



# SUDHIR KOTHARI & ASSOCIATES

**Chartered Accountant**

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

I thank you for appointing me as the Scrutinizer for Remote e-voting process and e-voting by your Members during the Annual General Meeting of your Company held on Wednesday 26<sup>th</sup> July, 2023 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

For Sudhir Kothari & Associates  
Chartered Accountant

SUDHIR KUMAR KOTHARI  
Practicing Chartered Accountant  
F.C.A. No.: 053874  
CP No.: 330320E

Place: Kolkata  
Date: 26<sup>th</sup> July 2023



# SUDHIR KOTHARI & ASSOCIATES

**Chartered Accountant**

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS  
10/1, Deodar Street, Kolkata – 700 019  
Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

## SCRUTINIZER'S REPORT

Name of the Company	BCPL Railway Infrastructure Limited
Type of Meeting	Annual General Meeting
Day, Date & Time	Wednesday 26 <sup>th</sup> July, 2023 at 4.00 p.m. (IST)
Deemed Venue	112, Raja Ram Mohan Roy Sarani, Kolkata – 700 009.
Mode	Through Video Conferencing / Other Audio-Visual Means ("VC / AVM")

### 1. Appointment as Scrutinizer

I was appointed as a Scrutinizer for the remote e-voting as well as the e-voting by Members at the Annual General Meeting ("AGM") of BCPL Railway Infrastructure Limited (hereinafter referred to as "the Company") held on Wednesday 26<sup>th</sup> July, 2023 at 4.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions, based on the reports generated from the electronic voting system.

### 2. Dispatch of Notice convening the AGM

2.1. Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other General Meetings of Members through Video Conferencing (VC) or Other Audio-Visual Means (OAVIM), the advertisements were published in **Financial Express (all India edition - English Newspaper)** and **Arthik Lipi (Kolkata edition in Bangla)** on 4<sup>th</sup> July, 2023, specifying the date and time of the AGM, availability of the notice on the Company's website and website of Stock Exchanges, manner of registration of email ids by the Members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

2.2. The Company hosted the notice of AGM on its website and also intimated the same to BSE Limited on 3<sup>rd</sup> July, 2023.





# SUDHIR KOTHARI & ASSOCIATES

## Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS  
10/1, Deodar Street, Kolkata – 700 019  
Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

2.3. The Company has informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agents (“RTA”) of the Company and the depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) respectively, the Company completed dispatch of Notice of 27<sup>th</sup> AGM and the Integrated Annual Report for the financial year 2022-23 on 3<sup>rd</sup> July, 2023 by e-mail to 9,927 Members who had registered their email ids with the Company Depositories.

### 3. Cut-off date

3.1. Voting rights with respect to the agenda items were reckoned as on **Wednesday, 19<sup>th</sup> July, 2023**, being the cut-off date for the purpose of deciding the entitlement of Shareholders / Members for remote e-voting and e-voting during the AGM.

### 4. Remote e-voting process

#### 4.1. Agency

The Company appointed CDSL as the agency for providing the platform for remote e-voting and e-voting during the AGM.

#### 4.2. Remote e-voting period

Remote e-voting platform was open from **9.00 a.m. (IST) on Sunday, 23<sup>rd</sup> July, 2023 till 5.00 p.m. (IST) on Tuesday, 25<sup>th</sup> July, 2023** and Members were required to cast their votes electronically conveying their assent or dissent in respect of the resolution on the remote e-voting platform provided by CDSL.

### 5. Voting at the AGM

5.1. In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of the AGM, to only such details relating to Members who cast their votes through remote e-voting, such as their names, DP ID and Client ID / folios, number of shares held but not in the manner in which they have voted.





# SUDHIR KOTHARI & ASSOCIATES

**Chartered Accountant**

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS  
10/1, Deodar Street, Kolkata – 700 019

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

5.2. Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID and Client ID / folios and shareholding of the Members who had cast their votes through remote e-voting.

## 6. Counting Process

- 6.1. On conclusion of the AGM, I unblocked the results of the Remote e-voting and e-voting by Members at the AGM, on the CDSL e-voting platform and downloaded the results for scrutiny on **Wednesday, 26<sup>th</sup> July, 2023 at 19:59:24 hours** under the witnesses of 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.
- 6.2. With respect to Ordinary Resolution as set out at Item No. 3 and Item No. 4 of the Notice of the 27<sup>th</sup> AGM viz. (i) to approve the appointment of Mr. Aparesh Nandi, Chairman and Director of the Company who retires by rotation at this meeting and, being eligible, has offered himself for re-appointment and (ii) to approve Material Related Transaction to be entered into by the Company, the Company and RTA provided me with the demographic details of the Related Parties of the Company who pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not entitled to vote to approve the aforesaid Resolutions. None of the aforesaid related parties have voted on the resolution.

## 7. Results

- 7.1. Consolidated results with respect to the agenda items as set out in the Notice of the AGM dated 30<sup>th</sup> May, 2023 is enclosed herewith.
- 7.2. Based on the aforesaid results, I report that all the Ordinary Resolutions as set out in Item Nos. 1 to 4 in the Notice of the 27<sup>th</sup> AGM dated 30<sup>th</sup> May, 2023 have been passed with the requisite majority.





# SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS  
10/1, Deodar Street, Kolkata – 700 019

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

## CONSOLIDATED RESULTS

**Item No. 1: To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31<sup>st</sup> March, 2023 and the Reports of the Board of Directors and Auditors thereon.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	61	1,23,91,333	-	-	61	1,23,91,333	100
Dissent	-	-	-	-	-	-	-
<b>Total</b>	<b>61</b>	<b>1,23,91,333</b>	<b>-</b>	<b>-</b>	<b>61</b>	<b>1,23,91,333</b>	<b>100</b>

**Item No. 2: To declare Final Dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2023.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	61	1,23,91,333	-	-	61	1,23,91,333	100
Dissent	-	-	-	-	-	-	-
<b>Total</b>	<b>61</b>	<b>1,23,91,333</b>	<b>-</b>	<b>-</b>	<b>61</b>	<b>1,23,91,333</b>	<b>100</b>

**Item No. 3: To appoint Director in place of Mr. Aparesh Nandi (DIN: 00722439), who retires by rotation and being eligible, offers his candidature for re-appointment.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	57	84,03,857	-	-	57	84,03,857	100
Dissent	-	-	-	-	-	-	-
<b>Total</b>	<b>57</b>	<b>84,03,857</b>	<b>-</b>	<b>-</b>	<b>57</b>	<b>84,03,857</b>	<b>100</b>





# SUDHIR KOTHARI & ASSOCIATES

**Chartered Accountant**

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

10/1, Deodar Street, Kolkata – 700 019

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

**Item No. 4: To authorise the Company for entering into and / or continuing with the Material Related Party Transactions / Contracts / Arrangements / Agreements with Phoenix Overseas Limited up to a maximum aggregate value of Rs. 20 crores for the Financial Year 2023-24.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	51	27,92,407	-	-	51	27,92,407	100
Dissent	-	-	-	-	-	-	-
Total	51	27,92,407	-	-	51	27,92,407	100

Based on the aforesaid result, I report that the **Ordinary Resolutions** as set out in **Item No. 1 to 4** of the Notice of the AGM dated 30<sup>th</sup> May, 2023 have been **passed with requisite majority**.

For Sudhir Kothari & Associates  
Chartered Accountant



SUDHIR KUMAR KOTHARI  
Practicing Chartered Accountant  
F.C.A. No.: 053874  
CP No.: 330320E  
UDIN: 23053874BGXKZS6786

Place: Kolkata  
Date: 26<sup>th</sup> July 2023