

BCPL RAILWAY INFRASTRUCTURE LTD

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM	26-Jul-23
Total Number of Shareholders on Record Date	11416
No. of Shareholders Present in the Meeting Either in Person or Through Proxy :	
Promoter & Promoter Group	
Public	
Total	
No. of Shareholders Attended the Meeting Through Video Conferencing :	
Promoter & Promoter Group	10
Public	27
Total	37

1	RESOLVED THAT the annual financial statements for the year ended 31st March, 2023 including the Audited Balance Sheet as at 31st March 2023 and Audited Profit and Loss Account for the year ended 31st March 2023, together with the Directors and Auditors Reports be and hereby received, considered and adopted.							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
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 & Promoter Group	Remote Evoting	12258197	12257597	99.99511	12257597	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		12257597	99.99511	12257597	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution	Remote Evoting	4465441	133736	2.99491	133736	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		



holders	Postal Ballot (if applicable)		N.A.		N.A.		N.A.		N.A.
	Total		133736	2.99491	133736	0	100.00000		
	Total	16723638	12391333	74.09472	12391333	0	100.00000		

2 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, 2023, 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 Wednesday, 19th July, 2023.

Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?

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 & Promoter Group	Remote Evoting	12258197	12257597	99.99511	12257597	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		12257597	99.99511	12257597	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	4465441	133736	2.99491	133736	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		133736	2.99491	133736	0	100.00000	
	Total	16723638	12391333	74.09472	12391333	0	100.00000	

3 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.

Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?



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 & Promoter Group	Remote Evoting	12258197	8270121	67.46605	8270121	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		8270121	67.46605	8270121	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	4465441	133736	2.99491	133736	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		133736	2.99491	133736	0	100.00000	
Total		16723638	8403857	50.25137	8403857	0	100.00000	

4	Resolved that approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Phoenix Overseas Limited, a related party for the purpose of export activities, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.20 Crores for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arms length basis and in the ordinary course of business of the Company.							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
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 & Promoter Group	Remote Evoting	12258197	2658671	21.68892	2658671	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		2658671	21.68892	2658671	0	100.00000	0.00000
Public-Institutional	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		



holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0	0	
Public-Non Institution	Remote Evoting	4465441	133736	2.99491	133736	0	100.00000	
	Evoting at AGM		0	0.00000	0	0	0	
holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		133736	2.99491	133736	0	100.00000	
	Total	16723638	2792407	16.69737	2792407	0	100.00000	

The Ordinary Resolution / Resolutions as set out in the Notice dated 30-05-2023 has been passed by the Members by 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 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 26th 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: 26th 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 26th 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 26th 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 **4th 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 **3rd 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 27th AGM and the Integrated Annual Report for the financial year 2022-23 on 3rd 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, 19th 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, 23rd July, 2023 till 5.00 p.m. (IST) on Tuesday, 25th 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, 26th 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 27th 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 30th 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 27th AGM dated 30th 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 31st 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	-	-	-	-	-	-	-
Total	61	1,23,91,333	-	-	61	1,23,91,333	100

Item No. 2: To declare Final Dividend on equity shares for the financial year ended 31st 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	-	-	-	-	-	-	-
Total	61	1,23,91,333	-	-	61	1,23,91,333	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	57	84,03,857	-	-	57	84,03,857	100
Dissent	-	-	-	-	-	-	-
Total	57	84,03,857	-	-	57	84,03,857	100





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 30th 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: 26th July 2023