

# **BIRDHI CHAND PANNALAL AGENCIES LIMITED**

CIN: L51909WB1985PLC186698

Regd. Office: 493/C/A, G T Road (South), Vivek Vihar, Phase-III, Block A3, 2<sup>nd</sup> Floor,  
Howrah-711102, West Bengal

Corp Office: 27, Biplabi Trailokya Maharaj Sarani, Narayani Building, 7<sup>th</sup> Floor, Room  
No-703, Kolkata-700001, West Bengal

Email id: [info@birdhichand.in](mailto:info@birdhichand.in), Website: [www.birdhichand.in](http://www.birdhichand.in), Tel: +91-9883625714

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## **POSTAL BALLOT NOTICE**

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

**DEAR MEMBERS,**

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with Rule 22 of Companies (Management and Administration) Rules, 2014 (the "Rules") that the resolutions appended below are proposed to be passed by way of Postal Ballot/ E- Voting. The Explanatory Statement pertaining to the resolutions proposed in this notice setting out all material facts concerning each item and the reasons thereof along with Postal Ballot Form is annexed herewith. The Board of Directors (the "Board") has appointed Mrs. Monalisa Datta, Practicing Company Secretary (ACS 30368, CP 13580) as the Scrutinizer for conducting the Postal Ballot/ E- Voting process in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and the Notice and return Postal Ballot Form, completed and signed, in the enclosed self-addressed Business Envelope, so as to reach the Scrutinizer. The Company is also offering e-voting facility to all the shareholders of the Company. You have the option to vote either by Postal Ballot or through e-voting, the procedure for which is set out in the Postal Ballot Notice.

Based on the scrutinizers report the result of the Postal Ballot and E-voting will be declared by the Director or the Company Secretary of the Company on Tuesday, 16<sup>th</sup> June, 2015 at the Registered Office of the Company. Such Results, along with the Scrutinizer Report will be available on the Company's website [www.birdhichand.in](http://www.birdhichand.in) and will be forwarded to the Stock Exchanges where the shares of the Company are listed, and the results shall be published in the Newspaper. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of the results.

**Special Business:**

**ITEM NO: 1- CHANGE IN THE NAME OF THE COMPANY FROM “BIRDHI CHAND PANNALAL AGENCIES LIMITED” TO “BCPL INTERNATIONAL LIMITED”**

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 13 and 4 read with (Incorporation) Rules, 2014 (the “Rules”) and other applicable provisions, if any, of the Companies Act, 2013 read with (Management and Administration) Rules, 2014 (the “Rules”), including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, the name of the company be and is hereby changed from “Birdhi Chand Pannalal Agencies Limited” to “BCPL International Limited” and that the Clause I of the Memorandum of Association of the Company be substituted by the following clause:

I. The name of the Company is BCPL International Limited.”

**“RESOLVED FURTHER THAT** subject to the above, the name “Birdhi Chand Pannalal Agencies Limited” wherever it appears in the Memorandum of Association of the Company be substituted by the new name “BCPL International Limited.”

**“RESOLVED FURTHER THAT** Mr. Krishan Gopal Rathi (DIN: 00595975), Managing Director of the company, failing him any of the Directors on Board and Company Secretary be and are hereby severally authorized to make necessary change in the name of the company in the Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution.”

**ITEM NO: 2- TO ALTER THE NAME CLAUSE OF ARTICLES OF ASSOCIATION OF THE COMPANY FROM “BIRDHI CHAND PANNALAL AGENCIES LIMITED” TO “BCPL INTERNATIONAL LIMITED”**

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 14 read with (Incorporation) Rules, 2014 (the “Rules”) and other applicable provisions, if any, of the Companies Act, 2013 read with (Management and Administration) Rules, 2014 (the “Rules”), the Articles of Association of the company be altered in the following manner:

2(i). "The Company" or "this Company" means "BCPL International Limited."

**"RESOLVED FURTHER THAT** subject to the above, the name "Birdhi Chand Pannalal Agencies Limited" wherever it appears in the Articles of Association of the Company substituted by the new name "BCPL International Limited."

**"RESOLVED FURTHER THAT** Mr. Krishan Gopal Rathi (DIN: 00595975), Managing Director of the company, failing him any of the Directors on Board and Company Secretary be and are hereby severally authorized to make necessary changes in the name of the company in the Articles of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution."

#### **ITEM NO: 3- CHANGE OF REGISTERED OFFICE FROM THE CITY OF HOWRAH TO THE CITY OF KOLKATA WITHIN SAME STATE**

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of the section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) & rules framed there under the registered office of the company be & is hereby shifted from 493/C/A, G T Road (South), Vivek Vihar, Phase-III, Block A3, 2nd Floor, Howrah-711102, West Bengal to 27, Biplabi Trailokya Maharaj Sarani, Narayani Building, 7th Floor, Room No-703, Kolkata-700001, West Bengal which falls within the state of West Bengal but outside the local limits of the city, town or village."

**"RESOLVED FURTHER THAT** Mr. Krishan Gopal Rathi (DIN: 00595975), Managing Director of the company, failing him any of the Directors on Board and Company Secretary be and are hereby severally authorized to make an application with register of companies, West Bengal and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution."

#### **ITEM NO: 4- AMENDMENT OF THE OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider, and, if thought fit, to pass the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13 read with rules framed there under and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, Clause III (A) of the Main Objects of the Memorandum of Association of the Company be altered by replacing the existing clause III (A) 2 and 3 with

the following new clause 2 and 3” the Memorandum of Association of the company be altered in the following manner:

2. To carry on the business of manufacturers, fabricators, processors, exporters, importers, dealers and stockist in ferrous and non-ferrous wires and castings of all kinds and descriptions including copper iron, steel, stainless steel, chilled, malleable, S. G. Iron, gun metal, brass, bronze and aluminium alloy castings and foundry works and all descriptions and to establish metal processing industries like melting, welding, smelting, refine, rolling, re-rolling forging, drawing, galvanising and fabricating units to produce basic ferrous and non-ferrous metals and alloys and any products made thereof by various metal and alloys and any products made thereof by various metal processing techniques.

3. To carry on business as manufacturers, fabricators, rollers, re-rollers, drawers, founders, galvanisers, electroplaters, extruders, convertors, repairers, traders, distributors, brokers, representatives, agents, imports and exportes in-all kind of ferrous and non-ferrous metal and alloys, iron and steels of various compositions in all forms like scraps, billets, ingots, bars, rods, flats, squares, different structural rolled or extruded sections, pipes, drawn wires, and wire products, steels and strips, utensils, machine parts, gears, automobile components, hardware and metal-ware articles and any other products made wholly or partly of metals of all sizes specifications and descriptions required in or used for industrial, domestic, agricultural, transport, defense, railways and construction purposes.

**“RESOLVED FURTHER THAT** Mr. Krishan Gopal Rathi (DIN: 00595975), Managing Director of the company, failing him any of the Directors on Board and Company Secretary be and are hereby severally authorized to make necessary changes in clause III (A) of Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

**ITEM NO 5- : DELETION OF THE OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

To consider, and, if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 read with rules framed there under and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be removed completely by deleting the clause III (C)(1) to III(C ) (49).”

**“RESOLVED FURTHER THAT** Mr. Krishan Gopal Rathi (DIN: 00595975), Managing Director of the company, failing him any of the Directors on Board and Company Secretary be and are hereby severally authorized to make necessary changes in the Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including

filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution."

**ITEM NO: 6- : AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 read with rules framed there under and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

***Clause IV. "The liability of members is limited and this liability is limited to the amount of unpaid on shares held by them if any."***

**"RESOLVED FURTHER THAT** Mr. Krishan Gopal Rathi (DIN: 00595975), Managing Director of the company, failing him any of the Directors on Board and Company Secretary be and are hereby severally authorized to make necessary changes in Clause IV of the Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution."

**ITEM NO: 7- : SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- PER SHARE TO RE. 1/- PER SHARE:**

To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, as may be necessary from the concerned authorities or bodies, and subject to such conditions as may be agreed to by the Board of Directors of the Company, (hereinafter referred as "the Board", which term shall include any committee thereof), consent of the members be and is hereby accorded for sub-division of 1 (One) Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each be sub-divided into 10 (Ten) Equity shares of Face Value of Re. 1/- (Rupee One only) each and the Authorized Share Capital of the Company of Rs. 6,00,00,000/- (Six Crores) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each would be subdivided into and shall comprise of 6,00,00,000 (Six Crore) Equity Shares of Re

1/- each aggregating to Rs. 6,00,00,000/- (Six Crore) with effect from the record date to be determined by the Board for this purpose.”.”

“**RESOLVED FURTHER THAT** pursuant to sub-division of the Authorized Equity Share Capital of the Company, an issued, subscribed and a paid-up 1 (One) Equity Share of face value of Rs. 10/- (Rupees ten only), shall stand sub-divided into 10 (Ten) Equity Shares of Re. 1/- each (Rupee one) as fully paid up.”

“**RESOLVED FURTHER THAT** the sub-division of shares shall be effective only after getting necessary approvals from the Registrar of Companies and the Stock Exchange where the securities of the Company are presently listed.”

“**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.”

“**RESOLVED FURTHER THAT** Board be and is hereby authorized to fix Record date and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

**ITEM NO: 8- : ALTERATION OF THE CAPITAL CLAUSE V OF THE MEMORANDUM OF ASSOCIATION TO ALTER SHARE CAPITAL CONSEQUENT TO SUB DIVISION OF SHARES**

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and rules framed there under and subject to amendments thereto from time to time and subject to such approvals, permissions, sanctions, consents, if any, as may be required from any authority, the consent of the members be and is hereby accorded to alter Share Capital Clause of Memorandum of Association of the Company which shall read as under:

***V. The authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crore Only) divided into 6,00,00,000 (Six Crore Only) equity shares of Re.1/- (Rupee One) each.”***

**“RESOLVED FURTHER THAT** Mr. Krishan Gopal Rathi (DIN: 00595975), Managing Director of the company, failing him any of the Directors on Board and Company Secretary be and are hereby severally authorized to make necessary changes in the capital clause of the Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

**ITEM NO: 9- : ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH PROVISIONS OF THE COMPANIES ACT, 2013**

To consider, and, if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** Mr. Krishan Gopal Rathi (DIN: 00595975), Managing Director of the company, failing him any of the Directors on Board and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

By order of the Board

Place: Howrah

For **Birdhi Chand Pannalal Agencies Limited**

Date: 12.05.2015

SD/-

**Company Secretary**

## **Notes:**

1. An Explanatory Statement pursuant to Section 102 (1) read with Section 110 and other applicable provisions of the Companies Act, 2013 in respect to business set out above is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names would appear in the Register of Members/Record of Depositories as on the close of business hours on Friday, the 08<sup>th</sup> Day of May, 2015 (Cut-off date). Accordingly the Members whose names appear on the Registrar of Members/ List of Beneficial Owners (received from the NSDL and CDSL) as on Friday, the 08<sup>th</sup> Day of May, 2015 (Cut-off date) will be considered for the purpose of voting.
3. The Board of Directors of the Company has appointed Mrs. Monalisa Datta, Practicing Company Secretary, Kolkata (ACS NO 30368, CP 13580) to act as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
4. All the material documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during the office hours on all working days from the date of dispatch of the Notice till 15<sup>th</sup> June, 2015 till 5.00 pm.
5. In Compliance with clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with rules made there under, since the business is to be transacted through postal ballot which includes e-voting, the Company is offering e-voting facility to all its members to enable them to cast their votes electronically instead of voting through postal ballot. Please note that e-voting is optional. In case Members has voted through e-voting as well as through postal ballot, the voting through e-voting shall be considered and voting through postal ballot shall be ignored. CDSL will be facilitating e-voting to enable the members to cast their votes electronically.
6. Notice of postal ballot along with postal ballot form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose email Id's are registered with the Company/Depository (ies). For members who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through permitted mode.
7. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send e-mail to [info@birdhichand.in](mailto:info@birdhichand.in) or download the same from our website [www.birdhichand.in](http://www.birdhichand.in). The company shall forward the same along with self addressed Business Reply Envelope to the Member.
8. The dispatch of Postal Ballot Notice and Explanatory Statement shall be announced through an advertisement in at least 1 (one) English Newspaper and at least 1 (one) Bengali Newspaper, each with wide circulation in West Bengal, where the registered office of the Company is situated.
9. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, the 08<sup>th</sup> Day of May, 2015.
10. Voting rights in the Postal Ballot cannot be exercised by proxy.



11. In case the shares are jointly held, the postal ballot form should be completed and signed by the first named member and in his/her absence, by the next named member.

12. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/attested by Authorized Signatory (ies).

13. The voting through postal ballot/e-voting will start on Saturday, 16<sup>th</sup> May, 2015 at 10.00 am and will close on Monday, June 15<sup>th</sup>, 2015 at 5.00 pm.

14. Resolutions passed by the members through postal ballot/e-voting are deemed to have been passed effectively at the general meeting of the members.

15. **Instructions for Voting:-**

**A. Voting through Postal Ballot**

i. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered/speed post or delivers it in person at his expense, such Postal Ballots will also be accepted.

ii. The Postal Ballot form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours i.e. Monday 15<sup>th</sup> June, 2015 at 5.00 pm. Any Postal Ballot Form received after the said date and time shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the postal ballot form will be permitted/ accepted.

**B. Voting through Electronic Mode**

(A) The instructions for members for voting electronically are as under:-

(i) The voting period begins on Saturday, 16<sup>th</sup> May, 2015 at 10.00 A.M. (IST) and ends on Monday, 15<sup>th</sup> June, 2015 at 5.00 P.M. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Friday, the 08<sup>th</sup> day of May, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.

(iii) Click on "Shareholders" tab.

(iv) Now select "BIRDHI CHAND PANNALAL AGENCIES LIMITED" from the drop down menu and click on "SUBMIT"

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form
	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special character or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</li> </ul> <p>Example:- (1) Mr. S.K. Khan and Folio No. S0576 the PAN will be SK000S0576 (2) M/s. Bharat Company Ltd. and Folio No. B0096 the PAN will be BC000B0096</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares held by you as on Cut-off date (Record Date) of Friday, the 08<sup>th</sup> Day of May, 2015</li> </ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company an which they are eligible to vote, provided that Company opts for e-voting through CDSL platform, It is strongly

recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting or the resolutions contained in this Notice.

(xii) Click on the EVSN for "Birdhi Chand Pannalal Agencies Limited" on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT", a confirmation box will be displayed. If you wish to confirm your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to Log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(C) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in employment of the Company and make a Scrutinizer's Report of the Votes cast in favour or against, if any, forthwith to the Managing Director of the Company.

(D) The results of Postal Ballot & e-voting shall be declared on Tuesday 16<sup>th</sup> June, 2015. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: [www.birdhichand.in](http://www.birdhichand.in) and on the website of CDSL and the same be communicated to the Stock Exchange(s).

(E) The term Members has been used to denote Shareholders of "Birdhi Chand Pannalal Agencies Limited".

### **Explanatory Statement:**

#### **Pursuant to Section 102(1) of the Companies Act, 2013:**

##### **Item No 1**

Owing to the change in Object Clause of the company it is advisable to change the name of the company, as the old name is not in line with the revised objectives of the company. Hence your Board recommends changing the existing name of the company to "BCPL International Limited". The Name approval Letter pertaining to the availability of the name "BCPL International Limited" has been duly obtained by the company from the office of the Registrar of Companies, Kolkata.

By virtue of the above change in the Name clause of the company, it is required to alter its Memorandum of Association accordingly.

The Board recommends passing of the Special Resolution set out at Item No. 1 of the Notice.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

##### **Item No 2**

By virtue of change of name it is required to alter the clause 2 (i) (Name Clause) of the Articles of Association of the Company in the following way:

2 (i) "The Company" or "this company" means "BCPL International Limited"

Hence your Board recommends changing the existing name of the company to -"BCPL International Limited"

By virtue of the above change in the Name clause of the company it is required to alter the Articles of Association accordingly.

The Board recommends passing of the Special Resolution set out at Item No. 2 of the Notice.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

### **Item No 3**

The Board of the Directors at their meeting held on 8th May' 2015 have decided to change the registered office of the Company from its present location 493/C/A, G T Road (South), Vivek Vihar, Phase-III, Block A3, 2nd Floor, Howrah-711102, West Bengal to 27, Biplabi Trailokya Maharaj Sarani, Narayani Building, 7th Floor, Room No-703, Kolkata-700001, West Bengal.

As all the entire managerial & secretarial as well as corporate affairs are being substantially controlled, handled and managed from the Company's Corporate Office at Kolkata (State of West Bengal), the maintenance of Registered Office at Howrah (State of West Bengal) has now become progressively uneconomical and inconvenient to all.

The change of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed change will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of section 12 of the Companies Act 2013, read with Rules framed there under, for change of the Registered Office from one City to another requires the approval of Members by way of Special Resolution.

The Board recommends passing of the Special Resolution set out at Item No. 3 of the Notice.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

### **Item No 4**

Your Board has to consider from time to time proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause of the company, which is presently restricted in scope, required to be so made out as to cover a wide range of activities to enable your company to consider embarking upon new projects and activities. Your directors have been considering various proposals for diversifying the company activities into activities like trading of iron & steel & related activities.

The alteration in the object clause of of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical & efficiently and the proposed activities can be, under existing circumstance, conveniently and

advantageously combined with the present activities of the company. This will enlarge the area of operations of the company.

The draft copy of Memorandum of Association of company is available for inspection at the registered office of the company during the Business Hours on any working day, except Sundays, between 11.00 a.m. and 5.00 p.m. upto Monday, 15<sup>th</sup> June, 2015. The amendment shall be effective upon the registration of the resolution with the Registrar of the company.

Pursuant to section 13 of the Companies Act, 2013 read with rules framed there under, the above said proposal requires consent of member by way of special resolution. Hence the Board recommends the above resolution set out at item No. 4 of the Notice by way of Special Resolution.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

#### **Item No 5**

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Board recommends passing of the Special Resolution set out at Item No. 5 of the Notice.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

#### **Item No 6**

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed there under, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013..

The Board recommends passing of the Special Resolution set out at Item No. 6 of the Notice.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

#### **Item No 7**

The Members of the company are aware that the equity shares of the company are listed on Bombay Stock Exchange Limited (BSE) & Calcutta Stock Exchange Limited (CSE) and the share are being traded on BSE Limited.

In order to increase the affordability of the Company's equity shares for the retail investors which could lead to their greater participation and increase the liquidity of the Company's equity share in the stock market, the Board of Directors of the Company at their meeting held on 08<sup>th</sup> May, 2015 proposed to sub-divide the nominal value of the equity share capital of the Company from Rs.10/- per share to Re.1/- per share.

As per the provision of section 61 read with rules framed there under, approval of shareholder is required for sub-division of shares. Hence the Board recommends the above resolution set out in Item No. 7 of the Notice for your Approval by way of Ordinary Resolution.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

#### **Item No 8.**

Consequent to the sub-division of the shares, the Capital Clause V of the Memorandum of Association of the Company are required to be altered by amending Clause V of Memorandum of Association detailed in the resolution.

A copy of the altered Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 11.00 a.m. and 5.00 p.m. upto Monday, 15<sup>th</sup> June, 2015.

As per the provision of section 13, 61 read with rules framed there under, approval of shareholder is required for change of clause V of Memorandum of Association. Hence the Board recommends the above resolution set out in Item No. 8 of the Notice for your Approval by way of Special Resolution.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

#### **Item No 9**

The existing Articles of Association (AOA) of the Company is based on the Companies Act, 1956. With the enactment of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of AOA. The new set of AOA to be substituted in place of the existing AOA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AOA for a Company limited by shares and also carries forward certain provisions from the existing AOA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 11.00 a.m. and 5.00 p.m. upto Monday, 15<sup>th</sup> June, 2015.

The Board recommends passing of the Special Resolution set out at Item No. 9 of the Notice.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolutions.

By order of the Board

For **Birdhi Chand Pannalal Agencies Limited**

Place: Howrah

SD/-

Date: 12.05.2015

**Company Secretary**