



BCPL *Railway Infrastructure Limited*

May 31, 2023

BSE Limited (BSE)
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

Dear Sir/Ma'am,

Sub: Postal Ballot Notice dated May 24, 2023 (Scrip Code – 542057)

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 we are enclosing herewith the Postal Ballot Notice dated May 24, 2023, as sent to the Members on their registered Email /address, seeking approval for the following Special Business as set out in the said Postal Ballot Notice:

1. Regularisation of reappointment of Dr. Sanghamitra Mukherjee as an Independent Director
2. Regularisation of reappointment of Mr. Swapan Kumar Chakraborty as an Independent Director
3. Regularisation of reappointment of Mr Debasis Sircar as an Executive Director
4. Regularisation of reappointment of Mr Jayanta Kumar Ghosh as Managing Director
5. Regularisation of reappointment of Mr. Uday Narayan Singh as an Executive Director and Chief Financial Officer of the Company

The e-voting period commences on Thursday, June 1, 2023 (9:00 AM) and ends on Friday, June 30, 2023 (5:00 PM). The said information is also being made available on the website of the Company i.e. www.bcril.com.

This is for your information and records.

Thanking you.

Yours faithfully,
For BCPL Railway Infrastructure Limited

DEVS
HREE
SINHA

Digital Signatory DEVSINHA
SINHA
CIN: L51109WB1995PLC075801
E-MAIL: corp@bcril.com
Date: 2023.05.31 14:40:45
40292

Devshree Sinha
Company Secretary

REGISTERED OFFICE

112, Raja Ram Mohan Roy Sarani, Ground Floor, Kolkata - 700 009, Phone : 2219 0085 / 1814, 9674911100, Fax : 91 33 2241 8401

E-mail : corp@bcril.com, Website : www.bcril.com CIN NO :- L51109WB1995PLC075801



BCPL RAILWAY INFRASTRUCTURE LIMITED

CIN: L51109WB1995PLC075801

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

Phone: 033 2219 0085 / 1814, 96749 11100; **Fax:** 033 2241
8401;

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

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, it is proposed to transact the special business as set out hereunder by the members of the Company by passing of Ordinary or Special Resolution by way of Postal Ballot. The proposed Special Business 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 Postal Ballot Form including voting through electronic means ("Remote E-voting"):

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

SPECIAL BUSINESS:

1. Regularisation of reappointment of Dr. Sanghamitra Mukherjee as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary 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, Dr. Sanghamitra Mukherjee (DIN: 07203827), a Non-Executive Independent Director of the Company who was reappointed by the Board of Directors on 31st March 2023 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 she 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 her 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 31st March 2023 upto 30th March 2028.

RESOLVED FURTHER THAT any of the Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

2. Regularisation of reappointment of Mr. Swapan Kumar Chakraborty as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary 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, Mr. Swapan Kumar Chakraborty (DIN: 00458410), a Non-Executive Independent Director of the Company who was reappointed by the Board of Directors on 31st March 2023 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 31st March 2023 upto 30th March 2028.

RESOLVED FURTHER THAT any of the Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

3. Regularisation of reappointment of Mr Debasis Sircar as an Executive Director:

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149,152, 161, 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Mr Debasis Sircar (DIN: 09020911) an Executive Non-Independent Director of the Company who was reappointed by the Board of Directors on 31st March 2023 as an Additional Director (Executive) pursuant to the provisions of Section 161 of the Companies Act, 2013 of the Company, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing candidature of Mr. Sircar for the office of the Executive Director, be and is hereby reappointed as an Executive, Non Independent Director, for a period of 5 (five) years with effect from 31st March, 2023 upto 30th March, 2028 upon the terms & conditions of appointment and remuneration, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors on recommendations of the Nomination and Remuneration Committee thereof to alter and vary the terms & conditions of the said Appointment in such manner in compliance with section 197 and 198 of the Companies Act 2013 or in excess thereof, be and is hereby approved, as may be agreed to between the Board of Directors and Mr. Debasis Sircar.

“**RESOLVED FURTHER THAT** any of the Directors of the Company and / or 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.”

4. Regularisation of reappointment of Mr Jayanta Kumar Ghosh as Managing 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 Section 149, 152, 161, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactment

thereof for the time being enforce) and applicable clauses of the Articles of Association of the Company, Mr. Jayanta Kumar Ghosh (DIN 00722445), 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 reappointed as Managing Director of the Company with effect from 16th April, 2023 for a period of 5 years on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors on recommendations of the Nomination and Remuneration Committee thereof to alter any clause of the above agreement in compliance with section 197 and 198 of the Companies Act 2013 or in excess thereof, be and is hereby approved, as may be agreed to between the Board of Directors and Mr. Ghosh.

“**RESOLVED FURTHER THAT** any director or company secretary of the company be and is hereby severally authorized to do all such acts, deeds, things, filling of forms, returns and execute all the necessary documents in this connection as may be required to comply with all formalities etc. as may be required in this connection.”

5. Regularisation of reappointment of Mr. Uday Narayan Singh as an Executive Director and Chief Financial Officer of the Company:

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 Section 149, 152, 161, 196, 197, 198 and 203 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being enforce) and rules and regulations made thereunder and applicable clauses of the Articles of Association of the Company, Mr. Uday Narayan Singh (DIN 00722449), 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 reappointed as an Executive Director & Chief Financial Officer of the Company with effect from 16th April, 2023 for a period of 5 years on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice, between the Company and Mr. Uday Narayan Singh with liberty to the Board of Directors on recommendations of the Nomination and Remuneration Committee thereof to alter any clause of the above agreement in compliance with section 197 and 198 of the Companies Act 2013 or in excess thereof, be and is

hereby approved, as may be agreed to between the Board of Directors and Mr. U N Singh.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, file the requisite forms and returns to the Registrar of Companies, West Bengal and execute all the documents and take necessary steps required in this matter.”

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

**Devshree Sinha
Company Secretary & Compliance Officer**

**Place: Kolkata
Date: May 24, 2023**

Registered Office:
112, Raja Ram Mohan Roy
Sarani, Kolkata- 700009,
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. 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, May 26, 2023. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, May 26, 2023 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.
4. Resolutions 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.
5. Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to investors@bcril.com, corp@bcril.com.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, May 26, 2023. The postal ballot period commences on Thursday, June 1, 2023 at 9:00 a.m. and ends on Friday, June 30, 2023 at 5:00 p.m.
7. In compliance with sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
8. Members cannot exercise votes by proxy.
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.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, to the Scrutinizer appointed by the Board of Directors of the Company CA Sudhir Kothari, (Membership No.053874), Chartered Accountants, Sudhir Kothari & Associates, having its office at 10/1 Deodar Street, Kolkata 700019, West Bengal, not later than the close of working hours i.e. 5:00 p.m. on Friday, June 30, 2023. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
11. Postal Ballot Forms received after 5:00 p.m. on Friday, June 30, 2023 shall be deemed invalid.
12. The Scrutinizer will submit a consolidated report of voting (e-voting & ballot voting) to the Chairman & 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 & Managing Director or any director of the Company duly authorized, on or before Friday, July 7, 2023 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.
13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, June 30, 2023 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.
14. 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.
15. The results of voting by Postal Ballot will be disseminated on the website of Company / BSE / CDSL on or before Friday, July 7, 2023. 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 and will be communicated to BSE Limited (BSE) where Equity Shares of the Company are listed.
16. 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.

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:

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

Step 2 : 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 <June 1, 2023 at 9am (IST)> and ends on <June 30, 2023 at 5pm (IST)>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <May 26, 2023> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted through evoting would not be entitled to vote through physical postal ballot form.
- (iii) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated December 14, 2021 (General Circular No. 21/2021) read with circulars dated January 13, 2021, May 5, 2020 April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing

Regulations") and MCA Circulars, the Postal ballot evoting is being held.

- (iv) 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' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) 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 www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) 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 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 & 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> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication,</p>

	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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) 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: https://eservices.nsd.com 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/</p>

	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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 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

Login type	Helpdesk details
Individual Shareholders holding	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

securities in Demat mode with CDSL	helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 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.

- (vi) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 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)

	<ul style="list-style-type: none"> 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 OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 the relevant <Company Name> 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.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: investors@bcrl.com and , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 or call at toll free no. 1800 22 55 33

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 May 24, 2023:-

Item No. 1: Regularisation of reappointment of Dr. Sanghamitra Mukherjee as an Independent Director:

Dr. Sanghamitra Mukherjee was reappointed by the Board at the meeting as Additional (Independent) Directors of the Company with effect from 31.03.2023 and her term of office expires at the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Dr. Sanghamitra Mukherjee is a doctorate and Ex-Principal of Lady Brabourne College, Kolkata, West Bengal. She has wide expertise in training and administration.

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 she shall not be included in the total number of Directors liable to retire by rotation. She held office as an Independent Director for a consecutive term of five years from 28th February, 2018 and considering her valuable advice to the Board during her tenure, the Nomination and Remuneration Committee recommended her reappointment as an Independent Director. Accordingly, it is proposed to reappoint Dr. Sanghamitra Mukherjee as independent Director under Section 149 of the Companies Act, 2013 to hold office for further 5 (five) consecutive years from March 31, 2023 to March 30, 2028 and she would not be included in the total number of Directors liable to retire by rotation.

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

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

The Company has received declaration from her that she 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, Dr. Sanghamitra Mukherjee fulfils the conditions for appointment as Independent Director specified in the Companies Act, 2013. She is independent to the management of the Company.

Copies of the letters of reappointment of Dr. Sanghamitra 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 Dr. Sanghamitra Mukherjee detailing the nature of her expertise in specific functional areas and names of Companies in which they hold 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 the Independent Director and her association would be of immense benefit to the Company and it is desirable to avail services of Dr. Sanghamitra Mukherjee as Independent Director. Accordingly, the Board recommends the resolution in relation to reappointment of Dr. Sanghamitra Mukherjee as Independent Director, for the approval of the Members of the Company.

Dr. Sanghamitra Mukherjee, Independent Director or her relatives is concerned or interested in the resolution as set out at Item Nos. 1 of the Notice respectively, since it relates to her 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 these resolutions set out at Item Nos. 1.

The Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

Item No. 2: Regularisation of reappointment of Mr Swapan Kumar Chakraborty as an Independent Director:

Mr. Swapan Kumar Chakraborty was reappointed by the Board in the meeting as Additional (Independent) Directors of the Company with effect from 31.03.2023 and his term of office expires at the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Mr. Swapan Kumar Chakraborty is a Post Graduate and an Ex-Banker. 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 28th February, 2018 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. Swapan Kumar Chakraborty as independent Directors under Section 149 of the Companies Act, 2013 to

hold office for 5 (five) consecutive years upto the from March 31, 2023 to March 30, 2028 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. Swapan Kumar Chakraborty for the office of Director of the Company.

The Company has received declarations from them that they 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. Swapan Kumar Chakraborty fulfils the conditions for reappointment as Independent Director specified in the Companies Act, 2013. He is Independent to the management of the Company.

Copies of the letters for reappointment of Mr. Swapan Kumar Chakraborty as Additional (Independent) Directors setting out the terms and conditions would be available for inspection by members at the Registered Office of the Company. Brief particulars of Dr. Swapan Kumar Chakraborty 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 their association would be of immense benefit to the Company and it is desirable to avail services of Mr. Swapan Kumar Chakraborty as Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Swapan Kumar Chakraborty as Independent Director, for the approval of the Members of the Company.

Mr. Swapan Kumar Chakraborty, Independent Directors or his relatives, are concerned or interested in the resolutions as set out at Item Nos. 2 of 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 these resolutions set out at Item Nos. 2.

Item No.3 : Regularisation of reappointment of Mr Debasis Sircar as an Executive Director

The Board of Directors of the Company based on the

recommendations of the Nomination & Remuneration Committee, at the Board Meeting held on March 31, 2023 had approved the reappointment of Mr Debasis Sircar as an Additional Director to function as an Executive Director, subject to approval of the Shareholders for a period of 5 years w.e.f. March 31, 2023 and also approved payment of remuneration (salary, commission and perquisites) to Mr Debasis Sircar with an overall limit of ten percent of the net profits of the Company computed in the manner set out in Section 198 read with Schedule V of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force).

Pursuant to Section 149, 152, 161, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of the members and such other consents and permission as may be required, Mr. Debasis Sircar (holding DIN 09020911) be and is hereby reappointed as the Executive Director of the Company for a period of 5 years commencing from 31st March, 2023 and Mr. Sircar has given his consent to act as the Executive Director (ED) of the Company and he is not disqualified for appointment of director under Section 164 of the Company Act, 2013.

He held office as an Executive Director for a consecutive term of two years from 30th January 2021 and he had also served the company as the Chief Operating Officer rendering his valuable service to the company from time to time.

The Executive Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him from time to time by the Board and exercise such powers as may be assigned to be him subject to the superintendence, control and directions of the Board. The Executive Director shall not exceed the powers delegated by the Board. The Executive Director undertakes to employ the best of his skill and ability and to make his utmost efforts to promote the interests and welfare of the Company.

The managerial remuneration payable to Mr. Sircar, the details of which are as under:

Monthly Salary of Rs. 184140/- (Rupees One Lac Eighty Four Thousand One Hundred Forty only) with annual increments to max upto 30% pa during his tenure shall be based on the recommendation of the Nomination & Remuneration Committee and approval of such increment by the Audit Committee. In addition to the said salary, Mr. Sircar shall, during his tenure in office, be entitled to other perquisites as may be agreed upon not exceeding 20 % of the salary and reimbursement of medical expenses for self and family subject to a ceiling of Rs. 1,35,000 pa.

The above is to be treated as Minimum Remuneration payable to Mr. Sircar in the event of loss or inadequacy of Profit in any financial year during his tenure as Executive Director.

The Terms & Conditions of the Executive Director may be altered and varied from time to time by the Board as may, in its discretion deem fit, subject to such approvals as may be required. The Agreement setting out the terms and conditions would be available for inspection by members at the Registered Office of the Company.

In furtherance of the same, the Board recommends the resolution for the approval of the members as a Special Resolution set out in Item No. 3 of the Notice.

None of the Directors except Mr Sircar or Key Managerial Personnel or their relatives are interested in the resolution.

Item No. 4: Regulation of the reappointment of Mr Jayanta Kumar Ghosh as Managing Director of the Company

Pursuant to Section 149, 152, 161, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other consents and permission as may be required, Mr. Jayanta Kumar Ghosh (holding DIN 00722445) be and is hereby reappointed as the Managing Director of the Company for a period of 5 years commencing from 16th day of April, 2023 and Mr. Jayanta Kumar Ghosh has given his consent to act as the Managing Director (MD) of the Company and he is not disqualified for reappointment of director under Section 164 of the Company Act, 2013.

It is to note that Mr. Ghosh has held office under the Company as its Managing Director with effect from the 16th day of April, 2018 which expires with the close of business on 15th April, 2023.

The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him from time to time by the Board and exercise such powers as may be assigned to be him subject to the superintendence, control and directions of the Board. The Managing Director shall not exceed the powers do delegated by the Board. The Managing Director undertakes to employ the best of his skill and ability and to make his utmost efforts to promote the interests and welfare of the Company.

The managerial remuneration payable to Mr. Ghosh, the details of which are as under:

Monthly Salary of Rs. 507000/- (Rupees Five Lacs Seven

Thousand only) with annual increments to max upto 30% pa during his tenure shall be based on the recommendation of the Nomination & Remuneration Committee and approval of such increment by the Audit Committee; plus commission at the rate of 0.5% of Net Profit.

In addition to the said salary, Mr. Jayanta Kumar Ghosh shall, during his tenure in office, be entitled to other perquisites as may be agreed upon not exceeding 20 % of the salary and reimbursement of medical expenses for self and family subject to a ceiling of one month's salary.

The above is to be treated as Minimum Remuneration payable to Mr. Jayanta Kumar Ghosh in the event of loss or inadequacy of Profit in any financial year during his tenure as Managing Director.

The Terms & Conditions of the Managing Director may be altered and varied from time to time by the Board as may, in its discretion deem fit, subject to such approvals as may be required. The Agreement setting out the terms and conditions would be available for inspection by members at the Registered Office of the Company.

In furtherance of the same, the Board recommends the resolution for the approval of the members as a Special Resolution set out in Item No. 4 of the Notice.

None of the Directors except Mr Ghosh and his relatives or Key Managerial Personnel or their relatives are interested in the resolution.

Item No. 5: Regulation of the reappointment of Mr Uday Narayan Singh as Executive Director and Chief Financial Officer of the Company:

Pursuant to 149, 152, 161, 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and rules and regulations made thereunder and applicable clauses of the Articles of Association of the Company, Mr. Uday Narayan Singh (holding DIN 00722449), be and is reappointed as the Executive Director and Chief Financial Officer of the Company with effect from 16th April, 2023 and he is not disqualified for appointment of director under Section 164 of the Company Act, 2013.

It is to note that Mr. Singh has held office under the Company as the Executive Director and CFO with effect from the 16th day of April, 2018 which expires with the close of business on 15th April, 2023 and he has given his consent to act as the Executive Director and Chief Financial Officer (ED & CFO) of the Company.

The ED & CFO shall devote his whole time and attention to

the business of the Company and perform such duties as may be entrusted to him from time to time by the Board and exercise such powers as may be assigned to be him subject to the superintendence, control and directions of the Board. The ED & CFO shall not exceed the powers do delegated by the Board. The ED & CFO undertakes to employ the best of his skill and ability and to make his utmost efforts to promote the interests and welfare of the Company.

The managerial remuneration payable to Mr. Singh, the details of which are as under

Monthly Salary of Rs. 4,05,600/- (Rupees Four Lacs Five Thousand Six Hundred only) with annual increments to max upto 30% pa during his tenure shall be based on the recommendation of the Nomination & Remuneration Committee and approval of such increment by the Audit Committee; plus commission at the rate of 0.5% of Net Profit.

In addition to the said salary, Mr. Uday Narayan Singh shall, during his tenure in office, be entitled to other perquisites as may be agreed upon not exceeding 20 % of the salary and reimbursement of medical expenses for self and family subject to a ceiling of one month's salary.

The above is to be treated as Minimum Remuneration payable to Mr. Uday Narayan Singh in the event of loss or inadequacy of Profit in any financial year during his tenure as Executive Director and Chief Financial Officer.

The Terms & Conditions of the ED & CFO may be altered and varied from time to time by the Board as may, in its discretion deem fit, subject to such approvals as may be required. The Agreement setting out the terms and conditions would be available for inspection by members at the Registered Office of the Company.

In furtherance of the same, the Board recommends the resolution for the approval of the members as a Special Resolution set out in Item No. 5 of the Notice.

None of the Directors except Mr Singh and his relatives or Key Managerial Personnel or their relatives are interested in the resolution.

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

**Devshree Sinha
Company Secretary & Compliance Officer**

**Place: Kolkata
Date: May 24, 2023**

Annexure to Items 1 to 5 of the Notice

Details of Directors 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	Sanghamitra Mukherjee	Swapan Kumar Chakraborty	Debasis Sircar	Jayanta Kumar Ghosh	Uday Narayan Singh
Nationality	Indian	Indian	Indian	Indian	Indian
Date of reappointment on the Board	31.3.23	31.3.23	31.3.23	16.4.23	16.4.23
Qualifications	Doctorate	Post Graduate	Under graduate	Graduate	Graduate
Expertise in specific functional areas	Ex Principal of Premier College in Kolkata, West Bengal. Has vast administrative and governance experience.	Ex banker of nationalized bank in India. Has vast experience in accounts and audit procedures	Associate with the Company holding various eminent positions. Has vast experience and expertise in the field	Promoter Director, since its inception and has played eminent role in bringing the company to its current position	Promoter Director and associated, since its inception and has played eminent role in the growth of the company
No of shares held in the Company	Nil	Nil	32000	1510006	420994
List of the Directorship held in other companies*	1 (Phoenix Overseas Limited)	Nil	Nil	1 (Phoenix Overseas Limited)	1 (Phoenix Overseas Limited)
Number of Board Meetings attended during	5 (five)	5 (five)	5 (five)	5 (five)	5 (five)

the year 2022-23					
Chairman/Member in the Committees of the Boards of companies in which he is Director *	1 (Audit Committee member of Phoenix Overseas Limited)	2 (Stakeholders' Relationship Committee Chairman and Audit Committee member)	Nil	1 (Stakeholders' Relationship Committee member)	1 (Audit Committee member)
Relationships between Directors inter-se	Nil	Nil	Nil	Nil	Nil
Remuneration details (Including Sitting Fees & Commission)	Rs 11000/- per Board meeting and Rs 7700/- per committee.	Rs 11000/- per Board meeting and Rs 7700/- per committee.	Rs 184140/- per month	Rs 507000/- per month	Rs 405600/- per month

*Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

**BCPL RAILWAY INFRASTRUCTURE LIMITED**

CIN: L51109WB1995PLC075801

Registered Office: 112, Raja Ram Mohan Roy Sarani, Kolkata- 700009, West Bengal, India**Phone:** 033 2219 0085 / 1814, 96749 11100; **Fax:** 033 2241 8401;**Website:** www.bcril.com; **Email:** investors@bcril.com, corp@bcril.com**POSTAL BALLOT FORM**

(Please read carefully the instructions printed overleaf before completing this form)

Ballot Sl. No.

Sr. No.	Particulars	Details of Member(s)
1	Name of the Sole / First named Member	
2	Registered Address of the Sole / First named Member	
3	Name(s) of the Joint Member(s), if any	
4	Registered Folio No. / *DP. ID No. and Client ID. No. (*Applicable to investors holding shares in dematerialized form)	
5	Number of Equity Share(s) held as on Friday, May 26, 2023	

I/We hereby exercise my/our vote in respect of the following Ordinary or Special Resolution having Special Business to be passed through Postal Ballot / e-voting for the business stated in the Postal Ballot Notice of the Company dated Wednesday, May 24, 2023, by conveying my/our assent or dissent to the said Resolution, by placing the tick (√) mark at the appropriate box below:

Item No.	Brief Particulars of the Resolutions	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Regularisation of reappointment of Dr. Sanghamitra Mukherjee as an Independent Director			
2.	Regularisation of reappointment of Mr. Swapan Kumar Chakraborty as an Independent Director			
3.	Regularisation of reappointment of Mr Debasis Sircar as an Executive Director			
4.	Regularisation of reappointment of Mr Jayanta Kumar Ghosh as Managing Director			
5.	Regularisation of reappointment of Mr. Uday Narayan Singh as an Executive Director and Chief Financial Officer of the Company			

Place:

Date:

(Signature of the Sole/First/Joint Member)

Electronic voting particulars

The e-voting facility is available at the link <https://www.evotingindia.com>. The electronic voting particulars are set out as follows:

EVSN (E-voting Sequence Number)	USER ID	PAN / SEQUENCE NUMBER	DOB / DIVIDEND BANK DETAIL
230529008	Enter Folio No. or DP/Client ID	Refer e-voting instruction	Refer e-voting instruction

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

Commencement of e-voting	End of e-voting
Thursday, June 01, 2023 at 9:00 a.m.	Friday, June 30, 2023 at 5:00 p.m.

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Friday, June 30, 2023 up to 5:00 p.m.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The Members are advised to send the duly completed physical postal ballot to the Scrutinizer appointed by the Board of Directors of the Company CA Sudhir Kothari, (Membership No. 053874), Chartered Accountants, Sudhir Kothari & Associates, having its office at 10/1 Deodar Street, Kolkata 700019, West Bengal, India.
4. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, 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. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
5. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a) if the Postal Ballot form has not been signed by or on behalf of the Member;
 - b) if the Member's signature does not tally with the specimen signature with the Company;
 - c) if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d) if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e) if the Postal Ballot Form is incomplete or incorrectly filled;
 - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g) if the form other than the one issued by the company is used.
7. The envelope containing duly completed Postal Ballot Forms should reach the Scrutinizer on or before Friday, June 30, 2023. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
9. Postal Ballot Form received by fax will be rejected as if reply from Member has not been received unless the original Postal Ballot Form is received within prescribed time period.
10. Members are requested to fill in the Postal Ballot Form in indelible ink and not in any erasable writing mode.
11. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Company at investors@bcril.com, corp@bcril.com, with a copy marked to helpdesk.evoting@cdslindia.com, or deposited at the registered office of the Company.
12. The result of voting on the Resolutions will be declared on or before Friday, July 7, 2023 at the registered office and will also be displayed on the website of the Company investors@bcril.com, corp@bcril.com, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
15. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date i.e. Friday, May 26, 2023.
16. The Scrutinizer's decision on the validity of the postal ballot shall be final.
17. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.