

**BIRDHI CHAND PANNALAL AGENCIES LIMITED**  
**Registered Office: 3 SATNARAYAN TEMPLE, ROAD**  
**1ST FLOOR, ROOM NO-3, SALKIA**  
**CIN:-L51909WB1985PLC186698**  
**Email: [info@birdhichand.in](mailto:info@birdhichand.in)**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the members of the Company will be held on Tuesday, 27<sup>th</sup> January, 2015, 11.00 am, at Level 6, Constantia, Conference Hall, 11, U N Brahmachari Road, Kolkata-700017, to take on record and seek members approval on below mentioned disclosures related to Preferential Issue and also to transact the following businesses.

**SPECIAL BUSINESS:**

**1. Appointment of Statutory Auditors to fill Casual Vacancy**

To consider and, if thought fit, to pass, with or without modifications(s), 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 A.K. Meharia & Associates, Chartered Accountants, Kolkata be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Surana Singh Rathi & Co, Chartered Accountants, Kolkata.

**"RESOLVED FURTHER THAT** M/s A.K. Meharia & Associates, Chartered Accountants, 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 31<sup>st</sup> March, 2015, on such remuneration as may be fixed by the Board of Directors in consultation with them."

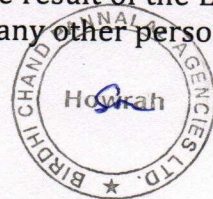
**2. Issue of equity shares on preferential basis**

In the Extra-Ordinary General Meeting for considering the Preferential Allotment of equity shares of the company held by the Company on Friday 14th November, 2014, certain disclosures in the explanatory statement and valuation certificate were omitted which the company hereby makes in the revised explanatory statement and is placed for necessary ratifications from the shareholders of the company.



**Notes:**

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The notice is being sent to all members, whose names appear on the Register of Members/ List of Beneficial Owners.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
4. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named member.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Members/Proxies are requested to bring their Attendance Slip for attending the meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. 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.
8. The voting rights of the members shall be in proportion to their shares of the Paid up Equity Share Capital of the company.
9. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the members are informed that the Company is pleased to offer e-voting facility to cast the vote electronically. The Company has made necessary arrangement with the Central Depository Services (India) Limited (CDSL) to facilitate e-voting.
10. The Board of Directors of the Company has appointed Ms Monalisa Datta, Practising Company Secretary, to conduct the E-voting process in a fair and transparent manner and to receive and scrutinize the complete votes received from the members. After completion of her scrutiny, the Scrutinizer will submit the report to the Chairman. The Scrutinizer will submit the report to the Chairman after scrutiny of the votes received and the result of the E-voting shall be declared by the Chairman, or in their absence, by any other person authorized



		No. of Equity Shares	Percentage (%)	No. of Equity shares	Percentage (%)
1	Promoters Holding	847800	26.08	847800	14.59
2	Institutional Investors	---	---	---	---
	a) Mutual Funds & UTI				
	b) Banks, FI, FIs,				
3	Private Corporate Bodies	2202480	67.77	2222480	38.25
4	Indian Public	199720	6.15	2739720	47.16
5	NRI'S and OCB's/Trust and Clearing Members				
	<b>TOTAL</b>	<b>3250000</b>	<b>100.00</b>	<b>5810000</b>	<b>100.00</b>

8. **Consequential Changes in voting Rights and Change in Control:** Voting rights will change in tandem with the shareholding pattern. There will be no change in control of the Company, pursuant to the Preferential Allotment.

9. **Completion of Allotment:** The allotment of the Equity Shares being issued on preferential basis is proposed to be made within 15 days from the date of passing of the resolution by the Members, provided that where the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval.

**b) Revised Valuation Certificate**

The valuation certificate placed in the EGM dated 14th November, 2014 has some disclosure missing so Revised valuation certificate is taken and the same is placed before the shareholders for necessary ratification.

**For and on behalf of Board of Directors  
Birdhi Chand Pannalal Agencies Limited**

Place: Kolkata

Dated: 20<sup>th</sup> December, 2014

*Suman Mukherjee*  
Howrah  
BIRDHI CHAND PANNALAL AGENCIES LIMITED

**Company Secretary**

Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
177.	SUNIL CHOUDHARY	Non-Promoter	10000	0.17
178	SUNITA SHARMA	Non-Promoter	10000	0.17
179.	SUNITHA KUMARI	Non-Promoter	10000	0.17
180.	SUNNY JAIN	Non-Promoter	20000	0.34
181	SUNNY LUNIYA	Non-Promoter	5000	0.09
182.	SURESH MITHALAL DHAKAD	Non-Promoter	10000	0.17
183.	TANIMA GANGULY	Non-Promoter	15000	0.26
184.	TANSUKHLAL MITHALAL JAIN	Non-Promoter	20000	0.34
185.	TANUSHREE GANGULY	Non-Promoter	25000	0.43
186.	TASNEEM PORBANDERWALA	Non-Promoter	10000	0.17
187.	TOFIQ HUSSIEN PORBANDERWALA	Non-Promoter	10000	0.17
188.	UJJWALA MAHESH AGRAWAL	Non-Promoter	10000	0.17
189.	UMA JHUNJHUNWALA	Non-Promoter	10000	0.17
190.	UMA RANI SEETHAMRAJU	Non-Promoter	5000	0.09
191.	VARSHABEN PRAVINBHAI DEVANI	Non-Promoter	10000	0.17
192	VIJAY KHETAN H.U.F.	Non-Promoter	25000	0.43
193	VIJAY S KHETAN	Non-Promoter	25000	0.43
194	VIKASKUMAR UGAMRAJ JAIN	Non-Promoter	10000	0.17
	TOTAL		2560000	

The Identity of the natural persons, who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed Allottees is as follows:

1) AJIT LAXMICHAND JAIN (HUF)

The ultimate beneficiary or the Karta is AjitLaxmichand Jain



2) ANIL KUMAR M MEHTA (HUF)

The ultimate beneficiary or the Karta is AnilkumarManeklal Mehta.

3) DILIPKUMAR MITHDOLAL (HUF)

The ultimate beneficiary or the Karta is Dilip Kumar.

4) JAGSON COLOURCHEM LTD.

The Allottee is controlled by Mr. Abhishek Dineshbhai Jagnani and Mr. Dinesh Girdharilal Jagnani who holds in aggregate 61.48% of the equity capital of the company and therefore they are the ultimate beneficiary of the company.

5) KAMLESH KUMAR MITHOOLAL (HUF)

The ultimate beneficiary or the Karta is Kamleshkumar.

6) MITHOOLAL CHITARMAL (HUF)

The ultimate beneficiary or the Karta is Mithoolal Jain

7) NEERAJKUMAR L KOTHARI HUF

The Ultimate Beneficiary Or The Karta Is Neeraj Kumar Kothari.

8) NIRMALCHAND LALCHAND KOTHARI HUF

The ultimate beneficiary or the Karta is Nirmal Chand Kothari.

9) PAWANKUMAR M GELDA HUF

The ultimate beneficiary or the Karta is Pawan Kumar Gelda.

10) PRAKASH JAIN HUF

The ultimate beneficiary or the Karta is PrakashMangilal Jain.

11) PRAVINCHAND GUPTA (HUF)

The ultimate beneficiary or the Karta is Gupta Pravinchand.

12) RAKESH KUMAR MITHOOLAL (HUF)

The ultimate beneficiary or the Karta is Rakesh Kumar.

13) RAVINDRA BHERULAL BHANDARI (HUF)

The ultimate beneficiary or the Karta is Ravindra Bherulal Bhandari.

14) SUBHASH SUGANCHAND AGRAWAL HUF

The ultimate beneficiary or the Karta is Subhash Suganchand Agrawal.

15) VIJAY KHETAN HUF

The ultimate beneficiary or the Karta is Vijay S Khetan.

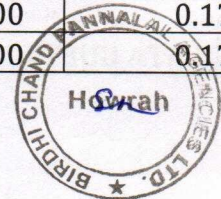
7. **Shareholding Pattern:** The Shareholding pattern giving present position as also considering full allotment of equity shares arising out of securities issued as above is given as below:



Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
		Promoter		
155.	SANCHI VIBHOR AGRAWAL	Non-Promoter	10000	0.17
156.	SANDHYA LAKSHMI	Non-Promoter	15000	0.26
157.	SANJAY BAGHEL	Non-Promoter	10000	0.17
158.	SANJAY SHREELAL JAIN	Non-Promoter	10000	0.17
159.	SANKESH RAJESH KUMAR	Non-Promoter	8750	0.15
160.	SANTI RAMPURIA	Non-Promoter	5000	0.09
161.	SARITA JAIN	Non-Promoter	10000	0.17
162.	SASIKALA	Non-Promoter	10000	0.17
163.	SATYABROTA DUTTA	Non-Promoter	10000	0.17
164.	SHAILESH VERMA	Non-Promoter	10000	0.17
165.	SHANTI BAI	Non-Promoter	10000	0.17
166.	SHILPIN	Non-Promoter	10000	0.17
167.	SHREEYA KHEMKA	Non-Promoter	50000	0.86
168.	SHRIKANT BANG	Non-Promoter	10000	0.17
169.	SHRUTI AGARWAL	Non-Promoter	20000	0.34
170.	SIDHARTHA DUTTA	Non-Promoter	10000	0.17
171.	SUBHASH SUGANCHAND AGRAWAL HUF	Non-Promoter	5000	0.09
172.	SUBHASHCHANDRA MEHTA	Non-Promoter	20000	0.34
173.	SUDHAKAR SEETAMRAJU	Non-Promoter	5000	0.09
174.	SULTAN ALI	Non-Promoter	30000	0.52
175.	SUMAN RAJESHKUMAR	Non-Promoter	5000	0.09
176.	SUNEEL GAURINANDAN RAJPOOT	Non-Promoter	10000	0.17



Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
88.	MADHAVI DHIRESH GOSALIA	Non-Promoter	15000	0.26
89.	MADHU JAIN	Non-Promoter	10000	0.17
90.	MADHUR AGRAWAL	Non-Promoter	25000	0.43
91.	MAHAVIR HANSRAJ SHAH	Non-Promoter	10000	0.17
92.	MAHENDRA KUMAR CHAUDHARY	Non-Promoter	20000	0.34
93.	MAHESH GOYAL	Non-Promoter	10000	0.17
94.	MAHESH K AGARWAL	Non-Promoter	10000	0.17
95.	MAHESH MAHESHWARI	Non-Promoter	10000	0.17
96.	MANISH BANG	Non-Promoter	10000	0.17
97.	MANISH V SHAH	Non-Promoter	10000	0.17
98.	MANISHA ANIL PAMECHA	Non-Promoter	10000	0.17
99.	MANJU ANIL JAIN	Non-Promoter	10000	0.17
100.	MANJU BHAGAVATI JAIN	Non-Promoter	10000	0.17
101.	MANJU DEVI	Non-Promoter	10000	0.17
102.	MANOJ SITARAM AGARWAL	Non-Promoter	20000	0.34
103.	MANULLA M KANCHWALA	Non-Promoter	10000	0.17
104.	MEENA KHETAN	Non-Promoter	25000	0.43
105.	MITHOOLAL CHITARMAL HUF	Non-Promoter	10000	0.17
106.	MITHOOLAL JAIN	Non-Promoter	10000	0.17
107.	MOHANLAL RAJESH KUMAR	Non-Promoter	20000	0.34
108.	NAND KISHORE AGARWAL	Non-Promoter	20000	0.34
109.	NEERAJKUMAR L KOTHARI HUF	Non-Promoter	10000	0.17
	NEETA AJIT KHANTER	Non-	10000	0.17



Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
		Promoter		
133.	RADHA KRISHNA ARUNACHALAM	Non-Promoter	5000	0.09
134.	RAJENDRA NAGAR	Non-Promoter	10000	0.17
135.	RAJESH KUMAR RAMPURIA	Non-Promoter	10000	0.17
136.	RAKESH KISHANGOPAL AGARWAL	Non-Promoter	10000	0.17
137.	RAKESH KUMAR	Non-Promoter	10000	0.17
138.	RAKESH KUMAR MITHOOLAL HUF	Non-Promoter	10000	0.17
139.	RAMESH BANSHAL	Non-Promoter	10000	0.17
140.	RAMOD KUMAR AGRAWAL	Non-Promoter	15000	0.26
141.	RANU	Non-Promoter	6250	0.11
142.	RASHI PARESH CHAUDHARY	Non-Promoter	10000	0.17
143.	RAVINDRA BHERULAL BHANDARI	Non-Promoter	10000	0.17
144.	RAVINDRA BHERULAL BHANDARI HUF	Non-Promoter	10000	0.17
145.	RAVINDRA SINGH	Non-Promoter	10000	0.17
146.	REHANA MANULLA KANCHWALA	Non-Promoter	10000	0.17
147.	RISHAB SANJAY JAIN	Non-Promoter	10000	0.17
148.	RITA NARESH CHADHA	Non-Promoter	10000	0.17
149.	ROHAN JATIN DAISARIA	Non-Promoter	10000	0.17
150.	ROOPCHAND JITHENDRAKUMAR	Non-Promoter	10000	0.17
151.	RUCHI JAIN	Non-Promoter	10000	0.17
152.	RUPESH RANJAN PRASAD	Non-Promoter	10000	0.17
153.	SACHIN AJITKUMAR ADUKIA	Non-Promoter	20000	0.34
154.	SANCHI CHADHA	Non-	10000	0.17

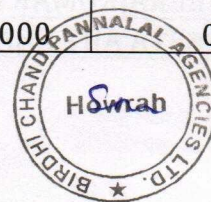




Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
110.		Promoter		
111.	NEHA LAV CHADHA	Non-Promoter	10000	0.17
112.	NETHAL	Non-Promoter	10000	0.17
113.	NIDHI PRAMODKUMAR CHAUDHARY	Non-Promoter	10000	0.17
114.	NILESH K. AGARWAL	Non-Promoter	10000	0.17
115.	NIRMALCHAND LALCHAND KOTHARI HUF	Non-Promoter	10000	0.17
116.	NISHA BAHETI	Non-Promoter	10000	0.17
117.	OSWAL MOHANLAL SHANTILAL	Non-Promoter	10000	0.17
118.	PALLAVI ARVIND AGARWAL	Non-Promoter	10000	0.17
119.	PARAS KANWAR	Non-Promoter	10000	0.17
120.	PARESH PRAMOD CHAUDHARY	Non-Promoter	10000	0.17
121.	PAWAN KUMAR GOYAL	Non-Promoter	10000	0.17
122.	PAWANKUMAR M GELDA HUF	Non-Promoter	10000	0.17
123.	POONAMALLEE JAYARAMAN NANDAKUMAR	Non-Promoter	10000	0.17
124.	PRADEEP JAYANTILAL JAIN	Non-Promoter	10000	0.17
125.	PRAKASH JAIN HUF	Non-Promoter	10000	0.17
126.	PRAKASH MAHENDRA BAFNA	Non-Promoter	10000	0.17
127.	PRAVEEN SITARAM AGARWAL	Non-Promoter	10000	0.17
128.	PRAVIN MOHANLAL DEVANI	Non-Promoter	10000	0.17
129.	PRAVINCHAND GUPTA HUF	Non-Promoter	10000	0.17
130.	PREMLATA RAKESH JAIN	Non-Promoter	10000	0.17
131.	PUSHPA ANILKUMAR MEHTA	Non-Promoter	10000	0.17
132.	PUSHPENDRA MEHTA	Non-	10000	0.17



Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
		Promoter		
66.	JAGSON COLOURCHEM LTD **	Non-Promoter	20000	0.34
67.	JAIN ASHISH OMPRAKASH	Non-Promoter	10000	0.17
68.	JATAN KANWAR	Non-Promoter	20000	0.34
69.	JITENDRA RAMPURIA	Non-Promoter	10000	0.17
70.	JITENDRABHAI SHIVPUJANBHAI GUPTA	Non-Promoter	10000	0.17
71.	K. SRINIVAS SUBRAMANYAM	Non-Promoter	5000	0.09
72.	KAILASH PRASAD SHARMA	Non-Promoter	10000	0.17
73.	KAJOL LALIT TEKCHANDANI	Non-Promoter	10000	0.17
74.	KALPANABEN SUBHASHCHANDRA AGRAWAL	Non-Promoter	5000	0.09
75.	KAMAL MEHTA	Non-Promoter	10000	0.17
76.	KAMINI RAMPURIA	Non-Promoter	5000	0.09
77.	KAMLESH KUMAR MITHOOLAL HUF	Non-Promoter	10000	0.17
78.	KAMLESHKUMAR	Non-Promoter	10000	0.17
79.	KANCHANDEVI CHANDRASINGH SURYA	Non-Promoter	10000	0.17
80.	KANIKA AGARWAL	Non-Promoter	17500	0.30
81.	KANTHETI JYOTHIRMAYEE	Non-Promoter	5000	0.09
82.	KISHOR BANSAL	Non-Promoter	10000	0.17
83.	KRISHNA AGRAWAL	Non-Promoter	20000	0.34
84.	KUSHUM MANOHAR KHEMKA	Non-Promoter	50000	0.86
85.	LALIT JAIN	Non-Promoter	10000	0.17
86.	LALIT SHYAM TEKCHANDANI	Non-Promoter	10000	0.17
87.	LATA GUPTA	Non-Promoter	10000	0.17



interest of the company, it is proposed to issue 25,60,000 Equity shares of the company to certain individuals, corporate bodies, institutional investors as details given below on a preferential allotment basis, in terms of the Regulations for Preferential Issues contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, including any statutory modification or re-enactment thereof for the time being in force.

**The details of the issue and other particulars as required in terms of the Preferential Issue Regulations are given as under:**

- 1. Securities to be issued:** The resolution set out in the accompanying Notice entitles the Board to issue equity shares as may be deemed appropriate in the best interest of the Company.
- 2. Lock-in:** The securities issued under the above Preferential Issue shall be locked-in for a period of 1 (one) year from the date of trading approval granted for such shares, as specified in Chapter VII of SEBI (ICDR) Regulations, 2009.
- 3. Certification from Statutory Auditors:** The Statutory Auditors of the Company have given the Certificate and certified that the issue of shares is being made in accordance with the SEBI ICDR Regulations. Such Certificate will be placed before the shareholders at their meeting and will also be open for inspection at the Registered Office of the Company from 11:00 A.M. TO 2:00 P.M. on any working day up to the date of the meeting.
- 4. Pricing of the Equity Shares:** Each equity share of the face value of Rs. 10 shall be issued at a price not being less than Rs.50.00 (including a premium of Rs.40.00) per equity share. Pricing of Issue has decided by the Board of Directors of the Company, which is higher than the price determined in terms of Regulation 76 of SEBI (ICDR) Regulations as on relevant date. **Currently, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following:**

**a) In case of frequently traded shares:**

The allotment of securities on preferential basis can be made at a price not less than higher of the following:

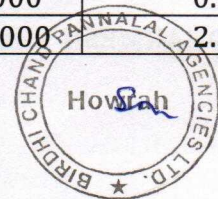
- The average of the weekly high and low of volume weighted average prices of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date;

Or,

- The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.



Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
43.	DHIRENDRA AGARWAL	Non-Promoter	10000	0.17
44.	DHIRESH SHASHIKANT GOSALIA	Non-Promoter	15000	0.26
45.	DILIP KUMAR	Non-Promoter	10000	0.17
46.	DILIP KUMAR SAHA	Non-Promoter	12500	0.22
47.	DILIPKUMAR MITHDOLAL HUF	Non-Promoter	10000	0.17
48.	DINESH DALICHAND VORA	Non-Promoter	10000	0.17
49.	DINESH MAHESHWARI	Non-Promoter	10000	0.17
50.	DIVYA SHEKHAWAT	Non-Promoter	20000	0.34
51.	GAGAN ASHOK KUMAR KHEMKA	Non-Promoter	50000	0.86
52.	GAUTAM SUKHLAL KOTHARI	Non-Promoter	10000	0.17
53.	GEET NARESH CHADHA	Non-Promoter	10000	0.17
54.	GOPAL KRISHNA AGRAWAL	Non-Promoter	10000	0.17
55.	GULABBEN HIRALAL JAIN	Non-Promoter	10000	0.17
56.	GUPTA PRAVINCHAND	Non-Promoter	10000	0.17
57.	HAKIM SALEHBHAI PORBUNDERWALA	Non-Promoter	10000	0.17
58.	HARSAL P DEVANI	Non-Promoter	10000	0.17
59.	HARSH AGRAWAL	Non-Promoter	25000	0.43
60.	HARSHIT BAHETI	Non-Promoter	10000	0.17
61.	HEMANT SHOBHALAL ACHHA	Non-Promoter	10000	0.17
62.	HITESH MANGHARAM TAHILIANI	Non-Promoter	10000	0.17
63.	HITESH UTTAM MEHTA	Non-Promoter	10000	0.17
64.	JAFFER IDRIS PORBANDERWALA	Non-Promoter	10000	0.17
65.	JAGDISH PRASAD AGARWAL	Non-	135000	2.32



“frequently traded shares” means shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares. "

**b) In case of Infrequently traded shares:**

The price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent merchant banker or an independent chartered accountant in practice having a minimum experience of ten years, to the stock exchange where the equity shares of the issuer are listed.

The Relevant Date for the purpose of pricing of the Equity Shares is 14<sup>th</sup> October, 2014

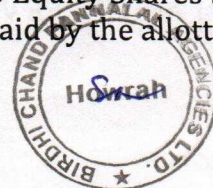
“Stock Exchange” for this purpose shall mean BSE Limited. Though, the shares of the Company are listed in both BSE Limited and The Calcutta Stock Exchange Limited. There has not been any trading in shares of our Company on Calcutta Stock Exchange Limited in last 26 weeks preceding the relevant date. The Company’s shares got admitted for trading in BSE Limited w.e.f. 26<sup>th</sup> May, 2014 only and the prices of related equity shares are not available for the entire twenty six weeks preceding the relevant date with BSE Limited.

The Company's total trading during the twelve months preceding the relevant date is 0.0048% only, which is less than 10% of the shares of total paid up capital of the Company and the Company is coming under infrequently traded shares category. Since, the Company's shares are coming under Infrequently traded shares category, the price at which the equity shares to be issued will be determined by taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares.

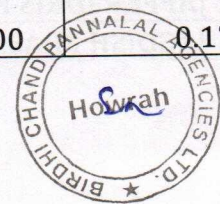
**Relevant Date:** The Relevant date for the purpose of determining the price of shares in accordance with pricing method given in Chapter VII of SEBI (ICDR) Regulations, 2009 is 14<sup>th</sup> October, 2014 i.e. 30 days before the Extra Ordinary General Meeting which was held on 14<sup>th</sup> of November, 2014.

**5. Undertakings:**

- i. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

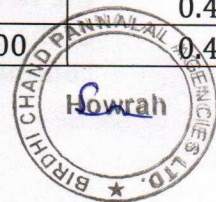


Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
		Promoter		
21.	ARVIND K AGARWAL	Non-Promoter	10000	0.17
22.	ARVIND KUMAR AGARWAL	Non-Promoter	10000	0.17
23.	ASGERALIE PORBANDERWALA	Non-Promoter	20000	0.34
24.	ASHA PRAKASH JAIN	Non-Promoter	20000	0.34
25.	ASHOK KHEMKA	Non-Promoter	50000	0.86
26.	ASHOO KHEMKA	Non-Promoter	50000	0.86
27.	AVANTIKA GAUTAM KOTHARI	Non-Promoter	10000	0.17
28.	AYUSH MEHTA	Non-Promoter	15000	0.26
29.	BAHADUR ALI	Non-Promoter	30000	0.52
30.	BHAGWATILAL MOTILAL DHAKAD JAIN	Non-Promoter	10000	0.17
31.	BHAVNA MANOJ JHANGLANI	Non-Promoter	10000	0.17
32.	C CHIRANJEEV	Non-Promoter	10000	0.17
33.	CHETAN JAYANTILAL JAIN	Non-Promoter	10000	0.17
34.	CHIRAG CHETAN CHHEDA	Non-Promoter	10000	0.17
35.	DAYA NAND GOYAL	Non-Promoter	10000	0.17
36.	DEEPAK JAIN	Non-Promoter	10000	0.17
37.	DEEPAK KUMAR BAFANA	Non-Promoter	5000	0.09
38.	DEVENDRA BANSAL	Non-Promoter	10000	0.17
39.	DEVI DHALAWAT LAD	Non-Promoter	10000	0.17
40.	DHANKANI NILESH JETHANAND	Non-Promoter	10000	0.17
41.	DHANRAJ INDERCHAND KOCHAR	Non-Promoter	10000	0.17
42.	DHARMESH TULSIDAS PAREKH	Non-Promoter	10000	0.17



**6. Particulars of Subscribers & Intention of Promoters / directors / Key Managerial Persons to Subscribe the Offer:** No Promoters, directors or key managerial has shown their intent to subscribe this preferential issue. The Details of subscribers of the said preferential issue are given as below:

Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
1	ANITA	Non-Promoter	10000	0.17
2	ABHISHEK ASHOK MEHTA	Non-Promoter	10000	0.17
3	ADITYAVIKRAM ADUKIA	Non-Promoter	10000	0.17
4.	AINUL ANWAR SHAIKH	Non-Promoter	10000	0.17
5.	AISHWARYA GADODIA	Non-Promoter	10000	0.17
6.	AJAY KUMAR JAIN	Non-Promoter	10000	0.17
7.	AJIT LAXMICHAND JAIN	Non-Promoter	10000	0.17
8.	AJIT LAXMICHAND JAIN (HUF)	Non-Promoter	10000	0.17
9.	AKHIL ASHOK MEHTA	Non-Promoter	10000	0.17
10.	AKSHAT PRAMODKUMAR CHAUDHARY	Non-Promoter	10000	0.17
11.	AMIT GANGULY	Non-Promoter	25000	0.43
12.	ANIL MISHRILAL JAIN	Non-Promoter	10000	0.17
13.	ANIL AGARWAL	Non-Promoter	10000	0.17
14.	ANIL BASANTILAL PAMECHA	Non-Promoter	10000	0.17
15.	ANILKUMAR M MEHTA HUF	Non-Promoter	10000	0.17
16.	ANILKUMAR MANEKLAL MEHTA	Non-Promoter	10000	0.17
17.	ANJANA P SHAH	Non-Promoter	10000	0.17
18.	ANKIT SUBHASHCHANDRA AGRAWAL	Non-Promoter	5000	0.09
19.	ANUJ KHETAN	Non-Promoter	25000	0.43
20.	ANUSHREE VIJAY KHETAN	Non-	25000	0.43



**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 to 2 of the accompanying Notice

**ITEM#1 : APPOINTMENT OF STATUTORY AUDITOR**

M/s Surana Singh Rathi & Associates, Chartered Accountants, Kolkata have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, 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 A K Meharia & Associates, Chartered Accountants, Kolkata be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Surana Singh Rathi & Associates, Chartered Accountants.

M/s A K Meharia & Associates, Chartered Accountants, 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.

**ITEM#2: PREFERENTIAL ISSUE**

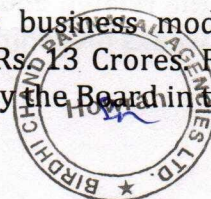
**a) Revised explanatory statement**

**Objects of the Issue:** To achieve over-all objective of sustained growth and wealth maximization, the Company requires funds in order to part finance organic business plans, brand initiatives, working capital purposes, enhance its long term resources and thereby strengthening the financial structure of the Company and general operational and corporate needs permitted by applicable laws.

The company has a comprehensive plan to explore various following opportunities:

To part finance the working capital expenditures.

In order to achieve the above objectives and strengthen its business model, the company plans to augment long term resources of near about Rs. 13 Crores. For this purpose and for general corporate purposes, as may be decided by the Board in the best





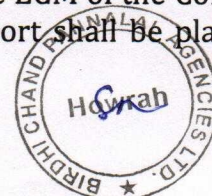
the Company website: info@birdhichand.in and on the website of CDSL and the same be communicated to the Stock Exchange(s).

- F. Kindly note that once you have casted your vote, you cannot modify or vote on poll at the Extra-Ordinary General Meeting. However, you can attend the meeting and participate in the discussions, if any.

**12. The Scrutinizer's decision on the validity or otherwise of the E Voting will be Final.**



- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the 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.
- xvii. Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- B. The voting period begins on 22.01.2015 (10:01 a.m.) and ends on 23.01.2015 (6:00 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 19.12.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- D. 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 and make a Scrutinizer's Report of the Votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
- E. The results of e-voting shall be declared on or after the EGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on



<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>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"> <li>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 8 digits of the sequence number in the PAN field.</li> <li>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.</li> <li>Example: (1) Mr. Ram Swami and Sequence No. is 1, then enter will be RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank details as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter the Member ID/Folio No. in the Dividend Bank Details field as mentioned in Instruction iii.</li> </ul>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for "Birdhi Chand Pannalal Agencies Limited" on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



by the Chairman, on Saturday, January 24 2015 at 6.00pm at the Registered Office of the Company at 3, Satnarayan Temple Road, 1<sup>st</sup> Floor, Room No-3, Salkia, Howrah-71106, West Bengal. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or by the authorized person, if the result of the E-Voting indicates that the requisite majority of the Members had assented to the resolution.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)

The e-voting facility will be available during the following voting period.

Commencement of e-voting	From 10.01 a.m of 22 <sup>nd</sup> day of January, 2015
End of E-voting	Upto 6.00 p.m of 23 <sup>rd</sup> day of January, 2015

E-voting shall not be allowed beyond 6.00 p.m. of 23<sup>rd</sup> day of January, 2015.

The detailed procedure is mentioned below.

### 11.e-Voting Procedure

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

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- ii. Click on "Shareholders" tab.
- iii. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

