

BCPL INTERNATIONAL LIMITED
(FORMERLY BIRDHI CHAND PANNALAL AGENCIES LIMITED)

September 18, 2017

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers, 1st Floor,
Dalal Street, Fort,
Mumbai - 400 001, Maharashtra

Scrip Code: 538364

Sub: Proceeding, Voting Results, Scrutinizer's Report relating to the 32nd Annual General Meeting of the Members of the Company held on September 18, 2017

Dear Sir/Madam,

This is to inform you that the 32nd Annual General Meeting of the members of the Company has been held on Monday, September 18, 2017 at 11:30 am at the "Aashayain" (DLA Boys Hostel) 7/2 K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080, West Bengal. In this regard please find enclosed the following:

1. Brief proceedings of AGM in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Annexure-A).
2. Combined Voting Results in the prescribed format on the resolutions passed at the 32nd Annual General Meeting, as declared by the Chairman in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Annexure-B).
3. Consolidated Scrutinizer Report along with voting results on the resolutions passed at the 32nd Annual General Meeting in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. (Annexure-C).

This is for your information and record.

Yours faithfully

For BCPL International Limited


Krishan Gopal Rathi
Managing Director
DIN: 00595975

Encl: As stated above

BCPL INTERNATIONAL LIMITED
(FORMERLY BIRDHI CHAND PANNALAL AGENCIES LIMITED)

Annexure-A

SUMMARY OF THE PROCEEDINGS OF 32ND ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR 2016-17

The 32nd Annual General Meeting (AGM) of the Members of BCPL International Ltd was convened at 11:30 am. on Monday, September 18, 2017 at "Aashayain" (DLA Boys Hostel) 7/2 K B Sarani, Jessore Road, Near ILS Hospital (Opp Bhutan Consulate) Kolkata-700080, West Bengal and concluded at 12:15 p.m. The proceedings of the AGM are stated below:

Mr. Krishan Gopal Rathi, Chairman of the Company, chaired the Meeting. The quorum was present and remained present throughout the Meeting. 28 Members were present in person or through proxy at the AGM.

The Chairman delivered his speech and drew reference to the financial results of the Company.

The Notice dated August 23, 2017 convening the AGM and the Report and Accounts for the Financial Year ended March 31, 2017, circulated to the Members, were taken as read with the consent of the Members..

Thereafter, the Chairman had taken up the businesses, as listed below under serial no. 1-3, before the Meeting. He gave the opportunity to the Members to put forward their queries or give suggestions.

The Chairman informed that facility to cast vote via remote e-voting was provided to Members from Friday, September 15, 2017 at 10:00 a.m. IST to Sunday, September 17, 2017 at 5:00 p.m. IST. The facility of voting through Poll/Ballot paper was provided at the AGM.

The following items of business as per the Notice of AGM were transacted:

Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, 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. Santanu Pal (DIN: 07096019), who retires by rotation and being eligible, offers himself for reappointment.
3. Appointment of M/s Bandyopadhyay & Dutt, Chartered Accountants, Kolkata, FRN-325116E as the Statutory Auditors of the Company for a term of three years commencing

BCPL INTERNATIONAL LIMITED
(FORMERLY BIRDHI CHAND PANNALAL AGENCIES LIMITED)

from the conclusion of the 32nd Annual General Meeting of the Company till the conclusion of the 35th Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting).

The Chairman then informed the members that the final results will be announced on receipt of the consolidated Scrutinizer Report on e-voting as well as through Ballot paper.

Thereafter, the Chairman offered thanks and appreciation to the Members, Government authorities, Bankers, Financial Institutions, Vendors, Customers, Dealers & Distributors and all other stakeholders for their unstinted and continued support and cooperation extended to the Company during the year. He also extended his sincere appreciation to all the employees, for their efficient services and contribution towards the growth of the Company.

This is for your information and record.

Thanking you

Yours faithfully

For BCPL International Limited



Krishan Gopal Bathi
Managing Director
DIN: 00595975

Disclosure of voting results by listed entities in terms of
Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	BCPL International Limited
Date of the AGM	Monday, September 18, 2017
Total Number of Shareholders on Cut off date i.e. (record date) September 11, 2017	1835
No. of Shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	2
Public	26
No. of Shareholders attended through Video Conferencing	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable
AGENDA WISE DISCLOSURE	
Mode of Voting: E-voting & Voting at AGM through Ballot Paper	

ORDINARY BUSINESS

Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 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.

Resolution Required		Ordinary Resolution									
Whether Promoter/Promoter Group interested in the Agenda/Resolution?		No									
Sl.No.	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding share	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled		
			[1]	[2]	[3] = [(2)/(1)]*1	[4]	[5]	[6] = [(4)/(2)]*1	[7] = [(5)/(2)]*		
1	Promoter and Promoter Group	E-Voting		8478000	100.00	8478000	0	00	100.00	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00	0.00	0.00
		Postal Ballot (if applicable)	8478000	NA	NA	NA	NA	NA	NA	NA	NA
		Total		8478000	100.00	8478000	0	00	100.00	100.00	0.00
2	Public - Institutional holders	E-Voting		0	0.00	0	0	0.00	0.00	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00	0.00	0.00
		Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
		Total		0	0.00	0	0	0.00	0.00	0.00	0.00
3	Public - Others	E-Voting		329567	1.08	329567	0	0	100.00	0.00	0.00
		Poll		12	0.00	12	0	0	100.00	0.00	0.00
		Postal Ballot (if applicable)	30622000	NA	NA	NA	NA	NA	NA	NA	NA
		Total		329579	1.08	329579	0	0	100.00	0.00	0.00
Grand Total			39100000	8807579	22.53	8807579	0	00	100.00	0.00	0.00



Resolution No 2 - Appointment of a Director in place of Mr. Santanu Pal (DIN: 07096019), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required

Whether Promoter/Promoter Group interested in the Agenda/Resolution?

Ordinary Resolution

No

Sl.No.	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding share	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	E-Voting		8478000	100.00	8478000	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	8478000	NA	NA	NA	NA	NA	NA
2	Public - Institutional holders	Total		8478000	100.00	8478000	0	100.00	0.00
		E-Voting		0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
3	Public - Others	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
		Total		0	0.00	0	0	0.00	0.00
		E-Voting		329567	1.08	329567	0	100.00	0.00
Grand Total		Poll		12	0.00	12	0	100.00	0.00
		Postal Ballot (if applicable)	30622000	NA	NA	NA	NA	NA	NA
		Total	39100000	329579	1.08	329579	0	100.00	0.00
				8807579	22.53	8807579	0	100.00	0.00



Resolution No 3 - Appointment of M/s Bandyopadhyay & Dutt, Chartered Accountants, Kolkata (FRN: 325116E) as the Statutory Auditors of the Company.

Resolution Required

Whether Promoter/Promoter Group interested in the Agenda/Resolution? No

Ordinary Resolution

Sl.No.	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding share	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
[1]	[2]	[3]=[(2)/(1)]*1	[4]	[5]	[6]=[(4)/(2)]*1	[7]=[(5)/(2)]*			
1	Promoter and Promoter Group	E-Voting	8478000	8478000	100.00	8478000	0	100.00	0.00
		Poll	0	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	8478000	NA	NA	NA	NA	NA	NA
		Total	8478000	8478000	100.00	8478000	0	100.00	0.00
2	Public - Institutional holders	E-Voting	0	0	0.00	0	0	0.00	0.00
		Poll	0	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	NA	NA	NA	NA	NA	NA
		Total	0	0	0.00	0	0	0.00	0.00
3	Public - Others	E-Voting	329567	329567	1.08	329567	0	100.00	0.00
		Poll	12	12	0.00	12	0	100.00	0.00
		Postal Ballot (if applicable)	30622000	NA	NA	NA	NA	NA	NA
		Total	39100000	329579	1.08	329579	0	100.00	0.00
Grand Total			39100000	8807579	22.53	8807579	0	100.00	0.00

Note: The paid-up share capital of the company is divided into 39100000 Equity Shares of Re. 1/- each, having one (1) vote for one(1) Share held.





Scrutinizer's Report

[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 by Companies (Management & Administration) Amendment Rules, 2015]

To,
The Chairman,
32nd Annual General Meeting (AGM) of Members of BCPL International Limited (CIN: L51909WB1985PLC186698), held on Monday, September 18, 2017 at "Aashayain" (DLA Boys Hostel), 7/2 K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080, West Bengal at 11:30 am

Dear Sir,

Sub: Scrutinizer Report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and voting through physical ballot forms at the Annual General Meeting.

I, Monalisa Datta, Practising Company Secretary, appointed by the Board of Directors of M/s BCPL International Limited (the Company) for the purpose of scrutinizing the process of voting through Remote e-Voting and voting by use of ballot forms at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 32nd Annual General Meeting of the Company held on Monday, September 18, 2017 at "Aashayain" (DLA Boys Hostel), 7/2 K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080, West Bengal at 11:30 am. do hereby submit my report as follows:

- a) The Notice dated August 23, 2017 convening the 32nd Annual General Meeting of the Company along with Notes, was sent by August 25, 2017 to the members of the Company.
- b) The Company provided remote e-Voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of Ballot paper to the shareholders who did not cast their vote through remote e-Voting.
- c) The members holding shares in physical or dematerialized form, as on the "Cut off" date i.e. September 11, 2017 were entitled to vote on the proposed resolutions.
- d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-Voting commenced on Friday, September 15, 2017 at 10:00 am (IST) and ended on Sunday, September 17, 2017 at 05:00 pm (IST).



- e) The member and/or their proxies at the meeting exercised their voting rights through ballot papers at the conducted Annual General Meeting as stated above.
- f) After conclusion of voting at the 32nd Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-Voting were unblocked in presence of Ms. Kaberi Mondal and Mr. Rajdeep Das, who acted as witnesses in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014.
- g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the ballot papers received at the meeting, as well as the report generated from the e-Voting website of CDSL, <http://www.evotingindia.com> in respect of remote e-Voting.
- h) 20 members have cast their votes through remote e-Voting and all such votes are valid. 3 members and/or their proxy have cast their votes through ballot paper at the AGM venue and all such votes are valid.
- i) The Register and all other papers and relevant records relating to electronic voting / physical ballot shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid annual general meeting and the same will be handed over to Mr. Krishan Gopal Rathi, Managing Director of the Company for safe keeping.

My consolidated report on the result of the remote e-Voting and Ballot Paper conducted at the Annual General Meeting is annexed herewith as an **Annexure 1** to this report. The Company may declare the results accordingly.

Thanking You,

Yours faithfully,



Monalisa Datta
Practicing Company Secretary
Membership No.30368
CP No.13580



Encl: As stated above

Date: September 18, 2017

Place: Kolkata

ANNEXURE TO SCRUTINISER REPORT OF BCPL INTERNATIONAL LIMITED FOR THE AGM FOR THE YEAR 2017

Sr. No.	Resolution	Whether Ordinary Business or Special Business	Type of Resolution	Mode	No. of members voted	No. of shares held	Valid Votes	Invalid Votes	Votes in Favour of resolution	Against the resolution	% of total no of valid votes cast	
											Favour	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, 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'	Ordinary	Ordinary	Evoting	20	8807567	8807567	0	8807567	0	100.00	0.00
				Poll	3	12	12	0	12	0	100.00	0.00
				Postal Ballot	0	0	0	0	0	0	0.00	0.00
Total					23	8807579	8807579	0	8807579	0	100	0
2	Appointment of a director in place of Mr. Santanu Pal (DIN: 07096019), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Ordinary	Evoting	20	8807567	8807567	0	8807567	0	100.00	0.00
				Poll	3	12	12	0	12	0	100.00	0.00
				Postal Ballot	0	0	0	0	0	0	0.00	0.00
Total					23	8807579	8807579	0	8807579	0	100	0
3	Appointment of M/s Bandyopadhyay & Dutt, Chartered Accountants, Kolkata, FRN-325116E as the Statutory Auditors of the Company for a term of three years commencing from the conclusion of the 32nd Annual General Meeting of the Company till the conclusion of the 35th Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting).	Ordinary	Ordinary	Evoting	20	8807567	8807567	0	8807567	0	100.00	0.00
				Poll	3	12	12	0	12	0	100.00	0.00
				Postal Ballot	0	0	0	0	0	0	0.00	0.00
Total					23	8807579	8807579	0	8807579	0	100	0

Monalisa Datta

Monalisa Datta
Practicing Company Secretary
Membership No: 30368
CP No: 13580

Date: September 18, 2017
Place: Kolkata

