

BALGOPAL COMMERCIAL LIMITED

(FORMERLY KNOWN AS BOMBINOO COMMERCIAL CO LIMITED)

CIN: L51109WB1982PLC035193

Ph - 033-65020273

23, Pollock Street, Chamber
No-8, 1st Floor, Kolkata- 700 001

Website: www.bcommercial.org
email id: info@bcommercial.org

To,
The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Date: 07.12.2020

BSE Scrip Code: 539834

Sir/Madam,

REF: Regulation 30(6) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015

Subject: Submission of Notice of Annual General Meeting for the year 2019-20

In compliance with Regulations 30(6) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, we hereby submit the Notice of Annual General Meeting for the year 2019-20 which shall be held on 30th December, 2020 at the registered office of the Company.

You are requested to take the same on your records.

Thanking You,
For and on behalf of
M/s Balgopal Commercial Limited



Yash Saraogi
Director

Din No: 00402101

BALGOPAL COMMERCIAL LIMITED

CIN: L51109WB1982PLC035193

Registered Office: 23, Pollock Street, Chamber no-8, 1st Floor, Kolkata – 700001

E-mail: info@bcommercial.org

Website: www.bcommercial.org/ contact: 9681024566

NOTICE

Notice is hereby given that 38th (Thirty - Eighth) Annual General Meeting ('AGM') of the members of the Company will be held on Wednesday, 30th day of December, 2020 at 23, POLLOCK STREET, CHAMBER NO-8, 1stFLOOR, KOLKATA—700001 at 10:30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, and the report of the Directors and Auditors thereon.
2. To appoint a Director in place of Yash Saraogi (DIN: 00402101), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **SHIFTING OF REGISTERED OFFICE FROM THE STATE OF WEST BENGAL TO THE STATE OF MAHARASHTRA**

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

“RESOLVED THAT subject to the provisions of section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of West Bengal to the State of Maharashtra.”

“RESOLVED FURTHER THAT subject to the aforementioned approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

“II. The Registered Office of the Company will be situated in the state of Maharashtra”

“RESOLVED FURTHER THAT upon the approval of the Regional Director and the aforesaid resolution becoming effective, the Registered Office of the Company will be shifted from the State of West Bengal

to such place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and/ or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

4. APPOINTMENT OF MR. VIJAY LALTAPRASAD YADAV AS MANAGING DIRECTOR

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

“RESOLVED THAT Pursuant to the Provisions of Section 152 and all other Applicable provisions of the Companies Act, 2013(“Act”) read with the Companies (Appointment and Qualification of Directors) Rules,2014 including any amendments thereto, Mr. Vijay Laltaprasad Yadav (DIN: 02904370), who has appointed as an Additional Director and also designated as Managing Director w.e.f. 6th November, 2020. Pursuant to the Provisions of Section 161 of the Act 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 in writing under Section 160 of the Act From a member Proposing his candidature for the office of Director, be and is hereby Appointed as Director and Managing Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 & 203 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to the approval of the Central Government, as may be required and such other permissions, sanction(s) authorities, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Vijay Laltaprasad Yadav (DIN: 02904370) as Managing Director of the Company, who shall not be liable to retire by rotation and designated as ‘Managing Director’ for a period of 5 (Five) years commencing from 6th November, 2020 on the terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Vijay Laltaprasad Yadav .”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to alter, revise and amend the terms and conditions of appointment and remuneration payable to Mr. Vijay Laltaprasad Yadav, Managing Director, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 and Schedule V thereto and approval of the Central Government and other appropriate authorities, which may be obtained for the same.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all necessary and expedient, acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

Place: Kolkata
Date: 04.12.2020

By Order of the Board of Directors

**Sd/-
Vijay Laltaprasad Yadav
Managing Director
(DIN: 02904370)**

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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**
2. **Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed thereunder, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.**
3. In view of the pandemic Covid-19, we are following all the Social distancing norms for the Members present at the AGM. Following precautions and rules shall be strictly followed by each and every member present at the AGM:
 - a. No entry will be allowed without mask. For those who will attend the AGM, the Company will set up a screening point at the entrance of the meeting room to measure every attendee’s body temperature. The Company reserves the right to deny entry to anyone with a temperature of 37.5 degrees Celsius or higher, anyone showing symptoms of fever, or anyone who has returned from a high-risk country (according to the announcement of the Ministry of Public Health) less than 14 days before the Meeting.
 - b. Planned speeches are limited to a minimum in order to reduce the length of the AGM. The AGM closes immediately after the mandatory items of the agenda has been discussed.
 - c. No food packets will be allowed from outside.
 - d. Sitting arrangements for the members is done at a distance of 6 feet at the AGM.
 - e. Members have to keep their personal belongings outside the meeting room.
 - f. Stationeries like paper, pen, etc. will be available in the meeting room.
4. The information as required to be provided in terms of Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) regarding the Directors who are proposed to be re-appointed is annexed.
5. Corporate members intending to send their authorized 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.
6. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., Maheshwari Datamatics Pvt. Ltd. at 23, R.N Mukherjee Road, 5th Floor, Kolkata— 700 001:
 - i. Email Id
 - ii. PAN No
 - iii. Unique Identification No.
 - iv. Mother's name
 - v. Mother’s Name Occupation

vi. In case of a minor (Guardian's Name and date of birth of the Member)

vii. CIN [In case the member is a body corporate)

In case of joint shareholders attending the meeting only such joint shareholders whose name appears first in the register of members will be entitled to vote.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Members and Share Transfer Books will remain closed from December 24th, 2020 to December 30th, 2020 (both days inclusive).
10. Copies of the Notice and Annual report 2019-20 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice are being sent by the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on the Company's website for their download.
11. Members are requested to notify the changes, if any, in their registered address to the Registrar and Share Transfer Agent Maheshwari Datamatics Pvt. Ltd. at 23, R.N. Mukherjee Road, 5th Floor, Kolkata- 700 001.
12. Members desiring to seek information on Annual Accounts to be explained at the meeting are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.
13. The Company's shares are listed with BSE Limited.
14. The Ministry of Corporate Affairs (MCA) has come out with Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative" encouraging Corporate to serve documents through electronic mode. In view of the above, shareholders are requested to update their e-mail address with the RTA of the Company, if shares are held in physical form and with their Depository Participants (DP), if the shares are held in Dematerialized form.
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 December, 2020.
16. 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 27th November, 2020.
17. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 23rd December, 2020 are requested to send the written / email communication to the Company Registrar and Transfer Agents viz., Maheshwari Datamatics Pvt. Ltd., Mr. S. Rajagopal (Vice President) 23, R.N Mukhejee Road, 5th Floor, Kolkata— 700 001. Contact No.: 033-2248 2248, Fax- 033-2248 4787, E-Mail: mdpldc@yahoo.com. Company by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e—voting.
18. Voting through electronic means 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 remote

e-voting facility to its members in respect of the businesses to be transacted at the Annual General Meeting. For this purpose the company has signed an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting.

19. The remote e—voting period commences on 27th December, 2020 (9:00 a.m.) and ends on 29th December, 2020 (5:00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on “cut-off” date 23rd December, 2020 may cast their vote through 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.
20. The Company has appointed M/s Praveen Sharma & Associates, Practicing Company Secretaries to act as the Scrutinizer for remote e-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, within 48 hours of the conclusion of the AGM, forthwith to the Managing Director.
21. The Results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bcommercial.org and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
22. Members can opt for only one mode of voting i.e. either by Physical Ballot or E-voting. However, in case a Member has voted both through physical as well as E-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
23. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
24. Nomination Facility: Members holding shares in the physical form and desirous of making/changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company’s Registrar and Share Transfer Agents (RTA), who will provide the form on request. In respect of shares held in electronic/demat form, the Members may please contact their respective depository participant.
25. 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 the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company’s Registrar and Share Transfer Agents.

26. 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 Reg. 44(1) of SEBI(LODR) Regulation 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-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

II. Voting at the AGM: The facility for voting through poll 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 poll 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 voting period begins on (Sunday) 27.12.2020 from 9.00 A.M and ends on (Tuesday) 29.12.2020 till 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.12.2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through polling paper shall be made available at the AGM and the members as on the “cut-off date” i.e. Record date, attending the meeting who has not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.

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.

v) Next enter the Image Verification as displayed and Click on Login.

vi) If you are holding shares in demat form and had logged onto 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	<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"> 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. Incasethesequencenumberislessthan8digitsentertheapplicablenumberof0’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	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login.

	<ul style="list-style-type: none"> • If 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(vii)
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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 evoting on the resolutions contained in this Notice.

xi) Click on the EVSN for the relevant Balgopal Commercial Limited 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 85 enter the details as prompted by the system.

xviii) Note for Institutional Shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindiacom.
- After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindiacom 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.cvotingindia.com under help section or write an email to tohelpdesk.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 PlayStore. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xxi) With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

Place: Kolkata
Date: 04.12.2020

By Order of the Board of Directors
Sd/-

Vijay Laltaprasad Yadav
Managing Director
(DIN: 02904370)

Registered Office:
23, Pollock Street
Kolkata-700001
CIN:L51109WB1982PLC035193
E-mail: info@bcommercial.org
Website: www.bcommercial.org

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No.: 3

As per provisions of Section 12(5) of the Companies Act, 2013 shifting of registered office of a company outside the local limits of any city, town or village requires approval of shareholders by way of Special Resolution.

Presently, the Company's Registered Office is located at State of West Bengal. However, to have effective and smooth conduct of the Company's operations, the Board of Directors of the Company vide their authorization dated 06.11.2020 (date of meeting in which the proposal of shifting of registered office was approved), approved the shifting of registered office of the Company to the state of Maharashtra. The proposed shifting would also enable the Company Management to monitor its business more economically, viably and efficiently and to streamline its various corporate functions at reduced cost with better administrative control, supervision and convenience which would facilitate enlarging its business operations. The proposed location is outside the local limits and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be moved to the state of Maharashtra within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai.

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

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the members.

Item No.: 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on 6th day of November, 2020 has appointed Mr. Vijay Laltaprasad Yadav (DIN: 02904370) as the Managing Director of the Company for a period of 5 years with effect from 6th November, 2020 on such terms and conditions as set out below and subject to the approval by the Shareholders of the Company.

Mr. Vijay Laltaprasad Yadav, son of Laltaprasad Yadav is presently residing at 1A, 1403-1404 Samarth Aangan, Walavarkar Marg, Oshiwara, Andheri West, near Maheshwari Hall, Azad Nagar, Mumbai-400053. He is having experience of more than 15 years in the field of Construction. He is an expert in trading of various goods which shall be beneficial for fulfillment of the objects of the Company, also having sound knowledge in Business Management and Administration as well. During the last decade, he has successfully been involved in various fields particularly administration, planning and management of business unit. At the root of this difference is industry's search for the traits or attributes which will objectively identify the "ideal executive" who is equipped to cope effectively with any problem in any organization.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee in their meeting held on 6th November, 2020 & subsequently by the Board of Directors in their Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the

payment of remuneration in proportion to the profit of the Company to Mr. Vijay Laltaprasad Yadav as detailed here under:

- 1) Salary: No fix salary on monthly basis, except lump sum amount to be paid based on the increase of turnover and profitability and further approved from time to time by the Board of Directors and subject to overall limit as prescribed under Schedule V of the Companies Act, 2013.
- 2) Perquisite: For such amount as may be decided by the Board of Directors.
- 3) Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as a Managing Director, the Company has no profits or its profits are inadequate, the Company shall not pay any remuneration or may pay such reduced lump sum amount as Board may deem fit by way of salary, allowances, perquisites as laid down in Section II of Part II of Schedule V to the Companies Act, 2013.
- 4) Duties and Powers:
 - a. The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/ or subsidiaries, including performing duties as assigned to the Managing Director by the Board from time to time by serving on the boards of such associated companies and/ or subsidiaries or any other executive body or any committee of such a company.
 - b. The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause (a) above.
 - c. The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- 5) Other Terms and conditions:
 - a. The Managing Director shall not be liable to retire by rotation.
 - b. This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's address given above or by making a payment of equivalent salary in lieu thereof.
 - c. The Company may terminate this Agreement forthwith by notice in writing to Mr. Vijay Laltaprasad Yadav if he shall become bankrupt or make any composition or arrangement with his creditors or if he shall cease to be a Director or shall commit a breach of any of the terms, conditions and stipulations herein contained and on his part to be observed and performed.

- d. Mr. Vijay Laltaprasad Yadav shall during his term, abide by the provisions of the Company's Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- e. This agreement is subject to the jurisdiction of the Courts of Kolkata. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out herein below:

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. Vijay Laltaprasad Yadav (the appointee), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Vijay Laltaprasad Yadav under Section 190 of the Act.

The Board recommends the resolution set forth in Item No.4 for the approval of the Members.

**Details of Directors seeking appointment at 38th Annual General Meeting
[Pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name of Director	Mr. Vijay Lalta Prasad Yadav	Mr. Yash Saraogi
Director Identification Number (DIN)	02904370	00402101
Date of Birth	22/01/1976	14/10/1979
Nationality	Indian	Indian
Date of Appointment on Board	06.11.2020	13.02.2019
Qualification and Expertise in specific functional area	He is having experience of more than 15 years in the field of Construction and have sound knowledge in Business Management and Administration.	He is a graduate and expertise in Capital Market & Business Strategy.
Shareholding in the Company	-	-
List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)	Jain Vanijya Udyog Limited	Modern Converters Ltd
Memberships /Chairmanships of Audit and Stakeholders' Relationship Committees of other Public Companies	-	-
Relationships between the Directors inter-se	-	-

BALGOPAL COMMERCIAL LIMITED
CIN: L51I09WBI982PLC035193
Registered Office: 23, Pollock Street, Chamber no-8, 1st Floor, Kolkata -700001
E-mail: info@bcommercial.org
Website: www.bcommercial.org

ATTENDANCE SLIP

I/We hereby record my/our presence at the 38th Annual General Meeting of the Company to be held on Wednesday, 30th December, 2020 at 10.30 A.M. at its registered office at 23, Pollock Street, Chamber no-8, 1st Floor, Kolkata -700001

Folio/DP ID & Client ID No.:

Name :

Address :

Joint holders Name :

Shares

.....
 Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Notes: Members/Proxy holders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER (PAN)
201205017		

Please read instructions given in the Notice of the Annual General Meeting carefully before voting electronically.

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

Commencement of e-voting: From <Sunday, 27.12.2020 & 9.00 AM >

End of e-Voting: Up to <Tuesday, 29.12.2020 & 5.00 PM>

BALGOPAL COMMERCIAL LIMITED
CIN: L51109WBI982PLC035193
Registered Office: 23, Pollock Street, Chamber no-8, 1st Floor, Kolkata -700001
E-mail: info@bcommercial.org/ Website: www.bcommercial.org

FORM NO. MGT 11

Proxy Form

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

Name(s) of the Shareholder(s) (including joint-holders, if any):	
Registered address of the Shareholder(s):	
Registered Folio No. /Client ID No. /DP ID No.:	
No. of equity Shares Held	

I/ We being the member(s) of ____ equity share of the above mentioned Company hereby appoint:

1. Name:.....
 Address:
 E-mail Id: Signature:.....,or failing him/her
2. Name:.....
 Address:
 E-mail Id: Signature:.....,or failing him/her
3. Name:.....
 Address:
 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 38th Annual General Meeting of the Company, to be held at 23, Pollock Street, Chamber no-8, 1st Floor, Kolkata -700001 on Wednesday, 30th December, 2020 at 10.30 A.M. in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, and the report of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Yash Saraogi (DIN: 00402101), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Shifting Of Registered Office From The State of West Bengal To The State of Maharashtra		
4.	Appointment of Mr. Vijay Laltaprasad Yadav as Managing Director of the Company		

Signed this.....day of 2020

Member’s Folio /DP ID & Client ID No.....

Signature of Shareholder(s).....

Signature of Proxy holder (s).....

- **Note:** 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.
- If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked “For”. If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked “Against”. If no direction is given, your Proxy may vote or abstain as he/she thinks fit.

Road Map

