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 SCRUTINIZER APPOINTED BY THE BOARD OF DIRECTORS FOR 29TH ANNUAL GENERAL MEETING HELD ON THURSDAY, SEPTEMBER 29, 2022 AT 10:00 A.M. AT PLOT NO 138, ROZ KA MEO INDUSTRIAL AREA, SOHNA, MEWAT, HARYANA – 122103.

The 29th Annual General Meeting of the Members has been held on Thursday, 29th September 2022 at 10:00 A.M. at Plot No 138, Roz KaMeo Industrial Area, Sohna, Mewat, Haryana – 122103, for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the Notice of 29th Annual General Meeting of M/s B. P. Capital Limited dated 01st September 2022.

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, 2022 for their 29th Annual General Meeting of the Company held on 29th September, 2022. 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: Adoption of the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2022 and the Statement of Profit and Loss of the Company and Cash flow statement and other Annexures thereof for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon

Details of Voting	Assent (For) No. of Shares of Face Value ofRs. 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	27	3446112 (99.52%)	0	0	0	0
By E- Voting	48	16489 (0.48%)	6	134 (0.00%)	0	0
Consolidated Votes	**75**	**3462601 (100.00%)**	**6**	**134 (0.00%)**	**0**	**0**

Kundan Agrawal

Resolution No. **2**

Nature of Resolution **Ordinary Business**

Subject Matter: Re-appointment of Mr. Aditya Aggarwal (DIN: 08982957), who is liable to retire by rotation and being eligible, offers himself for reappointment pursuant to the provisions of Section 152 of the Companies Act, 2013

Details of Voting	**Assent (For) No. of Shares of Face Value ofRs. 10/- each**		**Dissent (Against) No. of votes Ratio**		**Invalid poll No. of Votes**	
	No. of Shareholder	**Number of shares with %**	**No. of Shareholders**	**Number of shares with %**	**No. of Shareholders**	**No. of shares**
By Poll	26	3431112 (99.52%)	0	0	0	0
By E- Voting	48	16489 (0.48%)	6	134 (0.00%)	0	0
Consolidated Votes	**74**	**3447601 (100.00%)**	**6**	**134 (0.00%)**	**0**	**0**

Resolution No. **3**

Nature of Resolution **Special Business**

Subject Matter: Appointment of Mr. Rachit Garg (DIN: 07574194) as a Director of the Company

Details of Voting	**Assent (For) No. of Shares of Face Value ofRs. 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	26	3446102 (99.52%)	0	0	0	0
By E- Voting	48	16489 (0.48%)	6	134 (0.00%)	0	0
Consolidated Votes	**74**	**3462591 (100.00%)**	**6**	**134 (0.00%)**	**0**	**0**

Kundan Agrawal

Kundan Agrawal & Associates Company Secretaries

Resolution No. **4**

Nature of Resolution **Special Business**

Subject Matter:4. Reappointment of Mrs Madhu Sharma (DIN: 06947852) as an Independent Director of the Company

Details of Voting	Assent (For) No. of Shares of Face Value ofRs. 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	27	3446112 (99.52%)	0		0	0
By E- Voting	48	16489 (0.48%)	6	134 (0.00%)	0	0
Consolidated Votes	**75**	**3462601 (100.00%)**	**6**	**134 (0.00%)**	**0**	**0**

Resolution No. **5**

Nature of Resolution **Special Business**

Subject Matter:5. Approval for Related Party Transaction(s)

Details of Voting	Assent (For) No. of Shares of Face Value ofRs. 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	17	3006657 (99.45%)	0	0	0	0
By E- Voting	48	16489 (0.55%)	6	134 (0.00%)	0	0
Consolidated Votes	**65**	**3023146 (100.00%)**	**6**	**134 (0.00%)**	**0**	**0**

Thanking You,

Yours faithfully
KUNDAN AGRAWAL & ASSOCIATES
Company Secretaries

Kundan Agrawal

KundanAgrawal
Scrutinizer
Membership No.: 7631
C P No 8325
UDIN:- F007631D001097051

Place: Delhi
Date: 30/09/2022

Kundan Agrawal&Associates
Company Secretaries
Phone: 91-11-43093900
Mobile: 09212467033, 09999415059
E-mail:agrawal.kundan@gmail.com

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 29th Annual General Meeting of the members of **M/s B. P. Capital Limited("the Company")** held on Thursday, September 29, 2022 At 10:00 A.M. at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana – 122103.

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 Thursday, September 29, 2022 at 10:00 A.M. at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana – 122103.

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 29th 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, 2022 (9:00 A.M.) to 28th September, 2022 (5:00 P.M).The Annual General Meeting is on Thursday, September 29, 2022.

2. The Members of the Company as on the cut-off date i.e. 22nd September, 2022 were entitled to vote on the resolution.

3. The Votes cast were unblocked on 29th September 2022.

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.**

Kundan Agrawal

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

Item No. 1 of the Notice: Ordinary Business

Adoption of the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2022 and the Statement of Profit and Loss of the Company and Cash flow statement and other Annexures thereof for the financial year ended 31st March, 2022 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
48	16489	100

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
6	134	100

(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

Re-appointment of Mr. Aditya Aggarwal (DIN: 08982957), who is liable to retire by rotation and being eligible, offers himself for reappointment 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
48	16489	100

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
6	134	100

(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 Mr. Rachit Garg (DIN: 07574194) as a 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
48	16489	100

Kundan Agrawal & Associates • Company Secretaries

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
6	134	100

(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

Reappointment of Mrs. 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
48	16489	100

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
6	134	100

(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. 5 of the Notice: Special Business

Approval of Related Parties Transaction(s)

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
48	16489	100

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
6	134	100

(iii) **Invalid** Votes:

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

Kundan Agrawal & Associates • Company Secretaries

Thanking You,

Yours faithfully
KUNDAN AGRAWAL & ASSOCIATES
Company Secretaries

Kundan Agrawal
Scrutinizer
Membership No.: 7631
C P No 8325
UDIN:-F007631D001097051

Place: Delhi
Date: 30/09/2022

Witness-1
: Etisha
Etisha
Occupation - Job
C-369 Surya Nagar
Ghaziabad, U.P. 201011.

Witness-2
: 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

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 138, Roz Ka Meo Industrial Area,
Sohna, Mewat, Haryana – 122103.

Subject: For the 29th Annual General Meeting of the Members of the Company held on Thursday , September 29, 2022 At 10:00 A.M. At Plot No 138, Roz KaMeo Industrial Area, Sohna, Mewat, Haryana – 122103

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 01.09.2022 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 thereunderfor their 29th 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

Adoption of the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2022 and the Statement of Profit and Loss of the Company and Cash flow statement and other Annexures thereof for the financial year ended 31st March, 2022 and the Reports of the Board 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
27	3446112	100

Kundan Agrawal

(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 36 but 27 of them polled and 9 of them casted their votes through e-voting.

(b) <u>Resolution No. 2</u>

<u>Re-appointment of Mr. Aditya Aggarwal (DIN: 08982957), who is liable to retire by rotation and being eligible, offers himself for reappointment pursuant to the provisions of Section 152 of the Companies Act, 2013</u>

(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
26	3431112	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

Kundan Agrawal & Associates Company Secretaries

Kundan Agrawal

*Total No of members present were 36 but 26 of them polled and 9 of them casted their votes through e-voting and 1 member Mr. Aditya Aggarwal abstained himself from polling, being the interested party to the present resolution.

(c) Resolution No. 3

Appointment of Mr. Rachit Garg (DIN: 07574194) as a 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
26	3446102	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 36 but 26 of them polled and 9 of them casted their votes through e-voting and 1 member Mr. Rachit Garg abstained himself from polling, being the interested party to the present resolution

(d) Resolution No. 4

Reappointment of Mrs 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
27	3446112	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

Kundan Agrawal & Associates Company Secretaries

Kundan Agrawal

(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 36 but 27 of them polled and 9 of them casted their votes through e-voting.

(e) Resolution No. 5

Approval of Related Parties Transaction(s).

(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
17	3006657	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 36 but 17 of them polled and 10 members abstained themselves from polling being the related parties to the present resolution and 9 casted their votes through evoting.

Kundan Agrawal & Associates Company Secretaries

Kundan Agrawal

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:-F007631D001097051

Place: Delhi
Date: 30/09/2022

Witness-1
: Etisha
Occupation - Job
C-369 Surya Nagar
Ghaziabad, U.P. 201011.

Witness-2
: Shantanu Singh
J-26 3rd floor
Laxmi Nagar
Delhi - 110092