



NAWALGARIA SANDEEP & CO.
Chartered Accountants

**3A, Chowringhee Place,
Chowringhee Market,
Shop. No.7, Gr. Floor,
Kolkata - 700 013
Phone: 033-22281957**

SCRUTINIZER'S REPORT

To
The Chairman
BCPL Railway Infrastructure Ltd.
112 Raja Ram Mohan Roy Sarani,
Kolkata 700009

Sub: Scrutinizer's Report on voting results on the agenda items transacted at the 24th Annual General Meeting (AGM) of the Company held on Friday, 14th day of August, 2020 at 4.00pm by VC/OAVM at the Registered office of the Company at 112 Raja Ram Mohan Roy Sarani, Kolkata - 700 009.

Dear Sir,

I, Sandeep Nawalgaria of Nawalgaria Sandeep & Co., Practicing Chartered Accountant, (Mem No 057585) have been appointed as a Scrutinizer pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the for the 24th Annual General Meeting (AGM) of the Company held on Friday, 14th day of August, 2020 at 4.00pm by VC/OAVM at the Registered office of the Company at 112 Raja Ram Mohan Roy Sarani, Kolkata - 700 009. I submit my report on the results of the Annual General Meeting of the Company:

1. Following the guidelines of the Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 8, 2020, Circular no. 17/2020 dated April 13, 2020 and Circular No.20/2020 dated May 05, 2020, the Annual General Meeting was held through VC/OAVM facility provided by Central Depository Services (India) Ltd.
2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system at the venue of the AGM. For the purpose of remote e-voting the Company had engaged the services of Central Depository Services (India) Ltd.(CDSL).
3. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Friday, August 7, 2020. ("cut-off date").
4. The period for remote e-voting commenced on Tuesday, August 11, 2020 at 10:00 a.m. (IST) and ended on Thursday, August 13, 2020 at 5:00 p.m. (IST). The Remote e-voting module was disabled by CDSL for voting thereafter.
5. The facility for voting through electronic voting means was made available at the AGM venue for the Members attending the Meeting and who did not cast their vote through remote e-voting.
6. After the closure of e-voting at the AGM, the report on voting done at the meeting and the votes cast under remote e-voting facility were unblocked and were counted. I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes cast therein based on the data downloaded from the CDSL e-voting system.



7. The report on votes cast through remote e-voting was generated from of CDSL e-voting website <https://www.evotingindia.com>.

8. The consolidated results of remote e-voting and voting through electronic voting system at the AGM venue are enclosed as an Annexure to this report.

9. The result of the e-voting is as under:

(1) Resolution

“RESOLVED THAT the annual financial statements for the year ended 31st March, 2020 including the Audited Balance Sheet as at 31st March 2020 and Audited Profit and Loss Account for the year ended 31st March 2020, together with the Directors’ and Auditors’ Reports be and hereby received, considered and adopted.”

(i) Voted **in favour** of the resolution:

Category	Number of members present / remote evoting	Number of votes cast by them	% of total number of valid votes cast
Promoter and Promoter Group	8	11863638	100.00
Public- Institutions	0	0	0
Public- Non Institutions	22	196000	4.03
Total	30	12059638	72.11

(ii) Voted **against** the resolution:

	Number of members present / remote evoting	Number of votes cast by them	% of total number of valid votes cast
Promoter and Promoter Group	0	0	0.00
Public- Institutions	0	0	0.00
Public- Non Institutions	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(2) Resolution



“RESOLVED THAT a final dividend of Rs.0.20 Per share on the paid up equity shares of Rs 10/- each of the Company for the year ended 31st March, 2020, 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 7th August, 2020.”

(i) **Voted in favour** of the resolution:

Category	Number of members present / remote evoting	Number of votes cast by them	% of total number of valid votes cast
Promoter and Promoter Group	8	11863638	100.00
Public- Institutions	0	0	0
Public- Non Institutions	22	196000	4.03
Total	30	12059638	72.11

(ii) **Voted against** the resolution:

	Number of members present / remote evoting	Number of votes cast by them	% of total number of valid votes cast
Promoter and Promoter Group	0	0	0.00
Public- Institutions	0	0	0.00
Public- Non Institutions	0	0	0.00
Total	0	0	0.00

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(3) Resolution

“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.”

(i) **Voted in favour** of the resolution:

Category	Number of members present / remote evoting	Number of votes cast by them	% of total number of valid votes cast
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Promoter and Promoter Group	6	9178392	77.36
Public- Institutions	0	0	0
Public- Non Institutions	22	196000	4.03
Total	28	9374392	56.05

(ii) Voted **against** the resolution:

	Number of members present / remote evoting	Number of votes cast by them	% of total number of valid votes cast
Promoter and Promoter Group	0	0	0.00
Public- Institutions	0	0	0.00
Public- Non Institutions	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Place: Kolkata
Dated: 14.08.2020

Thanking you,
Yours faithfully,
For Nawalgaria Sandeep & Co.

Sandeep Nawalgaria
Mem No 057585
Contact: 9830201315

