

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 43rd ANNUAL GENERAL MEETING of BADRIDAS INVESTMENT COMPANY LIMITED will be held on Wednesday, the 30th day of September, 2015 at 3:00 P.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

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Shambhu Agarwal (DIN : 00015736), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration :-

“RESOLVED THAT M/s. H.R. Agarwal & Associates, Chartered Accountants, (Registration No.323029E), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the said Auditor.”

SPECIAL BUSINESS

4. 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 appointment of Mrs. Aruna Periwal (DIN : 00013686) as Managing Director of the Company for a period of five years, effective 1st day of January, 2015 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 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.

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 : www.badridasinvestmentco.com
Email : info@badridasinvestmentco.com

Sd/-

(Shambhu Agarwal)
Director

DIN : 00015736

Dated : 29th July, 2015

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. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. 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.
5. 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.
6. The Company has notified closure of Register of Members and Share Transfer Books from Thursday 24th September, 2015 to Wednesday, 30th September, 2015 both days inclusive.

7. 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.
8. 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.
9. 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.
10. 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

11. 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 Clause 35B of the Listing Agreement, 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, 2015 (10:00 a.m.) and ends on 29th September, 2015 (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, 2015, 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)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <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).

- (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 Co. Limited> on which you choose to vote 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

12. 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, 2015 upto 5:00 pm without which the vote shall not be treated as valid.
13. 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, 2015.
14. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 14th August, 2015.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. 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, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. 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.

18. 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 i.e. 23rd September, 2015 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.
19. 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 3 days 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.
20. 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 listed stock exchange viz. Calcutta Stock Exchange.

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

ITEM NO. 4

Mrs. Aruna Periwal wife of Shri Mahabir Prasad Periwal aged about 70 years is B.Com by qualification and is possessing a vast business experience of 15 years. She is in the Board of Directors of the Company since 1st September, 2014.

The Board appointed her as Managing Director of the Company vide its meeting held on 1st January, 2015. Her appointment shall be beneficial for the Company. She will also act as Whole Time Key Managerial Personnel of the Company. The salient terms and conditions of her appointment are as follows :

- Designation : Managing Director
- Date of Appointment : 01.01.2015
- Tenure : 5 (Five) years w.e.f. 01.01.2015 till 31.12.2019
- Remuneration : a) You shall not be paid any remuneration for the time being due to financial constrainty.
- b) No sitting fees shall be paid for attending any meeting of the Board of Directors of the Company or Committee thereof.

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 Directors recommends the resolution for members' approval as a Special Resoluton.

None of the Directors/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**

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2, Hare Street
Kolkata – 700 001
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Email : info@badridasinvestmentco.com

Sd/-

(Shambhu Agarwal)
Director
DIN : 00015736

Dated : 29th July, 2015

BADRIDAS INVESTMENT COMPANY LIMITED
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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 43rd Annual General Meeting of the Company being held on Wednesday, the 30th day of September, 2015 at 3:00 P.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

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.....or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company being held on Wednesday, the 30th day of September, 2015 at 3:00 P.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 financial statements of the Company for the year ended 31.03.2015
2.	Appointment of Director in place of Mr. Shambhu Agarwal (DIN:00015736) who retires by rotation and being eligible, seeks re-appointment.
3.	Re-appointment of Auditors & fixation of their remuneration.
Special Business	
4.	Confirmation of appointment of Mrs. Aruna Periwal (DIN:00013686) as Managing Director of the Company.

Signed this day of 2015

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.....

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : BADRIDAS INVESTMENT COMPANY LIMITED

Registered Office : “Nicco House”, 5th Floor, 2, Hare Street, Kolkata -700 001

CIN : L67120WB1972PLC028566

BALLOT PAPER FOR 43rd ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30th SEPTEMBER, 2015 AT NICCO HOUSE, 5TH FLOOR, 2, HARE STREET, KOLKATA AT 3:00 P.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 financial statements of the Company for the year ended 31.03.2015 together with the Reports of the Directors' and Auditors' thereon.			
2.	Re-appointment of Mr. Shambhu Agarwal (DIN 00015736) who retires by rotation and being eligible offers himself for re-appointment.			

Cont..p/2

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3.	Appointment of Auditors.			
	<u>SPECIAL BUSINESS</u>			
4.	Confirmation of appointment of Mrs. Aruna Periwal (DIN : 00013686) as Managing 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.

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NOTICE

NOTICE is hereby given that the 43rd ANNUAL GENERAL MEETING (AGM) of the members of BADRIDAS INVESTMENT CO. LTD. will be held on **Wednesday, the 30th day of September, 2015 at 3:00 P.M. at Nicco House, 5th Floor, 2, Hare Street, Kolkata – 700 001** to transact the Ordinary and Special Business as set out in the Notice dated 29.07.2015.

The dispatch of Notice convening the AGM setting out the business to be transacted at the Meeting along with the Explanatory Statement, financial statement, attendance slip, Proxy Form and the instructions for Voting through electronic means have been completed on 5th September, 2015. The Company has also uploaded these documents on the website of the Company at www.badridasinvestmentco.com

Notice is hereby further given that pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Clause 16 of the Listing Agreement with the Stock Exchanges the Register of Members and the Share Transfer Books of the Company will remain closed from 24th September, 2015 to 30th September, 2015 (both days inclusive) for the purpose of the AGM of the Company.

Members are advised that the business at the AGM may be transacted through remote e-voting. The remote e-voting period commences on **27th September, 2015, at 10.00 A.M and ends on 29th September, 2015, at 5.00 P.M.** The remote e-voting shall not be allowed beyond the said date and time. During this period the members of the Company, holding shares either in physical form or in dematerialized form at the close of business hours, as on the cut off date (record date), i.e. 23rd September, 2015 may cast their vote electronically.

The shareholders attending the meeting physically or through proxy may cast their vote through ballot too at the venue of the meeting. However, in case of vote(s) already cast through remote e-voting, any further voting at venue through ballot shall be treated as invalid and voting through remote e-voting shall prevail.

Mr. Asit Kumar Labh, Practicing Company Secretary, (ACS-32891/CP-14664), Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting and voting by ballot process in a fair and transparent manner.

For any grievance in the matter of e-voting, the undersigned may be contacted by e-mail at info@badridasinvestmentco.com or over phone at (033) 2248-9529/9778.

By Order of the Board
For BADRIDAS INVESTMENT CO. LIMITED

Sd/-

(Shambhu Agarwal)
Director
DIN : 00015736

Place : Kolkata
Date : 05.09.2015

