

# BIRDHI CHAND PANNALAL AGENCIES LIMITED

**CIN: L51909WB1985PLC186698**

Regd. Office: 493/C/A, G T Road (South), Vivek Vihar, Phase-III, Block A3, 2nd Floor, Howrah-711102, West Bengal  
Corp Office: 27, Biplabi Trailokya Maharaj Sarani, Narayani Building, 7th Floor, Room No-703, Kolkata-700001, West Bengal  
Email id: info@birdhichand.in, Website: www.birdhichand.in, Tel: +91 9883625714

## POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act 2013)

**Postal Ballot No:**

|   |  |  |
|---|--|--|
| 1 | Name and Registered address of Sole/First named member (in Block Letter) |  |
| 2 | Name of Joint Holders, if any (in Block Letters)                         |  |
| 3 | Ledger Folio No./DP ID No./ Client ID No.                                |  |
| 4 | Number of Shares held  |  |

5. I/We hereby exercise my / our vote in respect of the under mentioned resolutions to be passed through Postal Ballot / E-voting as stated in the Notice dated May 12th, 2015 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick ( ) mark in the appropriate box below:

| Item No | Brief Particulars of the Resolution   | No of Shares | I/We assent To the Resolution (FOR) | I/We dissent To the Resolution (AGAINST) |
|---------|---|--------------|-------------------------------------|--|
| 1.      | Special Resolution for name change of the Company from "Birdhi Chand Pannalal Agencies Limited" To "BCPL International Limited" and Alter the Name Clause i.e. Clause I of the Memorandum of Association. |              |                                     |  |
| 2.      | Special Resolution for altering the Name Clause in the Articles of Association.   |              |                                     |  |
| 3.      | Special Resolution for Change of Registered Office from the City of Howrah to the City of Kolkata within same State.  |              |                                     |  |
| 4.      | Special Resolution for Amendment of Object Clause in the Memorandum of Association of the Company.  |              |                                     |  |
| 5.      | Special Resolution for Deletion of Other Object Clause i.e. from Clause III (C) (1) to III (C) (49).  |              |                                     |  |
| 6.      | Special Resolution for Amendment of Liability Clause i.e. Clause IV of the Memorandum of Association.   |              |                                     |  |
| 7.      | Ordinary Resolution for subdivision of each equity shares of the face value of Rs10/- each per share to the face value of Re1/- each per share.   |              |                                     |  |
| 8.      | Special Resolution to amend the Capital Clause i.e. Clause V of the Memorandum of Association.  |              |                                     |  |
| 9.      | Special Resolution to Adopt the new set of Articles of Association as per Companies Act, 2013.  |              |                                     |  |

Place:

Date:

Signature of the Shareholder\*

(\*in case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/power of attorney should be sent along with postal ballot form)

Notes:

1. Please read carefully the instructions specified overleaf before exercising your vote.
2. This postal ballot form duly filled and signed should reach the Scrutinizer not later than 05.00 pm (IST) on June 15th, 2015.

## INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the shareholder will also be accepted.
2. The Company has appointed Mrs. Monalisa Datta (ACS 30368, CP 13580), Company Secretary in Practice, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
3. This Postal Ballot Form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
4. Proxy should not exercise the Postal Ballot
5. There will be only one Postal Ballot Form for every Folio/ Client ID irrespective of number of joint holders.
6. The votes should be casted either in favour or against by putting the (√) tick mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns for the same shares will render the Postal Ballot Form invalid.
7. Unsigned, incorrectly signed or incomplete Postal Ballot Forms will be rejected.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than, Monday 15th June, 2015 at 5.00 pm. Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of postal ballot.
9. Voting rights shall be reckoned on the number of shares registered in the name of the shareholders as on Friday May 08th, 2015 (Cut-off Date).
10. Postal Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney/resolution of board of directors of the corporate shareholder being represented. If the same is/ are already registered with the Company, please quote the registration no. beneath the signature.
11. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
12. The result of the postal ballot will be declared in the newspapers for the information of the shareholders, uploaded on the Company's website [www.birdhichand.in](http://www.birdhichand.in) and communicated to the stock exchanges where the Company's shares are listed.
13. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
14. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is Optional. The detailed procedure for the same is enumerated in the notes to the postal ballot notice.
15. The date of declaration of result i.e. Tuesday 16th June, 2015 shall be the effective date of passing the above said Resolutions.