



BCPL RAILWAY INFRASTRUCTURE LIMITED

CIN: L51109WB1995PLC075801

Registered Office: 112, Raja Ram Mohan Roy Sarani,
Kolkata– 700009, West Bengal, India

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8401;

Website: www.bcril.com; **Email:** investors@bcril.com,
corp@bcril.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Shareholder(s),

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Shareholders of BCPL Railway Infrastructure Limited will be held on Friday, 9th day of April, 2021 at 4:00 P.M. (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility to transact the following business:

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill Casual Vacancy:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to Section 139 (8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time or any other law for the time being in force, and as per the recommendation of Audit Committee and Board of Directors, M/s. L B Jha & Co, Chartered Accountants, (Firm Registration No.: 301088E) be and are hereby appointed as Statutory Auditors of the Company to fill in the casual vacancy caused by the resignation of M/s. Jain Seth & Co. Chartered Accountants (Firm Registration No. 002069W).

RESOLVED FURTHER THAT M/s. L B Jha & Co, Chartered Accountants, (FRN: 301088E) be entitled to hold office as Statutory Auditors of the Company up to the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them and Audit Committee.”

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and

things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

**By order of the Board of Directors
For BCPL Railway Infrastructure Limited**

**Devshree Sinha
Company Secretary & Compliance Officer**

**Place: Kolkata
Date: March 03, 2021**

Registered Office:
112, Raja Ram Mohan Roy
Sarani, Kolkata– 700009,
West Bengal, India

NOTES

1. The proposed Resolution and Explanatory Statement setting out the material facts concerning the item of special business pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto along with a details for voting through electronic means (“Remote E-voting”).
2. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Extraordinary General Meeting through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular no. 17/2020 dated April 13, 2020 Circular No.20/2020 dated May 05, 2020, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, prescribing the procedures and manner of conducting Extraordinary General Meeting through VC/OAVM. In terms of the said Circulars, the Extraordinary General Meeting (EGM) of the members be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith

(Refer serial no 21) and available at the Company's website www.bcril.com.

3. Since, the EGM is being conducted through VC/OAVM, pursuant to MCA circular no. 14/2020 dated April 08, 2020, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members, attendance slip and route map are not annexed to this notice.
4. Corporate Members are requested to send at investors@bcril.com before e-voting/attending general meeting, a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Extraordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013.
5. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company on all working days (except Saturday & Sunday) between 2:00 pm to 5:00 pm from the date of dispatch upto the date of Extraordinary General Meeting.

Process for dispatch of Notice and registration of email id for obtaining copy of notice

6. In compliance with the aforementioned MCA and SEBI circulars, notice of the EGM is being sent only through electronic mode to those Members whose email address are registered with the Depository Participant. Members may note that the EGM Notice will also be available on the Company's website www.bcril.com, website of the Stock Exchange of BSE Limited.
7. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company through email at investors@bcril.com. However, it is requested to raise the queries precisely and in short well in advance before the time of the meeting to enable to answer the same by email.
8. The Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, March 12, 2021. The Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding). For Members whose Email IDs are not registered, physical copies of the Notice are being sent by permitted mode.

Procedure for joining the EGM through VC/OAVM

9. CDSL (Central Depository Services (India) Ltd.) will be providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM facility and e-voting during the EGM, as the authorized e-Voting's agency in terms of an agreement entered into between the Company and CDSL. The helpline number regarding any query/assistance for participation in the EGM through VC/OAVM is 022-23058542/43. All grievance connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Manager(CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
10. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited and will be closed on expiry of 15 minutes from the schedule time of the EGM. Members can login and join (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15(fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nominations and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first serve basis. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Procedure to raise questions/seek clarifications with respect to EGM Notice

11. Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number, email id, mobile number at investors@bcril.com. Questions /queries received by the Company till 5.00pm on Friday, 2nd April, 2020 shall be considered and responded by email.
12. Members who would like to express their views or ask questions during the EGM may register

themselves as a speaker by sending email at investors@bcril.com till 5.00pm on Friday, 2nd April, 2020. The Company may restrict the number of questions and number of speakers, depending on the availability of time for the EGM.

Procedure for remote e-Voting and e-Voting during the EGM

13. All the shareholders of the Company are encouraged to attend and vote in the EGM to be held through VC/OAVM.
14. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 8, 2020 April 13, 2020 and May 05, 2020, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at the EGM by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on 2nd April, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in the notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 am on Tuesday, April 6, 2021 and will end at 5.00 pm on Thursday, April 8, 2021. In addition, the facility for voting through electronic voting system shall also be available at the EGM and the Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to vote at the EGM (Ref point no.21 for the detailed procedure to vote through e-voting).
15. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, April 2, 2021 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, April 2, 2021. Members cannot exercise votes by proxy.
16. The Board of Directors of the Company has appointed (i) CA Sudhir Kothari, (Membership No. 053874), Chartered Accountants, (FRN 330320E) Sudhir Kothari & Associates, having its office at 10/1, Deodar Street, Kolkata- 700019, West Bengal, India as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner

and (ii) Central Depository Services (India) Limited (CDSL) to provide e-voting facility for the EGM.

17. Resolutions passed by Members with requisite majority, through remote e-voting of EGM shall be deemed to have been passed at a General Meeting of Members convened on that behalf shall be deemed to have been passed on Friday, April 9, 2021 i.e. the date of the EGM.
18. The Scrutinizer will submit a consolidated report of voting (e-voting & invalid voting) to the Chairman or the Managing Director or any other person authorized by the him after the completion of scrutiny, and the result of the voting by e-voting will be announced by the Chairman or Managing Director or any director of the Company duly authorized, on or before Friday, April 16, 2021 and will also be displayed on the Company website www.bcril.com and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
19. The results of voting by shareholders will be disseminated on the website of Company / BSE / CDSL on or before Friday, April 16, 2021. The results along with the scrutinizer's report will be displayed on the Company's website www.bcril.com as well as on CDSL website viz. www.evotingindia.com and will be communicated to BSE Limited (BSE) where Equity Shares of the Company are listed.
20. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evotingindia.com to reset the password.
21. **Voting through electronic means:**

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sections 108 and other applicable provisions of the Companies Act, 2013, read with the relevant rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical notice by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The instructions for e-voting are as follows:

- (i) The voting period begins at 9.00 am on Tuesday, April 6, 2021 and will end at 5.00 pm on Thursday, April 8, 2021. During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date (record date) of Friday, April 2, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members.
- (iv) 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,
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for demat shareholders) • 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 which is printed on notice indicated 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

- (x) For Members holding shares, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant < BCPL RAILWAY INFRASTRUCTURE LIMITED > on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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) The Board of Directors has appointed Ms. Devshree Sinha, Company Secretary & Compliance Officer and the Scrutinizer, M/s Sudhir Kothari & Associates to monitor the entire EGM process and ensure that evoting is conducted in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 7 (seven) days from the last date of the e-voting period make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or Managing Director of the Company. The resolution will be deemed to be passed on the date of declaration of result subject to receipt of the requisite number of votes in favor of the resolution. The result declared along with the Scrutinizer's Report will be available on www.evotingindia.com and on Company's website: www.bcril.com and shall also be communicated to BSE Limited (BSE).

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.

Instructions for shareholders attending the EGM through VC/OAVM are as under:

- a. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance till 5.00pm on Friday, 2nd April, 2021 mentioning their name, demat account number/folio number, email id, mobile number at investors@bcril.com . The shareholders who do not wish to

speak during the EGM but have queries may send their queries in advance till 5.00pm on Friday, 2nd April, 2021 mentioning their name, demat account number/folio number, email id, mobile number at investors@bcril.com. These queries will be replied to by the company suitably by email.

f. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Instructions for shareholders for e-voting during the EGM are as under:-

- a. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- b. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- c. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business of the accompanying notice dated March 03, 2021:-

The shareholders of the Company at their Twenty Third Annual General Meeting held on June 28, 2019 had appointed M/s Jain Seth & Co. (Chartered Accountants) (Firm Registration number: 002069W) as the Statutory Auditors of the Company for a period of five years from the conclusion of Twenty Third Annual General Meeting until the conclusion of the Twenty Eight Annual General Meeting.

M/s Jain Seth & Co., vide their letter dated February 11, 2021 have informed the Company that due to adverse effects of Covid19 pandemic resulting in inadequate staff for auditing purpose and other commercial reasons, they will not be able to continue as the Statutory Auditors of the Company and would like to resign as the Statutory Auditors of the Company which has resulted into a casual vacancy in the office of the Statutory Auditors of the Company.

M/s Jain Seth & Co. has issued their limited review report on the Company's results for the quarter and nine months ended December 31, 2020.

Their intention to step down as Statutory Auditors of the Company was received and duly placed before the Audit Committee and Board of Directors of the Company at their meetings both held on March 03, 2021.

M/s Jain Seth & Co. have confirmed to the Chairman of the Audit Committee that there were no other misgivings or reasons for resigning other than the commercial reasons and will extend their co-operation to the new Statutory Auditors for smooth transition.

In view of the above, pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company, on the recommendation of the Audit Committee, at their meeting held on March 03, 2021 approved the appointment of L B Jha & Co, Chartered Accountants (Firm Registration Number: 301088E) as the Statutory Auditors of the Company w.e.f. March 03, 2021, to fill the casual vacancy caused by the resignation of Jain Seth & Co., till the conclusion of ensuing Annual General Meeting of the Company, subject to the approval of the shareholders at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

L B Jha & Co, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the shareholders, will be within the limits prescribed under the Companies Act, 2013.

L B Jha & Co. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India and has applied for a valid Peer Review Certificate. The Audit Firm is a reputed firm of Chartered Accountants and has varied experience in the audit, assurance, and management services.

The Board of Directors recommends Ordinary Resolution set out at the notice for approval by the shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at the Notice.

**By order of the Board of Directors
For BCPL Railway Infrastructure Limited**

**Devshree Sinha
Company Secretary & Compliance Officer**

**Place: Kolkata
Date: March 03, 2021**