

ANNEXURE A

Resolution (1)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				NO					
Description of resolution considered				"RESOLVED THAT the annual financial statements for the year ended 31st March, 2021 including the Audited Balance Sheet as at 31st March 2021 and Audited Profit and Loss Account for the year ended 31st March 2021, together with the Directors' and Auditors' Reports be and hereby received, considered and adopted."					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	12392238	12391638	99.9952	12391638	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	12392238	12391638	99.9952	12391638	0	100	0	
Public- Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public- Non Institutions	E-Voting	4331400	122202	2.8213	122202	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	4331400	122202	2.8213	122202	0	100	0	
Total	Total	16723638	12513840	74.8273	12513840	0	100	0	
Whether resolution is Pass or Not.	YES								

Details of Invalid Votes	NIL
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Resolution (2)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				"RESOLVED THAT a final dividend of Re. 0.70 per share on the paid up equity shares of Rs 10/- each of the Company for the year ended 31st March, 2021, be and is hereby declared to be paid to the Members of the Company, holding shares in the dematerialized form, to those whose names appear in the list of beneficial holders furnished by respective Depositories as at the end of business hours on 5th August, 2021.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	12392238	12391638	99.9952	12391638	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	12392238	12391638	99.9952	12391638	0	100	0	
Public- Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public- Non Institutions	E-Voting	4331400	122202	2.8213	122202	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	4331400	122202	2.8213	122202	0	100	0	
Total	Total	16723638	12513840	74.8273	12513840	0	100	0	
Whether resolution is Pass or Not.		YES							

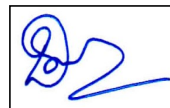
Details of Invalid Votes	NIL
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Resolution (3)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				Yes					
Description of resolution considered	"RESOLVED THAT Mr Aparesh Nandi (DIN: 00722439), Chairman and Director of the Company, who retires by rotation at this meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	12392238	9706392	78.3264	9706392	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	12392238	9706392	78.3264	9706392	0	100	0	
Public- Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public- Non Institutions	E-Voting	4331400	122202	2.8213	122202	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	4331400	122202	2.8213	122202	0	100	0	
Total	Total	16723638	9828594	58.7707	9828594	0	100	0	
Whether resolution is Pass or Not.	YES								

Details of Invalid Votes	NIL
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Resolution (4)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered	Pursuant to Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, regulation 18 of the SEBI (LODR) Regulations, 2015, in force, and as per the recommendation of Audit Committee and Board of Directors, M/s. LB Jha & Co, Chartered Accountants, (Firm Registration No.: 301088E), who have offered themselves for re-appointment and have confirmed their eligibility under the provisions of Chapter X of the Act read with the Companies (Audit and Auditors) Rules, 2014 (as amended), be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) years, from the conclusion of 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	12392238	12391638	99.9952	12391638	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	12392238	12391638	99.9952	12391638	0	100	0	
Public- Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public- Non Institutions	E-Voting	4331400	122197	2.8212	122197	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	4331400	122197	2.8212	122197	0	100	0	
Total	Total	16723638	12513835	74.8272	12513835	0	100	0	
Whether resolution is Pass or Not.	YES								

Details of Invalid Votes	NIL
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Resolution (5)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Pursuant to the provisions of Sections 149,152, 161, 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Mr Debasis Sircar (DIN: 09020911), be and is hereby appointed as an Executive, Non Independent Director, for a period of 2 (two) years with effect from 30th January, 2021 upto 29th January, 2023 upon the terms & conditions of appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	12392238	12391638	99.9952	12391638	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	12392238	12391638	99.9952	12391638	0	100	0	
Public- Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public- Non Institutions	E-Voting	4331400	122202	2.8213	122202	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	4331400	122202	2.8213	122202	0	100	0	
Total	Total	16723638	12513840	74.8273	12513840	0	100	0	
Whether resolution is Pass or Not.		YES							

Details of Invalid Votes	NIL
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Resolution (6)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered	Pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Sudipta Kumar Mukherjee (DIN: 09022104), a Non-Executive Independent Director of the Company who was appointed by the Board of Directors on 30th January 2021, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 30th January 2021 upto 29th January 2026.								
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	12392238	12391638	99.9952	12391638	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	12392238	12391638	99.9952	12391638	0	100	0	
Public- Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public- Non Institutions	E-Voting	4331400	122202	2.8213	122202	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	4331400	122202	2.8213	122202	0	100	0	
Total	Total	16723638	12513840	74.8273	12513840	0	100	0	
Whether resolution is Pass or Not.	YES								

Details of Invalid Votes	NIL
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SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B.Com (Hons.), FCA, ACS

10/1, Deodar Street, Kolkata – 700 019

Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

Consolidated Scrutinizer's Report

To,
The Chairman
BCPL Railway Infrastructure Limited
112, Raja Ram Mohan Roy Sarani
Kolkata – 700 009.

Dear Sir,

1. I, Sudhir Kothari, Practising Chartered Accountant (Membership No. 053874 and Certificate of Practice No. 330320E), have been appointed as Scrutinizer by the Board of Directors of BCPL Railway Infrastructure Limited ("**the Company**") vide Resolution passed at its Meeting on Friday, 14th May 2021 to scrutinize the process of voting through electronic means ("**e-voting**") on the resolutions contained in the Notice dated 14th May 2021 ("**Notice**") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020 respectively and General Circular No. 33/2020 and 39/2020 dated September 28, 2020 and December 31, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as "**MCA Circulars**"), Government of India and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/ 79 and SEBI/HO/CFD / CMD2/ CIR/ P/2021/11 dated 12th May 2020 and 15th January 2021 respectively (collectively referred to as "**SEBI Circulars**") calling the Twenty-fifth Annual General Meeting of its Equity Shareholders ("**the Meeting**" / "**AGM**") through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The AGM was convened on 12th August 2021 at 4:00 p.m. through VC / OAVM.
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize:
 - (i) process of e-voting remotely, before the AGM, using an electronic voting system on the date referred to in the Notice calling the AGM ("**remote e-voting**"); and
 - (ii) process of e-voting at the AGM through electronic voting system ("**e-voting**").

Management's Responsibility

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made there under; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("**LODR**") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.





SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

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Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL") the authorised e-voting Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers / documents furnished to me electronically by the Company and/ or CDSL for my verification.

Cut-off date

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Thursday, 5th August 2021 were entitled to vote on the resolutions (item nos. 1 to 6 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

6. Remote e-voting process:-

- (i) The remote e-voting period remained open from Monday, 9th August 2021 (9:00 a.m. IST) to Wednesday 11th August 2021 (5:00 p.m. IST).
- (ii) The votes cast were unblocked on Thursday, 12th August 2021 at 5:37 p.m. after the conclusion of the AGM and was witnessed by two witnesses, Mr. Dipankar Ghosh, resident of 1, Taru Villa, Kabi Sukanta Lane, Kolkata – 700 086 and Mr. Sourav Ghosh, resident of A/169 Baghajatin Pally, Kolkata – 700 092, who are not employees of the Company.
- (iii) Thereafter, the details containing, *interalia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL, i.e., <https://evotingindia.com>. Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

7. E-voting process at the AGM:-

- (i) After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by CDSL under my instructions.
- (ii) The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / CDSL and the authorizations lodged with the Company/ CDSL on test check basis.
- (iii) The e-votes cast were unblocked on Thursday, 12th August 2021 at 5:37 p.m. after the conclusion of the AGM.





SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B.Com (Hons.), FCA, ACS

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Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by CDSL, scrutinized on test check basis and relied upon by me as under:-

Item No. of the Notice (i)	Type of Equity Shares (ii)	Votes in FAVOUR of the Resolution		Votes AGAINST the Resolution		Invalid votes Nos. (vii)
		No. of Votes (iii)	As a % of total number of valid votes (iv) [iii / (iii+v)] x 100	No. of Votes (v)	As a % of total number of valid votes (vi) [v / (iii+v)] x 100	
Item No. 1 - Consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 March 2021 and the Reports of the Board of Directors and Auditors thereon (As an Ordinary Resolution)	Fully paid up Equity Shares	12513840	100.00	0	0.00	0
Item No. 2 - Declaration of Final Dividend of Re. 0.70 per share on fully paid equity shares of Rs. 10 each of the Company for the year ended 31 st March 2021, whose names appear in the list of beneficial holders furnished by respective Depositories at the end of business hours on 5 th August 2021 (As an Ordinary Resolution)	Fully paid up Equity Shares	12513840	100.00	0	0.00	0
Item No. 3 - Appointment of Mr. Apareesh Nandi (DIN:00722439), Chairman and Director retiring by rotation and being eligible has offered himself for reappointment (As an Ordinary Resolution)	Fully paid up Equity Shares	9828594	100.00	0	0.00	0





SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

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Item No. of the Notice (i)	Type of Equity Shares (ii)	Votes in FAVOUR of the resolution		Votes AGAINST the Resolution		Invalid votes Nos. (vii)
		No. of Votes (iii)	As a % of total number of valid votes (iv) [iii / (iii+v)] x 100	No. of Votes (v)	As a % of total number of valid votes (vi) [v / (iii+v)] x 100	
Item No. 4 - Appointment of M/s. LB Jha & Co., Chartered Accountants, (Firm Registration No.: 301088E) as Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of 25 th AGM till the conclusion of 30 th AGM on remuneration approved by the Board of Directors upon recommendation of the Audit Committee (As an Ordinary Resolution)	Fully paid up Equity Shares	12513835	100.00	0	0.00	0
Item No. 5 - Appointment of Mr. Debasis Sircar (DIN: 09020911), as Executive, Non Independent Director of the Company, for a period of 2 years with effect from 30 th January 2021 upto 29 th January 2023. (As a Special Resolution)	Fully paid up Equity Shares	12513840	100.00	0	0.00	0
Item No. 6 - Appointment of Mr. Sudipta Kumar Mukherjee (DIN: 09022104), as a Non-Executive, Independent Director of the Company, for a period of 5 consecutive years with effect from 30 th January 2021 upto 29 th January 2026. (As an Ordinary Resolution)	Fully paid up Equity Shares	12513840	100.00	0	0.00	0





SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B.Com (Hons.), FCA, ACS

10/1, Deodar Street, Kolkata – 700 019

Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

9. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Ms. Devshree Sinha, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

10. a) This report is issued in accordance with the terms of the Engagement Letter.

b) I have conducted my examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Act. The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by ICAI.

11. **Restriction on Use**

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you.

Yours faithfully,

For Sudhir Kothari & Associates

Sudhir Kothari

Practicing Chartered Accountant

F.C.A. No.: 053874

CP No.: 330320E

UDIN: 21053874AAAABE7547

Place: Kolkata

Date: 13th August 2021

Countersigned by:

Mr. Aparesh Nandi
Chairman

BCPL Railway Infrastructure Limited

