



**BCPL RAILWAY INFRASTRUCTURE LIMITED**

CIN: L51109WB1995PLC075801

**Registered Office:** 13B Bidhan Sarani, 4<sup>th</sup> Floor,  
Kolkata– 700006, West Bengal, India

**Phone:** 033 2219 0085, 96749 11100

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

**NOTICE OF POSTAL BALLOT**

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed for approval by the members of BCPL Railway Infrastructure Limited (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The proposed Special 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 for your consideration.

**SPECIAL BUSINESS:**

**1. Reappointment of Mr. Sudipta Kumar Mukherjee as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sudipta Kumar Mukherjee (DIN: 09022104), a Non-Executive Independent Director of the Company who was reappointed by the Board of Directors on 30<sup>th</sup> January 2026 as an Additional Director (Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 of the Company, who has submitted a declaration that he meets the criteria for independence as provided Section 149(6) of the Act and Regulation 16(1)(b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who vacates office at the conclusion of the ensuing Annual General Meeting or 3 months from the date of the appointment, whichever is earlier and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 30<sup>th</sup> January 2026 upto 29<sup>th</sup> January 2031.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised 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: 29<sup>th</sup> January, 2026**

**Registered Office:**  
13B, Bidhan Sarani, 4<sup>th</sup> Floor,  
Kolkata– 700006,  
West Bengal, India

**NOTES**

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. In compliance with the MCA circulars, the Postal Ballot 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 20, 2026. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants. Members whose Email IDs are not registered, physical

- copies of the Postal Ballot Notice are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts. Alternatively, they may update their e-mail address with the Company by submitting Form ISR-1 (available on the website of the Company at [www.bcril.com](http://www.bcril.com)) duly filled and signed along with requisite supporting documents to Maheshwari Datamatics Pvt Ltd at 23 R.N Mukherjee Road 5th Floor, Kolkata - 700001.
  4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, March 20, 2026 (Cut-off date) 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.
  5. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
  6. This Postal Ballot Notice will also be available on the Company's website at [www.bcril.com](http://www.bcril.com), websites of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at the e-voting link on [www.cdslindia.com](http://www.cdslindia.com).
  7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, March 20, 2026 (cut-off date). The postal ballot period commences on Friday, March 27, 2026 at 9:00 a.m. and ends on Saturday, April 25, 2026 at 5:00 p.m. Members cannot exercise votes by proxy.
  8. In compliance with sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
  9. The Board of Directors of the Company has appointed (i) CA Sudhir Kothari, (Membership No.053874), Sudhir Kothari & Associates, Chartered Accountants, having its office at 10/1 Deodar Street, Kolkata 700019, West Bengal, India as the Scrutinizer, for conducting the postal ballot process and e-voting process in a fair and transparent manner and (ii) Central Depository Services (India) Limited (CDSL) to provide e-voting facility for the postal ballot. The Company has engaged the services of Maheshwari Datamatics Pvt Ltd as the "Registrar and Transfer Agent" (RTA) to facilitate e-voting facility.
  10. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled upon expiry of the aforesaid period.
  11. The Scrutinizer will submit a consolidated report of e-voting to the Chairman or Managing Director or any other person authorized by the him after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any director of the Company duly authorized, on or before Monday, April 27, 2026 and will also be displayed on the Company website [www.bcril.com](http://www.bcril.com) and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
  12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, April 25, 2026 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.
  13. 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 until the last date for receipt of votes by postal ballot e-voting process and may be requested at [investors@bcril.com](mailto:investors@bcril.com).
  14. The results of voting by Postal Ballot will be disseminated on the website of Company / BSE / CDSL on or before Monday, April 27, 2026. The results along with the scrutinizer's report will be displayed on the Company's website [www.bcril.com](http://www.bcril.com) as well as on CDSL website viz. [www.evotingindia.com](http://www.evotingindia.com) and will be communicated to BSE Limited (BSE) where Equity Shares of the Company are listed.

#### **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, 110 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 Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- |               |  |
|---------------|--|
| <b>Step 1</b> | : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.                     |
| <b>Step 2</b> | : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode. |

- (i) The voting period begins on Friday, March 27, 2026 at 9:00 a.m. and ends on Saturday, April 25, 2026 at 5:00 p.m. During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date of Friday, March 20, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution.
- (iii) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

- (iv) Method of login for **Individual Members** holding the securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ul style="list-style-type: none"> <li>• Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>• After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by</li> </ul>

	<p>company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ul style="list-style-type: none"> <li>• If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>• Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ul>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at</li> </ul>

	<p><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ul style="list-style-type: none"> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>• For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participa</b>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and</li> </ul>

<b>nts (DP)</b>	you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
-----------------	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

CDSL	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

<ol style="list-style-type: none"> <li>1) The shareholders should log on to the e-voting website <a href="http://www.evotingindia.com">www.evotingindia.com</a></li> <li>2) Click on “Shareholders” module.</li> <li>3) Now enter your User ID <ol style="list-style-type: none"> <li>a. For CDSL: 16 digits beneficiary ID,</li> <li>b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,</li> <li>c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.</li> </ol> </li> <li>4) Next enter the Image Verification as displayed and Click on Login</li> <li>5) If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier e-voting of any company, then your existing password is to be used</li> </ol>
--

6) If you are a first-time user follow the steps given below:	
	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then directly reach 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 resolution 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (ix) Click on the EVSN for the relevant < BCPL RAILWAY INFRASTRUCTURE LIMITED > on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification
- (xvii) 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

**(xviii) 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](http://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](mailto: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](mailto: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.
- (xix) The Board of Directors has appointed Ms. Devshree Sinha, Company Secretary & Compliance Officer as the person responsible for the entire postal ballot process. The Scrutinizer shall within a period not exceeding 7 (seven) days from the last date of receipt of Postal Ballot Forms / conclusion of the e-voting period make a Scrutinizer's Report of the votes cast in favor 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 favour of the

resolution. The result declared along with the Scrutinizer's Report will be available on [www.evotingindia.com](http://www.evotingindia.com) and on Company's website: [www.bcril.com](http://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](http://www.evotingindia.com), under help section or contact at contact at toll free no. 1800 21 09911 or email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

### **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 January 29, 2026:-

#### **Reappointment of Mr Sudipta Kumar Mukherjee as an Independent Director:**

Mr. Sudipta Kumar Mukherjee was reappointed by the Board in the meeting as Additional (Independent) Directors of the Company with effect from 30.01.2026 and his term of office expires at the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 or 3 months from the date of his re-appointment.

Mr. Sudipta Kumar Mukherjee is a Graduate from the University of Mumbai, Certified Associate of the Indian Institute of Bankers (CAIIB), Advanced Management Programme in Banking & Finance from the Indian Institute of Banking & Finance. He is Retired as a banker from Bank of India serving various positions for about 39 years including holding the position of the General Manager. He actively participated in Board and Audit Committee Meetings of Bank of India (Tanzania) Limited. He has wide range of expertise and experience in the sector of banking and finance, organisational development and developing management strategies. He is an expert in credit related matters and has an understanding of complex business and regulatory environment, decision making capabilities and developing sound governance practices. He has vast experience in banking and accounts.

As per the said Section 149 of the Companies Act, 2013 an Independent Director can hold office for a term up to 5

(five) consecutive years on the Board of the Company and he shall not be included in the total number of Directors liable to retire by rotation. He held office as an Independent Director for a consecutive term of five years from 30<sup>th</sup> January, 2021 and considering his valuable advice to the Board during his tenure, the Nomination and Remuneration Committee recommended his reappointment as an Independent Director. Accordingly, it is proposed to reappoint Mr. Sudipta Kumar Mukherjee as independent Directors under Section 149 of the Companies Act, 2013 to hold office for 5 (five) consecutive years from January 30, 2026 to January 29, 2031 and he shall not be included in the total number of Directors liable to retire by rotation.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

The Company has received notice in writing from member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sudipta Kumar Mukherjee for the office of Director of the Company.

The Company has received declarations from them that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Sudipta Kumar Mukherjee fulfils the conditions for reappointment as Independent Director specified in the Companies Act, 2013. He is Independent to the management of the Company. Further, it is also confirmed that in compliance with SEBI letter June 14, 2018 read with the Exchange circular dated June 20, 2018, that Mr Mukherjee proposed to be re-appointed as the Independent Director is not debarred from holding the office by virtue of any SEBI order or any other authority.

Copies of the letters for reappointment of Mr. Sudipta Kumar Mukherjee as Additional (Independent) Director setting out the terms and conditions would be available for inspection by members at the Registered Office of the Company. Brief particulars of Mr. Sudipta Kumar Mukherjee detailing the nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding etc. would be available for inspection by members at the Registered Office of the Company.

The reappointment of Independent Director and his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sudipta Kumar Mukherjee as Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sudipta Kumar Mukherjee as Independent Director, for the approval of the Members of the Company.

Mr. Sudipta Kumar Mukherjee, Independent Director or his relatives, are concerned or interested in the resolution as set

out at the Notice respectively, since it relates to his appointment. None of the other Directors and Key Management Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in this resolution 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: January 29, 2026**

**Annexure to the Notice**

Details of Director seeking appointment subject to approval of the shareholders' Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]:

Name	Sudipta Kumar Mukherjee
Age	65 years
Nationality	Indian
Qualifications	Graduate from the University of Mumbai ; Certified Associate of the Indian Institute of Bankers (CAIIB); Advanced Management Programme in Banking & Finance from the Indian Institute of Banking & Finance
Date of reappointment on the Board	30 <sup>th</sup> January 2026
Terms and Conditions of Appointment	As per the resolution set out at this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Date of first appointment on the Board	30 <sup>th</sup> January 2021
Experience and expertise in specific functional areas	He is Retired as a banker from Bank of India serving various positions for about 39 years including holding the position of the General Manager. He actively participated in Board and Audit Committee Meetings of Bank of India (Tanzania) Limited. He has wide range of expertise and experience in the

	sector of banking and finance, organisational development and developing management strategies. He is an expert in credit related matters and has an understanding of complex business and regulatory environment, decision making capabilities and developing sound governance practices. He has vast experience in accounts and audit procedures.
No of shares held in the Company	Nil
List of the Directorship held in other companies (including unlisted companies)	Phoenix Overseas Limited (Listed on NSE) Srei Asset Leasing Limited Bengal Srei Infrastructure Development Ltd
Number of Board Meetings attended during the year 2025-26	4 (four)
Chairman/ Member in the Committees of the Boards of companies in which he is Director	<b>BCPL Railway Infrastructure Limited</b> 1. Audit Committee (Chairperson) 2. Stakeholders' Relationship and Investor Grievance Committee <b>Phoenix Overseas Limited</b> 3. Audit Committee (Chairperson) 4. Stakeholders' Relationship and Investor Grievance Committee 5. Nomination and Remuneration Committee
Relationships between Directors inter-se	Nil
Remuneration details (Including Sitting Fees & Commission)	Rs 11000/- per Board meeting and Rs 7700/- per committee.
Remuneration proposed to be paid	He shall be paid sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings
Listed entities from which the Director has resigned in the past three years	Nil