

**ANNOUNCEMENT OF RESULT OF POSTAL BALLOT**

Pursuant of Section 108 and Section 110 of the Companies Act 2013 read with Rule 20 and rule 22 of the Companies (Management and Administration) Rules 2014 as amended (the Rules'), consent of the member of **M/S B. P. CAPITAL LIMITED** ('the Company') was sought by way of Special resolution as set out in the postal ballot Notice dated March 01, 2017 by means of physical postal ballot form and voting through electronic means (remote e-voting).

Postal ballot notice containing the Special Resolutions along with explanatory statement was sent to all the Members of the company and last date of receipt of postal ballot forms either through physical submission or through remote e-voting was April 14, 2017. **Mr. Kundan Agrawal, Proprietor of M/s Kundan Agrawal & Associates, Practicing Company Secretaries** was appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.

The Scrutinizer Report ('report') dated April 15, 2017 is enclosed herewith. Further on basis of their report it is hereby declared that the following special resolutions have been duly passed by the members of the Company with requisite majority. The details of voting are as following.

- **Resolution No. 1: To Approve alteration Of Clause II of Memorandum of Association of the Company**

Particulars	Aggregate of physical ballot forms and electronic voting	No of votes cast	% of valid votes
Total Number of Postal Ballot forms/ Votes received	14	425123	-
Less: Total Number of Invalid Postal Ballot forms for this Resolution	0	0	
Total Number of valid Postal Ballot forms for this Resolution	14	425123	-
No. of votes assenting the resolution	13	424423	99.84
No. of votes dissenting the resolution	1	700	0.16

Place: New Delhi

Date: 15.04.2017

**For Kundan Agrawal & Associates
Company Secretaries**


Kundan Agrawal
Company Secretary
C.P. No. 8325



SCRUTINIZER'S REPORT

To

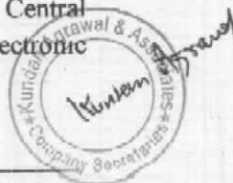
**The Chairman,
M/s B. P. Capital Limited
702, Arunachal Building, 19,
Barakhamba Road, Connaught Place
New Delhi-110001**

**SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR BELOW-MENTIONED
RESOLUTION:**

- To Approve the alteration of Clause II Of memorandum of association of the Company

Dear Sir,

1. I have been appointed as a SCRUTINIZER vide Resolution passed by the Board of Directors of **B. P. Capital Limited** (the Company) on 17/01/2017 for conducting the Postal Ballot process in connection with the above referred matter.
2. I submit my report as under:
 - The Company sent Notice of Postal Ballot along with the Postal Ballot forms and Self addressed stamped envelopes as per permitted mode to the members whose name appeared on the Registers of Members/List of Beneficiaries as on 10/03/2017
 - The Sealed Postal Ballot forms received from the members were kept the safe custody of the Scrutinizer at 702 Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi - 110001.
 - All the Postal Ballot forms received up to the close of working hours on 14/04/2017, the last date and time fixed by the Company for receipt of the Postal Ballot forms were considered for my scrutiny.
 - No Envelopes containing Postal Ballot forms were received after working hours on 14/04/2017.
 - The Postal Ballot Envelopes were opened on 15/04/2017 after 10:00 hours in the presence of my authorized representatives namely **Mr. Shantanu Singh** and **Ms. Itisha Lunia** who are not in the employment of the Company.
 - At the end of the voting period on April 14, 2017, the votes cast through e-voting facility were duly unblocked in the presence of **Mr. Shantanu Singh** and **Ms. Itisha Lunia**, who are not in the employment of the Company.
 - Particulars of all the Postal Ballot forms received from the members and the votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.
 - Envelopes containing Postal Ballot forms which were returned undelivered were also not opened.
 - I have not found any defaced/mutilated Postal Ballot form.
 - I have also received a complete record of votes cast by electronic mode from Central Depository Services Limited (Agency) for providing and supervising electronic



platform on April 15, 2017 which was closed by CDSL on April 14, 2017 at 17:00 hours.

- I am obligated under Section 110 of the Companies Act, 2013 and Rules framed there under to retain the Postal Ballot forms till the time the minutes or proceedings are signed by you and till then, the Postal Ballot forms are under my custody. Once the copy of minutes or proceedings signed by you is provided, the same will be handed over to the Company.
3. In accordance with the Basis of Acceptance (as per Annexure-I) and basis of rejection (as per Annexure-II), and on proper scrutiny of all the Postal Ballot papers, I report the results of the Postal Ballot and E voting as under:

RESOLUTION NO. 1:

Resolution to Approve alteration Of Clause II of Memorandum of Association of the Company:

a) **Details of Postal Ballot forms received:**

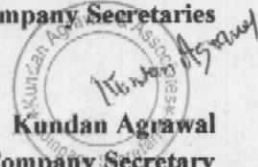
Particulars	Number of forms	No. Of Equity Shares of the Nominal Value of Rs. 10/- each (Votes Cast)
Total Number of Postal Ballot forms received	1	700
Less: Total Number of Invalid Postal Ballot forms for this Resolution	0	0
Total Number of valid Postal Ballot forms for this Resolution	1	700
No. of votes assenting the resolution	0	0
No. of votes dissenting the resolution	1	700

b) **Details of Voting by electronic mode received from the Agency is as follows:**

Particulars	Number of Members who cast Electronically	No. Of Equity Shares of the Nominal Value of Rs. 10/- each (Votes Cast)
Total Number of Votes received in electronic mode	13	424423
Less: Total Number of Invalid Votes	0	0
Total Number of valid Votes	13	424423
No. of votes assenting the resolution	13	424423
No. of votes dissenting the resolution	0	0

Place: New Delhi
Date: 15.04.2017

For Kundan Agrawal & Associates
Company Secretaries


Kundan Agrawal
Company Secretary
C.P. No. 8325

"ANNEXURE-1"
BASIS OF ACCEPTANCE

A. PHYSICAL BALLOT FORM

1. Postal Ballot Form is complete in all respects.
2. Assent or dissent has been given by any other mark for a special resolution, the voting has been considered.
3. Joint members has/ have signed the Postal Ballot Form instead of first named member, the vote cast by the joint named members has/have been considered.
4. Members have assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Members have voted for less number of shares than their actual shareholding, the number of shares/votes cast has been considered.
6. Members have voted for more than their actual shareholding, the actual shareholding has been considered.

B. VOTING THROUGH ELECTRONIC MODE:

7. Members have voted only through e-Voting i.e. Electronic Mode.

Place: New Delhi
Date: 15.04.2017

For Kundan Agrawal & Associates
Company Secretaries


Kundan Agrawal
Company Secretary
C.P. No. 8325

'Annexure-II'
Basis of Rejection

A. PHYSICAL BALLOT FORMS:

1. Member has not put any tick mark on either assent or dissent.
2. Ballot paper is not signed.
3. Specimen signature of the member with the Registrar and Share Transfer Agent differs with that of the signature in the postal Ballot form.
4. Specimen signature of the member is not available at the time of the scrutiny of the postal Ballot form with the Registrar and Share Transfer Agent and consequently there is no way to verify the signature.
5. Member has put tick mark in both the column of assent and dissent without indicating number of shares.
6. Member has sent a photocopy of postal Ballot form.
7. In case where a postal ballot form has been signed by the Authorised Signatory/Power holder and the certified true copy of the Board Resolution / Power of Attorney/ Authority Holder together with the attested Specimen signature of the duly Authorised Signatory with postal Ballot form.
8. Member has signed postal Ballot form in pencil.
9. Signature not visible.
10. Member has signed in the column for the purpose of Assent/Dissent.
11. Member has sent Scanned copy of postal ballot form via E-mail.
12. Postal Ballot form is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of Votes.
13. Board Resolution / Power of Attorney/ Authority Letter etc. Does not grant power in favour of the person who has exercised voting right.



B. VOTING THROUGH ELECTRONIC MODE:

14. Member has voted by Physical Ballot form and e- voting both, then voting done through e- voting has been considered and Physical Ballot form has been treated as invalid.
15. Board Resolution / Power of Attorney/ Authority Letter etc. Does not grant power in favour of the person who has exercised voting right.

Place: New Delhi

Date: 15.04.2017

For Kundan Agrawal & Associates

Company Secretaries



**Kundan Agrawal
Company Secretary**

C.P. No. 8325