

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

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December 31, 2020

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 35th Annual General Meeting of the Members of the Company held on Wednesday, December 30, 2020**

Dear Sir/Madam,

This is to inform you that the 35th Annual General Meeting of the members of the Company has been held on Wednesday, December 30, 2020; at 04:47 pm through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India. Please find enclosed the following:

1. Brief proceedings of AGM in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Annexure-A).
2. The details of e-voting and electronic voting at the AGM of the businesses transacted at the 35<sup>th</sup> AGM of the Company under Regulation 44(3) (Annexure-B).
3. Consolidated Scrutinizer Report along with e-voting and electronic voting results during the AGM on the resolutions passed at the 35th 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 as amended. (Annexure-C).

This is for your information and record.

Yours faithfully

**For BCPL International Limited**

*Aindrila Banerjee*

**Aindrila Banerjee**  
Managing Director/CFO  
DIN-08660147

**Encl: As stated above**

## Annexure-A

### SUMMARY OF THE PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR 2019-20

In view of the continuing COVID-19 pandemic and in compliance with the General Circulars No. 14/2020 dated 8 April 2020, no.17/2020 dated 13 April 2020, no. 20/2020 dated 05 May 2020 issued by the Ministry of Corporate Affairs (the "MCA") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, and other applicable circulars and in compliance with the relevant provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 35th Annual General Meeting ("AGM" or "Meeting") of the Members of M/s BCPL International Limited (the "Company") was duly convened and held on **Wednesday, December 30, 2020 at 04:47 p.m. (1ST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**.

At the commencement of the meeting, Ms. Manisha Kumari Singh, welcomed all the Directors and Members attending the AGM. She was then elected as the Chairman of the meeting by the present directors.

The Chairman greeted the Members and chaired the proceedings at the AGM. As the requisite quorum was present, the Chairman called the Meeting to order.

Thereafter, she introduced other directors who joined the Meeting from various locations. All the directors including the respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee, Secretarial Auditor and Scrutinizer etc., were also present at the AGM. She also briefed about the general guidelines to be followed during the meeting for the Shareholders and registered speakers.

The Notice dated December 01, 2020 convening the 35th AGM was taken as read with the consent of the Members present.

The Chairman further informed the members that pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, the Company had engaged CDSL to provide remote e-voting facility which commenced on Saturday, December 26, 2020, (09:00 a.m. IST) and ended on Tuesday, December 29, 2020 (05:00 P.M IST) and e-Voting facility during the AGM to all the eligible Members who participated in the Meeting and had not cast their votes through remote e-voting in respect of the businesses transacted at the Meeting.

There were Forty Seven (47) members present through VC/OAVM as per the records of the attendance.

Thereafter, the Chairman drew reference to the Financial performance of the Company during the year and gave a brief about the future prospects of the Company.

Thereafter, the resolutions were tabled at the Meeting by the Chairman and she explained the objectives and implications of each item of businesses for consideration by the shareholders.

The following items of business as per the Notice of the 35<sup>th</sup> AGM were transacted:

**Ordinary Businesses:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020; including the Audited Balance Sheet as at March 31, 2020; 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.

**Special Businesses:**

2. Appointment of Ms. Aindrila Banerjee (DIN: 08660147) as a Managing Director and CFO of the Company.

Thereafter, the Chairman, invited the Shareholders who had registered themselves as Speakers and were attending the Meeting through VC /OAVM, to put forward their queries / feedback, if any, in respect of any of the items of business as contained in the Notice.

The voting rights of the Members were reckoned based on the number of shares held by them as on the 'cut-off' date i.e., Wednesday, December 23, 2020. **Ms Kavita Raji Joshi, Practicing Company Secretary (CP No. 8893)**, Mumbai, was appointed for the purpose of scrutinizing the process of remote e-voting and e-voting during the Meeting in a fair and transparent manner.

The Chairman further informed the Members that the consolidated results of the e-voting and the report of the Scrutinizer will be communicated to the stock exchanges BSE Ltd where the shares of the Company are listed and will also be placed by the Company on the website of the Company within 48 hours of the conclusion of the AGM.

The Chairman concluded the proceedings of the Meeting after thanking all the shareholders of the Company for their unwavering trust in the Company and acknowledged the persistent support of all the stakeholders of the Company.

The Vote of thanks was placed by the Chairman.

The Scrutinizer had submitted his Consolidated Report on the Voting Results on December 31, 2020. Based upon the Scrutinizer's Report all the resolutions as mentioned in the Notice dated

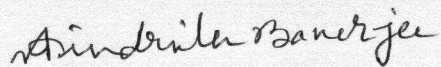
December 01, 2020 convening the 35th AGM has been duly passed with requisite majority by the Members of the Company through remote e-voting and e-voting conducted during the AGM.

This is for your information and record.

Thanking you

Yours faithfully

**For BCPL International Limited**



**Aindrila Banerjee**  
**Managing Director/CFO**  
**DIN-08660147**

**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	Wednesday, December 30, 2019
Total Number of Shareholders on Cut off date i.e. (record date) December 23, 2020	9639
<b>No. of Shareholders present in the meeting either in person or through proxy :</b>	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable
<b>No. of Shareholders attended through Video Conferencing</b>	
Promoter and Promoter Group	1
Public	46

**AGENDA WISE DISCLOSURE**

Mode of Voting: E-voting & Electronic Voting at AGM

**ORDINARY BUSINESS**

**Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020 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]	$[3]=\frac{[2]}{[1]}*$ 100	[4]	[5]	$[6]=\frac{[4]}{[2]}*$ 100	$[7]=\frac{[5]}{[2]}*$ 100		
1	Promoter and Promoter Group	Remote E-Voting		7500000	88.46	7500000	0	100.00	0.00		
		E-Voting at the AGM	8478000	0	0.00	0	0	0.00	0.00		
		Total		7500000	0.00	7500000	0	100.00	0.00		
2	Public - Institutional holders	Remote E-Voting		0	0.00	0	0	0.00	0.00		
		E-Voting at the AGM		405309	1.32	405309	14	100.00	0.00		
		Total		405309	0.00	405309	0	0.00	0.00		
3	Public - Others	Remote E-Voting		0	0.00	0	0	0.00	0.00		
		E-Voting at the AGM	30622000	0	0.00	0	0	0.00	0.00		
		Total		405309	1.32	405309	0	100.00	0.00		
	Grand Total		39100000	7905309	20.22	7905309	14	100.00	0.00		

*Aindavula Banerjee*

**SPECIAL BUSINESS**

Resolution No 2 - Appointment of Ms. Aindriila Banerjee (DIN: 08660147) as a Managing Director and CFO of the Company	
Resolution Required	Special 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]= $\frac{[2]}{[1]}$ * 100	[4]	[5]	[6]= $\frac{[4]}{[2]}$ * 100	[7]= $\frac{[5]}{[2]}$ * 100
1	Promoter and Promoter Group	Remote E-Voting		7500000	88.46	7500000	0	100.00	0.00
		E-Voting at the AGM	8478000	0	0.00	0	0	0.00	0.00
		Total		7500000	0.00	7500000	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting		0	0.00	0	0	0.00	0.00
		E-Voting at the AGM		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public - Others	Remote E-Voting		405309	1.32	405301	8	100.00	0.00
		E-Voting at the AGM	30622000	0	0.00	0	0	0.00	0.00
		Total		405309	1.32	405301	8	100.00	0.00
Grand Total				7905309	20.22	7905301	8	100.00	0.00

*Aindriila Banerjee*



**PCS Kavita Raju Joshi**

**Company Secretary**

**FCS, MCOM**

**Cell : 98331 79293 / 022 4971 7406**

**Email : kavitarjoshi@gmail.com**

### **Combined 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,  
35th Annual General Meeting (AGM) of Members of M/s BCPL International Limited (CIN: L51909WB1985PLC186698), held on Wednesday, December 30, 2020 at 04:50 p.m. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM").

Dear Sir(s),

I, Kavita Raju Joshi, Practising Company Secretary, have been appointed as the Scrutinizer 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 electronic voting at the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended (the "Rules"), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020; April 13, 2020 and May 05, 2020 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020 along with other applicable circulars and Secretarial Standards on General Meetings in respect of the proposed resolutions contained in the Notice of the 35th Annual General Meeting of the Company held on Wednesday, December 30, 2020 at 04:50 p.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") do hereby submit my report as follows:

- a) The Management of the Company is responsible to ensure the compliance of the requirements of the Act and Rules, MCA Circulars/notifications and Listing Regulations relating to e-voting and electronic voting during the AGM on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to prepare a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited ("CDSL"), the agency authorized under the Rules and engaged by the Company to provide facilities of remote e-voting and electronic voting at the AGM.
- b) As confirmed by the Company the Notice was sent through electronic mode to the Members whose email addresses were registered with the Registrar & Share Transfer Agent (RTA) / Depositories in compliance with the MCA Circulars and SEBI Circular No

**KAVITA RAJU JOSHI**  
Practising Company Secretary  
FCS No. 9074, C.P. No. 8893

SEB1/HO/CFD/CMD/1/CIR/P/2020/79 dated 12th May 2020 and other applicable circulars. The Notice dated December 01, 2020 convening the 35th AGM of the Company along with the explanatory statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent electronically on December 12, 2020, to the members of the Company whose email addresses were registered with the RTA/ Depositories also physical dispatch of notice was done on December 05, 2020.

- c) Since this AGM was held pursuant to the aforesaid MCA Circulars through VC or OAVM, physical attendance of the members was dispensed with. Accordingly, in terms of above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the members was also dispensed with.
- d) The Company provided remote e-voting facility offered by CDSL to its shareholders. At the AGM, the Company provided electronic voting facility offered by CDSL to the shareholders who did not cast their vote through remote e-voting.
- e) The members holding shares either in physical or dematerialized form, as on the 'Cut Off' date i.e., December 23, 2020 were entitled to vote on the proposed resolutions.
- f) 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 Saturday, December 26, 2020 at 09:00 am (IST) and ended on Tuesday, December 29, 2020 at 05:00 pm (IST).
- g) After conclusion of voting at the 35<sup>th</sup> Annual General Meeting, the votes cast through remote e-Voting were unblocked in presence of Ms. Kaberi Mondal and Mr. Sanwaya Datta, who acted as witnesses in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
- h) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolutions via remote e-Voting platform were derived and the report was generated from the e-Voting website of CDSL, <http://www.evotingindia.com> in respect of remote e-Voting.
- i) 70 members have cast their votes through remote e-Voting and all such votes are valid.

My consolidated report on the result of the remote e-Voting and electronic voting at the AGM is annexed herewith as an **Annexure 1** to this report. The Company may declare the results accordingly.

Thanking You,

Yours faithfully,

  
**KAVITA RAJU JOSHI**  
Practising Company Secretary  
FCS No. 9074, C.P. No. 8893

Kavita Raju Joshi  
Practising Company Secretary  
Membership No. 9074  
CP No. 8893

Encl: As stated above

Date: December 31, 2020

Place: Mumbai



**ANNEXURE TO SCRUTINISER REPORT OF BCPL INTERNATIONAL LIMITED FOR THE AGM FOR THE FINANCIAL YEAR 2019-2020**

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, 2020 including the Audited Balance Sheet as at March 31, 2020, 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.	Ordinary	Ordinary	Remote E-Voting at the AGM	70	7905309	7905309	0	7905295	14	100.00	0.00
	<b>Total</b>				70	7905309	7905309	0	7905295	14	100.00	0.00
2	Appointment of Ms. Alndriha Banerjee (DIN: 08660147) as a Managing Director and CFO of the Company	Special	Special	Remote E-Voting at the AGM	70	7905309	7905309	0	7905301	8	100.00	0.00
	<b>Total</b>				70	7905309	7905309	0	7905301	8	100.00	0.00



**KAVITA RAJU JOSHI**  
Practising Company Secretary  
FCS No. 9074, C.P. No. 8893

Kavita Raju Joshi  
Practising Company Secretary  
Membership No: 9074  
CP No: 8893

Date: December 31, 2020  
Place: Mumbai