

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

CIN: L51909WB1985PLC186698

Registered office: 27, Biplabi Trailokya Maharaj Sarani, Narayani Building,
7th Floor, Room No 703, Kolkata-700001

Email id: info@birdhichand.in, **Website:-** www.birdhichand.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of M/s BCPL International Limited (Formerly, Birdhi Chand Pannalal Agencies Limited) will be held at 7/2 K.B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080, on Tuesday, 29th day of September, 2015 at 10:30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015, and the statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Krishan Gopal Rathi (DIN: 00595975), who retire by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Auditors and fix their remuneration and in this regard 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 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 & the rules made there under, the appointment of M/s A. K. Meharia & Associates, Chartered Accountants, Kolkata (Firms Registration No.324666E), as the Statutory Auditor of the Company for the financial year 2015-2016 and who hold office until the conclusion of the Annual General Meeting of the company to be held for the financial year 2016-2017 be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to him for the financial year ending 31st March, 2016 as determined by the Audit Committee in consultation with the said Auditors."

SPECIAL BUSINESS:

4. 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') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. Santanu Pal (DIN: 07096019), who was appointed as an Additional (Executive) Director of the Company by the Board of Directors at its meeting held on 7th March 2015 and who is eligible for appointment as an Executive Director pursuant to the Companies Act, 2013 and the Listing Agreement in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions, if any of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. Naveen Jangid (DIN: 07034357), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 14th February 2015 and who is eligible for appointment as an Independent Director pursuant to the Companies Act, 2013 and the Listing Agreement in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years."

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions, if any of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mrs. Madhumita Verma (DIN: 06978232), who was appointed as an Additional (Independent) Director of the Company by the Board of directors at its meeting held on 31st March 2015, who is eligible for appointment as an Independent Director pursuant to the Companies Act, 2013 and the Listing Agreement in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years."

"RESOLVED FURTHER THAT for the purpose of giving effect to all above resolutions, the Board of Directors and Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise in such manner as it may deem fit."

By order of the Board of Directors
For BCPL International Limited
BCPL INTERNATIONAL LIMITED

Neha Sureka

Company Secretary
Neha Sureka
Company Secretary

Place: Kolkata

Date: 4th September, 2015

NOTES

1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HER SELF AT THE MEETING AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGN ATLEAST FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT ONE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.
3. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. Pursuant to the provisions of 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 Day of September, 2015 to Tuesday 29th day of September, 2015 (both days inclusive).
5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent.
6. Members holding shares under multiple folios are requested to submit their applications to the registrar for consolidation of folios into a single folio.
7. Annual Report is being sent in the permitted mode.
8. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.birdhichand.in for their download.
9. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item no 4 to 6 as set out above is annexed hereto.
10. Pursuant to the provisions of sub-section 5 of section 205A of the Companies Act, 1956 or the applicable provisions of the Companies Act 2013 and the rules framed there under, any money transferred 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 (IEPF) of the Central Government.
11. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.
12. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending meeting.
13. The members desirous of obtaining any information/clarification concerning the accounts and operations of the company are requested to address their question in writing to the company

secretary atleast 7 days before the AGM, so that the information required may be made available at the AGM.

14. A statement containing details of the directors seeking appointment/reappointment at the forthcoming Annual General Meeting as required clause 49 of the Listing Agreement is annexed as Annexure A.
15. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except on Saturdays and including the date of Annual General Meeting of the Company.
16. SEBI has mandated the submission of Permanent Account Number (PAN) by each participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar.
17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed form SH-13 with the RTA. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
18. 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 by the members at the Annual General Meeting of the Company.
19. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to green environment. Members holding shares in physical mode are requested to register their email address to the RTA for receiving all communications including annual reports, notices, circulars, etc. from the company electronically. Members who wish to register their email id can download the green initiative form from the company's website i.e. www.birdhichand.in
20. Voting Option

I. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company has provided e-voting facilities to the members using Central Depository Services (India) Limited (CDSL) platform. All the business to be transacted at the Annual General Meeting can be transacted through electronic voting system. The instruction for members for voting electronically is given below.

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

- i. The voting period begins on Saturday, 26th September, 2015 at 10.01 A.M. (IST) and ends on, Monday, 28th September, 2015 at 5.00 P.M. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) i.e. Tuesday, 22nd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to log in.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id /folio no in the Dividend Bank details field as mentioned in the 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" on which you choose to vote.
- 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.
- xvii. You can also take print out of the votes cast by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the login 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 custodians are required to Log on to <https://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.

II. VOTING AT AGM

The members who have not casted their votes electronically, can exercise their voting rights at the AGM through ballot form.

Other Instructions:

- a. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting. If a member casts votes by both the modes, then voting done through e-voting shall prevail and voting at AGM shall be treated as invalid.
- b. The Company has appointed Mrs. Monalisa Datta, Practicing Company Secretary (ACS 30368, CP 13580) to act as the Scrutinizer. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in employment of the Company, will make a Scrutinizer's Report of the Votes cast in favour or against, if any, forthwith to the Managing Director/Director/Company Secretary of the Company.

- c. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.birdhichand.in and on the website of CDSL www.evotingindia.com within three days of passing of the resolution at the Annual General Meeting of the company and the same shall also be communicated to the Stock Exchange(s) where the shares of the Company are listed.

Information required to be furnished under Clause 49 of the Listing Agreement for Director's seeking appointment / reappointment in forthcoming Annual General Meeting.

Annexure A

I.

Name of Director	Mr. Krishan Gopal Rathi
DIN	00595975
Date of Birth	12.03.1975
Date of Appointment on the Board	14.10.2014
Expertise in specific functional area	Iron & Steel Industry
Qualification	B.Com
Directorship in other limited companies	Nil
Membership of Committees in Other Public Limited Companies	Nil
Shareholding of Director in the Company	Nil

II.

Name of Director	Mr. Santanu Pal
DIN	07096019
Date of Birth	01.01.1978
Date of Appointment on the Board	07.03.2015
Expertise in specific functional area	Iron & Steel Industry
Qualification	Graduate
Directorship in other limited companies	Nil
Membership of Committees in Other Public Limited Companies	Nil
Shareholding of Director in the Company	Nil

III.

Name of Director	Mr. Naveen Jangid
DIN	07034357
Date of Birth	24.06.1992
Date of Appointment on the Board	14.02.2015
Expertise in specific functional area	Finance & Accounts
Qualification	B.Com
Directorship in other limited companies	Nil
Membership of Committees in Other Public Limited Companies	Nil
Shareholding of Director in the Company	Nil

IV.

Name of Director	Mrs. Madhumita Verma
DIN	06978232
Date of Birth	31.05.1973
Date of Appointment on the Board	31.03.2015
Expertise in specific functional area	Administration
Qualification	Graduate
Directorship in other limited companies	Nil
Membership of Committees in Other Public Limited Companies	Nil
Shareholding of Director in the Company	Nil

Place: Kolkata
Date: 4th September, 2015

By order of the Board of Directors
For BCPL International Limited
BCPL INTERNATIONAL LIMITED

Neha Sureka

Company Secretary
Neha Sureka
Company Secretary

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACTS, 2013.

The following Explanatory Statements sets out the material facts relating to the business under item no. 4, 5 & 6 of the accompanying Notice:

Item No. 4

The Board of Directors vide Board Meeting of the Company appointed, pursuant to the provisions of Section 161 of the Act and rules made there under and the Articles of Association of the Company, Mr. Santanu Pal (DIN: 07096019) as an Additional Director of the Company with effect from 7th March, 2015.

In terms of the provisions of Section 161 of the Act, Mr. Santanu Pal (DIN: 07096019) would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Mr. Santanu Pal (DIN: 07096019) for the office of Director of the Company. Mr. Santanu Pal (DIN: 07096019) 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.

Mr. Santanu Pal (DIN: 07096019) possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Santanu Pal (DIN: 07096019) is appointed as an Executive Director.

Copy of the draft letter for appointment of Mr. Santanu Pal (DIN: 07096019) as an Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on any working day, excluding Saturday.

Information pursuant to Clause 49 of the Listing Agreement is provided under Annexure A.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Except Mr. Santanu Pal (DIN: 07096019), an appointee and his relatives, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

Item No. 5

The Board of Directors vide Board Meeting of the Company appointed, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company, Mr. Naveen Jangid (DIN: 07034357) as an Additional Director of the Company with effect from 14th February, 2015.

In terms of the provisions of Section 161 of the Act, Mr. Naveen Jangid (DIN: 07034357) would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in

writing from a member under Section 160 of the Act proposing the candidature of Mr. Naveen Jangid (DIN: 07034357) for the office of Director of the Company. Mr. Naveen Jangid (DIN: 07034357) 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.

As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retire by rotation.

The Company has received a declaration from Mr. Naveen Jangid (DIN: 07034357) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Naveen Jangid (DIN: 07034357) possesses appropriate skills, experience and knowledge; inter alia, in the field of Finance.

In the opinion of the Board, Mr. Naveen Jangid (DIN: 07034357) fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Naveen Jangid (DIN: 07034357) is independent of the management. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Naveen Jangid (DIN: 07034357) is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Naveen Jangid (DIN: 07034357) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on any working day, excluding Saturday.

Information pursuant to Clause 49 of the Listing Agreement is provided under Annexure A.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Except Mr. Naveen Jangid (DIN: 07034357), an appointee and his relatives, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

Item No. 6

The Board of Directors vide Board Meeting of the Company appointed, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company, Mrs. Madhumita Verma (DIN: 06978232) as an Additional Director of the Company with effect from 31st March, 2015.

In terms of the provisions of Section 161 of the Act, Mrs. Madhumita Verma (DIN: 06978232) would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Madhumita Verma (DIN: 06978232) for the office of Director of the Company. Mrs. Madhumita Verma (DIN: 06978232) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in the total number of directors for retire by rotation.

The Company has received a declaration from Mrs. Madhumita Verma (DIN: 06978232) that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mrs. Madhumita Verma (DIN: 06978232) possesses appropriate skills, and knowledge.

In the opinion of the Board, Mrs. Madhumita Verma (DIN: 06978232) fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. Madhumita Verma (DIN: 06978232) is independent of the management.

Copy of the draft letter for appointment of Mrs. Madhumita Verma (DIN: 06978232) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on any working day, excluding Saturday.

Information pursuant to Clause 49 of the Listing Agreement is provided under Annexure A.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Except Mrs. Madhumita Verma (DIN: 06978232), an appointee and her relatives, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of the Notice.

By order of the Board of Directors
For BCPL International Limited

BCPL INTERNATIONAL LIMITED

Neha Sureka

Company Secretary

Place: Kolkata

Date: 4th September, 2015

Neha Sureka
Company Secretary

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

CIN: L51909WB1985PLC186698

**Registered office: 27, Biplabi Trailokya Maharaj Sarani, Narayani Building,
7th Floor, Room No 703, Kolkata-700001**

Email id: info@birdhichand.in, Website:- www.birdhichand.in

ATTENDANCE SLIP

Name of the Member(s):

No. of Shares Held:

Name(s) of Joint Holder(s), if any:

Folio No. /DP ID / Client ID No:

I/We hereby record my/our presence at the **30th Annual General Meeting held on Tuesday, 29th September, 2015 at 10:30 a.m.** at 7/2 K.B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080.

.....
Name of Proxy (in BLOCK LETTERS)

.....
Signature of Shareholder/Proxy Present

- Please cut and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.
- Please bring your copy of Annual Report to the meeting.

.....✕.....

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	PERMANENT ACCOUNT NUMBER (PAN)
As per point no.20(A) of e-voting instructions		

Please refer to the AGM Notice for e-voting instruction

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

CIN: L51909WB1985PLC186698

Registered office: 27, Biplabi Trailokya Maharaj Sarani, Narayani Building,
7th Floor, Room No 703, Kolkata-700001

Email id: info@birdhichand.in, Website:- www.birdhichand.in

Form No. MGT-11

Proxy Form

(Pursuant to the provisions of 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)	
Registered Address	
E-mail	
Folio No./DP Id./ Client Id	

I / We, being the member(s) of _____ No. of Equity Shares of BCPL International Limited 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 for me/us and on my/our behalf at the **30th Annual General Meeting held on Tuesday, 29th September, 2015 at 10:30 a.m.** at 7/2 K.B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional *	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited financial statements of the company for the year ended 31 st March, 2015 including the Audited Balance Sheet as at 31 st March, 2015, and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' & the Auditors' thereon.		
2.	To appoint a Director in place of Mr. Krishan Gopal Rathi (DIN: 00595975), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.		
3.	Appointment of M/s A. K. Meharia & Associates, Chartered Accountants, (Firms Registration No.324666E), as the Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.		
Special Business			
4.	Approval for appointment of Mr. Santanu Pal (DIN: 07096019) as an Executive Director of the Company.		
5.	Approval for appointment of Mr. Naveen Jangid (DIN: 07034357) as an Independent Director of the Company.		
6.	Approval for appointment of Mrs. Madhumita Verma (DIN: 06978232) as an Independent Director of the Company.		

Signed thisday of2015

Signature of Shareholder (s)

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, Explanatory Statement and Notes, please refer to the Notice of the 30th Annual General Meeting.
3. (*)It is optional to put an 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/she thinks appropriate.

* Canara Bank ATM

* ICICI Bank

Jessore Road

Jessore Road

* Dominos Pizza

* Saltee Spacio

* ILS Hospital

Kabi Nabin Sen Rd

* SBI ATM

Jessore Road

Jessore Road

AGM Venue

7/2 K.B. Sarani,
Jessore Road,
Near ILS Hospital,
Kolkata-700080

* Bharat Petroleum Pump