

## **BCPL INTERNATIONAL LIMITED**

**(Formerly, Birdhi Chand Pannalal Agencies Limited)**

**CIN:** L51909WB1985PLC186698

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

**Email:** info@birdhichand.in **Website:** www.birdhichand.in

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NOTICE is hereby given that the Thirty Second (32<sup>nd</sup>) Annual General Meeting of the Members of BCPL International Limited (Formerly, Birdhi Chand Pannalal Agencies Limited) will be held at "Aashayain" (DLA Boys Hostel), 7/2 K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080, West Bengal on Monday, September 18, 2017 at 11:30 am to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, and the statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Santanu Pal (DIN: 07096019), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force), M/s Bandyopadhyay & Dutt, Chartered Accountants, registered with the Institute of Chartered Accountants of India (ICAI) vide Registration No. 325116E, be and are hereby appointed as Statutory Auditors of the Company for a term of three years commencing from the Company's Financial Year ending March 31, 2018 to hold office from the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company till the conclusion of the 35<sup>th</sup> Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus applicable taxes, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and or Company Secretary be and are hereby severally

authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

**By order of the Board of Directors  
For BCPL International Limited**

**Krishan Gopal Rathi  
Managing Director  
DIN: 00595975**

**Place: Kolkata**

**Date: August 23, 2017**

#### **NOTES**

- 1.** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS/ PROXIES/AUTHORISED REPRESENTATIVES SHOULD BRING THE DULY FILLED ATTENDANCE SLIP ENCLOSED HERewith TO ATTEND THE MEETING. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE. A PROXY FORM IS ATTACHED HERETO.

- 2.** Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the company a certified true copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- 3.** Pursuant to the provision of section 91 of the Companies Act, 2013 the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 11, 2017 to Monday, September 18, 2017 both days inclusive, for the purpose of Annual General Meeting.
- 4.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent/Company.

5. Electronic copy of the Annual Report for FY 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2016-17 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with M/s Maheshwari Datamatics Private Limited (in case of Shares held in physical form).
6. Electronic copy of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members holding shares in Demat form are requested to notify immediately changes, if any, in their registered address, bank details, mandate, nomination, power of attorney and email address, directly to their respective Depository Participant (DP).
9. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report 2016-17 will be available on the Company's website [www.birdhichand.in](http://www.birdhichand.in). The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [info@birdhichand.in](mailto:info@birdhichand.in).
10. The cut-off date for the purpose of remote E-Voting and voting at the Annual General Meeting shall be Monday, September 11, 2017. Please note that members can opt for only one mode of voting i.e. either by voting at the Annual General Meeting or E-Voting. If Members opt for E-Voting, then they should not vote at the Annual General Meeting and vice versa. However, once an E-Vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote E-Voting prior to the date of the Annual General Meeting may also attend and participate in the Annual General Meeting, but shall not be entitled to cast their vote again.

- 11.** Pursuant to the applicable provisions of Companies Act 2013, and the rules framed there under, any money transfer to the unpaid dividend account of the company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid dividend account shall be transferred by the company to the Investor Education and Protection Fund established by the Central Government.
- 12.** Additional information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the Annual General Meeting is furnished as annexure to the Notice. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules framed there under.
- 13.** The facility for making/varying/cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form SH.13 and any variation/cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Company's website [www.birdhichand.in](http://www.birdhichand.in), RTA or from the Website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).
- 14.** The Ministry of Corporate Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.
- 15.** In view of the above, the Company has communicated in the earlier year through Annual Report to its members requesting them to register their designated email ID with the Company/RTA. However, members who are desirous of obtaining physical copy of the Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.
- 16.** Members seeking any information or clarification on the Annual Report are requested to send in written queries to the company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.
- 17.** The shares of the Company are under compulsory demat list of the SEBI. The trading in equity shares can be only in demat form.
- 18.** Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the company on all working days, except Saturdays, during business hours up to the date of the Meeting.

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
20. A route map showing directions to reach the venue of the 32nd Annual General Meeting of the Company is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
21. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the Annual General Meeting) to exercise their right to vote at the 32nd Annual General Meeting. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot/polling papers shall also be made available at the venue of the 32nd Annual General Meeting and the members attending the meeting who have not cast their votes by remote e-voting shall be able to vote at the meeting through ballot/polling paper.

The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the Annual General Meeting.

The Company has appointed Ms. Monalisa Datta, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting in a fair and transparent manner.

The instructions to members for voting electronically are as under:-

- i. The voting period begins on Friday, September 15, 2017 at 10.00 A.M. and ends on, Sunday September 17, 2017 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 11, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Members holding shares in physical or in demat form as on Monday, September 11, 2017 shall only be eligible for e-voting.
- iii. The shareholders should log on to the e-voting website :  
[www.evotingindia.com](http://www.evotingindia.com)

- iv. Click on “Shareholders” tab.
- 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	<p><b>For Members holding shares in Demat Form and Physical Form</b></p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>*Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the eight digit of the sequence number in the PAN Field.</p> <p>*In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL Letters. Eg: If your name is Ramesh Kumar with Sequence no 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format <b>OR</b>
Dividend Bank Details	<p>Enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id in the Dividend Bank details field as mentioned in instruction (v).</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 on 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 on the resolutions contained in this Notice.
- xii. Click on the EVSN for Birdhi Chand Pannalal Agencies Limited/BCPL International Limited
- 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 “OK”, else to change 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 or cast the vote again.
- 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 Non- Individual Shareholders and custodians
  - Ø Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc) and custodian are required to Log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - Ø A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - Ø After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.



- Ø The list of accounts linked in the login 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.
  - Ø A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Member may also write to us at [info@birdhichand.in](mailto:info@birdhichand.in)
- xxi. 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 website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the resolutions at the Annual General Meeting of the Company and will also be communicated to Exchanges, where the share of the Company are listed.



**Detail of Director's seeking appointment / reappointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Annexure A**

**I.**

Name of Director	Mr. Santanu Pal
DIN	07096019
Date of Birth	January 01, 1978
Date of Appointment on the Board	March 07, 2015
Expertise in specific functional area	Iron & Steel Business
Qualification	Graduate
Relationship with other Directors	NIL
Directorship in other limited companies	NIL
Membership of Committees in Other Public Limited Companies	NIL
Shareholding of Director in the Company	NIL

**By order of the Board of Directors  
For BCPL International Limited**

**Krishan Gopal Rathi  
Managing Director  
DIN: 00595975**

**Place: Kolkata  
Date: August 23, 2017**



**BCPL INTERNATIONAL LIMITED**  
**(Formerly, Birdhi Chand Pannalal Agencies Limited)**

**CIN: L51909WB1985PLC186698**

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

**Email: info@birdhichand.in Website: www.birdhichand.in**

**32ND ANNUAL GENERAL MEETING**

**PROXY FORM (MGT-11)**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

Name of the Member(s)/Representative :	
Registered Address :	
E-mail Id :	
Folio No./DP Id. and Client ID	

I / We, being the member(s) holding ..... N o. of Equity Shares of the aforesaid mentioned Company hereby appoint:

1	Name	
	Address	
	E-mail Id	
	Signature	

**Or failing him/her**

2	Name	
	Address	
	E-mail Id	
	Signature	

**Or failing him/her**

3	Name	
	Address	
	E-mail Id	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **32nd Annual General Meeting of the company to be held on Monday, September 18, 2017 at 11:30 a.m.** at "Aashayain" (DLA Boys Hostel) 7/2, K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate) Kolkata-700080, West Bengal, and at any adjournment thereof in respect of such resolutions relating to the businesses as are indicated below:

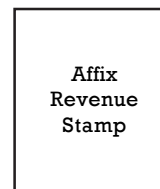
<b>Resolution No.</b>	<b>Resolutions</b>	<b>For</b>	<b>Against</b>
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited financial statements of the company for the year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' & the Auditors' thereon.		
2.	To appoint a Director in place of Mr. Santanu Pal (DIN: 07096019), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s Bandyopadhyay & Dutt, Chartered Accountants, Kolkata (Firm Registration No: 325116E), as the Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.		

Signed this .....day of .....2017

Member's Folio/DP ID and Client ID No. ....

Signature of Shareholder(s) .....

Signature of Proxy holder(s) .....



**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions and Notes, please refer to the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company.
3. It is optional to indicate your preference. If you leave the 'For' or "Against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

