Secretary; and
 - v. Such other officer as may be prescribed.
- e) “**Senior Management**” means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.
- f) “**Independent Director**”:- As provided under Section 149(6) of the Companies Act, 2013. ‘Independent Director’ shall mean a non-executive director, other than a managing director or a whole-time director or a nominee director of the Company:
 - i. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

- ii. a) who is or was not a promoter of the company or its holding, subsidiary or associate company;
b) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- iii. who has or had no 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;
- iv. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year; -
- v. who, neither himself nor any of his relatives-
 - a) holds or has held the position of a key managerial personnel or is or has 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 he is proposed to be appointed;
 - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - 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;
 - c) holds together with his relatives two percent or more of the total voting power of the company; or
 - d) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company; or
 - e) who possesses such other qualifications as may be prescribed.

4. ROLE OF COMMITTEE

a) Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- ii. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- iii. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

b) Policy for appointment and removal of Director, KMP and Senior Management

i. Appointment criteria and qualifications

- 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 to the Board his/her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
- 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 based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

ii. Term / Tenure

- 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.
- 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, 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 and Listing Agreement, from time to time.

iii. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

iv. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

v. 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.

c) Policy relating to the Remuneration for the Director, KMP and Senior Management Personnel

a. General:

- The remuneration/compensation/commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/commission etc shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to the Whole-time Director, KMP and Senior Management Personnel shall be in accordance with the percentage/slabs/conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director, KMP and Senior Management Personnel.
- Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

b. Remuneration to Director, KMP and Senior Management Personnel:

- **Fixed pay:** The Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- **Minimum Remuneration:** If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Director, KMP and Senior Management Personnel in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.
- **Provisions for excess remuneration:** If any Director, KMP and Senior Management Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

c. Remuneration to Non- Executive / Independent Director:

- **Remuneration / Commission:** The remuneration/commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.
- **Sitting Fees:** The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- **Commission:** Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.
- **Stock Options:** An Independent Director shall not be entitled to any stock option of the Company.

5. MEMBERSHIP

- a) The Committee shall consist of a minimum 3 directors, majority of them being independent.
- b) Minimum two (2) members, one of which must be an Independent Director, shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

6. CHAIRPERSON

- a) Chairperson of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- d) Chairman of the Nomination and Remuneration Committee should be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

7. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

8. COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

9. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

10. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

11. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- c) Identifying and recommending Directors who are to be put forward for retirement by rotation.
- d) Determining the appropriate size, diversity and composition of the Board;
- e) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- g) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- h) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- i) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- j) Recommend any necessary changes to the Board; and
- k) Considering any other matters, as may be requested by the Board.

12. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- a) To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company.
- c) To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- d) To consider any other matters as may be requested by the Board.
- e) Professional indemnity and liability insurance for Directors and senior management.

13. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

14. AMENDMENT(S)/MODIFICATION(S)

The Nomination and Remuneration Committee will review and may amend/modify this policy from time to time.

Disclosure in Directors' Report pursuant to Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sl. No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	Mr. Krishan Gopal Rathi (Managing Director)	1.94
2.	Mr. Somesh Rustgi (Managing Director)	0.28
3.	Mr. Santanu Pal (Executive Director)	-
4.	Ms. Madhumita Verma (Independent Director)	-
5.	Mr. Naveen Jangid (Independent Director)	-
6.	Mr. Avijit Koner (Independent Director)	-
7.	Mr. Jai Kumar Baid (Non-Executive Director)	-

Notes:

1. Mr. Naveen Jangid (DIN: 07034357) resigned from the Directorship of the Company with effect from August 08, 2018.
2. Mr. Santanu Pal (DIN: 07096019) resigned from the Directorship of the Company with effect from August 08, 2018.
3. Mr. Krishan Gopal Rathi (DIN: 00595975) resigned from the Directorship of the Company with effect from February 15, 2019.
4. Mr. Somesh Rustgi (DIN: 01515406) was appointed as Managing Director of the Company with effect from February 15, 2019.

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year:

Sl. No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	Mr. Krishan Gopal Rathi (Managing Director)	Nil
2.	Mr. Somesh Rustgi (Managing Director)	Nil
3.	Mr. Santanu Pal (Executive Director)	Nil
4.	Ms. Madhumita Verma (Independent Director)	Nil
5.	Mr. Naveen Jangid (Independent Director)	Nil

6.	Mr. Avijit Koner (Independent Director)	Nil
7.	Mr. Jai Kumar Baid (Non-Executive Director)	Nil
8.	Ms. Ritika Agarwal (Company Secretary)	Nil

(iii) The percentage increase in the median remuneration of employees in the financial year During FY 2018-19, the percentage increase in the median remuneration of employees as compared to previous year was approximately -22.11%.

(iv) The number of permanent employees on the rolls of the Company

There were 7 employees as on March 31, 2019.

(v) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase made in the salaries of employees other than the KMP in the previous financial year was -38.92%, whereas none of the Directors remuneration was increased during the Financial Year 2018-19.

(vi) Affirmation that the remuneration is as per the remuneration policy of the Company:

Remuneration paid during the year ended March 31, 2019 is as per the Remuneration Policy of the Company.

CORPORATE GOVERNANCE REPORT**COMPANY'S PHILOSOPHY**

The Company strongly believes that establishing good corporate governance practices in each and every function of the organization leads to increased operational efficiencies and sustained long term value creation for all the stakeholders. The Company always endeavours to carry its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it absolutely essential to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of corporate governance and be considered as a good corporate citizen of the Country.

The Company's governance framework is based on the following principles:

- Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- Availability on information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Timely disclosure of material operational and financial information to the stakeholders;
- Systems and processes in place for internal control; and
- Proper business conduct by the Board, Senior Management and Employees.

A Report on compliance with the principles of Corporate Governance as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 is given below.

THE BOARD OF DIRECTORS**a) Composition and category of Directors**

The Board of Directors of the Company is duly constituted and has a judicious combination of Executive and Non-Executive Directors. As on March 31, 2019, the Board comprised of Four (4) Directors out of which One (1) is Managing Director, One (1) is Non-Executive Director and Two (2) are Independent Directors. The Chairman of the Board is Executive Director. The Board has an appropriate mix of knowledge, wisdom and varied industry experience to guide the Company in achieving its objectives in a sustainable manner.

The Board of Directors meets at least once in every quarter and also as and when required. The details of each member of the Board along with the number of Directorship/Committee Membership as on March 31, 2019 are given below:

Name	Category of Director	No. of Directorships in other Public Limited Companies	No. of Board Committees in which Chairman/ Member in other Public Limited Companies	
			Chairman	Member
Mr. Somesh Rustgi (DIN: 01515406)	Managing Director	-	-	-
Mr. Jai Kumar Baid (DIN: 08068935)	Director	-	-	-
Ms. Madhumita Verma (DIN: 06978232)	Independent Director	-	-	-
Mr. Avijit Koner (DIN: 07297850)	Independent Director			

Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholder Relationship Committee in Indian Public Limited Company other than BCPL International Limited. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.
3. None of the Directors are inter-se related with each other.
4. Mr. Naveen Jangid (DIN: 07034357) resigned from the Directorship of the Company with effect from August 08, 2018.
5. Mr. Santanu Pal (DIN: 07096019) resigned from the Directorship of the Company with effect from August 08, 2018.
6. Mr. Krishan Gopal Rathi (DIN: 00595975) resigned from the post of Managing Director of the Company with effect from February 15, 2019.
7. Mr. Somesh Rustgi (DIN: 01515406) was appointed as Managing Director of the Company with effect from February 15, 2019.

b) Independent Directors

The Non-Executive Independent Directors fulfil the conditions of Independence specified in Section 149 of the Companies Act, 2013 and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. A formal letter of appointment to Independent Directors as provided in Companies Act 2013 has been issued and disclosed on the website of the Company viz. www.birdhichand.in.

c) Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets.

In the Financial Year 2018-2019, the Board met Six (6) times. The necessary quorum was present for all the meetings. The details of Board Meetings held during the year are listed below. The interval between two Meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and as per Regulation 17(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Sl. No.	Date of Board Meeting	Total strength of the Board	No. of Directors present
1.	May 30, 2018	6	6
2.	June 28, 2018	6	6
3.	August 08, 2018	5	5
4.	October 12, 2018	4	4
5.	December 26, 2018	4	4
6.	February 11, 2019	4	4

Attendance at aforesaid Board Meetings and at the last Annual General Meeting of each of the Director as on March 31, 2019 is given below:

Name of the Director	Category of Directorship	Attendance at the Board Meeting(s)		Attendance at last AGM
		Held	Attended	
Mr. Somesh Rustgi (DIN: 01515406)	Managing Director	6	1	NA
Mr. Jai Kumar Baid (DIN: 08068935)	Director	6	6	Yes
Ms. Madhumita Verma (DIN: 06978232)	Independent Director	6	6	Yes
Mr. Avijit Koner (DIN: 07297850)	Independent Director	6	6	Yes

Notes:

1. Mr. Somesh Rustgi (DIN: 01515406) was appointed as Managing Director of the Company by the Board with effect from February 15, 2019.
2. Mr. Krishan Gopal Rathi (00595975) resigned from the post of Managing Director of the Company with effect from February 15, 2019.
3. Mr. Naveen Jangid (DIN: 07034357) resigned from the Directorship of the Company with effect from August 08, 2018.
4. Mr. Santanu Pal (DIN: 07096019) resigned from the Directorship of the Company with effect from August 08, 2018.

d) Information placed before Board of Directors

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

e) Shares held by Non-Executive Directors

None of the Non-Executive Director of the Company holds shares of the Company as on March 31, 2019.

GOVERNANCE CODES

Code of Business Conduct & Ethics

The Company has adopted Code of Business Conduct & Ethics (“the Code”) which is applicable to the Board of Directors and all Employees of the Company. The Board of Directors and the members of Senior Management Team (one level below the Board of Directors) of the Company are required to affirm annual Compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically, and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the website of the Company viz. www.birdhichand.in.

Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision-making process. The

Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

COMMITTEES OF THE BOARD

The Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective charters. These committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The minutes of the Committee Meetings are placed before the Board for noting.

The Board currently has the following Committees:

A. AUDIT COMMITTEE

The Board of Directors of the Company has constituted an Audit Committee of the Board in terms of the requirements of Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee of the Company meets every quarter, inter alia, to review the financial results for the previous quarter before the same are approved at Board Meetings, pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee may also meet from time to time, if required.

Composition

Audit Committee of the Board of Directors (“the Audit Committee”) is entrusted with the responsibility to supervise the Company’s internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Accounts, etc. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

Meetings and Attendance

The Audit Committee met Five (5) times during the Financial Year 2018-19. The maximum gap between two Meetings was not more than 120 days. The Committee met on May 30, 2018; August 08, 2018; October 10, 2018; December 26, 2018 & February 11, 2019. The requisite quorum was present at all the meetings. The Chairman of the Audit Committee was present at the Annual General Meeting of the Company.

The Table below provides the attendance of the Audit Committee members.

Name	Category	Designation	Meeting(s)	
			Held	Attended
Mr. Naveen Jangid	Independent Director	Chairman	5	1
Ms. Madhumita Verma	Independent Director	Chairman	5	5
Mr. Krishan Gopal Rathi	Managing Director	Member	5	1
Mr. Jai Kumar Baid	Director	Member	5	4
Mr. Avijit Koner	Independent Director	Member	5	4

Notes:

1. Mr. Naveen Jangid (DIN: 07034357) resigned from the Directorship of the Company with effect from August 08, 2018.
2. Mr. Krishan Gopal Rathi (DIN: 00595975) resigned from the Directorship of the Company with effect from February 15, 2019.

The Audit Committee is empowered, pursuant to its terms of reference *inter-alia*, to

- Investigate any activity within its terms of reference
- Seek information from any employee
- Obtain outside legal or other professional advice
- Secure attendance of outsiders with relevant expertise, if it considers necessary
- Have full access to information contained in the records of the Company

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and *inter alia* performs the following functions:

1. Overseeing your Company's financial reporting process and the disclosure of its information to ensure that the financial statements are correct, sufficient and credible;
2. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payments for any other service;
3. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report as per Section 134(3)(c) of the Companies Act, 2013;
 - Changes, if any, in the accounting policies and practices and the reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with the Listing Regulations and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications in the draft audit report, if any.
4. Examination of financial statements and the Auditors' report thereon.
5. Reviewing with the management quarterly, half-yearly, nine months and annual financial statements, before submission to the Board for approval;
6. Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process.
7. 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;
8. Formulating in consultation with the Internal Auditor, the scope, functioning, periodicity and methodology for conducting the internal audit;
9. Discussion with the internal auditors on internal audit reports relating to internal control weaknesses and any other significant findings and follow-up thereon;

10. Evaluating the internal financial controls and risk management policies system of the Company;
11. Discussion with the 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;
12. To review the functioning of the Whistle Blower Mechanism
13. Any other matter referred to by the Board of Directors.

B. NOMINATION & REMUNERATION COMMITTEE

The Board of Directors of the Company has constituted a Nomination and Remuneration Committee of the Board in terms of requirements of Section 178 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition

The Nomination & Remuneration Committee comprises of Three (3) Directors.

Meeting and Attendance

The Committee met twice (2) during the financial year 2018-19 on October 03, 2018 & February 02, 2019. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company. The table below provides the composition of the Nomination & Remuneration Committee.

Name	Category	Designation	Meeting(s)	
			Held	Attended
Ms. Madhumita Verma	Independent Director	Chairman	2	2
Mr. Avijit Koner	Independent Director	Member	2	2
Mr. Jai Kumar Baid	Non-Executive Director	Member	2	2

Terms of Reference

The Nomination and Remuneration Committee is empowered with the following terms of reference and responsibilities in accordance with the provisions of law and the Nomination and Remuneration Policy:

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Formulate a criterion for determining qualifications, positive attributes and independence of a director;
- Carry out the evaluation of every director's performance and formulate criteria for evaluation of Independent Directors, Board/Committees of Board and review the term of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors;
- Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devise a policy on Board Diversity;
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification or modification as may be applicable.

Remuneration Policy

The success of the organization in achieving good performance and good governing practices depends on its ability to attract and retain individual with requisite knowledge and excellence as executive and non-

executive directors. The Nomination and Remuneration Policy of the Company is given in [Annexure- C] and forms an integral part of this Report.

Details of Remuneration to all Directors:

The details of remuneration paid to the Directors for the year ended March 31, 2019 are as under:

Name	Designation	Salary	Perquisites	Sitting Fees	Total
Mr. Krishan Gopal Rathi	Managing Director	104677	-	-	104677
Mr. Somesh Rustgi	Managing Director	15000	-	-	15000
Mr. Santanu Pal	Director	-	-	-	-
Ms. Madhumita Verma	Independent Director	-	-	-	-
Mr. Naveen Jangid	Independent Director	-	-	-	-
Mr. Avijit Koner	Independent Director	-	-	-	-
Mr. Jai Kumar Baid	Executive Director				

Disclosure pursuant to Part-II, Section-II, 3rd Provision, Point No-IV of Schedule-V under Section 196 and 197 of all the Directors

- i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc of all the Directors- As stated above
- ii. Details of fixed component and performance linked incentives along with performance criteria- Nil
- iii. Service Contracts, notice period, severance fees- Not Applicable
- iv. Stock options details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- Not Applicable

Performance Evaluation of Board, Committees and Directors

Your Company understands the requirements of an effective Board Evaluation process and accordingly conducts a Performance Evaluation every year in respect of the following:

1. Board of Directors as a whole;
2. Committees of the Board of Directors and
3. Individual Directors including the Chairman of the Board of Directors

In compliance with the requirements of the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has carried out a Performance Evaluation for the Board/Committees of the Board/Individual Directors including the Chairman of the Board of Directors for the Financial year ended March 31, 2019.

The key objectives of conducting the Board Evaluation were to ensure that the Board and various Committees of the Board have appropriate composition of Directors and they have been functioning collectively to achieve common business goals of your Company. Similarly, the key objective of conducting performance evaluation of the Directors through individual assessment and peer assessment was to ascertain if the Directors actively participate in Board Meetings and contribute to achieve the common business goal of the Company.

The Board of Directors expressed their satisfaction on the Performance Evaluation process.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board of Directors of the Company has constituted a Stakeholder Relationship Committee of the Board in terms of the requirements of Section 178 of the Companies Act, 2013 and rules framed thereunder and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Committee consists of Two (2) Independent Directors and One (1) Executive Director.

Meeting & Attendance

The Committee met once (1) during the financial year 2018-19 on February 18, 2019. The constitution of the Stakeholders Relationship Committee of the Board of Directors of your Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2018-19 is detailed below:

Name	Category	Designation	Meeting(s)	
			Held	Attended
Ms. Madhumita Verma	Independent Director	Chairman	1	1
Mr. Somesh Rustgi	Managing Director	Member	1	1
Mr. Avijit Koner	Independent Director	Member	1	1

Notes:

1. Mr. Somesh Rustgi (DIN: 01515406) was appointed as Managing Director of the Company by the Board with effect from February 15, 2019.

In compliance with the requirements of the SEBI, the Company has obtained exclusive User Id and Password for processing the investor complaints in a centralized web-based SEBI Complaints Redress System – 'SCORES'. This enables the investors to view online the action taken by the Company on their complaints and current status thereof, by logging on to the SEBI's website www.sebi.gov.in.

No shareholder complaints were lying unresolved as on March 31, 2019 under 'SCORES'.

It is confirmed that there was no request for registration of share transfers / transmissions lying pending as on March 31, 2019 and that all requests for issue of new certificates, sub-division or consolidation of shareholdings, etc., received upto March 31, 2019 have been processed. The Company has an efficient system in place to record and process all requests for dematerialization and re-materialization of shares of the Company through National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL).

Terms of Reference

The Board has clearly defined the terms of reference for this committee. The Committee looks into the matters of Shareholders/Investors grievances along with other matters or any other duties that may be delegated to the Committee by the Board of Directors from time to time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited attend to all grievances of the shareholders received directly or via any other authority. The Minutes of the Stakeholders Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the Investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

Details pertaining to the number of complaints received and responded and the status thereof during the financial year 2018-19 are given below:

No. of Complaints received during the year	-
No. of Complaints resolved during the year	-
No. of Complaints pending at the end of the year	-

INDEPENDENT DIRECTORS MEETING

During the year under review, the Independent Directors met on February 18, 2019, inter alia, to:

- Evaluate performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at this Meeting.

AFFIRMATIONS AND DISCLOSURES

1. The Company has generally complied with all mandatory requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. There are no materially significant related party transactions of your Company which have potential conflict with the interests of the Company at large. Details of related party transactions are disclosed in notes to Financial Statements for the year ended March 31, 2019. The policy on related party transactions has been placed on the website of the Company viz. www.birdhichand.in.
3. The Company has generally complied with the requirements of the Stock Exchanges/SEBI and statutory authorities on all matters during the last three years.
4. Quarterly/Half Yearly/Yearly Reports on compliance of mandatory and non-mandatory requirements in the prescribed format have been submitted to the Stock Exchanges where the shares of the Company are listed within the stipulated time. The Company has complied with all mandatory requirements to the extent applicable to the Company.
5. The Managing Director/CFO have certified to the Board in accordance with Part B of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, pertaining to CEO/CFO certification for the Financial Year ended March 31, 2019.
6. The Company has a well-defined risk management framework in place. The Company periodically places before the Audit Committee and the Board, the key risks and the risk assessment and mitigation procedures followed by the Company.
7. Pursuant to Section 177(9) and (10) of the Companies Act 2013 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is available on the website of the Company viz. www.birdhichand.in.
8. The Company has laid down a Code of Conduct for the members of the Board as well as for the employees of the Company. The Code has also been posted on the website of the Company viz. www.birdhichand.in. The Director has confirmed and declared that all members of the Board and

Senior Management have affirmed compliance with the Code of Conduct as per the requirements of the Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9. The Company has adopted a Policy on Determination of Materiality for Disclosures. The policy has also been posted on the website of the Company viz. www.birdhichand.in.
10. The Company has adopted a Policy on Archival and Preservation of Documents. The policy has also been posted on the website of the Company viz. www.birdhichand.in.
11. The Financial Statements for the Financial year 2018-2019 have been prepared in accordance with the applicable accounting principles in India, the mandatory Accounting Standards ('AS') as prescribed under Section 133 and other applicable provisions of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the guidelines issued by the Securities and Exchange Board of India to the relevant extent. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

The Company has no subsidiary and hence there is no need to frame any policy for determining 'material' subsidiary.

The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities are not applicable.

MEANS OF COMMUNICATION

1. The quarterly, half-yearly and yearly financial results of the Company as per the statutory requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 are published within the stipulated time as per the regulations in the leading newspapers i.e. Financial Express and Sukhobar.
2. The financial results are also filed electronically with BSE Limited and posted on the website of the Company.
3. During the year under review, the Company did not make any presentation to institutional investors or to analysts.
4. Comprehensive information about the Company, its business and operations can be viewed on the Company's website at www.birdhichand.in. The "Investor" tab on the website of the Company gives information relating to financial results, Annual Reports, Shareholding Pattern, etc.

GENERAL BODY MEETINGS

a) Details of last Three (3) Annual General Meetings held

Year	Location	Date	Time	Special Resolutions Passed
2017-18	7/2 K.B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080, West Bengal	17.12.2018	12:30 pm	Nil
2016-17	7/2 K.B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080, West Bengal	18.09.2017	11:30 am	Nil
2015-16	7/2 K.B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080,	29.09.2016	03:00 pm	Special Resolution to ratify/ approve all existing contracts/ arrangements/ agreement

West Bengal			entered/to be entered into contracts/ transaction(s) of rent agreements or purchases and sales with KGR HUF, Karta Mr. Krishan Gopal Rathi and with M/s Rathi Steel Industries Pvt Ltd (CIN: U51909WB1997PTC083845).
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b) Postal Ballot

During the year, no resolutions have been passed through postal ballot.

GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting for FY 2018-19

Day & Date	Wednesday, September 25, 2019
Time	11:30 am
Venue	"Aashayain" (DLA Boys Hostel), 7/2 K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080, West Bengal

ii. Listing on Stock Exchanges:

- BSE Limited ("BSE")
25th Floor, P. J. Towers, Dalal Street, Mumbai-400001, Maharashtra

iii. Stock Codes/Symbol

BSE: 538364
CSE: 12643

iv. Corporate Identity Number: L51909WB1985PLC186698

v. Tentative Calendar for Financial Year ending March 31, 2020

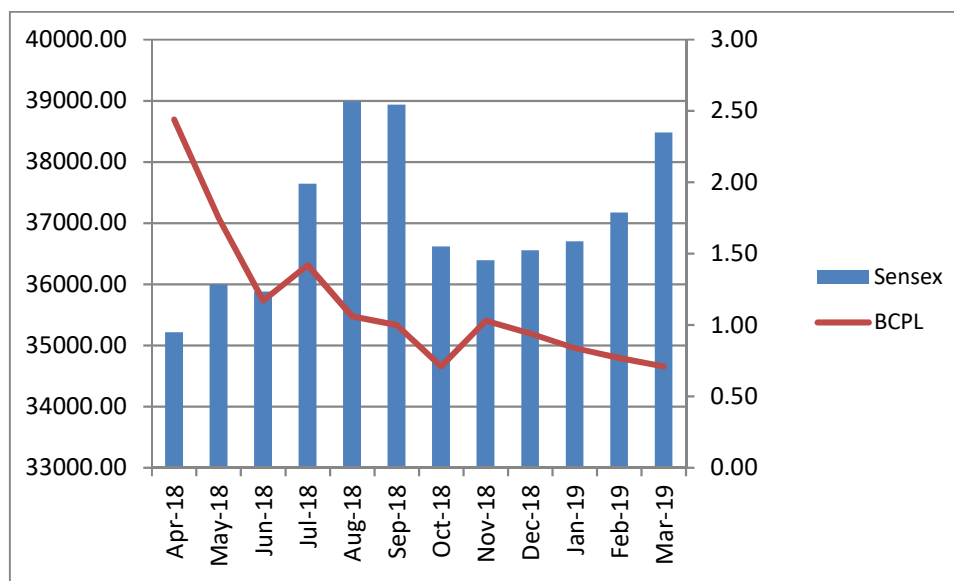
The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

SL. No	Particulars	Tentative dates
1.	First Quarter Results	On or before Second week of August 2019
2.	Second Quarter & Half Yearly Results	On or before Second week of November 2019
3.	Third Quarter and Nine months Results	On or before Second week of February 2020
4.	Fourth Quarter and Annual Results	On or before Fourth week of May 2020

vi. Market Price Data

Year/Month	BSE (In Rs.)		SENSEX (In Rs.)	
	High	Low	High	Low
April 2018	2.44	1.75	35213.30	32972.56
May 2018	1.75	1.01	35993.53	34302.89
June 2018	1.17	0.70	35877.41	34784.68
July 2018	1.42	1.08	37644.59	35106.57
August 2018	1.06	0.79	38989.65	37128.99
September 2018	1.00	0.70	38934.35	35985.63
October 2018	0.71	0.57	36616.64	33291.58
November 2018	1.03	0.57	36389.22	34303.38

December 2018	0.94	0.72	36554.99	34426.29
January 2019	0.84	0.56	36701.03	35375.51
February 2019	0.77	0.71	37172.18	35287.16
March 2019	0.71	0.62	38748.54	35926.94



Annual Listing fees as applicable have been paid to the Stock Exchanges.

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2019

Range of Shares	No. of Shareholders	No. of Shares
Upto 5000	9377	6432851
5001 to 10000	266	2134235
10001 to 20000	186	2752338
20001 to 30000	70	1787687
30001 to 40000	13	472214
40001 to 50000	37	1816542
50001 to 100000	64	5355992
100001 and above	31	18348141
Total	10044	39100000

SHAREHOLDING PATTERN AS ON MARCH 31, 2019

Category of Shareholders	No. of Shareholders	Total No. of Shares held	% of total Capital
Promoters	2	8478000	21.68
Financial Institutions	-	-	-
Bodies Corporate	61	2731306	6.99
Resident Individual	9765	26882797	68.76
Others	56	1007897	2.57
Total	9884	39100000	100.00

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company has entered into Agreements with both the Depositories registered under the Depositories Act, 1996 i.e. National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) to facilitate holding and trading in shares of the Company in dematerialised form in accordance with the provisions of the Depositories Act, 1996.

As per SEBI guidelines, equity shares of the Company are compulsorily traded in dematerialised form and are available for trading on both the depositories, viz. National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) of the Company, as allotted by NSDL & CDSL is INE795P01023.

As on March 31, 2019; 100.00% shares are in dematerialised form. The no. of shares held in dematerialised form with both the depositories i.e. NSDL & CDSL as on March 31, 2019 is:

Electronic Form with NSDL : 21648107

Electronic Form with CDSL : 17451891

OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY TO IMPACT ON EQUITY: Not applicable

ADDRESS FOR CORRESPONDENCE

- **BCPL International Limited**

Registered Office

4, Synagogue Street, Room No- 810

8th Floor, Kolkata- 700001, West Bengal

Email: info@birdhichand.in

Website: www.birdhichand.in

- **Registrar & Share Transfer Agent**

M/s Maheshwari Datamatics Private Limited

6, Mangoe Lane, 2nd Floor, Kolkata-700001, West Bengal

Email: mdpl@cal.vsnl.net.in, mdpldc@yahoo.com

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT

The Company has laid down a Code of Conduct for the members of the Board as well as for the employees of the Company. The Code has also been posted on the website of the Company viz. www.birdhichand.in.

The Director has confirmed and declared that all members of the Board and Senior Management have affirmed compliance with the Code of Conduct as per the requirements of the Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been published in this Report.

For & on behalf of the Board

Place: Kolkata

Date: May 30, 2019

Madhumita Verma

Director

DIN: 06978232

Somesh Rustgi

Managing Director

DIN: 01515406

CEO / CFO CERTIFICATION

To,
The Board of Directors
M/s BCPL International Limited

I the undersigned, in my capacity of Managing Director & Chief Financial Officer (CFO) of M/s BCPL International Limited ("the Company") to the best of my knowledge and belief certify that:

- 1) I have reviewed financial statements and the cash flow statement for the year ended March 31, 2019 and to the best of my knowledge and belief, I state that:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. 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.
- 2) I further state that to the best of my knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- 3) I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting and I have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of such internal control, if any, of which I am aware and the steps have been taken or propose to rectify these deficiencies.
- 4) I have indicated to the Auditors and the Audit Committee:
 - a. that there are no significant changes in internal control over financial reporting during the year;
 - b. that there are no significant changes in accounting policies during the year;
 - c. that there are no instances of significant fraud of which I have become aware.

For & on behalf of the Board

Place: Kolkata
Date: May 30, 2019

Somesh Rustgi
Managing Director/CFO
DIN: 01515406

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These codes are available on the website of the Company viz. www.birdhichand.in.

I confirm that the Company has in respect of the year ended March 31, 2019, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For & on behalf of the Board

**Place: Kolkata
Date: May 30, 2019**

**Madhumita Verma
Director
DIN: 06978232**

**Somesh Rustgi
Managing Director
DIN: 01515406**

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
M/s BCPL International Limited
4, Synagogue Street, Room No- 810
8th Floor, Kolkata- 700001, West Bengal

Dear Sir(s),

- 1) I have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2) The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- 3) In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the Management, I certify that the Company has generally complied, in all material respect, with the conditions of Corporate Governance as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year ended March 31, 2019.
- 4) I further state that such compliance 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.

Kavita Raju Joshi
Practising Company Secretary
Membership No. 9074
CP No. 8893

Place: Mumbai
Date: May 30, 2019

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)

To,
The Members
M/s BCPL International Limited
4, Synagogue Street, Room No-810,
8th Floor, Kolkata- 700001, West Bengal

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s BCPL International Limited (CIN: L51909WB1985PLC186698) having its registered office at 4, Synagogue Street, Room No- 810, 8th Floor, Kolkata- 700001, West Bengal, India (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, Clause 10 (i) of the Securities and 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 (except Mr. Jai Kumar Baid, DIN: 08068935) on the Board of the Company as stated below for the financial year ending March 31, 2019, 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.

Sl. No.	Name of the Directors	DIN	Date of appointment in the Company
1.	Somesh Rustgi	01515406	15/02/2019
2.	Madhumita Verma	06978232	31/03/2015
3.	Avijit Koner	07297850	14/11/2015
4.	Jai Kumar Baid	08068935	23/02/2018

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my 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: May 30, 2019
Place: Mumbai

Kavita Raju Joshi
Practicing Company Secretary
Membership No: 9074
COP: 8893

MANAGEMENT DISCUSSION AND ANALYSIS

Industry, Structure and Development

According to International Monetary Fund (IMF), the global economy growth further slow down in 2019. With favourable market sentiment and accommodative financial conditions, global growth is expected to grow in 2020. IMF has estimated India's economic growth at 7% in FY'19 and expected to grow at 7.3% in FY'20 on hopes of further boost to investment and increased private consumption. The Indian economy, despite rebound in global economy witnessed slowdown in the first half due to inter alia the effect of Non-Performing Assets (NPA) overhang in Banks. Last year some of the major over-leveraged companies in the infrastructure, power generation and steel sector were referred to National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code (IBC). Overall the sectors that company operates in remained depressed, adversely impacting the business of the Company. Resolution under IBC and effective monitoring of credit quality by Banks is expected to provide stable and favourable markets from FY'20 onwards. Meanwhile, the Company is reorienting its business structure and pursuing new business avenues of trade in commodities etc., which will improve the performance of the Company.

Opportunity

Significant opportunities of growth exists over the next few years in key sectors such as Steel, Ports, Mining and Power for equipment and life cycle services. Encouraging public, private partnership in execution of projects. Liberalizing FDI norm and encouraging capital market. Rationalization of taxation both direct and indirect.

The Government of India has ushered in various reforms in agriculture, manufacturing and services sectors to help the economy realize its full potential and has rolled out several initiatives, such as the National Mineral Policy and National Electronic Policy, to fast-track development. Stability in the political environment and the Governments pro-reform approach continued to strengthen the confidence of entrepreneurs and investors. The Government 'Make in India' initiative has also encouraged domestic entrepreneurs to match global best practices and also attracted FDI. The Make in India initiative is expected to help the country emerge as a hub for global manufacturing bellwethers.

Threat

Emergence of Global players delivering extended range of products endowed with latest technology. Litigation erupted for various terms of tender documents. Rising cost of input coupled with scarcity in supply. Volatility in prices of crude oil in international market. Volatility in foreign exchange currency. Weak rupee against USD.

Outlook

Demand revival, resolution of stressed assets referred to National Company Law Tribunal (NCLT) leading and consolidation is expected to boost capacity utilization. New capacities ramp-up are expected in FY'20 to meet the demand growth. With the general election overhang now behind us and a stable government elected at the centre, any uncertainty around policy continuity or visibility has subsided. Continued economic reforms, along with efforts to reduce public debt, is a prerequisite for the country's growth.

Economic activity is projected to pick up pace in 2020, especially in emerging markets and developing economies. India is also leading producer of sponge iron with host of coal based units, located in the mineral-rich states of the country. Sponge Iron is reduced directly in solid state using Coal gas, natural gas or Coal reluctant and is also known as Directly Reduced Iron (DRI). Basically, Sponge Iron is a substitute for steel scrap and therefore the price of Sponge Iron varies from time to time in view of the availability of the steel scrap in the country

Others

For Risk and Concern, Inter Control System and their Adequacy, Financial Performance with respect to operation performance, please refer to Board Report.

Overview of the Company

The Company's overall performance have not been good during the Financial Year 2018-19. The financial results have been disclosed in the Financial Statements annexed herewith.

Cautionary Statement

Statements in Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward-looking within the meaning of applicable securities, law, and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include stiff competition leading to price-cuts, high volatility in prices of major inputs such as steel, cement, building materials, petroleum products, change in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

INDEPENDENT AUDITOR'S REPORT

To the Members of BCPL International Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of BCPL International Limited ("the Company"), which comprises the balance Sheet as at 31 March 2019 and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019 and loss and other comprehensive income, changes in equity and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the 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.

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit or loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are 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 is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance whether the 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. Misstatement 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 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 financial statements, 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 control 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 explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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 Company's ability 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 financial statements 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 of 4 of the Order, to the extent applicable.

(A) 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 purpose 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 balance sheet, the profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of section 164(2) of the Act except Mr. Jai Kumar Baid (DIN: 08068935).

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.

(B) 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. There is no pending litigation on the Company.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

(C) 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 director 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.

For RAK Champs & Co. LLP

Chartered Accountants

FRN: 131094W/W100083

CA Ramanath Shetty

Partner

Membership No 218600

Place: Kolkata

Date: 30 May 2019

Annexure A referred in the Independent Auditor's Report to the Members of BCPL International Limited on the Ind AS financial statements for the year ended 31 March 2019

- i. (a) According to the information and explanations given to us, the company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - (b) According to the information and explanations given to us, the Company has a regular program of physical verification of its property, plant and equipment under which property, plant and equipment are verified in a phased manner, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
 - (c) The Company does not have any immovable property.
- ii. According to the information and explanations given to us, the inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on the aforesaid verification.
- iii. According to the information and explanation given to us, the company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) of the order is not applicable.
- iv. According to the information and explanation given to us, the Company has not provided any guarantee or security as specified under Section 185 & 186 of the Companies Act, 2013. Further in respect of the loans given and investments made by the Company, requirement of Section 185 and 186 of the Companies Act, 2013 have been complied with.

- v. According to the information and explanation given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act. Accordingly, the provisions of clause 3(v) of the Order is not applicable.
- vi. According to the information and explanation given to us, the Central Government has not specified the maintenance of cost records under section 148(1) of the Companies Act, 2013, for the operation carried by the Company.
- vii. (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, goods and service tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, to the extent applicable, have generally been regularly deposited with the appropriate authorities during the year. As explained to us, the Company did not have any dues on account of Sales tax, Service tax, Duty of excise, Value added tax and Cess.
- According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, goods and service tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, to the extent applicable, were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues which have not been deposited by the company on account of disputes.
- viii. According to the information and explanations given to us, the Company has neither taken any loans from financial institutions or banks or government nor issued any debentures, therefore, the provision of clause (viii) of the Order is not

applicable.

- ix. According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instrument) and any term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the managerial remuneration has been paid or provided by the Company in accordance with the provisions of Section 197 of the Act read with Schedule V to the Act.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and the requisite details have been disclosed in the Ind AS financial statements, as required by the applicable accounting standard.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. According to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For RAK Champs & Co. LLP

Chartered Accountants

FRN: 131094W/W100083

CA Ramanath Shetty

Partner

Membership No 218600

Place: Kolkata

Date: 30 May, 2019

Annexure B to the Independent Auditor's report on the financial statements of BCPL International Limited for the year ended 31 March 2019

Report on the Internal Financial Controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 1(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of BCPL International Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to financial statements 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 "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 the 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend 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 with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A Company's internal financial controls with reference to financial statements 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 controls with reference to financial statements 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 with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For RAK Champs & Co. LLP

Chartered Accountants

FRN: 131094W/W100083

CA Ramanath Shetty

Partner

Membership No 218600

Place: Kolkata

Date: 30 May, 2019

BCPL INTERNATIONAL LIMITED
Balance Sheet as at 31 March 2019

(Amount in Rs)

	Notes	As at 31.03.2019	As at 31.03.2018
ASSETS			
Non Current Assets			
(a) Property, Plant and Equipment	2	83,802	1,18,555
(b) Other Intangible Assets	3	4,295	9,632
(c) Financial Assets			
i) Investments	4	2,33,246	2,28,744
(d) Deferred Tax Assets	5	15,600	14,682
		3,36,943	3,71,613
Current Assets			
(a) Inventories	6	26,00,00,000	-
(b) Financial Assets			
i) Trade Receivables	7	18,77,50,365	27,01,34,582
ii) Cash and Cash equivalents	8	2,40,329	13,70,494
iii) Other Financial Assets	9	2,41,10,503	34,54,590
(c) Other Current Assets	10	11,93,94,778	8,54,97,288
		59,14,95,975	36,04,56,954
TOTAL ASSETS		59,18,32,918	36,08,28,567
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	11	3,91,00,000	3,91,00,000
(b) Other Equity	12	2,24,62,665	2,42,60,168
Total Equity		6,15,62,665	6,33,60,168
LIABILITIES			
Current Liabilities			
(a) Financial Liabilities			
i) Borrowings	13	1,16,01,300	1,72,58,160
ii) Trade Payables	14	45,50,15,973	24,26,45,021
(b) Other Current Liabilities	15	6,36,52,980	3,75,65,218
Total Liabilities		53,02,70,253	29,74,68,399
TOTAL EQUITY AND LIABILITIES		59,18,32,918	36,08,28,567
Significant Accounting Policies	1		

The accompanying notes are an integral part of Financial Statements

As per our report of even date

For RAK Champs & Co. LLP
Chartered Accountants
FRN No: 131094W/W100083

For and on behalf of the Board of Directors

CA Ramanath Shetty
Partner
Membership No: 218600
Place : Kolkata
Date : 30 May 2019

Somesh Rustgi
Managing Director
DIN 01515406

Madhumita Verma
Director
DIN 06978232

Ritika Agarwal
Company Secretary

BCPL INTERNATIONAL LIMITED
Statement of Profit and Loss Account for the year ended 31 March 2019

(Amount in Rs.)

	Notes	2018-19	2017-18
Income			
Revenue from Operations	16	-	48,37,57,470
Other Income	17	4,502	15,211
Total Income		<u>4,502</u>	<u>48,37,72,681</u>
Expenses			
Purchases of Stock-In Trade	18	26,00,00,000	46,25,65,424
Changes In Inventory of Stock-In Trade	19	(26,00,00,000)	1,38,12,202
Employees Benefit Expenses	20	7,28,105	17,64,500
Finance Cost	21	-	2,51,913
Depreciation and Amortisation Expenses	22	40,090	96,253
Other Expenses	23	10,34,728	65,39,765
Total Expenses		<u>18,02,923</u>	<u>48,50,30,057</u>
Profit /(Loss)Before Tax		(17,98,421)	(12,57,376)
Tax expenses			
Current Tax		-	-
Deferred Tax		(918)	(10,039)
Profit /(Loss) for the period		<u>(17,97,503)</u>	<u>(12,47,336)</u>
Other Comprehensive Income		-	-
Total Comprehensive Income /(Loss) for the period		<u>(17,97,503)</u>	<u>(12,47,336)</u>
Earnings per equity share:			
Basic and Diluted	24	(0.05)	(0.03)
[Face Value Re. 1 each]			
Significant Accounting Policies	1		

The accompanying notes are an integral part of Financial Statements

As per our report of even date

For RAK Champs & Co. LLP
Chartered Accountants
FRN No: 131094W/W100083

For and on behalf of the Board of Directors

CA Ramanath Shetty
Partner
Membership No: 218600
Place : Kolkata
Date : 30 May 2019

Somesh Rustgi
Managing Director
DIN 01515406

Madhumita Verma
Director
DIN 06978232

Ritika Agarwal
Company Secretary

BCPL INTERNATIONAL LIMITED
Statement of Changes in Equity for the year ended 31 March 2019

A. EQUITY SHARE CAPITAL	Notes	(Amount in Rs.)
As at 1st April, 2017		3,91,00,000
Changes in equity share capital	11	-
As at 31st March, 2018		3,91,00,000
Changes in equity share capital	11	-
As at 31st March, 2019		3,91,00,000

B. OTHER EQUITY	(Amount in Rs.)		
	Reserves and Surplus		
	Securities Premium Reserve	Retained Earnings	Total
Balance as at 1st April, 2017	2,61,90,922	(6,83,418)	2,55,07,504
Profit for the year		(12,47,336)	(12,47,336)
Other Comprehensive Income for the year	-	-	-
Total Comprehensive Income for the year	-	(12,47,336)	(12,47,336)
Balance as at 31st March, 2018	2,61,90,922	(19,30,754)	2,42,60,168
Balance as at 1st April, 2018	2,61,90,922	(19,30,754)	2,42,60,168
Profit for the year	-	(17,97,503)	(17,97,503)
Other Comprehensive Income for the year	-	-	-
Total Comprehensive Income for the year	-	(17,97,503)	(17,97,503)
Balance as at 31st March, 2019	2,61,90,922	(37,28,257)	2,24,62,665

The accompanying notes are an integral part of Financial Statements

As per our Report of even date

For RAK Champs & Co. LLP
Chartered Accountants
FRN No: 131094W/W100083

For and on behalf of the Board of Directors

CA Ramanath Shetty
Partner
Membership No: 218600
Place : Kolkata
Date : 30 May 2019

Somesh Rustgi
Managing Director
DIN 01515406

Madhumita Verma
Director
DIN 06978232

Ritika Agarwal
Company Secretary

BCPL INTERNATIONAL LIMITED
Cash Flow Statement for the year ended 31 March 2019

(Amount in Rs.)

	2018-19	2017-18
A Cash Flow from Operating Activities :		
Net Profit before tax, Prior Period and Extraordinary Item	(17,98,421)	(12,57,376)
Adjustments for :		
Depreciation and Amortisation Expense	40,090	96,253
Interest Income	(4,502)	(15,211)
Interest Expense		2,51,913
Operating Profit before Changes in Operating Assets	(17,62,833)	(9,24,420)
Adjustments for net change in Working Capital :		
Inventories	(26,00,00,000)	1,38,12,202
Trade Receivables	8,23,84,217	(4,80,44,444)
Other Financial Assets	(2,06,55,913)	-
Other Current Assets	(3,38,97,490)	6,91,82,192
Current Borrowings	(56,56,860)	-
Trade Payable	21,23,70,952	(3,44,25,796)
Other Current Liabilities	2,60,87,762	2,74,90,622
Cash Flow before Prior Period and Extraordinary Items	(11,30,165)	2,70,90,356
Net Income tax Paid and Refunds	-	-
Net Cash Flow from Operating Activities -----(A)	(11,30,165)	2,70,90,356
B Cash Flow from Investing Activities :		
Purchase of Property, Plant & Equipment	-	(12,879)
Purchase of other Investments	(4,502)	(1,15,211)
Movement in loans and advances		(21,83,090)
Interest Received	4,502	15,211
Net Cash Flow from Investing Activities -----(B)	-	(22,95,969)
C Cash Flow from Financing Activities :		
Proceeds from unsecured loans	-	(3,72,41,840)
Interest Paid		(2,51,913)
Net Cash Flow from Financing Activities -----(C)	-	(3,74,93,753)
Net Increase in Cash and Cash Equivalents (A) + (B) + (C)	(11,30,165)	(1,26,99,366)
Cash & Cash Equivalents at the beginning of the period	13,70,494	1,40,69,860
Cash & Cash Equivalents at the end of the period	2,40,329	13,70,494
Cash in Hand	1,60,064	11,88,470
Balances with Banks	80,265	1,82,024
Total	2,40,329	13,70,494

The accompanying notes are an integral part of Financial Statements

As per our Report of even date

For RAK Champs & Co. LLP
Chartered Accountants
FRN No: 131094W/W100083

For and on behalf of the Board of Directors

CA Ramanath Shetty
Partner
Membership No: 218600
Place : Kolkata
Date : 30 May 2019

Somesh Rustgi
Managing Director
DIN 01515406

Madhumita Verma
Director
DIN 06978232

Ritika Agarwal
Company Secretary

BCPL INTERNATIONAL LIMITED

Notes to Financial Statements as at and for the year ended 31 March 2019

1 Significant Accounting Policies followed by the Company

1.1 Basis of Preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements.

The financial statements have been prepared on a historical cost basis, except for the following:

- a) Certain financial assets and liabilities that are measured at fair value;
- b) Assets held for sale-measured at lower of carrying amount or fair value less cost to sell;
- c) Defined benefit plans – plan assets measured at fair value;

1.2 Summary of Significant Accounting Policies

a) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (not exceeding twelve months) and other criteria set out in the Schedule III to the Act.

b) Use of estimates and judgements

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

BCPL INTERNATIONAL LIMITED

Notes to Financial Statements as at and for the year ended 31 March 2019

c) Property, Plant & Equipment

The Company had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. 1st April, 2016 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

d) Depreciation on Property, Plant & Equipment

Depreciation on Property, Plant & Equipment is calculated on a written down value (WDV) basis using the rates arrived at based on the useful lives estimated by the management which is as per the rates specified in Schedule II to the Companies Act, 2013.

e) Inventories

Inventories are valued at the lower of cost or net realizable value.

f) Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

g) Borrowing Cost

Interest and other borrowing costs attributable to qualifying assets are capitalized. Other interest and borrowing costs are charged to Statement of Profit and Loss.

BCPL INTERNATIONAL LIMITED

Notes to Financial Statements as at and for the year ended 31 March 2019

h) Employee Benefits

Short term benefits and post employment benefits are accounted in the period during which the services have been rendered.

i) Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred tax is provided in full, using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT Credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

BCPL INTERNATIONAL LIMITED

Notes to Financial Statements as at and for the year ended 31 March 2019

j) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses, are recognised in the statement of profit and loss.

k) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

l) Contingent Liability

A contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

m) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

BCPL INTERNATIONAL LIMITED

Notes to Financial Statements as at and for the year ended 31 March 2019

n) Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- (1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) Those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

Debt Instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

Amortised Cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit and loss: Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

Equity instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss.

BCPL INTERNATIONAL LIMITED

Notes to Financial Statements as at and for the year ended 31 March 2019

(iii) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

o) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per shares

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

BCPL INTERNATIONAL LIMITED
Notes to Financial Statements as at and for the year ended 31 March 2019

Note 2. Property, Plant and Equipment

(Amount in Rs.)

	Computer	Plant & Machinery	Furniture & Fixtures	Office Equipments	Mobile Phones	Total
Gross Carrying amount						
Balance as at 1st April, 2017	1,67,435	75,070	54,564	4,602	15,150	3,16,821
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-
Balance as at 31st March, 2018	1,67,435	75,070	54,564	4,602	15,150	3,16,821
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-
Balance as at 31st March, 2019	1,67,435	75,070	54,564	4,602	15,150	3,16,821
Accumulated Depreciation						
Balance as at 1st April, 2017	79,763	13,604	13,660	1,598	5,391	1,14,016
Additions	56,137	11,138	10,623	1,120	5,232	84,250
Disposals	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-
Balance as at 31st March, 2018	1,35,900	24,742	24,283	2,718	10,623	1,98,266
Additions	14,485	9,121	7,863	860	2,424	34,753
Disposals	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-
Balance as at 31st March, 2019	1,50,385	33,863	32,146	3,578	13,047	2,33,019
Net carrying amount						
Balance as at 31st March, 2018	31,535	50,328	30,281	1,884	4,527	1,18,555
Balance as at 31st March, 2019	17,050	41,207	22,418	1,024	2,103	83,802

Note 3. Intangible Assets

(Amount in Rs.)

	Computer Software	Total
Gross Carrying amount		
Balance as at 1st April, 2017	30,867	30,867
Additions	10,800	10,800
Disposals	-	-
Reclassification as held for sale	-	-
Balance as at 31st March, 2018	41,667	41,667
Additions	-	-
Disposals	-	-
Reclassification as held for sale	-	-
Balance as at 31st March, 2019	41,667	41,667
Accumulated Amortisation		
Balance as at 1st April, 2017	20,032	20,032
Additions	12,003	12,003
Disposals	-	-
Reclassification as held for sale	-	-
Balance as at 31st March, 2018	32,035	32,035
Additions	5,337	5,337
Disposals	-	-
Reclassification as held for sale	-	-
Balance as at 31st March, 2019	37,372	37,372
Net carrying amount		
Balance as at 31st March, 2018	9,632	9,632
Balance as at 31st March, 2019	4,295	4,295

BCPL INTERNATIONAL LIMITED
Notes to Financial Statements as at and for the year ended 31 March 2019

	(Amount in Rs.)	
	As at 31.03.2019	As at 31.03.2018
Note 4. Investments		
Investments on Fixed Deposits	2,33,246	2,28,744
	2,33,246	2,28,744
Note 5. Deferred Tax Assets		
<u>Deferred Tax Assets</u>		
- On account of Depreciation difference	15,600	14,682
	15,600	14,682
Note 6. Inventories		
Stock-In-Trade	26,00,00,000	-
	26,00,00,000	-
Note 7. Trade Receivables		
Trade Receivables	18,77,50,365	27,01,34,582
	18,77,50,365	27,01,34,582
Total Receivables	18,77,50,365	27,01,34,582
Current Portion	18,77,50,365	27,01,34,582
Non-Current Portion	-	-
Break-up of security details		
Unsecured,considered good	18,77,50,365	27,01,34,582
	18,77,50,365	27,01,34,582
Note 8. Cash and Cash Equivalents		
Balances with Scheduled Bank - In current account	80,265	1,82,024
Cash on Hand	1,60,064	11,88,470
	2,40,329	13,70,494
Note 9. Other Financial Assets		
Loans & Advances	2,41,10,503	34,54,590
	2,41,10,503	34,54,590
Note 10. Other Current Assets		
Advances with Public Bodies	3,14,78,303	4,979
Advances to Suppliers	8,79,15,280	8,54,81,154
Prepayments	1,195	11,155
	11,93,94,778	8,54,97,288
Note 13. Current Borrowings		
Unsecured		
Borrowings	1,16,01,300	1,72,58,160
	1,16,01,300	1,72,58,160
Note 14. Trade Payables		
Due to Micro and Small Enterprises	-	-
Due to Others	45,50,15,973	24,25,40,721
Creditors for Accrued Salaries	-	1,04,300
	45,50,15,973	24,26,45,021
Note 15. Other Current Liabilities		
Other Liabilities	5,99,22,879	3,42,93,757
Liabilities for Expenses	37,30,101	32,71,461
	6,36,52,980	3,75,65,218

BCPL INTERNATIONAL LIMITED
Notes to Financial Statements as at and for the year ended 31 March 2019

	As at 31.03.2019	As at 31.03.2018
Note 11. Equity Share Capital Authorised		
6,00,00,000 [31st March, 2018: 6,00,00,000] Equity Shares of Re 1 each	<u>6,00,00,000</u>	<u>6,00,00,000</u>
Issued ,Subscribed and Fully Paid up		
3,91,00,000 [31st March, 2018: 3,91,00,000] Equity Shares of Re 1 each	<u>3,91,00,000</u>	<u>3,91,00,000</u>
TOTAL	<u><u>3,91,00,000</u></u>	<u><u>3,91,00,000</u></u>

A. Reconciliation of the number of shares

Equity Shares	As at 31st March, 2019		As at 31st March, 2018	
	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the year	3,91,00,000	3,91,00,000	3,91,00,000	3,91,00,000
		-		
Balance as at the end of the year	3,91,00,000	3,91,00,000	3,91,00,000	3,91,00,000

B.Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	Nos.	% of Holding	Nos.	% of Holding
Equity Shares of Re 1 each fully paid up Gourisut Dealer Pvt Ltd	75,00,000	19.18	75,00,000	19.18

C. Terms / Rights attached to the Equity Shares

The Company has only one class of equity shares having par value of Re 1 per share. Each holder of equity shares is entitled to one vote per share.

BCPL INTERNATIONAL LIMITED
Notes to Financial Statements as at and for the year ended 31 March 2019

Note 12. Other Equity

(Amount in Rs.)

	Reserves and Surplus		
	Securities Premium Reserve	Retained Earnings	Total
Balance as at 1st April, 2017	2,61,90,922	(6,83,418)	2,55,07,504
Profit for the year	-	(12,47,336)	(12,47,336)
Other Comprehensive Income for the year	-	-	-
Total Comprehensive Income for the year	-	(12,47,336)	(12,47,336)
Balance as at 31st March, 2018	2,61,90,922	(19,30,754)	2,42,60,168
Profit for the year	-	(17,97,503)	(17,97,503)
Other Comprehensive Income for the year	-	-	-
Total Comprehensive Income for the year	-	(17,97,503)	(17,97,503)
Balance as at 31st March, 2019	2,61,90,922	(37,28,257)	2,24,62,665

BCPL INTERNATIONAL LIMITED
Notes to Financial Statements as at and for the year ended 31 March 2019

	(Amount in Rs.)	
	As at 31.03.2019	As at 31.03.2018
Note 16. Revenue from Operations		
Income from Operations	-	48,37,57,470
	<u>-</u>	<u>48,37,57,470</u>
Note 17. Other Income		
Interest Income	4,502	15,211
	<u>4,502</u>	<u>15,211</u>
Note 18. Purchases		
Purchases	26,00,00,000	46,25,65,424
	<u>26,00,00,000</u>	<u>46,25,65,424</u>
Note 19. Changes in Inventory of Stock In Trade		
Inventories at the end of the period	-	-
Inventories at the beginning of the period	26,00,00,000	1,38,12,202
	<u>(26,00,00,000)</u>	<u>1,38,12,202</u>
Note 20. Employees Benefit Expenses		
Salaries and Bonus	6,84,868	16,63,995
Staff Welfare	43,237	1,00,505
	<u>7,28,105</u>	<u>17,64,500</u>
Note 21. Finance Cost		
Interest Paid	-	2,51,913
	<u>-</u>	<u>2,51,913</u>
Note 22. Depreciation and Amortisation Expense		
Depreciation on Property, Plant & Equipment	34,753	84,250
Amortisation of Intangible Assets	5,337	12,003
	<u>40,090</u>	<u>96,253</u>
Note 23. Other Expenses		
Rent, Rates and Taxes	1,99,930	4,70,708
Advertisement Expenses	31,209	25,048
Brokerage and Commission	15,000	20,00,000
Legal and Professional Fees	68,500	13,67,120
Travelling and Conveyance	91,655	85,099
Telephone Expenses	61,659	66,033
Repairs and Maintenance	23,583	7,456
Audit Fees	35,000	50,000
Connectivity Charges	27,319	23,000
Listing Fees	2,50,000	5,83,200
Registrar Expenses	25,000	15,000
General Expenses	2,05,873	18,47,101
	<u>10,34,728</u>	<u>65,39,765</u>
Note 24. Earnings Per Equity Share		
Basis for calculation of Basic and Diluted Earnings Per Share is as under:		
Profit after tax (Rs.)	(17,97,503)	(12,47,336)
Weighted Average Number of Equity Shares (Nos)	3,91,00,000	3,91,00,000
Face Value of each Equity Share (Rs.)	1	1
Basic and Diluted Profit Per Equity Share (Rs.)	(0.05)	(0.03)

BCPL INTERNATIONAL LIMITED
Notes to Financial Statements as at and for the year ended 31 March 2019

25. Related Party Transactions

Name of related parties in Transactions with company and description of relationship

i) Key Managerial Personnel:

Mr. Krishan Gopal Rathi	- Managing Director	Resigned w.e.f. 15 th Feb 2019
Mr. Somesh Rustgi	- Managing Director	Appointed w.e.f. 15 th Feb 2019
Ms. Ritika Agarwal	- Company Secretary	

ii) Entities in which some of the Directors are interested

- a) Vandana Rathi
- b) KGR HUF

26. Transaction with Related Parties during the Year

i) Key Managerial Personnel – Remuneration paid

(Amount in Rs.)

Name of Related Party	2018-19	2017-18
Mr. Krishan Gopal Rathi	1,04,677	1,80,000
Somesh Rustgi	15,000	-
Ritika Agarwal	60,000	1,80,000

ii) Transactions with other related parties – Rent paid

(Amount in Rs.)

Name of Related Party	2018-19	2017-18
KGR HUF	90,000	3,00,000
Vandana Rathi	1,09,200	-

27. In accordance with Accounting Standard Ind AS 108 'Operating Segment' the Company has only one reportable business segment and have only one reportable geographic segment in India.

28. Financial Instruments

A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. Financial assets and liabilities such as cash and cash equivalents, other bank balances, trade receivables, loans, trade payables of which the carrying amount is a reasonable approximation of fair value due to their short term nature, are disclosed at carrying value.

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(Amount in Rs.)

As at March 31, 2019	Carrying amount/ Fair Value				Fair Value Hierarchy		
Particulars	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial Assets							
Investments			2,33,246	2,33,246			
Trade Receivables			18,77,50,365	18,77,50,365			
Cash & Cash equivalents			2,40,329	2,40,329			
Other Financial Assets			2,41,10,503	2,41,10,503			
			21,23,34,443	21,23,34,443			
Financial Liabilities							
Borrowings			1,16,01,300	1,16,01,130			
Trade Payables			45,50,15,973	45,50,15,973			
	-	-	46,66,17,273	46,66,17,273			

As at March 31, 2018	Carrying amount/ Fair Value				Fair Value Hierarchy		
Particulars	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial Assets							
Investments			2,28,744	2,28,744			
Trade Receivables			27,01,34,582	27,01,34,582			
Cash & Cash equivalents			13,70,494	13,70,494			
Other Financial Assets			34,54,590	34,54,590			
			27,51,88,410	27,51,88,410			
Financial Liabilities							
Borrowings			1,72,58,160	1,72,58,160			
Trade Payables			24,26,45,021	24,26,45,021			
	-	-	25,99,03,181	25,99,03,181			

29. Fair Value Hierarchy

The fair value of financial instruments as referred to in Note (A) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

Level 1: quoted prices (unadjusted) in active market for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

BCPL INTERNATIONAL LIMITED

Notes to Financial Statements as at and for the year ended 31 March 2019

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

30. Contingent Liabilities: Nil (Previous Year – Nil)

31. Financial risk management objectives and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities. The Company generally doesn't have collateral.

Trade Receivables and Security Deposits

Customer credit risk is managed by business through the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of each customer is assessed and credit limits are defined in accordance with this assessment. Outstanding customer receivables and security deposits are regularly monitored.

Liquidity Risk

The company's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The company has no outstanding bank borrowings. The company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

BCPL INTERNATIONAL LIMITED

Notes to Financial Statements as at and for the year ended 31 March 2019

32. Capital Risk Management

The Company aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day to day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristic of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

33. There was no expenditure/earning in Foreign Currency during the year.

**For RAK Champs & Co. LLP
Chartered Accountants
FRN No: 131094W/W100083**

For and on behalf of the Board of Directors

**CA Ramanath Shetty
Partner
Membership No. 218600
Place: Kolkata
Date: 30 May 2019**

**Somesh Rustgi
Managing Director
DIN: 01515406**

**Madhumita Verma
Director
DIN:06978232**

**Ritika Agarwal
Company Secretary**