



BCPL *Railway Infrastructure Limited*

12th August, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai-400001

Scrip Code - 542057

Dear Sir/Ma'am,

Sub: Disclosure of voting results of the 29th Annual General Meeting of BCPL Railway Infrastructure Limited held on Monday, 11th August, 2025 along with the Scrutinizers Report

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the voting results for the business transacted at the 29th Annual General Meeting of the Company held on Monday, 11th August, 2025 (Annexure A) and - the Scrutinizers' Report thereon on the voting (Annexure B).

Please take the same on record.

Yours faithfully,
BCPL Railway Infrastructure Limited

DEVSHR
EE SINHA

Digitally signed
by DEVSHREE
SINHA
Date: 2025.08.12
13:36:22 +05'30'

Devshree Sinha
Company Secretary

Encl:a/a

REGISTERED OFFICE

13B, Bidhan Sarani, 4th Floor, Kolkata - 700 006, Phone : 2219 0085, 9674911100

E-mail : corp@bcrl.com, Website : www.bcrl.com CIN NO : L51109WB1995PLC075801

Branch Office : 112, Raja Ram Mohan Roy Sarani, Ground Floor, Kolkata - 700 009, Phone : 2219 1814

BCPL RAILWAY INFRASTRUCTURE LTD

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM	11-Aug-25
Total Number of Shareholders on Record Date	28098
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	12
Public	42
Total	54

1	RESOLVED THAT the annual financial statements for the year ended 31st March, 2025 including the Audited Balance Sheet as at 31st March 2025 and Audited Profit and Loss Account for the year ended 31st March 2025, together with the Board and Auditors Reports be and hereby received, considered and adopted.							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Ordinary 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	12185709	9558438	78.4397	9558438	0	100.0000	0.0000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		9558438	78.4397	9558438	0	100.0000	0.0000
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.
	Total		0	0.0000	0	0			
Public-Non	Remote Evoting	4537929	78565	1.7313	78559	6	99.9924	0.0076	
Institution	Evoting at AGM		34	0.0007	34	0	100.0000	0.0000	
holders	Postal Ballot (if applicable)		N.A.		N.A.		N.A.		N.A.
	Total		78599	1.7320	78593	6	99.9924	0.0076	
	Total	16723638	9637037	57.6252	9637031	6	99.9999	0.0001	

2	RESOLVED THAT a final dividend of Rs. 1.00 per share on the paid up equity shares of Rs 10/- each of the Company for the year ended 31st March, 2025, 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 Friday, 13th June, 2025.							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Ordinary Resolution					
			No					
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	12185709	9558438	78.4397	9558438	0	100.0000	0.0000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		9558438	78.4397	9558438	0	100.0000	0.0000
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	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	4537929	78455	1.7289	78449	6	99.9924	0.0076
	Evoting at AGM		34	0.0007	34	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		78489	1.7296	78483	6	99.9924	0.0076
	Total	16723638	9636927	57.6246	9636921	6	99.9999	0.0001

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 ?			Ordinary Resolution					
			Yes					
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	12185709	5570962	45.7172	5570962	0	100.0000	0.0000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		5570962	45.7172	5570962	0	100.0000	0.0000
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	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	4537929	78565	1.7313	78449	116	99.8524	0.1476
	Evoting at AGM		34	0.0007	34	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		78599	1.7320	78483	116	99.8524	0.1476
Total		16723638	5649561	33.7819	5649445	116	99.9983	0.0017

4	Disinvestment in Subsidiary BCL Bio Energy Private Limited (CIN: U11200WB2021PTC244926) under Section 180(1)(a) of the Companies Act, 2013							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Special Resolution					
			Yes					
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	12185709	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	0.0000	0	0		

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	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	4537929	78565	1.7313	78434	131	99.8333	0.1667
	Evoting at AGM		34	0.0007	34	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		78599	1.7320	78468	131	99.8333	0.1667
Total		16723638	78599	0.4700	78468	131	99.8333	0.1667

5	Appointment of M/S. IP and Associates, Practising Company Secretaries as Secretarial Auditors for a period of 5 years from 1.04.2025 to 31.03.2030 and Fix Their Remuneration							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Special Resolution					
Category	Mode of Voting	No.of shares held (1)	No					
			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	12185709	9558438	78.4397	9558438	0	100.0000	0.0000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		9558438	78.4397	9558438	0	100.0000	0.0000
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	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	4537929	78565	1.7313	78514	51	99.9351	0.0649
	Evoting at AGM		34	0.0007	34	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		78599	1.7320	78548	51	99.9351	0.0649
Total		16723638	9637037	57.6252	9636986	51	99.9995	0.0005

The Ordinary Resolution / Special Resolutions as set out in the 29th AGM Notice dated 29.05.2025 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
13B Bidhan Sarani, 4th Floor,
Kolkata – 700 006.

Dear Sir,

I thank you for appointing me as the Scrutinizer for Remote e-voting process and e-voting by the Board of Directors at the Meeting held on 29th May, 2025.

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: 11th August 2025



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	Monday 11 th August, 2025 at 4.00 p.m. (IST)
Deemed Venue	13-B, Bidhan Sarani, Kolkata – 700 006.
Mode	Through Video Conferencing / Other Audio-Visual Means ("VC / AVM")

1. Appointment as Scrutinizer

I have been appointed as a Scrutinizer of BCPL Railway Infrastructure Limited (hereinafter referred to as "the Company") at the Board of Directors Meeting of the Company held on Thursday 29th May, 2025 for the remote e-voting as well as the e-voting of the Company's **29th Annual General Meeting ("AGM")** to be held on **Monday 11th August, 2025 at 4 pm (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). My responsibility as a Scrutinizer is to ensure that the voting process is 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 (English version)** and **Arthik Lipi (Bengali version)** on **20th July, 2025**, 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 **19th July, 2025**.





SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

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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 2024-25 on **19th July, 2025** by e-mail to **27,707** 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 **Monday, 04th August, 2025**, 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 Central Depository Services (India) Limited (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) Friday, 08th August, 2025 till 5.00 p.m. (IST) Sunday, 10th August, 2025** 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

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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 on **Monday, 11th August 2025** at **17:19 hours** and downloaded the results for scrutiny on the same day at **17:22:34 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 Virendra Apartments, Flat – E1, 35 Gariahat Road South, Kolkata – 700 031, 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 29th May, 2025 is enclosed herewith.
- 7.2. Based on the aforesaid results, I report that the **Ordinary Resolutions** set out in Item Nos. **1, 2 and 3** and **Special Resolutions** set out in Item Nos. **4 and 5** in the Notice of the 29th AGM dated 29th May, 2025 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, 2025 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	84	96,36,997	3	34	87	96,37,031	100
Dissent	2	6	-	-	2	6	-
Total	86	96,37,003	3	34	89	96,37,037	100

Item No. 2: To declare Final Dividend of ₹ 1 per share on the paid-up equity shares of ₹ 10 each for the financial year ended 31st March, 2025.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	83	96,36,887	3	34	86	96,36,921	100
Dissent	2	6	-	-	2	6	-
Total	85	96,36,893	3	34	88	96,36,927	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	77	56,49,411	3	34	80	56,49,445	100
Dissent	3	116	-	-	3	116	-
Total	80	56,49,527	3	34	83	56,49,561	100





SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

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

Item No. 4: To approve the disinvestment of 22% investments i.e. 34,32,000 shares in Subsidiary 'BCL Bio Energy Private Limited' (CIN: U11200WB2021PTC244926) by sell, transfer or otherwise dispose-off, to Phoenix Overseas Limited (CIN: L15314WB2002PLC095587), a group company, under Section 180(1)(a) of the Companies Act, 2013.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	69	78,434	3	34	72	78,468	99.83
Dissent	4	131	-	-	4	131	0.17
Total	73	78,565	3	34	76	78,599	100.00

Item No. 5: To approve the appointment of M/s. TP and Associates, Practising Company Secretaries as Secretarial Auditors for a period of 5 consecutive years, from 1st April 2025 to 31st March, 2030 and fix their remuneration.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	83	96,36,952	3	34	86	96,36,986	100
Dissent	3	51	-	-	3	51	-
Total	86	96,37,003	3	34	89	96,37,037	100

Based on the aforesaid result, I report that the **Resolutions** as set out in **Item No. 1 to 5** of the Notice of the AGM dated 29th May, 2025 have been **passed with requisite majority**.

For **Sudhir Kothari & Associates**
Chartered Accountant

SUDHIR KUMAR KOTHARI
Digitally signed by
SUDHIR KUMAR KOTHARI
Date: 2025.08.11
18:19:07 +05'30'



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

UDIN: **25053874BMIRRL4600**

Place: Kolkata
Date: 11th August 2025