



SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS
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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 Thursday 26th September, 2024 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: 26th September 2024



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SCRUTINIZER'S REPORT

Name of the Company	BCPL Railway Infrastructure Limited
Type of Meeting	Annual General Meeting
Day, Date & Time	Thursday 26 th September, 2024 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 **28th Annual General Meeting ("AGM")** of BCPL Railway Infrastructure Limited (hereinafter referred to as "the Company") held on **Thursday 26th September, 2024 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 **4th September, 2024**, 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 **3rd September, 2024**.





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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 AGM and the Integrated Annual Report for the financial year 2023-24 on 3rd **September, 2024** by e-mail to **26,651** 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 **Thursday, 19th September, 2024**, 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 Monday, 23rd September, 2024 till 5.00 p.m. (IST) on Wednesday, 25th September, 2024** 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.





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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 on **Thursday, 26th September, 2024** at **17:38 hours** and downloaded the results for scrutiny on the same day at **17:51:54 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.

7. Results

7.1. Consolidated results with respect to the agenda items as set out in the Notice of the AGM dated 28th May, 2024 is enclosed herewith.

7.2. Based on the aforesaid results, I report that the **Ordinary Resolutions** set out in Item Nos. **1, 2, 3, 6** and **Special Resolutions** set out in Item Nos. **4, 5, 7** in the Notice of the 28th AGM dated 28th May, 2024 have been passed with the requisite majority.





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CONSOLIDATED RESULTS

Item No. 1: To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2024 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	115	87,90,838	-	-	115	87,90,838	100
Dissent	3	252	-	-	3	252	0
Total	118	87,91,090	-	-	118	87,91,090	100

Item No. 2: To declare Final Dividend on equity shares for the financial year ended 31st March, 2024.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	115	87,91,086	-	-	115	87,91,086	100
Dissent	3	4	-	-	3	4	0
Total	118	87,91,090	-	-	118	87,91,090	100

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	106	69,86,705	-	-	106	69,86,705	99.98
Dissent	9	1,160	-	-	9	1,160	0.02
Total	115	69,87,865	-	-	115	69,87,865	100





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Item No. 4: To approve the appointment of Mr. Swapan Kumar Chakraborty (DIN: 00458410) 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 31st March, 2023 up to 30th March, 2028.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	110	87,90,289	-	-	110	87,90,289	99.99
Dissent	8	801	-	-	8	801	0.01
Total	118	87,91,090	-	-	118	87,91,090	100

Item No. 5: To approve the appointment of Dr. Sanghamitra Mukherjee (DIN: 07203827) 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 31st March, 2023 up to 30th March, 2028.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	110	87,90,289	-	-	110	87,90,289	99.99
Dissent	8	801	-	-	8	801	0.01
Total	118	87,91,090	-	-	118	87,91,090	100

Item No. 6: 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 2024-25.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	98	1,46,028	-	-	98	1,46,028	99.62
Dissent	6	557	-	-	6	557	0.38
Total	104	1,46,585	-	-	51	1,46,585	100





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Item No. 7: Approval for giving loan(s) represented by way of book debt, and / or giving of guarantee(s), and / or providing of security(ies) in connection with any Loan taken / to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested of an aggregate amount not exceeding Rs. 500 Crores in its absolute discretion deem beneficial and in the best interest of the Company.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	97	1,14,072	-	-	97	1,14,072	99.55
Dissent	6	513	-	-	6	513	0.45
Total	103	1,14,585	-	-	103	1,14,585	100

Based on the aforesaid result, I report that the **Resolutions** as set out in **Item No. 1 to 7** of the Notice of the AGM dated 28th May, 2024 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: **24053874BKAQDI5579**

Place: Kolkata
Date: 26th September 2023