

BCPL INTERNATIONAL LIMITED

CIN: L51909WB1985PLC186698

Regd. Office: 4, Synagogue Street, Room No-810, 8th

Floor Kolkata- 700001, West Bengal

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

NOTICE OF 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fifth (35th) Annual General Meeting of the Members of BCPL International Limited will be held on Wednesday, December 30, 2020 at 04:00 PM for the transaction of the following businesses, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020, 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 Ms. Aindrila Banerjee (DIN- 08660147) as a Managing Director and CFO of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as Special Resolution: -

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), Subject to the approval of members and subject to the approval of the Central Government, as may be required, Ms. Aindrila Banerjee (DIN- 08660147) be and is hereby appointed as the Managing Director and CFO of the Company, to hold office for a period of five years with effect from July 04, 2020 to July 03, 2025, on the terms and conditions of appointment

including payment of remuneration with effect from July 4, 2020 as below:

The Principal Terms of appointment of Ms. Aindrila Banerjee (DIN-08660147), Managing Director & CFO are as follows:

1. **Remuneration:** Rs. 10000/-per month
2. **Minimum remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Managing Director & CFO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowance as specified under Section II of Part II of Schedule V to the Companies Act, 2013.
3. **Other Terms and Conditions:**
 - a) The employment of the Managing Director & CFO may be terminated by the Company without notice or payment in lieu of notice.
 - i. if the Managing Director & CFO 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 & CFO of any of the stipulations contained in the Agreement to be executed between the Company and the Managing Director & CFO; or
 - iii. In the event the Board expresses its loss of confidence in the managing Director & CFO
 - b) In the event that he 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) If he ceases to be a Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director.
 - d) In case of resignation by the Managing Director & CFO, the Company shall be granted a One-month notice period.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to by the Board of Directors within the

maximum amounts payable to the Directors in terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

By order of Board of Directors
For BCPL International Limited

Place: Kolkata
Date: 01/12/2020

Sd/-
Ritika Agarwal
Company Secretary

NOTES

- 1. In view of the massive outbreak of the covid-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the members to the AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or Other Audio Visual means (OAVM). Hence, members can attend and participate in the ensuing 35th AGM of the company through VC/OAVM.**
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (As Amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (As Amended), and the circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020. The company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by CDSL.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the body corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the notice calling the AGM has been uploaded on the

website of the company at www.birdhichand.in the notice can also be accessed from the websites of BSE limited at www.bseindia.com. The AGM notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated may 05, 2020.
8. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out material facts of the proposed ordinary/ special resolutions for the items is annexed hereto.
9. Members desirous of getting any information about the annual accounts and/or operations of the company are requested to write to the company at least seven days before the date of the meeting to enable the company to keep the information ready at the meeting.
10. The Notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode to those members whose e-mail addresses are registered with the company/depositories.
11. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. From the company electronically.
12. Pursuant to Section 91 of the Companies Act, 2013, the register of members and the share transfer books of the company will remain closed from Thursday, 24th December, 2020 to Wednesday, 30th December, 2020 (both days inclusive) for the purpose of Annual General Meeting and will be available for inspection at the venue of Annual General Meeting till the conclusion of the meeting.
13. The ISIN of the Equity Shares of Rs. 1/- EACH IS INE795P01023.
14. Members holding shares in physical form are requested to advise any change of name, address, e-mail address etc. Immediately to the company/ registrar and transfer agents, Maheshwari Datamatics Pvt Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata- 700001, West Bengal.

15. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to Maheshwari Datamatics Pvt Ltd. A certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting 48 hours before the date of AGM.
16. Notice of the 35th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes through electronic mode.
17. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Registered Office at 4, Synagogue Street, Room No-810, 8th Floor Kolkata- 700001, West Bengal on all working days of the company, between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
18. Route map giving directions to the venue is not annexed to this notice as meeting will be held through VC/OAVM due to COVID 19 crisis.

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 35th Annual General Meeting of the Members of the Company.

Item No. 2

The Board of Directors of the Company at its meeting held on July 4, 2020, appointed Ms. Aindrila Banerjee as a Managing Director and Chief Financial Officer of the Company with effect from July 4, 2020.

As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has upon the recommendation of the Nomination & Remuneration Committee appointed Ms. Aindrila Banerjee (DIN: 08660147) as a Managing Director and Chief Financial Officer for a period of 5 (five) years commencing from 04/07/2020 to 03/07/2025, subject to the approval of the Members and the Central Government, as may be required under applicable law.

Ms. Aindrila Banerjee (DIN: 08660147) has an exceptional leadership track record, deep strategic expertise, a unique ability to forge long-standing client relationships, and proven experience of driving transformation and managing technological disruption. The Board of Directors believe that Ms. Aindrila Banerjee is the right person to lead the company in its next phase of growth.

In accordance with the provisions of Section 152, 196, 197 and 203 and other applicable provisions of the Companies Act, 2013, approval of the Members is required for appointment of Ms. Aindrila Banerjee (DIN: 08660147) as the Managing Director and Chief Financial Officer of the Company with effect from July 4, 2020.

The terms and conditions of the appointment and remuneration payable to Ms. Aindrila Banerjee (DIN: 08660147) have been provided as part of the resolution at Item No. 2.

Additional information in respect of Ms. Aindrila Banerjee, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Ms. Aindrila Banerjee is given at Annexure B to this Notice.

Except Ms. Aindrila Banerjee (DIN: 08660147), being the appointee, or his relatives,

none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 2.

The Board of Directors recommends the resolution in relation to appointment of Ms. Aindrila Banerjee (DIN: 08660147) as the Managing Director and Chief Financial Officer of the Company, as set out in Item No. 2 for approval of the Members by way of a Special Resolution.

By order of Board of Directors
For BCPL International Limited

Place: Kolkata
Date: 01/12/2020

Sd/-
Ritika Agarwal
Company Secretary

A 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	Ms. Aindrila Banerjee
DIN	08660147
Date of Birth	01/02/1982
Date of Appointment on the Board	04/07/2020
Expertise in specific functional area	Accounting/Finance & Management
Qualification	Bachelor in Commerce
Relationship with other Directors	NIL
No. of Directorship in other Companies	NIL
No. of Membership of Committees in other Companies	NIL
Shareholding of Director in the Company	NIL

By order of Board of Directors
For BCPL International Limited

Sd/-

Ritika Agarwal
Company Secretary

Place: Kolkata

Date: 01/12/2020

Annexure B

Brief profile of Directors seeking appointment/re-appointment at 35th Annual General Meeting to be held on 30th December, 2020.

I. AINDRILA BANERJEE

Ms. Aindrila Banerjee, graduated with a Bachelor of Commerce degree. She is a versatile, high-energy professional, successful in achieving business growth objectives, targeting assignments as Finance/Accounts & General Management. She is visionary, strategic & tactician with consistent record of delivering results in growth, revenue, operational performance and profitability.

She has a rich experience in the field of Accounting and Taxation & General Management. She has a great track record in formulating financial, budgeting plans and strategies, developing business and financial model for the organization with an aim to accomplish organizational goals.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the virtual platform developed by the M/s Skyline Financial Services Pvt Ltd. Link along with details will be provided to eligible shareholders. Shareholders may access the voting during the AGM by clicking the link provided in virtual platform i.e <https://www.evotingindia.com>. Shareholders/members may login by using the remote e -voting credentials. The link for VC/OAVM will be available to eligible shareholder/members at their registered e mail ids. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
2. Shareholders are encouraged to join the meeting through Laptops / IPADS for better experience.
3. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective Network. It is therefore recommended to use stable WI-FI or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the AGM may register themselves as an attendee by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at info@birdhichand.in.
6. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at info@birdhichand.in queries will be replied to by the Company suitably by email.
7. Those shareholders who have registered themselves as an attendee will be allowed to express their views/ask questions during the meeting. The member who have not registered themselves as an attendee but have queries during the AGM can use the chat box/ send query button and ask the

question.

8. In case you have any queries or issues regarding attending annual general meeting through VC/OAVM write an email to subhashdhingreja@skylinerta.com.

PROCEDURE & INSTRUCTION FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, BCPL International Limited (“the company”) is offering e-Voting facility to its members in respect of the business to be transacted at the Annual General Meeting scheduled to be held on Wednesday, 30th December, 2020 at 4:00 P.M.

The Company has engaged the services of Central Depository Services (India) Ltd as the Authorized Agency to provide e-Voting facilities. The e-Voting particulars are set out below:

The Remote e-Voting facility will be available during the following voting period:

- Commencement of e-Voting: **Saturday, 26th December, 2020 at 9:00 A.M.**
- End of e-Voting: **Tuesday, 29th December, 2020 till 5:00 P.M.**
- The cut-off date for the purpose of e-Voting is **23rd December, 2020**

Please read the instructions mentioned below before exercising the vote. This Communication forms an integral part of the Notice for the Annual General Meeting scheduled to be held on 30th December, 2020.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

The instructions for shareholders Remote e-voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Globe Commercials Limited- AGM on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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 they have to create a compliance user 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 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.
- (xviii) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will be not be voting by show of hands on any of the agenda items at the meeting and ballot process at the meeting will be conducted in lieu thereof.

General Instruction:

- I. The voting period begins on 26.12.2020 at 9:00 A.M. and ends on 29.12.2020 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 (record date) of 23.12.2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.co.in under help section.
Name: Ms. Latha Nair
Designation: Manager
Address: 17th floor, P J Towers, Dalal Street, Mumbai - 400001
Contact no.: 1800-200-5533
Email: helpdesk.evoting@cdslindia.com
- III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 23rd December, 2020.
- V. E-voting platform will be blocked after the closure of e-Voting period and no further e-Voting/change of vote cast would be allowed thereafter.
- VI. Members who have availed e-Voting facility may attend the meeting however they cannot exercise their right to vote or change the vote.

Note: If a person becomes member of the Company after the cut-off date, then the member may contact the Registrar and Share Transfer Agent of the Company for issuance of the Notice and Login id and other e-Voting related details.

1. Details of Scrutinizer:

- a) M/s Kavita Raju Joshi, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-Voting process and ballot process in a fair and transparent manner.
- b) The Scrutinizer shall with a period not exceeding three days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes in cast of favour or against, if any, forthwith to the Chairman of the Company.
- c) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. 23.12.2020.
- d) The results declared along with the Scrutinizer's Report shall be placed on the Company's Notice Board at its registered office and on the website of CDSL within three days of the passing of the resolutions at the Annual General Meeting of the Company.

The copies of the aforesaid documents will be available for inspection at the Registered Office of the Company also.