



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 25th Annual General Meeting of the Members of the Company held on Saturday, September 29, 2018 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 01.09.2018 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 there under for their 25th Annual 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, 2018 and Statement of Profit & Loss Account and Cash Flow Statement and other annexures thereof for the financial year ended 31st March, 2018 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
28	601	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 28 but 25 of them polled as 3 members have already voted through e-voting.

(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
28	601	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
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(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 28 but 25 of them polled as 3 members have already voted through e-voting.

(c) Resolution No. 3

To ratify the appointment of M/s RMA & Associates, Chartered Accountants, New Delhi, (Registration No. 000978N) as the Statutory Auditors of the Company from the conclusion of 25th Annual General Meeting till the conclusion of 26th Annual General Meeting , at such remuneration as may be decided by the Board of Directors of the company and the Statutory Auditors.

(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
28	601	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 28 but 25 of them polled as 3 members have already voted through e-voting.



(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
28	601	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 28 but 25 of them polled as 3 members have already voted through e-voting.

5. A Compact Disc (CD) containing a list of equity shareholders who voted **“FOR”** or **“AGAINST”** and those whose votes were declared invalid for each resolution is enclosed.
6. 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.
7. The combined results of the votes (electronic and physical) are annexed as **Annexure-1** with this report.
8. All of the above mentioned resolutions have duly passed with requisite majority.



Thank you,
Yours faithfully,



Kundan Agrawal
(Scrutinizer)
Membership No.: 7631
C P No 8325
(Kundan Agrawal & Associates)

Place: New Delhi
Date: 01/10/2018

Witness-1

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

Witness-2

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



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 25th Annual General Meeting of the members of **M/S B. P. Capital Limited** (the Company) held on Saturday, September 29, 2018 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 Saturday, September 29, 2018 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 25th 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 September; 2018 (9:00am) to 28th September; 2018 (5.00pm). AGM is on Saturday 29th day of September, 2018.
2. The Members of the Company as on the cut-off date i.e. 22nd September 2018 were entitled to vote on the resolution.
3. The Votes cast were unblocked on 29th September, 2018.



		cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

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

Thanking You,
Yours faithfully



Kundan Agrawal
Scrutinizer
Membership No.: 7631
C P No 8325
(KUNDAN AGRAWAL & ASSOCIATES)

Place: New Delhi
Date: 01/10/2018

Witness-1

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

Witness-2

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



Kundan Agrawal & Associates

Company Secretaries

Phone: 91-11-43093900

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

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

REPORT OF SCRUTINIZERS APPOINTED BY THE BOARD OF DIRECTORS FOR 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S B. P. CAPITAL LIMITED (THE COMPANY) HELD ON SATURDAY, SEPTEMBER 29, 2018 AT 9:00 A.M. AT PLOT NO.345, HSIIDC, FOOTWEAR PARK, SECTOR-17, BAHADURGARH, JHAJJAR, HARYANA-124507.

The 25th Annual General Meeting of the Members has been held on Saturday, September 29, 2018 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 25th Annual General Meeting of M/S B. P. Capital Limited dated 01st September, 2018.

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 01st September, 2018 for their 25th Annual general meeting of the Company held on 29.09.2018. 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, 2018 and Statement of Profit & Loss Account and Cash Flow Statement and other annexures thereof for the financial year ended 31st March, 2018 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 with %
By Poll	25	601 (8.82%)	0	0	0	0
By E- Voting	06	6212 (91.18%)	0	0	01	424400 (98.55%)
Consolidated Votes	31	6813 (100%)	0	0	01	424400 (98.55%)



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 %	
By Poll	25	601 (0.14%)	0	0	0
By E- Voting	06	430612 (99.86%)	0	0	0
Consolidated Votes	31	431213 (100%)	0	0	0

Resolution No. 3

Nature of Resolution Ordinary Business

Subject Matter: To ratify the appointment of M/s RMA & Associates, Chartered Accountants, New Delhi, (Registration No. 000978N) as the Statutory Auditors of the Company from the conclusion of 25th Annual General Meeting till the conclusion of 26th Annual General Meeting , at such remuneration as may be agreed between the Board of Directors of the company and the Statutory Auditors.

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 %	
By Poll	25	601 (0.14%)	0	0	0
By E- Voting	06	430612 (99.86%)	0	0	0
Consolidated Votes	31	431213 (100%)	0	0	0

Resolution No. 4

Nature of Resolution Ordinary 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 with %
By Poll	25	601 (8.82%)	0	0	0	0
By E- Voting	06	6212 (91.18%)	0	0	01	424400 (98.55%)
Consolidated Votes	31	6813 (100%)	0	0	01	424400 (98.55%)

Based on the abovementioned details, the Resolution No. **1-4** was duly passed at Annual General Meeting of the company.

Thanking You,

Yours faithfully



Kundan Agrawal
Company Secretary
Membership No.: F7631
C.P. No.: 8325

Dated: 01/10/2018
Place: New Delhi