



CONSOLIDATED SCRUTINISER'S REPORT (E-VOTING & POLL)

REPORT OF SCRUTINIZER APPOINTED BY THE BOARD OF DIRECTORS FOR 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S B. P. CAPITAL LIMITED (THE COMPANY) HELD ON TUESDAY, DECEMBER 29, 2020 AT 9:00 A.M. AT PLOT NO.345, HSIIDC, FOOTWEAR PARK, SECTOR-17, BAHADURGARH, JHAJJAR, HARYANA-124507.

The 27th Annual General Meeting of the Members has been held on Tuesday, December 29, 2020 at 9:00 A.M. at Plot No.345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana-124507, for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the Notice of 27th Annual General Meeting of M/S B. P. Capital Limited dated 30th November, 2020.

The undersigned **Mr. Kundan Agrawal, Practicing Company Secretary** was appointed as the scrutinizer, by the board of directors of M/S B. P. Capital Limited at their Board Meeting held on 30th November, 2020 for their 27th Annual general meeting of the Company held on 29th December, 2020. The result of the poll & e-voting conducted for the Annual General Meeting is as under:-

Resolution No. 1

Nature of Resolution **Ordinary Business**

Subject Matter: To receive, consider and adopt the audited Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss Account and Cash Flow Statement and other annexures thereof for the financial year ended 31st March, 2020 and the reports of Directors and Auditors thereon.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	22	6372 (01.47%)	0	0	0	0
By E- Voting	41	427910 (98.53%)	1	2 (0.00%)	0	0
Consolidated Votes	63	434282 (100%)	1	2 (0.00%)	0	0



Resolution No. 2

Nature of Resolution Ordinary Business

Subject Matter: To appoint a Director in place of Mr. Vijay Aggarwal (DIN 02771373), the Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	22	6372 (01.47%)	0	0	0	0
By E- Voting	41	427910 (98.53%)	1	2 (0.00%)	0	0
Consolidated Votes	63	434282 (100%)	1	2 (0.00%)	0	0

Resolution No. 3

Nature of Resolution Special Business

Subject Matter: Appointment of Ms. Madhu Sharma (DIN: 06947852) as an Independent Director of the company.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	22	6372 (01.47%)	0	0	0	0
By E- Voting	41	427910 (98.53%)	1	2 (0.00%)	0	0
Consolidated Votes	63	434282 (100%)	1	2 (0.00%)	0	0

Resolution No. 4

Nature of Resolution Special Business

Subject Matter: To approve transactions with related parties.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	22	6372 (64.47%)	0	0	0	0



By E- Voting	40	3510 (35.53%)	1	2 (0.00%)	1	424400
Consolidated Votes	62	9882 (100%)	1	2 (0.00%)	1	424400

Thanking You,

Yours faithfully

KUNDAN AGRAWAL & ASSOCIATES

Company Secretaries



KundanAgrawal

Scrutinizer

Membership No.: 7631

C P No 8325

UDIN:-F007631B001741374

Place: Ghaziabad

Date: 30/12/2020



Report of Scrutinizer (E-Voting)

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 27th Annual General Meeting of the members of **M/s B. P. Capital Limited("the Company")** held on Tuesday, December 29, 2020 At 9:00 a.m. at Plot No.345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana-124507.

Dear Sir,

I, **Kundan Agrawal**, Practicing Company Secretary, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting as per provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for Annual General Meeting held on Tuesday, December 29, 2020 at 9:00 a.m. at Plot No.345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana-124507.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of 27th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast in favor or against the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Service (India) Limited (CDSL), for the e-voting process engaged by the Company.

Further to the above, I submit my report as under:-

1. The e-voting period remained open from 26th December, 2020 (9:00 a.m.)to 28thDecember; 2020 (5:00 p.m.).The Annual General Meeting is on Tuesday, December 29, 2020.
2. The Members of the Company as on the cut-off date i.e. 22nd December, 2020 were entitled to vote on the resolution.
3. The Votes cast were unblocked on 29th December, 2020.



4. Thereafter the details containing inter alia, list of Equity Shareholder(s), who voted “for” “against” each of the resolution that were put to vote, were generated from the e-voting website of **Central Depository Service (India) Limited (CDSL)**. i.e. www.evotingindia.com.

THE RESULT OF THE VOTE’S CASTED ELECTRONICALLY IS AS UNDER:

Item No. 1 of the Notice: Ordinary Business

To receive, consider and adopt the Audited Financial Statements of the Company including the Balance Sheet of the Company as at 31stMarch, 2020 and the Statement of Profit & Loss Account of the Company and Cash Flow Statement and other Annexures thereof for the financial year ended 31stMarch, 2020 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
41	427910	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	2	0%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

Item No. 2 of the Notice: Ordinary Business

To appoint a Director in place of Mr. Vijay Aggarwal (DIN 02771373), the Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:



Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
41	427910	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	2	0%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

Item No. 3 of the Notice: Special Business

Appointment of Ms. Madhu Sharma (DIN: 06947852) as an Independent Director of the company.

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
41	427910	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	2	0%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

Item No. 4 of the Notice: Special Business

To approve transactions with related parties

(i) Voted **in favour** of the resolution:



Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
40	3510	100%

(ii) Voted **inagainst** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	2	0%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
1	424400	The vote was casted inadvertently by Symbolic Inframart Pvt Ltd, Promoter of the Company and the Related Party to the transaction, hence considered invalid

Thanking You,

Yours faithfully

KUNDAN AGRAWAL & ASSOCIATES

Company Secretaries



Kundan Agrawal

Scrutinizer

Membership No.: 7631

C P No 8325

UDIN:-F007631B001741374

Place: Ghaziabad

Date: 30/12/2020

<p>Witness-1</p> <p>: <u>Shikha</u></p> <p>Shikha</p> <p>Occupation - Job</p> <p>C-369, Surya Nagar</p> <p>Ghaziabad, U.P. 201011.</p>	<p>Witness-2 <u>Shantanu Singh</u></p> <p>: <u>Shantanu Singh</u></p> <p>J-26 3rd Floor</p> <p>Laxmi Nagar</p> <p>Delhi - 110092</p>
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FORM No. MGT - 13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of Companies (Management and Administration) Rules, 2014]

To
The Chairman,
M/S B. P. Capital Limited
Plot No.345, HSIIDC,
Footwear Park, Sector-17,
Bahadurgarh, Jhajjar, Haryana-124507

Subject: For the 27thAnnual General Meeting of the Members of the Company held on Tuesday, December 29, 2020 At 9:00 A.M. At Plot No.345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana-124507

Dear Sir,

I, **Kundan Agrawal**, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of M/S B. P. Capital Limited at their meeting held on 30.11.2020 for the purpose of scrutinizing the poll and ascertaining the requisite majority on poll as per provision of section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereunder for their 27thAnnual General Meeting.

1. After the time fixed for closing of the poll by the Chairman, ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers if any, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
4. The result of the Poll is as under:



(a) Resolution No. 1

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss Account and Cash Flow Statement and other annexures thereof for the financial year ended 31st March, 2020 and the reports of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22**	6372	100%

(ii) Voted against the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

**Total No of members present were 31 but 22 of them polled.

(b) Resolution No. 2

To appoint a Director in place of Mr. Vijay Aggarwal (DIN 02771373)), the Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22**	6372	100%



(ii) Voted **against** the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 31 but 22 of them polled.

(c) Resolution No. 3

Appointment of Ms. Madhu Sharma (DIN: 06947852) as an Independent Director of the company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22**	6372	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid** Votes



Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 31 but 22 of them polled.

(d) Resolution No. 4

To approve transactions with related parties.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22**	6372	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid Votes**

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 31 but 22 of them polled.



5. The Poll Papers and all other relevant records were sealed and are kept in the safe custody of the Scrutinizer till the Chairman signs the minutes of the Annual General Meeting.
6. The combined results of the votes (electronic and physical) are annexed as **Annexure-1** with this report.
7. All of the above mentioned resolutions have duly passed with requisite majority.

Thank you,

Yours faithfully

KUNDAN AGRAWAL & ASSOCIATES
Company Secretaries



Kundan Agrawal
Scrutinizer

Membership No.: 7631

C P No 8325

UDIN:-F007631B001741374

Place: Ghaziabad

Date: 30/12/2020

Witness-1

: Shikha
Shikha
Occupation - JCB
C-369, Surya Nagar
Ghaziabad, U.P. 201011.

Witness-2

: Shantanu Singh
J-26, 3rd Flr
Laxmi Nagar
Delhi - 110092