

बंगाल केमिकल्स एण्ड
फार्मास्यूटिकल्स लि०
(भारत सरकार का एक उपक्रम)



**BENGAL CHEMICALS &
PHARMACEUTICALS LTD.**
(A Govt. of India Enterprise)

पंजीकृत कार्यालय : 6, गणेश चन्द्र एवेन्यू, कोलकाता-700 013
फोन : 033-2237-1525 / 26, फैक्स : (91) 033-2225-7697
कार्पोरेट आईडेंटिफिकेशन नं० : U24299WB1981GOI033489
वेबसाईट : www.bengalchemicals.co.in

Registered Office : 6, Ganesh Chunder Avenue, Kolkata-700 013
Ph. : 2237-1525 / 26, Fax : (91) 033-2225-7697
Corporate Identification No. : U24299WB1981GOI033489
E-mail : secretariat@bengalchemicals.co.in / df@bengalchemicals.co.in
Website : www.bengalchemicals.co.in

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NOTICE

Notice is hereby given to all the shareholders of Bengal Chemicals & Pharmaceuticals Limited that the 37th Annual General Meeting of the Company will be held on **THURSDAY, 05TH July 2018 at 14:00 Hrs.** at its Registered and Corporate office, 6 Ganesh Chunder Avenue, (1st Floor), Kolkata- 700013 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March 2018 comprising Balance Sheet as at 31st March 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company to be appointed by the Comptroller and Auditor General of India for auditing the accounts of the Company for the financial year 2018-19 and to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 142 of the Companies Act, 2013, Board of Directors, be and is hereby authorised to decide and fix the remuneration of Statutory Auditors and Branch Auditors of the Company to be appointed by Comptroller and Auditor General of India, for the financial year 2018-19.”

Special Business:

1. To approve the remuneration of the Cost Auditors of the Company for the Financial Year ending on 31st March 2019 and in this regard , to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), K Banerjee & Co, Cost Accountants Firm, appointed by Board of Directors as Cost Auditor for conducting the Cost Audit of the Company, for the financial year 2018-19, at a total fee of Rs. 55,000/- plus applicable taxes, excluding TA/DA and out of Pocket expenses, be and is hereby ratified.

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

2. To approve compliance of Guidelines on Capital Restructuring of Central Public Sector Enterprises (CPSEs) issued by Department of Public Enterprises:

“**RESOLVED THAT** pursuant to the provisions of Guidelines on Capital Restructuring of Central Public Sector Enterprises (CPSEs) issued by Department Public Enterprises (DPE), the compliance of provisions of these guidelines be and is hereby approved.”

By Order of Board of Directors

(SATISH KUMAR)
Company Secretary

Date: 14th June 2018

Place: Kolkata



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NOTES:

- 1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY IN WRITING DULY SIGNED BY HIM TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. (SECTION 105 OF THE COMPANIES ACT, 2013).**
2. Proxy Form in duplicate is attached herewith. It is requested that the members of the Company who wants to appoint his proxy, return the same duly filled, signed and stamped (Section 113 of the Companies Act, 2013).
3. As per the provisions of Companies Act, 2013, 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. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member (Section 105 of the Companies Act, 2013). A proxy form which does not state the name of the proxy or undated shall not be considered valid (Secretarial Standard on General Meeting).
4. Every Member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
5. Members who have not yet registered their e-mail id or who want to change their e-mail id are requested to approach the Company so as to receive all communications electronically including Annual Report, Notices etc. sent by Company from time to time.
6. The Shareholders may please write to the email-id df@bengalchemicals.co.in or cs@bengalchemicals.co.in for any queries/ complaints/ grievances.
7. Route Map indicating venue of the AGM is given at the end of the Notice.



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Statement Pursuant To Section 102(1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1 of Special Business

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending on 31st March 2019 as per the following details:

Name of the Cost Auditor Firm	Audit Fee (In Rupees)
M/s K Banerjee & Co	55,000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 1 of the Special Item of Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31st March 2019. 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. The Board recommends the Ordinary Resolution set out at Item No. 1 of Special Item of the Notice for approval by the Members.

Item No. 2 of Special Business

As per Guidelines of Capital Restructuring of CPSEs issued by Department of Public Enterprises on 20th June 2016, each CPSE shall ensure compliance of these guidelines by taking up this matter as an agenda item along with a compliance note in the Board meeting of the company convened for finalization and approval of its annual accounts, and requisite approval of shareholders/ members shall be obtained in the AGM/ EGM to be held immediately thereafter. Hence, the detail of compliance of "Capital Restructuring Guidelines for CPSEs" during the year 2017-18 is mentioned below:

Sl. No	Provision	Compliance
1	Payment of Dividend: In supersession of earlier guidelines, every CPSE would pay a minimum annual dividend of 30% of PAT or 5 % of the net-worth, whichever is higher subject to the maximum dividend permitted under the extant legal provisions.	Inspite of Net Profit Rs. 1,006 Lakh in the year 2017-18, BCPL has Accumulated Losses of Rs. 24,699 Lakh. Hence all the net profit of Rs.1,006 Lakh for the year 2017-18 has transferred to General Reserves of the Company. In addition to this, as per Companies Act, 2013, the companies having accumulated losses are not required to pay dividend till all losses got absorbed.



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2	Buy Back of Shares: Every CPSE having net-worth of atleast Rs. 2000 crore and cash and bank balance of over Rs. 1000 crore shall exercise the option to buy-back their shares.	As on 31.03.2018, BCPL had negative net-worth of Rs. 9,204 Lakhs and was bank balance of Rs. 241.84 Lakh. Hence BCPL is not in a position to exercise the option to buy back its Shares.
3	Issue of Bonus Shares: Every CPSE shall issue bonus shares if their defined reserves and surplus is equal to or more than 10 times of its paid up equity share capital.	As on 31.03.2018, BCPL had Accumulated Losses (Negative Reserve and Surplus) of Rs. 16,900 Lakh, while paid up equity share capital of the Company is Rs. 7696.04 Lakhs. Hence, as per these guidelines, BCPL is not required to issue bonus shares.
4	Splitting of Shares: A CPSE where market price or book value of its share exceeds 50 times of its face value will split-off its shares appropriately provided its existing face value of the share is equal to or more than Rs. 1.	The book value of BCPL's shares is Rs. (1195)/- while Face Value of its Share is Rs. 1000/- per share. Hence, as per these guidelines, BCPL is not required to split its shares.

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

To

All Shareholders of BCPL

Copy to:

- i. All Directors of BCPL
- ii. Secretary to the Govt. of India,
Department of Pharmaceuticals Limited
Ministry of Chemicals & Fertilizers
Shastri Bhawan, New Delhi-110001
- iii. M/s. Bhattacharya Das & Co., Statutory Auditors
Statutory Auditors

By Order of Board of Directors

(SATISH KUMAR)
Company Secretary

Date: 14th June 2018

Place: Kolkata



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]

CIN: **U24299WB1981GOI033489**
Name of the company: **Bengal Chemicals & Pharmaceuticals Ltd.**
Registered office: **6, Ganesh Chunder Avenue, Kolkata - 700 013**

Name of the member(s):

Registered address:

E-mail Id:

Folio No/Client Id:

DP ID:

I/We, being the holder(s) of
shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 37th Annual General Meeting of the Company, to be held on the 5th July 2018 at 14:00 Hrs. at Registered Office of the Company at 6 Ganesh Chunder Avenue Kolkata-700013 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolutions:

Ordinary Business

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March 2018 comprising Balance Sheet as at 31st March 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.



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2. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company to be appointed by the Comptroller and Auditor General of India for auditing the accounts of the Company for the financial year 2018-19.

Special Business:

1. To approve the remuneration of the Cost Auditor of the Company for the Financial Year ending on 31st March 2019.
2. To approve compliance of Guidelines on Capital Restructuring of Central Public Sector Enterprises (CPSEs) issued by Department of Public Enterprises.

Signed thisday of 20.....

Signature of Shareholder

Signature of Proxy holder(s)

Affix Re. 1/-
Revenue
Stamp

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.



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ROUTE MAP FOR THE VENUE OF 37th ANNUAL GENERAL MEETING

