

BADRIDAS INVESTMENT COMPANY LIMITED
Regd. Off. : `Nicco House`, 5th Floor, 2, Hare Street, Kolkata – 700 001
CIN : L67120WB1972PLC028566
Tel. No.(033) 2248-9778/9529, Fax No.(033) 2210-1794
Website : www.badridasinvestmentco.com
E-mail ; info@badridasinvestmentco.com

NOTICE

NOTICE is hereby given that the 47th ANNUAL GENERAL MEETING of BADRIDAS INVESTMENT CO. LTD. will be held on Monday, the 30th day of September, 2019 at 12:00 Noon at the Registered office of the Company at Nicco House, 5th Floor, 2, Hare Street, Kolkata – 700 001 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Ashok Kumar Sharma (DIN : 08292749), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. Re-appointment of Mrs. Aruna Periwal (DIN : 00013686) as Managing Director.

To consider, and if thought fit, to pass, the following Resolution as **Special Resolution** :-

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mrs Aruna Periwal (DIN : 00013686) as Managing Director of the Company for a further period of 3 (Three) years effective 1st day of January, 2020 on the terms and conditions as are set out in the appointment letter issued by the company to her which is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as `the Board' which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration and/or agreement, subject to the remuneration as specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or any amendments thereto as may be agreed to between the Board and Mrs. Aruna Periwal.”

4. Re-appointment of Mr. Prakash Chand Bhutoria as an Independent Director :

To consider, and if thought fit, to pass, the following as a **Special Resolution :-**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure requirement) Regulations, 2015 [Including any Statutory Modification (s) or amendment (s) thereto or reenactment thereof for the time being in force], Mr. Prakash Chand Bhutoria (DIN : 06963655), who was appointed as an Independent Director of the Company at the 42nd Annual General Meeting of the Company and who holds office of the Independent Director upto 30th September, 2019 and who is eligible for being re-appointed as an Independent Director and who has submitted a declaration confirming the criteria of independence under Section 149 (6) of Companies Act, 2013, and in respect of whom the company has received a notice in writing from a member u/s 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 01.10.2019 to 30.09.2024.”

5. Re-appointment of Mr. Mahesh Kumar Saraf as an Independent Director :

To consider, and if thought fit, to pass, the following as a **Special Resolution :-**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure requirement) Regulations, 2015 [Including any Statutory Modification (s) or amendment (s) thereto or reenactment thereof for the time being in force], Mr. Mahesh Kumar Saraf (DIN : 00047333), who was appointed as an Independent Director of the Company at the 42nd Annual General Meeting of the Company and who holds office of the Independent Director upto 30th September, 2019 and who is eligible for being re-appointed as an Independent Director and who has submitted a declaration confirming the criteria of independence under Section 149 (6) of Companies Act, 2013, and in respect of whom the company has received a notice in writing from a member u/s 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 01.10.2019 to 30.09.2024.”

6. **Appointment of Mr. Ashok Kumar Sharma as Director :**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution :-**

“RESOLVED THAT pursuant to the provisions of Sections 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashok Kumar Sharma (DIN : 08292749) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice to in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

By Order of the Board
For **Badridas Investment Co. Limited**

“Nicco House”, 5th Floor
2, Hare Street
Kolkata – 700 001
CIN : L67120WB1972PLC028566
(Phone) (033) 2248-9529/9778
(Fax) (033) 2210-1794
Website : badridasinvestmentco.com
Email : info@badridasinvestmentco.com

(Aruna Periwai)
Managing Director

DIN : 00013686

Dated : 30th August, 2019

Notes :

1. *A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the Proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.*

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A statement pursuant to Section 102 (1) of the Companies Act 2013, relating to the Special business to be transacted at the meeting is annexed hereto.
4. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of Meeting.
5. The Company has notified closure of Register of Members and Share Transfer Books from Tuesday 24th September, 2019 to Monday, 30th September, 2019 both days inclusive.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent of the Company, for consolidation into a single folio.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. Complete particulars of the venue of the meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the Website of the Company at www.badridasinvestmentco.com
10. The Profile of Mrs. Aruna Periwal (DIN : 00013686), Director, Mr. Prakash Chand Bhutoria (DIN : 06963655), as an Independent Director, Mr. Mahesh Kumar Saraf (DIN : 00047333), as an Independent Director and Mr. Ashok Kumar Sharma (DIN : 08292749), as Director of the Company are enclosed.
11. SEBI has recently amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by its notification dated 8th June, 2018 providing that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. This provision shall come into force on the one hundred and eightieth day from the date of publication of the notification in the Official Gazette. In view of the above, the Shareholders holding shares of the Company in physical mode are requested to get their shares dematerialized at an early date.

12. **VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The

members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under :

- (i) The remote e-voting period commences on 27th September, 2019 (9:00 a.m.) and ends on 29th September, 2019 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID.
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
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"> ➤ Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ➤ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.

Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> ➤ Please Enter the DOB or Bank Account Number in order to Login. ➤ If both the details are not recorded with the depository or company then please enter the member-id/folio number in the Bank Account Number details field as mentioned in above instruction (iv).
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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 resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **<BADRIDAS INVESTMENT COMPANY LTD. >** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xx) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or before 29.09.2019 (5:00 p.m.). Please follow the instructions as prompted by the mobile app while voting on your mobile.
13. Institutional Members/Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at <asit@aklabh.com> with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th September, 2019 upto 5:00 pm without which the vote shall not be treated as valid.
14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019. A person who is not a member as on cut off date should treat this notice for information purpose only.
15. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / register of beneficial owners maintained by depositories as at closing hours of business on Friday, 16th August, 2019.

16. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
17. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
18. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company/Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
19. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date of 23rd September, 2019 are requested to send the written / email communication to the Company at info@badridasinvestmentco.com by mentioning their Folio No. /DP ID and Client ID to obtain the Login-ID and Password for e-voting.
20. Mr. Asit Kumar Labh, Practising Company Secretary, (ACS-32891/CP-14664), Kolkata has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hrs. of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.badridasinvestmentco.com and on the website of CDSL. The same will be communicated to the stock exchange viz. The Calcutta Stock Exchange Limited, where the shares of the company are listed.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO. 3

Mrs. Aruna Periwal is a renowned industrialist and has been on the Board of the Company w.e.f 01.09.2014. The Board considers that Mrs. Periwal's continued association as Managing Director of the Company would be of immense benefit to the Company. Accordingly, the Board recommend their resolution set out at item No.3 by way of a special resolution for approval of the members. The salient terms and conditions of her appointment are as follows :

Designation	: Managing Director
Date of Appointment	: 01.01.2020
Nationality	: Indian
Tenure	: 3 (three) years w.e.f 01.01.2020 till 31.12.2022
Remuneration	: a) You shall not be paid any remuneration for the time being due to financial constraint.
	b) No sitting fees shall be paid for attending any meeting of the Board of Directors of the Company or community thereon.

The above item of Special Business to be transacted at this meeting of the Company does not relate to or affect any other Company.

The Board recommends the resolution for members' approval as a **Special Resolution**.

None of the other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this resolution.

ITEM NO. 4

Based on the recommendations of Nomination & Remuneration Committee and further approved by the Board, Mr. Prakash Chand Bhutoria is proposed to be re-appointed as an Independent Director for second term.

Mr. Prakash Chand Bhutoria has submitted a declaration that he meets the criteria for independence as provided u/s 149 (6) of the Act. In compliance with provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Mr. Prakash Chand Bhutoria as an Independent Director w.e.f 01.10.2019 for 5 (five) years, not liable to retire by rotation, is now being placed before the Members at the Annual General Meeting for their approval.

The Board recommends the resolution set out at Item No.4 for the approval of the Members of the Company as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

ITEM NO. 5

Based on the recommendations of Nomination & Remuneration Committee and further approved by the Board, Mr. Mahesh Kumar Saraf is proposed to be re-appointed as an Independent Director for second term.

Mr. Mahesh Kumar Saraf has submitted a declaration that he meets the criteria for independence as provided u/s 149 (6) of the Act. In compliance with provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Mr. Mahesh Kumar Saraf as an Independent Director w.e.f 01.10.2019 for 5 (five) years, not liable to retire by rotation, is now being placed before the Members at the Annual General Meeting for their approval.

The Board recommends the resolution set out at Item No.5 for the approval of the Members of the Company as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

ITEM NO. 6

Based on the recommendations of Nomination and Recommendation Committee and further approved by the Board, Mr. Ashok Kumar Sharma is proposed to be appointed as Director of the Company.

Mr. Ashok Kumar Sharma (DIN : 08292749) was appointed as an Additional Director w.e.f. 04.12.2018 to hold the office upto ensuing Annual General Meeting.

The Company has received a notice in writing from a member u/s 160 of the Act proposing the candidature of Mr. Ashok Kumar Sharma for the office of Director of the Company.

Mr. Ashok Kumar Sharma is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to Act as a Director.

The Board recommends the aforesaid resolution for the approval of the shareholders as Ordinary Resolution.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this resolution.

By Order of the Board
For **Badridas Investment Co. Limited**

“Nicco House”, 5th Floor
2, Hare Street
Kolkata – 700 001
CIN : L67120WB1972PLC028566
(Phone) (033) 2248-9529/9778
(Fax) (033) 2210-1794
Website : badridasinvestmentco.com
Email : info@badridasinvestmentco.com

(Aruna Periwal)
Managing Director

DIN : 00013686

Dated : 30th August, 2019

Profile of Mrs. Aruna Periwal (DIN : 00013686)

Name : Mrs. Aruna Periwal
Date of Birth : 18.11.1945
Nationality : Indian
Designation : Managing Director
Qualification : B.Com
Experience : 25 years

Directorship in other Companies : 1) Pioneer Plastic Inds. Ltd.
2) Pioneer Protec Ltd.
3) Periwal Industrial Corpn. Ltd.
4) J.S.M. Industries Ltd.
5) Purma Overseas Pvt. Ltd.
6) Sheela Timber Industries Ltd.
7) Accord Retail Ventures Pvt. Ltd.
8) New Age Warehousing (P) Ltd.
9) Spectrum Outsourcing Solutions (P) Ltd.
10) New Age Logistics (P) Ltd.

Chairman/Member of Committees other than this Company. : Chairman -- Nil
: Member -- 2 (Two)

No. of Shares held in the Company: 10,700 Equity Shares

Profile of Mr. Prakash Chand Bhutoria (DIN : 06963655)

Name : Mr. Prakash Chand Bhutoria
Date of Birth : 15.05.1955
Nationality : Indian
Designation : Independent Director
Qualification : B.Com
Experience : 5 years

Directorship in other Companies : 1) Badridas Investment Co. Ltd.

Chairman/Member of Committees other than this Company. : Chairman – 1 (One)
: Member -- 1 (One)

No. of Shares held in the Company: Nil

Profile of Mr. Mahesh Kumar Saraf (DIN : 00047333)

Name : Mr. Mahesh Kumar Saraf
Date of Birth : 20.05.1953
Nationality : Indian
Designation : Independent Director
Qualification : B.Com
Experience : 5 years

Directorship in other Companies : 1) Navraj Mines & Minerals (P) Ltd.

Chairman/Member of : Chairman – Nil
Committees other than this : Member -- Nil
Company.

No. of Shares held in the Company: Nil

Profile of Mr. Ashok Kumar Sharma (DIN : 08292749)

Name : Mr. Ashok Kumar Sharma
Date of Birth : 15.05.1960
Nationality : Indian
Designation : Managing Director
Qualification : B.Com
Experience : 2 years

Directorship in other Companies : 1) Pioneer Polyfeb Ltd.
2) Perival Industrial Corpn. Ltd.
3) Pioneer Plastic Works (P) Ltd.
5) Malancha Polymers (P) Ltd.

Chairman/Member of : Chairman -- Nil
Committees other than this : Member -- Nil
Company.

No. of Shares held in the Company: Nil

Nicco House, Hare Street, BBD Bagh

Nicco House
2, Hare Street, NICCO HOUSE, 4th Floor, Hare St
BBD Bagh
Kolkata, West Bengal 700001

SAVE NEARBY SEND TO YOUR PHONE SHARE

Add a missing place

At this location

D & I Taxcon Services Pvt. Ltd.
Tax Department - Hare St

The map displays the BBD Bagh area in Kolkata, India. A red pin marks the location of Nicco House at 2, Hare Street. The map includes various landmarks such as the Reserve Bank of India, Kolkata Port Trust, Ship Shape, Jammu And Kashmir Bank Limited, Bankshal Court, Rashi Peripherals PVT. LTD, St. John's Church, Dewar's Garage, Dream Job Consultancy, Government Pl, and THE CALCUTTA SWIMMING CLUB. The Hooghly River is visible on the left side of the map. The map data is attributed to ©2016 Google.

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ATTENDANCE SLIP

Regd. Folio/DP-ID & Client ID	
Name and Address of The Shareholder	
Joint Holder(s)	
No. of shares held	

- 1) I hereby record my presence at the 47th Annual General Meeting of the Company being held on Monday, the 30th day of September, 2019 at 12:00 Noon at the Registered office of the Company at Nicco House, 2 Hare Street, 5th Floor, Kolkata – 700 001.
- 2) Signature of the Shareholder / Proxy Present
- 3) Shareholder / Proxy holder wishing to attend the meeting must bring his / her copy of the Annual Report for reference at the meeting.

PROXY FORM
Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L67120WB1972PLC028566

Name of the Company : **BADRIDAS INVESTMENT COMPANY LIMITED**

Registered Office : **`Nicco House', 5th Floor, 2, Hare Street, Kolkata – 700 001**

Name of the Member (s) :	
Registered Address :	
E-mail ID :	
Folio No./Client ID :	
DP ID :	

I/We, being the member(s), holding.....shares of the above named company, hereby appoint :

- (1) NameAddress.....
E-mail ID..... Signature.....or failing him/her,
- (2) NameAddress.....
E-mail ID..... Signature.....or failing him/her,
- (3) NameAddress.....
E-mail ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 47th Annual General Meeting of the Company being held on Monday, the 30th day of September, 2019 at 12:00 Noon at the Registered office of the Company at Nicco House, 2 Hare Street, 5th Floor, Kolkata – 700 001, and at any adjournment thereof in respect of such resolution as are indicated below :

Resolution No.	Resolutions
Ordinary Business	
1.	Adoption of Audited financial statements of the Company for the year Ended 31.03.2019
2.	Appointment of Director in place of Mr. Ashok Kumar Sharma (DIN:08292749) Who retires by rotation and being eligible, seeks re-appointment.
Special Business	
3. Special Resolution	Re-appointment of Mrs. Aruna Periwal (DIN : 00013686), as Managing Director for a further period of 3 (three) years w.e.f. 01.01.2020.
4. Special Resolution	Re-appointment of Mr. Prakash Chand Bhutoria (DIN : 06963655), as an Independent Director for a further period of 5 (five) years w.e.f. 01.10.2019.
5. Special Resolution	Re-appointment of Mr. Mahesh Kumar Saraf (DIN : 00047333), as an Independent Director for a further period of 5 (five) years w.e.f. 01.10.2019.
6. Ordinary Resolution	Confirmation of Appointment of Mr. Ashok Kumar Sharma (DIN : 08292749), as Director of the Company.

Signed this day of 2019

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For the RESOLUTIONS, Explanatory Statement and Notes please refer to the Notice of the Annual General Meeting.

FORM NO.MGT-12

Ballot Paper

Sr.No.....

Name of the Company : BADRIDAS INVESTMENT COMPANY LTD.				
Registered Office : "Nicco House", 5 th Floor, 2, Hare Street, Kolkata -700 001				
CIN : L67120WB1972PLC028566				
BALLOT PAPER FOR 47th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY THE 30th SEPTEMBER, 2019 AT NICCO HOUSE, 5TH FLOOR, 2, HARE STREET, KOLKATA AT 12:00 NOON OR ANY ADJOURNMENT THEREOF				
Sr. No	Particulars	Details		
1.	Name of the First Named shareholder (in block letters)			
2.	Postal address			
3.	Registered folio no./ *DPID and Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity		
5.	No. of Shares			
I hereby exercise my vote in respect of Ordinary/ Special Resolution enumerated below by recording my assent or dissent by placing tick (√) mark at the appropriate Box to the said resolution:				
No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
ORDINARY BUSINESS				
1.	Adoption of Audited financial statements of the Company for the year ended 31.03.2019 together with the Reports of the Directors' and Auditors' thereon.			
2.	Re-appointment of Mr. Ashok Kumar Sharma (DIN : 08292749) who retires by rotation and being eligible offers himself for re-appointment.			

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<u>SPECIAL BUSINESS</u>				
3.	Re-appointment of Mrs. Aruna Periwal (DIN : 00013686) as Managing Director for a further period of 3 (three) years w.e.f. 1 st January, 2020			
4.	Re-appointment of Mr. Prakash Chand Bhutoria (DIN : 06963655) as an Independent Director for a further period of 5 (five) years w.e.f. 1 st October, 2019			
5.	Re-appointment of Mr. Mahesh Kumar Saraf (DIN : 00047333) as an Independent Director for a further period of 5 (five) years w.e.f. 1 st October, 2019			
6.	Appointment of Mr. Ashok Kumar Sharma (DIN : 08292749), as Director of the Company.			
Place :				
Date :				
(Signature of the shareholder)				

Note: a) Kindly note that total No. of Votes should be equal to the number of Shares held.

b) In case of Corporate Shareholder, a certified copy of the resolution of the Corporate Shareholder attesting the signature of the authorized person casting the vote should be attached.

BADRIDAS INVESTMENT COMPANY LIMITED
Regd. Off. : `Nicco House`, 5th Floor, 2, Hare Street, Kolkata – 700 001
CIN : L67120WB1972PLC028566
Tel. No.(033) 2248-9778/9529, Fax No.(033) 2210-1794
Website : www.badridasinvestmentco.com
E-mail ; info@badridasinvestmentco.com

**(ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE
COMPANY TO BE HELD ON 30-09-2019)**

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any):

Folio No. / DP ID & Client ID:

No. of Equity Shares Held:

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Monday, the 30th day of September, 2019 at 12:00 Noon at the Registered office of the Company at Nicco House, 5th Floor, 2, Hare Street, Kolkata – 700 001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.

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

<u>Remote e-Voting Start On</u>	<u>Remote e-Voting End On</u>
27 th September, 2019 at 9.00 A.M. (IST)	29th September, 2019 at 5.00 P.M.(IST)

Please read the instructions mentioned in the Notes of the AGM Notice before exercising your vote.

By Order of the Board
For **Badridas Investment Co. Limited**

(Aruna Periwal)
Managing Director

Date : 30-08-2019

Place : Kolkata

Encl: AGM Notice / Attendance Slip / Proxy Form / Ballot Form