

BCPL INTERNATIONAL LIMITED

CIN: L51909WB1985PLC186698

Regd. Office: 4, Synagogue Street, Room No- 810

8th Floor, Kolkata-700001, West Bengal

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

NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fourth (34th) Annual General Meeting of the Members of BCPL International 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 Wednesday, September 25, 2019 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, 2019 including the Audited Balance Sheet as at March 31, 2019, 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.

SPECIAL BUSINESS

2. Appointment of Mr. Somesh Rustgi (DIN: 01515406) as a Managing Director of the Company

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 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the applicable Rules made thereunder and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Somesh Rustgi (DIN: 01515406) as a Managing Director for a period of Five years, with effect from February 15, 2019 on the terms and conditions including remuneration as mentioned in the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Somesh Rustgi (DIN: 01515406)."

3. Appointment of Mr. Sourav Mayra (DIN: 08427935) as an Independent Director of the Company

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 Sections 152, 161 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) Mr. Sourav Mayra (DIN: 08427935), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Mr. Sourav Mayra (DIN: 08427935), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive year with effect from June 08, 2019 and that he shall not be liable to retire by rotation;

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**

**Place: Kolkata
Date: 30/08/2019**

**Ritika Agarwal
Company Secretary**

NOTES

1. The Company's Statutory Auditors, M/s RAK Champs & Co. LLP, Chartered Accountants, registered with the Institute of Chartered Accountants of India (ICAI) vide registration number 131094W/W100083, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting ("AGM") of the Members held in the year 2018 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held in the year 2018. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

2. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item No. 2 & 3 of the accompanying Notice is annexed hereto.
3. 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.

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. Members, Proxies and Authorised Representatives are requested to bring to the Meeting, the Attendance Slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
6. A brief resume of Director proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, number of Companies in which they hold directorship and membership/chairmanship of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in **Annexure-A**.
7. 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 Wednesday, September 18, 2019 to Wednesday, September 25, 2019 both days inclusive, for the purpose of Annual General Meeting.
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. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent/Company.
9. Electronic copy of the Annual Report for FY 2018-19 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 2018-19 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).

- 10.** Electronic copy of the Notice of the 34th 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 34th 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.
- 11.** 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.
- 12.** 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).
- 13.** Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report 2018-19 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.
- 14.** The cut-off date for the purpose of remote E-Voting and voting at the Annual General Meeting shall be Wednesday, September 18, 2019. 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.
- 15.** 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.

- 16.**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.
- 17.**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.
- 18.**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.
- 19.**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.
- 20.**The shares of the Company are under compulsory demat list of the SEBI. The trading in equity shares can be only in demat form.
- 21.**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.
- 22.**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.
- 23.**A route map showing directions to reach the venue of the 34th 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".

24.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 34th 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 34th 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 Sunday, September 22, 2019 at 10.00 A.M. and ends on, Tuesday, September 24, 2019 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. Wednesday, September 18, 2019 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 Wednesday, September 18, 2019 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 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
 - 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - 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.
 - 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.
 - 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 under

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

- xxi. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.birdhichand.in and on website of CDSL e-Voting 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. Somesh Rustgi
DIN	01515406
Date of Birth	30/01/1971
Date of Appointment on the Board	15/02/2019
Expertise in specific functional area	Iron and Steel Industry
Qualification	Graduate
Relationship with other Directors	NIL
No. of Directorship in other limited companies	NIL
No. of Membership of Committees in Other Limited Companies	NIL
Shareholding of Director in the Company	NIL

II.

Name of Director	Mr. Sourav Mayra
DIN	08427935
Date of Birth	04/02/1995
Date of Appointment on the Board	08/06/2019
Expertise in specific functional area	Accounts and Taxation
Qualification	Graduate
Relationship with other Directors	NIL
No. of Directorship in other limited companies	NIL
No. of Membership of Committees in Other Limited Companies	NIL
Shareholding of Director in the Company	NIL

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

**Place: Kolkata
Date: 30/08/2019**

**Ritika Agarwal
Company Secretary**

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 34th Annual General Meeting of the Members of the Company.

Item No. 2

The Board of Directors of the Company at its meeting held on February 11, 2019, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Somesh Rustgi (DIN: 01515406) as Managing Director of the Company. The tenure of Mr. Somesh Rustgi (DIN: 01515406) will be Five (5) years with effect from February 15, 2019.

The Principal Terms of appointment of Mr. Somesh Rustgi (DIN: 01515406), Managing Director are as follows:

1. Tenure of Agreement: For a period of Five (5) years commencing from February 15, 2019 to February 14, 2024.
2. Basic Salary: Rs. 7500/- per month
3. Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Somesh Rustgi (DIN: 01515406) remuneration by way of salary, perquisites not exceeding the maximum limits laid down in the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Somesh Rustgi (DIN: 01515406).
4. Nature of Duties
 - a. The Managing Director shall devote his whole-time attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company including performing duties as assigned by the Board from time to time.
 - b. The Managing Director shall not exceed the powers so delegated by the Board pursuant to Clause 4(a) above.
 - c. The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

5. Other Terms and Conditions

- a. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice.
 - i. if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - ii. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the Agreement to be executed between the Company and the Managing Director; or,
 - iii. In the event the Board expresses its loss of confidence in the Managing Director.
- b. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- c. Mr. Somesh Rustgi (DIN: 01515406) ceases to be a Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director.

Mr. Somesh Rustgi (DIN: 01515406) satisfies the conditions specified under Section 196 (3) and Part I of Schedule V of the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Somesh Rustgi (DIN: 01515406), being an appointee, is in any way concerned or interested, financial or otherwise, in the said Resolution.

The brief profile of Mr. Somesh Rustgi (DIN: 01515406) and the detail of shareholding as per requirements of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the rules made there under are given in Annexure A which forms part of the notice.

Item No. 3

The Board of Directors of the Company at its meeting held on June 08, 2019, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Sourav Mayra (DIN: 08427935) as an Additional Director on the Board of the Company. Further, in terms of provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013

(hereinafter referred as 'the Act') and rules made there under, the Board of Directors of the Company had also appointed (subject to the approval of the members at the ensuing General Meeting), him as an Independent Director of the Company within the meaning of Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for a term of 5 consecutive years commencing from June 08, 2019.

The Company has also received a declaration from Mr. Sourav Mayra (DIN: 08427935) as specified under Section 149(6) and Schedule IV of the Companies Act 2013. Considering his vast experience, his presence on the Board will be of immense value to the Company.

The Company has received a notice in writing from a member along with deposit of the requisite amount pursuant to Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

A copy of the letter of appointment of Mr. Sourav Mayra (DIN: 08427935) as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

In the opinion of the Board, Mr. Sourav Mayra (DIN: 08427935), proposed to be appointed as an Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the rules made there under, and is Independent of the management.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Sourav Mayra (DIN: 08427935), being an appointee, is in any way concerned or interested, financial or otherwise, in the said Resolution.

The brief profile of Mr. Sourav Mayra (DIN: 08427935) and the detail of shareholding as per requirements of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the rules made there under are given in Annexure A which forms part of the notice.

BCPL INTERNATIONAL LIMITED

CIN: L51909WB1985PLC186698

Regd. Office: 4, Synagogue Street, Room No- 810

8th Floor, Kolkata-700001, West Bengal

Email Id: info@birdhichand.in; Website: www.birdhichand.in

34TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DATE	VENUE	TIME
WEDNESDAY, SEPTEMBER 25, 2019	"AASHAYAIN" (DLA BOYS HOSTEL), 7/2 K B SARANI, JESSORE ROAD, NEAR ILS HOSPITAL (OPP. BHUTAN CONSULATE), KOLKATA-700080, WEST BENGAL	11:30 AM

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 34th 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

-----Cut from here-----

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PASSWORD

Please read the instructions given at Note No. 23 of the Notice of the 34th Annual General Meeting carefully before voting electronically.

BCPL INTERNATIONAL LIMITED

CIN: L51909WB1985PLC186698

Regd. Office: 4, Synagogue Street, Room No- 810

8th Floor, Kolkata-700001, West Bengal

Email Id: info@birdhichand.in; Website: www.birdhichand.in

34TH 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) holdingNo. 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 **34th Annual General Meeting of the company to be held on Wednesday, September 25, 2019, 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:

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited financial statements of the company for the year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019, 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.		
Special Business			
2.	Appointment of Mr. Somesh Rustgi (DIN: 01515406) as a Managing Director of the Company.		
3.	Appointment of Mr. Sourav Mayra (DIN: 08427935) as an Independent Director of the Company.		

Signed thisday of2019

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

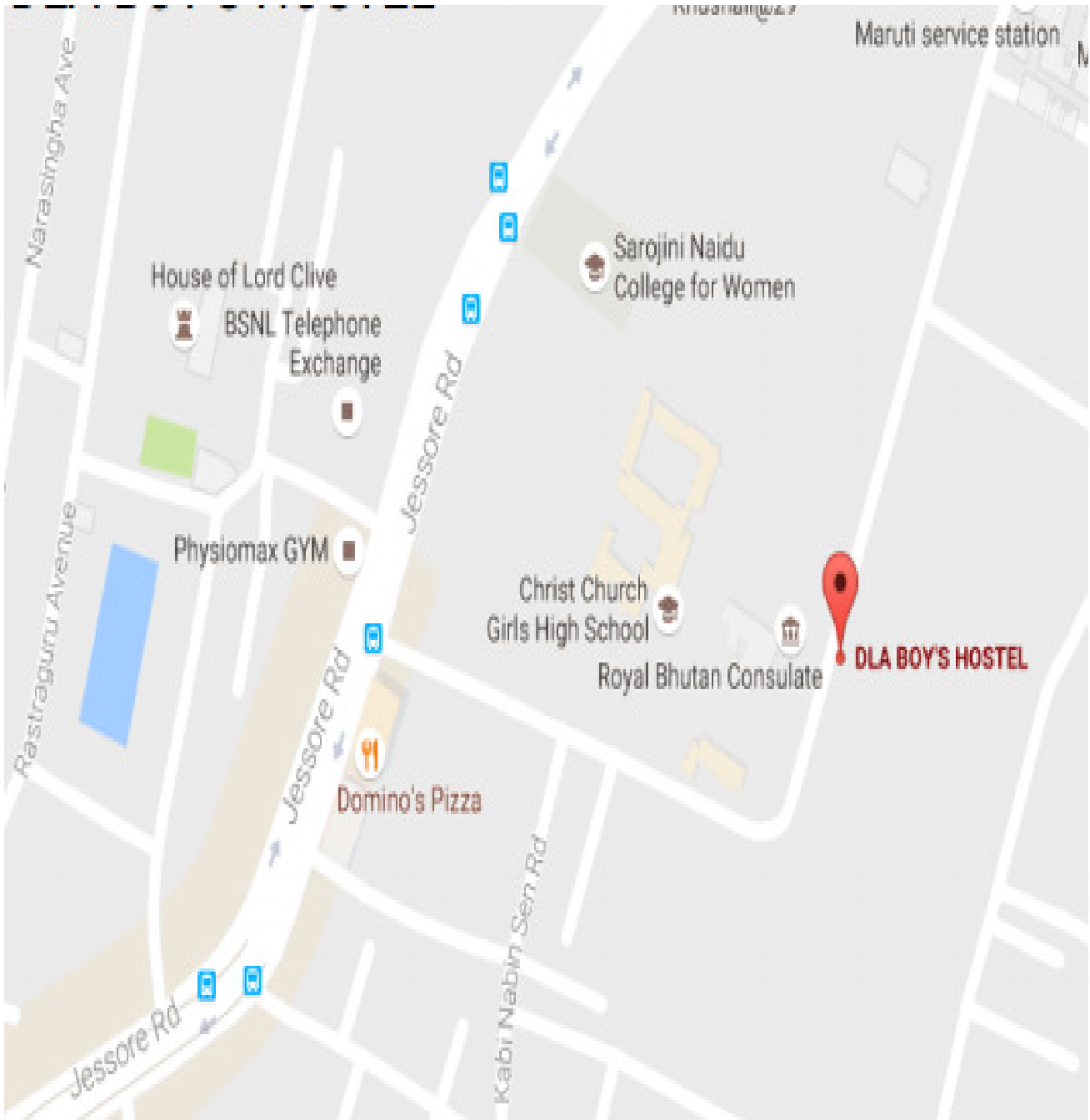
Signature of Shareholder

Affix Revenue Stamp

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, Notes and Explanatory Statement, please refer to the Notice of the 34th 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.



BCPL INTERNATIONAL LIMITED

CIN: L51909WB1985PLC186698

Regd. Office: 4, Synagogue Street, Room No- 810

8th Floor, Kolkata-700001, West Bengal

Email Id: info@birdhichand.in; Website: www.birdhichand.in

34TH 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 March 31, 2019 including the Audited Balance Sheet as at March 31, 2019, 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.			
Special Business				
2.	Appointment of Mr. Somesh Rustgi (DIN: 01515406) as a Managing Director of the Company.			
3.	Appointment of Mr. Sourav Mayra (DIN: 08427935) as an Independent Director of the Company.			

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 Annual General Meeting 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 Wednesday, September 18, 2019. 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 Annual General Meeting. 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.