

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

CIN: L51909WB1985PLC186698

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

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

Notice is hereby given that the Thirty First 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 Thursday, 29th September, 2016 at 03:00 PM to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016, 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 ratify the appointment of the Statutory Auditors and to fix their remuneration and to pass, the following resolution as an **Ordinary Resolution** there of :

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 & the rules made there under, the appointment of M/s A K Meharia & Associates, Chartered Accountants, Kolkata (Firm Registration No:324666E), as the Statutory Auditor of the Company for the financial year 2016-2017 and who shall hold office until the conclusion of the Annual General Meeting of the company to be held for the financial year 2016-2017, be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2017 as determined by the Audit Committee in consultation with the said Auditors."

SPECIAL BUSINESS

4. Appointment of Mr. Avijit Koner (DIN:07297850) as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Avijit Koner (DIN:07297850), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 10th November, 2015 under section 161 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years."

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the members of the Company be and is hereby accorded for the revision in the remuneration of Mr. Krishan Gopal Rathi (DIN: 00595975), Managing Director of the Company, on the terms and conditions including remuneration as mentioned below:

Salary, Allowances and Commission (hereinafter referred to as Remuneration)

- a) Basic Salary: Rs 35000/- per Month
- b) Perquisites/Allowances:
 - i. Travel Concession/ Assistance: Travel Concession/Assistance (domestic) in respect of himself and his family as per rules of the company.
 - ii. Personal Accident Insurance: Personal Accident Insurance policy as per rules of the Company.
 - iii. Leave: Leave with full pay or encashment thereof, as per the rules of the Company.
 - iv. Communication Facilities: Telephone, Telefax & other communication facilities.
 - v. Other Perquisites: Subject to overall ceiling on remuneration, Mr. Krishan Gopal Rathi (DIN: 00595975) may be given other allowances & expenses including expenses incurred for business of the Company and such other perquisites and allowances in accordance with the rules of the Company.

The value of such perquisites/allowances shall not exceed in aggregate One Hundred and Fifty Percent of the annual basic salary.

Other terms and Conditions:

The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provision of the Regulation 23 of (Listing Obligations and Disclosure Requirement) Regulations, 2015 (erstwhile provisions of the revised Clause 49 VII of the Listing Agreement) and Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and relevant rules made thereunder including any modifications or re-enactment thereof, for the time being in force, and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors to ratify/approve all existing contracts/arrangements/agreement

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) as related party within the meaning of the aforesaid law, the value of which either singly or all taken together may exceed ten percent of the Annual Turnover of the Company.

“RESOLVED FURTHER THAT Mr. Santanu Pal (DIN: 07096019), Executive Director of the Company be an is hereby authorized to do all such acts, deeds and things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.

By order of the Board of Directors
For BCPL International Limited
K G Rathi
Managing Director

Place: Kolkata

Date: May 30, 2016

NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in relation to the Special Business is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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.
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 Thursday, 22nd September, 2016 to Thursday, 29th September, 2016 both days inclusive, for the purpose of AGM.
4. 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.
5. 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.
6. 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).
7. Pursuant to the applicable provisions of Companies Act 2013, and the rules framed there under, any money transfer to the unpaid dividend 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.

8. 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.

9. 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 AGM) to exercise their right to vote at the 31st Annual General Meeting (AGM). 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 31st AGM 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 AGM.

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

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

- i. The voting period begins on Monday the 26th September, 2016 at 10.00 A.M. and ends on, Wednesday the 28th September, 2016 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. Thursday, 22nd September, 2016 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 22nd September, 2016 shall only be eligible for e-voting.
- iii. The shareholders should log on to the e-voting website 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 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>For Members holding shares in Demat Form and Physical Form</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	<p>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 OR</p>
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">• 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).

- 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 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
 - 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 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 scrutiniser to verify the same.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Thursday, the 22nd September, 2016

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Thursday, the 22nd September 2016, only shall be entitled to avail the facility of remote e-voting/ballot paper.

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 under help section or write an email to helpdesk.evoting@cdslindia.com. Member may also write to us at the info@birdhichand.in

10. The Notice of the 31st AGM and instructions of e-voting, along with the Attendance Slip and Proxy Form, is being sent in permitted mode to all the members.
11. Members may also note that the Notice of the 31st AGM and the Annual Report 2015-16 will be available on the Company's website 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.
12. Additional information, pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM 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. As per the provisions of 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, RTA or from the Website of the Ministry of Corporate Affairs at 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 AGM.

Detail of Director's seeking appointment / reappointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (LODR) Regulations, 2015.

Annexure A

I.

Name of Director	Mr. Santanu Pal
DIN	07096019
Date of Birth	01 st January, 1978
Date of Appointment on the Board	07 th March, 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

II.

Name of Director	Mr. Avijit Koner
DIN	07297850
Date of Birth	09 th February, 1968
Date of Appointment on the Board	10 th November, 2015
Expertise in specific functional area	Accounts & Finance
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 Ltd

K G Rathi

Managing Director

Place: Kolkata
Date: May 30, 2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statements sets out the material facts relating to the special business set out in the accompanying notice of the 31st Annual General Meeting of the Members of the Company.

Item No. 4

Mr. Avijit Koner (DIN: 07297850) is an Independent Director of the Company. He joined the Board of Directors of the Company on 10th November, 2015.

In term of Sections 149, 150, 152 and other applicable provisions of the Companies Act 2013, Mr. Avijit Koner, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a period of five consecutive years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Avijit Koner for the office of Independent Director, not liable to retire by rotation, to be appointed as such under the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013

The Company has received from Mr. Avijit Koner (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section(2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Avijit Koner fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is Independent of the management. Copy of the draft letter for appointment of Mr. Avijit Koner as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hour on any working day, excluding Saturday and Sunday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Avijit Koner as an Independent Director.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item No. 4 of the accompanying Notice except Mr. Avijit Koner, being an appointee.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

Item No. 5

The Board of directors at their meeting held on 30.05.2016, subject to approval of members of the Company, has accorded its approval to revision in the remuneration of Mr. Krishan Gopal Rathi, Managing Director of the Company. The same was approved by the Nomination and Remuneration Committee at its meeting held earlier that day and was recommended to the Board for its approval. While approving the revised remuneration of the Managing Director, the Nomination and Remuneration Committee considered various parameters which, inter alia, includes, the scale of

operations of the Company and increased involvement of Managing Director for the overall growth of the Company, especially in respect of exploring new markets, deeper penetration of existing markets and enhancing brand value through various initiatives etc. with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the company and shareholders. The revision in remuneration of Managing Director was made with the view to make the same commensurate with the efforts given to and involvement in the Company by way of increasing monthly payment so as to maintain a regular distribution of cash flow. Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item No. 5 of the accompanying Notice except Mr. Krishan Gopal Rathi, since his remuneration is proposed to be revised.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

Item No. 6

Pursuant to Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rule 15 of the Companies (Meeting of Board and its Power) Rules 2014 (including any amendment or modification thereof), the Company is required to obtain consent of the Board and prior approval of the members by special resolution in case of certain related party transaction exceeding such sum as is specified in the rules.

As per the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile provisions of the revised Clause 49 VII of the Listing Agreement) approval of the members through Special Resolution is required for all material related party transactions entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company.

As per Section 188 (1)(d) of the Companies Act, 2013 when the value of availing of the services exceeds 10% of the turnover of the Company, it requires approval of the transactions from shareholders by way of Special Resolution. The details of transactions entered by the Company are given below. The related party transactions may exceed the value of 10% of the turnover of the Company which sought the approval of the members by way of Special Resolution.

1. **Name of the Related Party:** M/s Rathi Steel Industries Private Limited (CIN: U51909WB1997PTC083845)
2. **Name of the Director/KMP who is Related:** Mr. Krishan Gopal Rathi, Managing Director of the Company is a common Director in both i.e. BCPL International Ltd & Rathi Steel Industries Pvt Ltd.
3. **Nature of Relationships:** Mr. Krishan Gopal Rathi is a Director in M/s Rathi Steel Industries Pvt Ltd and Managing Director of M/s BCPL International Limited.
4. **Nature of Material terms, Monetary Value and Particulars of contract or arrangement**

- i) The Company has entered into Sales & Purchases transactions with M/s Rathi Steel Industries Pvt Ltd.

5. **Any other information relevant to Members for taking decision:**

NIL

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item No. 6 of the accompanying Notice except Mr. Krishan Gopal Rathi.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

1. **Name of the Related Party:** KGR HUF
2. **Name of the Director/KMP who is Related:** Mr. Krishan Gopal Rathi, Managing Director of the Company.
3. **Nature of Relationship:** Mr. Krishan Gopal Rathi is the *Karta* of KGR HUF.
4. **Nature of Material terms, Monetary Value and Particulars of contract or arrangement**

The Company has entered into Rental Agreement/Arrangement of 27, Biplabi Trailokya Maharaj Sarani, Narayani Building, 7th Floor, Room No-703, being the registered office of the Company.

5. **Any other information relevant to Members for taking decision:**

NIL

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item No. 6 of the accompanying Notice except Mr. Krishan Gopal Rathi.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

By order of the Board of Directors

For BCPL International Limited

K G Rathi

Managing Director

Place: Kolkata

Date: May 30, 2016

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

CIN: L51909WB1985PLC186698

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7th Floor, Room No-703, Kolkata-700001, West Bengal

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

31st ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Date	Venue	Time
THURSDAY, SEPTEMBER 29, 2016	"AASHAYAIN" (DLA BOYS HOSTEL) 7/2, K B SARANI, JESSORE ROAD, NEAR ILS HOSPITAL (OPP. BHUTAN CONSULATE), KOLKATA-700080, WEST BENGAL	03:00 PM

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

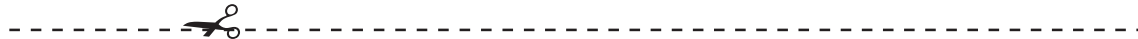
I hereby certify that I am a Member/Proxy for the Member holding Equity shares. I hereby record my presence at the 31st Annual General Meeting of the Company.

Please ✓ in the box Member Proxy

.....
Name of Proxy in Block Letters

.....
Signature of Member /Proxy attending

Note: Member/Proxy attending the Annual General Meeting (AGM) must bring his/her Attendance Slip which should be signed and deposited at the entrance of the Meeting Hall



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

31st 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) ofNo. 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 **31st Annual General Meeting of the company to be held on Thursday, 29th September, 2016 at 03:00 p.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:

Resolution No.	Resolutions	No of Shares Held
Ordinary Business		
1.	To receive, consider and adopt the Audited financial statements of the company for the year ended 31 st March, 2016 including the Audited Balance Sheet as at 31 st March, 2016, 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.	Ratification of Appointment of M/s A K Meharia & Associates, Chartered Accountants, Kolkata (Firm Registration No: 324666E), as the Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.	
Special Business		
Ordinary Resolution		
4.	Approval for appointment of Mr. Avijit Koner (DIN: 07297850) as an Independent Director of the Company.	
5.	Approval for revision in the remuneration of Mr. Krishan Gopal Rathi (DIN: 00595975), Managing Director of the Company.	
Special Resolution		
6.	To ratify/approve all existing contracts/arrangements/ agreement 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).	

Signed thisday of2016

Signature of Shareholder/ Representative

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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.

BCPL INTERNATIONAL LIMITED
(Formerly, Birdhi Chand Pannalal Agencies Limited)
 CIN: L51909WB1985PLC186698

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

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

31st ANNUAL GENERAL MEETING

BALLOT PAPER/POLLING PAPER (MGT 12)

(Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

1	Serial No	
2	Registered Folio No./DP Id. & Client Id	
3	Name and Registered address of the sole/ first named shareholder	
4	Name(s) of the Joint Holder (s), if any	
5	No of Equity Shares(s) held	

I/We, hereby exercise my/our vote in respect of the Resolutions enumerated below by signing my/our vote – “Assent” or “Dissent” by placing a tick mark (✓) at the appropriate box below: (For each resolution, please tick only one of the boxes for casting your vote)

Resolution No.	Resolutions	No of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
Ordinary Business				
1.	To receive, consider and adopt the Audited financial statements of the company for the year ended 31 st March, 2016 including the Audited Balance Sheet as at 31 st March, 2016, 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.	Ratification of Appointment of M/s A K Meharia & Associates, Chartered Accountants, Kolkata (Firm Registration No: 324666E), as the Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.			

Special Business				
Ordinary Resolution				
4.	Approval for appointment of Mr. Avijit Koner (DIN: 07297850) as an Independent Director of the Company.			
5.	Approval for revision in the remuneration of Mr. Krishan Gopal Rathi (DIN: 00595975), Managing Director of the Company.			
Special Resolution				
6.	To ratify/approve all existing contracts/ arrangements/ agreement 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).			

Place:

Date:

.....

(Signature of the Shareholder/Proxy)

NOTE: Please read the following instructions carefully before exercising your vote:

1. Only those Members physically present at the Meeting and who have not already cast their vote by remote e-voting shall be eligible to exercise their voting right at the Meeting through Ballot. Exercise of vote at the Meeting by Ballot is also permitted through proxy.
2. Please complete and sign the Ballot Form and put it in the Ballot Box made available at the AGM venue.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization.
4. Vote should be cast either in "favor" or "against" by putting tick(✓) mark in the appropriate column provided in the Ballot Form.
5. The Voting right of the Members shall be in the proportion to their share in the paid up equity share capital of the company as on the cut-off date of Thursday, September 22, 2016. In case of joint holders, only one of the joint holders may cast vote.
6. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. The Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member / proxy or as to whether the votes are in favor or against or if the signature cannot be verified.
7. The decision of the scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The result of the e-voting will be declared not later than two days of conclusion of the AGM. The declared result along with the Scrutinizer's Report will be available on the Company's website at www.birdhichand.in and on the website of Central Depository Services (India) Limited and also be forwarded to the Stock Exchange (s) where the Company's Shares are Listed.

