



SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS
10/1, Deodar Street, Kolkata – 700 019
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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 19th May, 2026.

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: 22-08-2026



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SCRUTINIZER'S REPORT

Name of the Company	BCPL Railway Infrastructure Limited (L51109WB1995PLC075801)
Type of Meeting	Annual General Meeting
Day, Date & Time	Friday 21st August, 2026 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 Tuesday 19th May, 2026 for the remote e-voting as well as the e-voting of the Company's **30th Annual General Meeting** ("AGM") to be held on **Friday 21st August, 2026 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 **29th July, 2026**, 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 and National Stock Exchange of India Limited on **28th July, 2026**.





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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 2025-26 on **28th July 2026** through e-mail to **27,111** 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 **Friday, 14th August, 2026**, 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) Tuesday, 18th August, 2026 till 5.00 p.m. (IST) Thursday, 20th August, 2026** 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.

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.





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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 **Friday, 21st August 2026** at **17:44:51 hours** and downloaded the results for scrutiny on the same day at **17:49:33 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 **19th May, 2026** is enclosed herewith.
- 7.2. Based on the aforesaid results, I report that the **Ordinary Resolutions** set out in Item Nos. **1 to 6** and **Special Resolutions** set out in Item Nos. **7 and 8** in the Notice of the 30th AGM dated 19th May, 2026 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, 2026 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	85	96,48,232	3	161	88	96,48,393	100
Dissent	6	42	-	-	6	42	-
Total	91	96,48,274	3	161	94	96,48,435	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, 2026.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	85	96,48,232	3	161	88	96,48,393	100
Dissent	6	42	-	-	6	42	-
Total	91	96,48,274	3	161	94	96,48,435	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	82	69,62,984	3	161	85	69,63,145	100
Dissent	7	44	-	-	7	44	-
Total	89	69,63,028	3	161	92	69,63,189	100





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Item No. 4: To approve the appointment of M/s. LB Jha & Co. LLP, Chartered Accountants, Statutory Auditors of the Company for a period of 5 consecutive years, from the conclusion of 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting and fix their remuneration.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	84	96,48,230	3	161	87	96,48,391	100
Dissent	7	44	-	-	7	44	-
Total	91	96,48,274	3	161	94	96,48,435	100

Item No. 5: To authorise the Company under its Related Party transaction(s) Policy for entering into Contract(s) / Arrangement(s) / Transaction(s) with Phoenix Overseas Limited for the purpose of sale, purchase, rental transaction or other related activities up to a maximum aggregate value of Rs. 20 crores for the Financial Year 2026-27 at arm's length basis and in the ordinary course of business of the Company.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	75	89,792	3	161	78	89,953	99.95
Dissent	7	44	-	-	7	44	0.05
Total	82	89836	3	161	85	89,997	100

Item No. 6: To authorise the Company under its Related Party transaction(s) Policy for entering into Contract(s) / Arrangement(s) / Transaction(s) with BCL Bio Energy Private Limited for the purpose of sale, purchase, rental transaction or other related activities up to a maximum aggregate value of Rs. 20 crores for the Financial Year 2026-27 at arm's length basis and in the ordinary course of business of the Company.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	72	33,601	3	161	75	33,762	99.87
Dissent	7	44	-	-	7	44	0.13
Total	79	33,645	3	161	82	33,806	100



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Item No. 7: To approve the reappointment of Mr. Ranajit Kumar Mondal (DIN: 06430495) 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 14th August, 2026 up to 13th August, 2031.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	83	96,39,534	3	161	86	96,39,695	99.91
Dissent	8	8,740	-	-	8	8,740	0.09
Total	91	96,48,274	3	161	94	96,48,435	100

Item No. 8: To approve the rescinding of the disinvestment of 22% investments i.e. 34,32,000 shares held in BCL Bio Energy Private Limited (CIN: U11200WB2021PTC244926) a subsidiary, 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	72	33,601	3	161	75	33,762	99.87
Dissent	7	44	-	-	7	44	0.13
Total	79	33,645	3	161	82	33,806	100

Based on the aforesaid result, I report that the **Resolutions** as set out in **Item No. 1 to 8** of the Notice of the AGM dated 19th May, 2026 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: **26053874CLCXZO7067**

Place: Kolkata
Date: 22-08-2026