



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.





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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.





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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 |





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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 |





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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

