

**BCPL INTERNATIONAL LIMITED**  
(FORMERLY BIKHJI CHAND PANNALAL AGENCIES LIMITED)

24/11/2018

The Secretary  
BSE Limited  
Phirozee Jeejeeboy Towers,  
Dalal Street  
Mumbai-400001, Maharashtra  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

**Sub: Notice of 33<sup>rd</sup> Annual General Meeting**

**Scrip Code: 538364**

Dear Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company for the Financial Year 2017-18, to be held on Monday, December 17, 2018 at 12:30 pm at "Aashayain" (DLA Boys Hostel), 7/2 K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080, West Bengal.

This is for your information and record.

Yours faithfully

**For BCPL International Limited**

*Madhumita Verma*

**Madhumita Verma**  
**Director**  
**DIN: 06978232**

**Encl: As stated above**

# BCPL INTERNATIONAL LIMITED

CIN: L51909WB1985PLC186698

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

8<sup>th</sup> Floor, Kolkata-700001, West Bengal

Email Id: [info@birdhichand.in](mailto:info@birdhichand.in); Website: [www.birdhichand.in](http://www.birdhichand.in)

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## NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Thirty Third (33rd) 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 Monday, December 17, 2018 at 12:30 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 March 31, 2018 including the Audited Balance Sheet as at March 31, 2018, 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. The appointment of the Statutory Auditors and to fix their remuneration, 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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 & the Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force), M/s RAK Champs and Co. LLP, Chartered Accountants, Mumbai, registered with Institute of Chartered Accountants of India (ICAI) with Firm Registration No: 131094W/W100083, be and hereby appointed as the Statutory Auditors of the Company (in place of M/s Bandyopadhyay and Dutt, Chartered Accountants, retiring auditors) for a term of five years commencing from the Company's financial year ending on March 31, 2019 to hold office from the conclusion of the 33rd Annual General Meeting of the Company till the conclusion of the 38th Annual General Meeting on such remuneration plus applicable taxes, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any 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."

## SPECIAL BUSINESS

### 3. Appointment of Mr. Jai Kumar Baid (DIN: 08068935) as a 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 149, 152, 161 and any other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Mr. Jai Kumar Baid (DIN: 08068935), who was appointed as an Additional (Non-Executive) 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 Non-Executive Director of the Company, liable to retire by rotation.”

### 4. Appointment of Mr. Krishan Gopal Rath (DIN: 00595975) 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. Krishan Gopal Rath (DIN: 00595975) as a Managing Director for a period of Three years, with effect from October 12, 2018 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. Krishan Gopal Rath (DIN: 00595975).”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do

all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable to give effect to the above resolution.”

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

**Place: Kolkata  
Date: 19/11/2018**

**Madhumita Verma  
Director  
DIN: 06978232**

## NOTES

1. 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. 3 & 4 of the accompanying Notice is annexed hereto.
2. 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.
3. 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.
4. 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.
5. 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**.
6. 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 Friday, December 07, 2018 to Monday, December 17, 2018 both days inclusive, for the purpose of Annual General Meeting.

7. 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.
8. Electronic copy of the Annual Report for FY 2017-18 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 2017-18 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).
9. Electronic copy of the Notice of the 33rd 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 33rd 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.
10. 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.
11. 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).
12. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report 2017-18 will be available on the Company's website [www.birdhichand.in](http://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](mailto:info@birdhichand.in).

- 13.** The cut-off date for the purpose of remote E-Voting and voting at the Annual General Meeting shall be Friday, December 07, 2018. 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.
- 14.** 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.
- 15.** 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](http://www.birdhichand.in), RTA or from the website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).
- 16.** 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.
- 17.** 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.

- 18.** 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.
- 19.** The shares of the Company are under compulsory demat list of the SEBI. The trading in equity shares can be only in demat form.
- 20.** 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.
- 21.** 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.
- 22.** A route map showing directions to reach the venue of the 33rd 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".

### **23. 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 33rd 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 33rd 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 Friday, December 14, 2018 at 10.00 A.M. and ends on, Sunday, December 16, 2018 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, December 07, 2018 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 Friday, December 07, 2018 shall only be eligible for e-voting.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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><b>For Members holding shares in Demat Form and Physical Form</b></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>
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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 <b>OR</b>
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"> <li>• 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).</li> </ul>

- 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Member may also write to us at [info@birdhichand.in](mailto:info@birdhichand.in).
- xxi. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.birdhichand.in](http://www.birdhichand.in) and on website of CDSL e-Voting [www.evotingindia.com](http://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. Krishan Gopal Rathi
DIN	00595975
Date of Birth	12/03/1975
Date of Appointment on the Board	12/10/2018
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. Jai Kumar Baid
DIN	08068935
Date of Birth	12/12/1975
Date of Appointment on the Board	23/02/2018
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: 19/11/2018**

**Madhumita Verma  
Director  
DIN: 06978232**

## **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 33rd Annual General Meeting of the Members of the Company.

### **Item No. 3**

The Board of Directors at its meeting held on February 23, 2018, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Jai Kumar Baid (DIN: 08068935) pursuant to the provisions of Section 161 of the Act and rules made there under and the Articles of Association of the Company, as an Additional Director of the Company.

In terms of the provisions of Section 161 of the Act, Mr. Jai Kumar Baid (DIN: 08068935) would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as a Director.

A copy of the letter for appointment of him as a Non-Executive Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday.

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. Jai Kumar Baid (DIN: 08068935), being an appointee, is in any way concerned or interested, financial or otherwise, in the said Resolution.

### **Item No. 4**

Mr. Krishan Gopal Rath (DIN: 00595975) was re-appointed by the Board as Managing Director of the Company on October 12, 2018. The tenure of Mr. Krishan Gopal Rath (DIN: 00595975) will be three years with effect from October 12, 2018.

The Principal Terms of appointment of Mr. Krishan Gopal Rath (DIN: 00595975), Managing Director are as follows:

1. Tenure of Agreement: For a period of 3 (three) years commencing from 12/10/2018 to 11/10/2021.
2. Basic Salary: Rs. 15,000/- 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. Krishan Gopal Rath (DIN: 00595975) 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. Krishan Gopal Rath (DIN: 00595975).
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. Krishan Gopal Rathi (DIN: 00595975) ceases to be a Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director.

Mr. Krishan Gopal Rathi (DIN: 00595975) 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.

A copy of the letter for appointment of him as a Managing Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 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. Krishan Gopal Rathi (DIN: 00595975), being an appointee, is in any way concerned or interested, financial or otherwise, in the said Resolution.

# BCPL INTERNATIONAL LIMITED

CIN: L51909WB1985PLC186698

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

8<sup>th</sup> Floor, Kolkata-700001, West Bengal

Email Id: [info@birdhichand.in](mailto:info@birdhichand.in); Website: [www.birdhichand.in](http://www.birdhichand.in)

## 33RD ANNUAL GENERAL MEETING

### ATTENDANCE SLIP

DATE	VENUE	TIME
MONDAY, DECEMBER 17, 2018	"AASHAYAIN" (DLA BOYS HOSTEL), 7/2 K B SARANI, JESSORE ROAD, NEAR ILS HOSPITAL (OPP. BHUTAN CONSULATE), KOLKATA-700080, WEST BENGAL	12:30 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 33rd 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 33rd Annual General Meeting carefully before voting electronically.



# BCPL INTERNATIONAL LIMITED

CIN: L51909WB1985PLC186698

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

8<sup>th</sup> Floor, Kolkata-700001, West Bengal

Email Id: [info@birdhichand.in](mailto:info@birdhichand.in); Website: [www.birdhichand.in](http://www.birdhichand.in)

## 33RD 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) holding .....No. 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 **33rd Annual General Meeting of the company to be held on Monday, December 17, 2018, at 12:30 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	For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited financial statements of the company for the year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018, 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.	Appointment of M/s RAK Champs and Co. LLP, Chartered Accountants, Mumbai (Firm Registration No: 131094W/W100083), Mumbai, as the Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.		
<b>Special Business</b>			
3.	Appointment of Mr. Jai Kumar Baid (DIN: 08068935) as a Director of the Company.		
4.	Appointment of Mr. Krishan Gopal Rathi (DIN: 00595975) as a Managing Director of the Company.		

Signed this .....day of .....2018

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

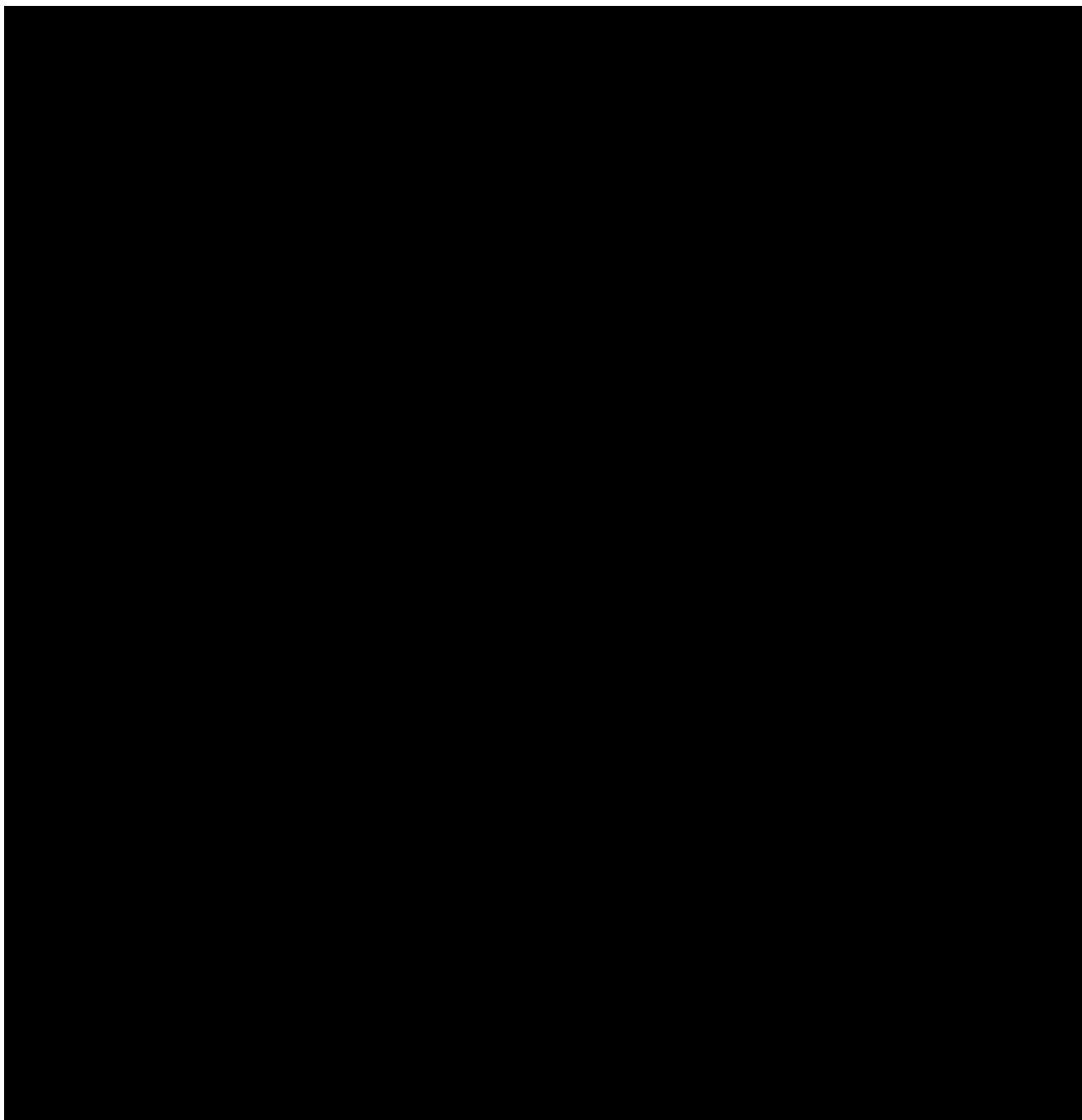
Signature of Shareholder .....

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 33rd 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

Regd. Office:

Email Id \_\_\_\_\_ Website \_\_\_\_\_

## 33RD 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)


Resolution No.	Resolutions	No of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
<b>Ordinary Business</b>				
<b>Special Business</b>				

8.

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