

BADRIDAS INVESTMENT COMPANY LIMITED

Regd. Office: "NICCO HOUSE", (5th Floor), 2, Hare Street, Kolkata - 700 001
Fax : (033) 2210 1794, Phone : 2248 9529, 2248 9778, Website : www.badridasinvestmentco.com
E-mail : info@badridasinvestmentco.com, accounts@pioneerpolyfeb.com
CIN No. : L67120WB1972PLC028566

Ref. No.

Date

NOTICE

NOTICE is hereby given that the 50th ANNUAL GENERAL MEETING of BADRIDAS INVESTMENT CO. LTD. will be held on Friday, the 30th day of September, 2022 at 11:00 A.M 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

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2022 together with the Reports of Board of Directors and Auditors in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the company for the financial year-ended March 31, 2022 together with the Reports of Board of Directors and Auditors thereon laid before this meeting be and is hereby received, considered and adopted.”

Item No. 2 - Appointment of Mrs. Aruna Periwal as a director liable to retire by rotation

To consider appointment of a Director in place of Mrs. Aruna Periwal (DIN: 00013686) who retires by rotation and being eligible, offers herself for reappointment as a director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the Provision of Section 152 of the Companies Act, 2013, Mrs. Aruna Periwal (DIN: 00013686), who retires by rotation at this meeting and being eligible has offered herself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

Item No. 3 - Appointment of Mr. Ashish Periwal (DIN: 00015227) as Whole Time Director of the Company

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

“RESOLVED THAT pursuant to recommendation to the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 152, 161 and 197 and other applicable provisions of the Companies Act, 2013, read with the relevant rules there under and the provision of Articles of Association of the Company and such other provisions as may be applicable from time to time, Mr. Ashish Periwal (DIN: 00015227), be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT Mr. Ashish Periwal (DIN: 00015227) be and is hereby appointed as Whole Time Director for a period of 5 years from the date of appointment from 01st April, 2022 to 31st March, 2027 and shall be liable to retire by rotation, at the remuneration and terms and conditions mentioned in the Explanatory Statement and has been approved by the Board of Directors.

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby severally authorised to do, or cause to be done all such acts, deeds and things, and execute, deliver and/or file all such documents, as may be necessary or desirable in connection with and to give effect to the above resolution, including but not limited to filing of requisite forms and returns with the Registrar of Companies, West Bengal, as applicable and to take all necessary actions in this regard.”

Item No. 4 - Appointment of Mr. Tarak Ray (DIN: 09520490) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation) including any statutory modification(s) or re-enactment thereof for the time being in force and the Provisions of Article of Association of the Company Mr. Tarak Ray (DIN: 09520490), Independent Director of the company, who has submitted a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations, and who is eligible for appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his appointment to the Board, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years, commencing from 01st April, 2022 to 31st March, 2027.

RESOLVED FURTHER THAT the Board of Directors and/or the Company secretary be and are hereby severally authorised to do all such act and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No. 5 - Appointment of Mr. Kamal Narayan Saboo (DIN: 01496817) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation) including any statutory modification(s) or re-enactment thereof for the time being in force and the Provisions of Article of Association of the Company Mr. Kamal Narayan Saboo (DIN: 01496817), Independent Director of the company, who has submitted a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations, and who is eligible for appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his appointment to the Board, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years, commencing from 01st April, 2022 to 31st March, 2027.

RESOLVED FURTHER THAT the Board of Directors and/or the Company secretary be and are hereby severally authorised to do all such act and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Kolkata
12th August, 2022

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



Aruna Periwal

(Aruna Periwal)
Managing Director
DIN : 00013686

Registered Office:
“Nicco House”, 5th Floor
2, Hare Street, Kolkata - 01
CIN : L67120WB1972PLC028566
Email: bdi@koloffice.com

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 Statements 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 Saturday, 24th September, 2022 to Friday, 30th September, 2022 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. 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.
11. The Company convened the meeting in physical mode by obtaining the approval from the local authority in terms of Ministry of Corporate Affairs circular No.02/2022 dated 05.05.2022.
12. The members are requested to maintain safe distance and follow all safety norms.

13. The e-Voting procedure to be followed by the shareholders to cast their votes:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its Members in respect of the businesses to be transacted at the 50th Annual General Meeting scheduled to be held on Friday, 30th September, 2022 at 11:00 A.M. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. The e-voting particulars are set out below.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER (PAN)
220902023		

- (i) The remote e-voting period begins on 27th September, 2022 from 9:00 a.m. (IST) and ends on 29th September, 2022 upto 5:00 p.m. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2022 may cast

their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) 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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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</p>

	<p>Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<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 or joining virtual meeting & voting during the meeting.</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/ 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 or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in Demat mode)</p>	<p>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</p>

Login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.
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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.

(iv) **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 securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
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. : 1800 1020 990 and 1800 22 44 30.

(v) **Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. Click on "Shareholders" module.
- c. Now enter your User ID
 - For CDSL : 16 digits beneficiary ID,
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the company. OR
 Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login – Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **E-Voting** option and proceed directly to cast your vote electronically.

- d. Next enter the Image Verification as displayed and Click on Login.
- e. 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.
- f. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 indicated in the PAN field of the email sent to them. • Members who have not registered their email address may obtain the sequence number from the Company after registering their email address as per process defined in point no. h
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 as mentioned in instruction (v).

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. 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.
- i. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant <DEEPLOK FINANCIAL SERVICES LIMITED>.
- k. 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.

- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. 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.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p. 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.
- q. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- r. **Note for Non – Individual Shareholders and Custodians**
 - 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 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.
 - Alternatively Non Individual shareholders are required 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; asit.labhl@gmail.com /info@jbgroub.info, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- s. 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 – 400 013

or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

(vi) Process for those shareholders whose email addresses are not registered with the Depositories/Company for obtaining login credentials for e-voting for the resolutions proposed in this notice.

(i) 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 info@jbgroupp.in or mdpl@cal.vsnl.net.in

(ii) For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).

(iii) 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.

14. 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.labh1@gmail.com>](mailto:asit.labh1@gmail.com) with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th September, 2022 upto 5:00 pm without which the vote shall not be treated as valid.
15. 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, 2022. A person who is not a member as on cut off date should treat this notice for information purpose only.
16. 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 12th August, 2022.
17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2022. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
18. 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, 2022 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

19. 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.
20. 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, 2022 are requested to send the written / email communication to the Company at bdi@koloffice.com by mentioning their Folio No. /DP ID and Client ID to obtain the Login-ID and Password for e-voting.
21. 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.
22. 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.

Kolkata
12th August, 2022

Registered Office:
"Nicco House", 5th Floor
2, Hare Street, Kolkata – 01
CIN : L67120WB1972PLC028566
Email: bdi@koloffice.com

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



Aruna Periwal

(Aruna Periwal)
Managing Director
DIN : 00013686



Venue: "2 Hare Street" 5th Floor, Nicco House, Kolkata - 700001

Date: Friday, 30th September, 2022

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act)

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business set out in Item No 3 to 5 of the accompanying Notice dated 12th August, 2022.

Item No. 3:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ashish Periwal (DIN: 00015227) as an Additional Director of the Company with effect from 01st April, 2022, liable to retire by rotation and further he was appointed as Whole Time Director for a period of 5(Five) years from the date of appointment i.e upto 31st March, 2027 on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Board.

Due to Financial inability of the Company, Mr. Ashish Periwal has waived off the remuneration untill the financials of the Company will be improved.

It is proposed to seek members' approval for the continuation of the appointment of Mr. Ashish Periwal as Director and whole time director of the Company in terms of the applicable provisions of the Companies Act, 2013 ("the Act")

Mr. Ashish Periwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act, not debarred from holding the office of director by virtue of SEBI order or any other such authority and has given his consent for the said appointment. He will not be entitled to any sitting fees for attending the Board Meetings and other meetings of the company.

Details of Mr. Ashish Periwal are provided in the "Annexure" to the Notice, pursuant to provision of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

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

Your Board recommends Ordinary Resolution set out at Item No. 3 of the Notice for approval of shareholders.

Item No. 4 to 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board appointed Mr. Tarak Ray (DIN:09520940) & Mr. Kamal Narayan Saboo (DIN:01496817) as an Additional Director of the Company and also an Independent Director not liable to retire by rotation for a term of 5 (Five) years i.e. from 1st April, 2022 to 31st March, 2027 subject to approval by the members.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, and as per the provision of Article of Association of the Company Mr. Tarak Ray (DIN:09520940) & Mr. Kamal Narayan Saboo (DIN:01496817) are eligible for appointed as an Independent Directors

and have offered themselves for appointment. The Board of Directors recommends the proposal to appoint them as an Independent Directors for a term as mentioned in the respective Ordinary Resolution.

The Company has received Notice under Section 160 of the Companies Act, 2013 from Mr. Tarak Ray (DIN:09520940) & Mr. Kamal Narayan Saboo (DIN:01496817) signifying their candidature as an Independent Director of the Company. The Company has also received a declaration of Independence from them.

In opinion of the Board, Independent Directors fulfil the Conditions specified under the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for re-appointed as an Independent Director of the Company and are Independent of the Management. A copy of draft letter of appointment of Independent Directors is available for inspection at the registered office of the Company during business hours on any working day. The Board considers that association of the Independent Directors would be of immense benefit to the Company considering their expertise and experience and it is desirable to avail services of these Independent Directors.

A brief profile of Independent Directors is provided on "Annexure" to the Notice. They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

None of the Independent Directors hold by himself / herself or for any other person on a beneficial basis, any shares in the Company. None of the Directors who are proposed to be appointed is related to any Director or Key Managerial Personnel of the Company and their relatives. Except for the appointee Director for the purpose of his or her own resolution, none of the Directors or Key Managerial Personnel of the Company or their relatives is Concerned or interested, financially or otherwise in the resolution set out at Item No. 4 to 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 to 5 of the Notice for the approval of the Members.

Kolkata
12th August, 2022

Registered Office:
"Nicco House", 5th Floor
2, Hare Street, Kolkata - 01
CIN : L67120WB1972PLC028566
Email: bdi@koloffice.com

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



Aruna Periwal

(Aruna Periwal)
Managing Director
DIN : 00013686

12.08.2022	
Shareholding in the Company	NIL

Mr. Tarak Ray	
Date of Birth	29 th December, 1968
DIN	09520940
Date of Appointment	1 st April, 2022
Qualification	Science Graduate
Terms and conditions of appointment/re-appointment	As per the resolution at Item No. 4 of the Notice convening this Meeting read with Explanatory Statement thereto, Mr. Tarak Ray is Proposed to be re-appointed as an Independent Director..
Relationship with other Directors	Not related to any Director / Key Managerial Personnel
Directorship held in other public Companies as on 12.08.2022	NIL
Chairmanship / Membership of the Committee(s) of the other Boards as on 12.08.2022	Audit Committee- Chairman Nomination & Remuneration Vommittee – Chairman Stakeholders' Committee – Chairman Borrowing Committee – Chairman

Mr. Kamal Narayan Saboo	
Date of Birth	14 th October, 1968
DIN	01496817
Date of Appointment	1 st April, 2022
Qualification	Commerce Graduate
Terms and conditions of appointment/re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Kamal Narayan Saboo to be appointed as an Independent Director of the Company.
Directorship held in other public Companies as on 12.08.2022	NIL
Chairmanship / Membership of the Committee(s) of the other Boards as on 12.08.2022	Audit Committee- Member Nomination & Remuneration Vommittee – Member Stakeholders' Committee – Member Borrowing Committee – Member

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

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 50th Annual General Meeting of the Company being held on Friday, the 30th day of September, 2022 at 11:00 A.M. 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.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password
220902023		

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 : **'Nicc 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 :	
<p>I/We, being the member(s), holding.....shares of the above named company, hereby appoint :</p> <p>(1) NameAddress..... E-mail ID.....Signature.....or failing him/her,</p> <p>(2) NameAddress..... E-mail ID.....Signature.....or failing him/her,</p> <p>(3) NameAddress..... E-mail ID.....Signature.....</p>	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50th Annual General Meeting of the Company being held on Friday, the 30th day of September, 2022 at 11:00 A.M. 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 31.03.2022 together with the Reports of the Directors' and Auditors' thereon
2.	Appointment of Mrs. Aruna Periwal (DIN: 00013686) as a director liable to retire by rotation
Special Business	
3.	Appointment of Mr. Ashish Periwal (DIN: 00015227) as Whole Time Director of the Company
4.	Appointment of Mr. Tarak Ray (DIN: 09520490) as an Independent Director of the Company
5.	Appointment of Mr. Kamal Narayan Saboo (DIN: 01496817) as an Independent Director of the Company

Signed this day of 2022

Signature of Shareholder(s)

Affix Revenue

Signature of Proxy holder(s)

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", 5th Floor, 2, Hare Street, Kolkata -700 001

CIN : L67120WB1972PLC028566

BALLOT PAPER FOR 50th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY THE 30TH SEPTEMBER, 2022 AT NICCO HOUSE, 5TH FLOOR, 2, HARE STREET, KOLKATA AT 11:00 A.M. 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 31.03.2022 together with the Reports of the Directors' and Auditors' thereon.		
	2.	Appointment of Mrs. Aruna Periwal (DIN: 00013686) as a director liable to retire by rotation		
	3.	Appointment of Mr. Ashish Periwal (DIN: 00015227) as Whole Time Director of the Company		

4.	Appointment of Mr. Tarak Ray (DIN: 09520490) as an Independent Director of the Company			
5.	Appointment of Mr. Kamal Narayan Saboo (DIN: 01496817) as an Independent Director of the Company			

Cont..p/2

-: 2 :-

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.