

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 OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting (EGM) of the members of the Company will be held on Thursday, 02nd February, 2017, 11.00 am, at “Aashayain” (DLA Boys Hostel), 7/2, K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080, West Bengal, to transact the following business.

SPECIAL BUSINESS

ORDINARY RESOLUTION

Item No. 1

Appointment of Statutory Auditors to fill Casual Vacancy caused by the resignation of Statutory Auditors

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/s Bandyopadhyay & Dutt, Chartered Accountants**, Firm Registration No-325116E, Kolkata be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s A K Meharia & Associates, Chartered Accountants, Firm Registration No- 324666E, Kolkata.”

“**RESOLVED FURTHER THAT M/s Bandyopadhyay & Dutt, Chartered Accountants**, Firm Registration No-325116E, Kolkata be and are hereby appointed as Statutory Auditors of the Company from this Extra-Ordinary General Meeting and that they should hold office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2017, on such remuneration as may be fixed by the Board of Directors in consultation with them.”

Notes:

1. An Explanatory Statement pursuant to Section 102 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 PROXY FORM IS ENCLOSED HERewith.

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. In case of joint holders attending the meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
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. Electronic copy of the Notice of the EGM and instructions of e-voting, along with the Attendance Slip and Proxy Form is being sent to all the Members whose email addresses 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 copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company's website i.e. www.birdhichand.in.
6. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.

7. 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 EGM) to exercise their right to vote at the Extra-Ordinary General Meeting (EGM). 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 EGM 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 EGM.

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 EGM in a fair and transparent manner.

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

- i. The voting period begins on Monday the 30th January, 2017 at 10.00 A.M. and ends on, Wednesday the 01st February, 2017 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 27th January, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Members holding shares in physical or in demat form as on 27th January 2017 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	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *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. *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.
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 OR
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. 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
 - ➔ 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 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. Friday, the 27th January, 2017.

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. Friday, the 27th January 2017, 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

8. Members may also note that the Notice of the EGM 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.
9. At the EGM at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer allow voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.
10. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the votes at the EGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.birdhichand.in and the same shall be communicated to the Stock Exchanges where the shares of the Company are listed.

**For and on behalf of Board of Directors
BCPL International Limited**

Sd/-

**Krishan Gopal Rathi
Managing Director**

DIN: 00595975

Place: Kolkata

Dated: 06.01.2017

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

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item 1 of the accompanying Notice

ITEM#1: APPOINTMENT OF STATUTORY AUDITOR

M/s A K Meharia & Associates, Chartered Accountants, Firm Registration No-324666E, Kolkata have tendered their resignation from the position of Statutory Auditors due to their pre-occupation in other assignments, resulting into casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013 ("Act"). Casual Vacancy caused by the resignation of auditors can only be filled up by the Company in General Meeting. Board proposes that **M/s Bandyopadhyay & Dutt, Chartered Accountants**, Firm Registration No-325116E, Kolkata be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s A K Meharia & Associates, Chartered Accountants, Firm Registration No-324666E, Kolkata.

M/s Bandyopadhyay & Dutt, Chartered Accountants, Firm Registration No-325116E, Kolkata, have conveyed their consent to be appointed as the statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**For and on behalf of Board of Directors
BCPL International Limited**

Sd/-

**Krishan Gopal Rathi
Managing Director**

DIN: 00595975

Place: Kolkata

Dated: 06.01.2017

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EXTRA-ORDINARY GENERAL MEETING

ATTENDANCE SLIP

DATE	VENUE	TIME
Thursday, February 2, 2017	“AASHAYAIN” (DLA Boys Hostel) 7/2, K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate) Kolkata-700080, West Bengal	11:00 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 Extra-Ordinary 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 Extra-Ordinary General Meeting (EGM) must bring his/her Attendance Slip which should be signed and deposited at the entrance of the Meeting Hall.

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EXTRA-ORDINARY 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	

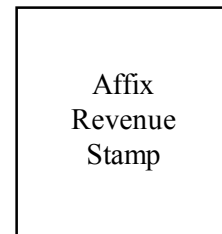
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra-Ordinary General Meeting of the company to be held on Thursday, 02nd February, 2017 at 11:00 a.m.** at “Aashayain” (DLA Boys Hostel) 7/2, K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate) Kolkata-700080, West Bengal, and at any adjournment thereof in respect of such resolutions relating to the businesses as are indicated below:

Resolution No.	Resolutions	No of Shares Held
Special Business		
Ordinary Resolution:		
1.	Appointment of M/s Bandyopadhyay & Dutt , Chartered Accountants, Firm Registration No: 325116E, Kolkata, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s A K Meharia & Associates, Chartered Accountants, Firm Registration No-324666E, Kolkata and authorize Board of Directors to fix their remuneration in consultation with them.	

Signed thisday of2017

Signature of Shareholder/ Representative

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.

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EXTRA-ORDINARY 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
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Special Business

Ordinary Resolution:

1.	Appointment of M/s Bandyopadhyay & Dutt , Chartered Accountants, Firm Registration No: 325116E, Kolkata, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s A K Meharia & Associates, Chartered Accountants, Firm Registration No-324666E, Kolkata and authorize Board of Directors to fix their remuneration in consultation with them.			
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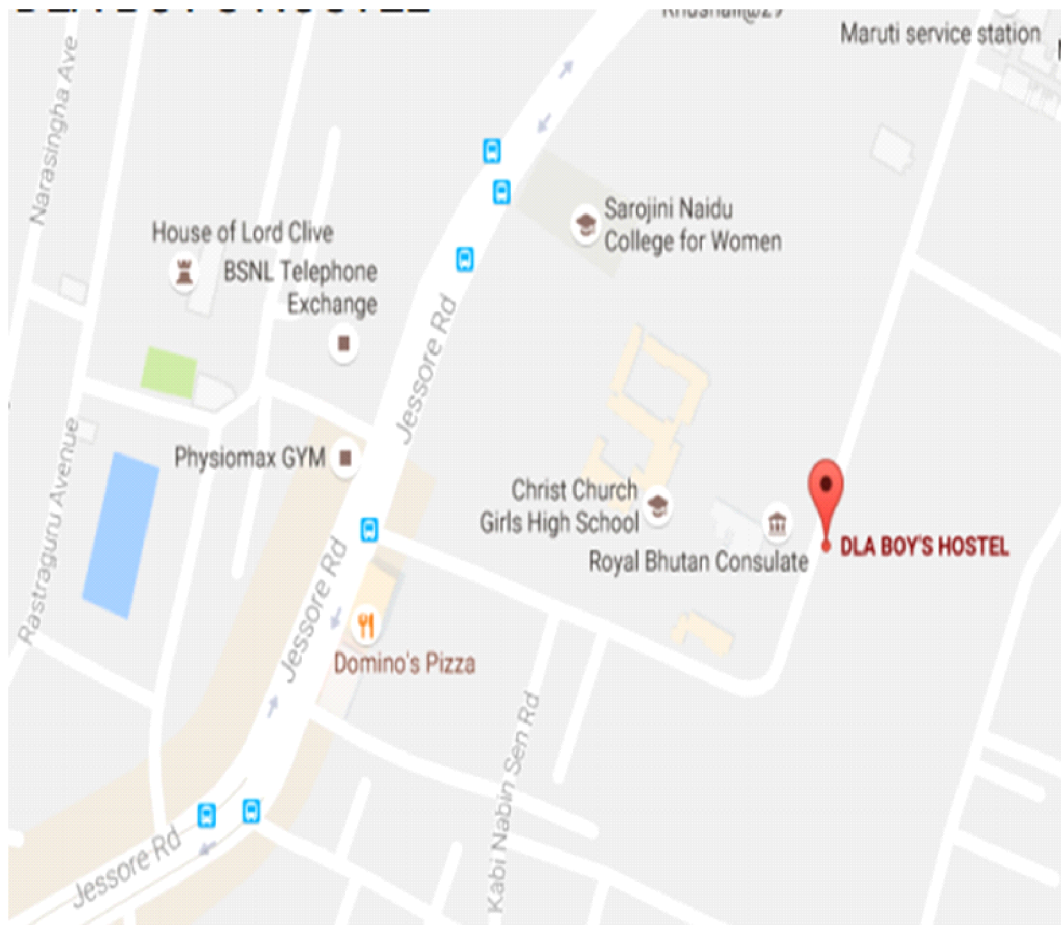
Place:

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 EGM 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 “favour” 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 Friday, January 27, 2017. 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 favour 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 EGM. 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.



If undelivered, Please return to :-

BCPLINTERNATIONALLIMITED

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