



Ragini Chokshi & Co.

Company Secretaries

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

To,
The Chairman,
105th Annual General Meeting (AGM) of
BOMBAY CYCLE & MOTOR AGENCY LTD.
Held on Friday, August 09, 2024 at 04:30 P.M.

Dear Sir,

1. Appointment as Scrutinizer:

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Company, a Company Secretary Firm, having its registered office at 34, 5th Floor, Kamer Building, 38, Cawasji Patel Street, Fort, Mumbai 400001, have been appointed as the Scrutinizer by the Board of Directors of BOMBAY CYCLE & MOTOR AGENCY LTD (the "Company") for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the Annual General Meeting ("AGM") carried out as per the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto, read with MCA General Circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 on the businesses contained in the Notice of the AGM of the Members of the Company, held on Friday, August 09, 2024 at 04:30 p.m. (IST) through Video Conferencing facility / Other Audio-Visual Means ("VC / OAVM").

2. Our Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules and notifications and SEBI Listing Regulations relating to voting through electronic means on the businesses set out in the Notice of the 105th AGM of the Members of the Company. Our responsibility as a Scrutinizer is to scrutinize remote e-voting

and e-voting conducted during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted in submitting a Consolidated Scrutinizer's Report on the voting on the resolutions set out in the Notice, based on the reports generated from the e-Voting system of National Securities Depository Limited (NSDL), the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Company.

3. Dispatch of Notice convening AGM

- i) Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020 and 02/2021, 21/2021, 02/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively issued by the Ministry of Corporate Affairs, advertisement was published on July 17, 2024 in Financial Express, Mumbai (English, in all Editions) and on July 17, 2024 in Mumbai Lakshadeep, Mumbai (Marathi Edition), both the newspapers having electronic editions specifying all the necessary information prescribed in the rules and circulars.
- ii) The Company hosted the notice of AGM on its website namely www.bcma.in and also uploaded the same on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
- iii) The Company completed dispatch of Notice of AGM on July 16, 2024 by E-mail to Members who had registered their email addresses with the Company / Depositories.

4. Cut-off date

Voting rights were reckoned as on Friday, August 02, 2024 being the cut-off date for deciding the entitlements of members for remote e-voting and e-voting during the AGM.

5. Remote e-voting process

- i) **Agency:** The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the platform for remote e-voting and e-voting during the AGM.
- ii) **Remote e-voting period:** The Remote e-voting remained open from 09:00 a.m. on Tuesday, August 06, 2024 and ended on Thursday, August 08, 2024 at 5:00 p.m.

The votes cast were unblocked on August 09, 2024 after the conclusion of the AGM and was witnessed by two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the same.



Name: Jagruti Deshmukh



Name: Harsh Pandey

- iii) **Voting at the AGM:** After the time fixed for closing of the e-voting by the Chairman, the electronic system recording i.e. e-voting (e-votes) was locked by National Securities Depository Limited (NSDL).

The e-votes cast were unblocked on August 09, 2024 after 15 minutes of conclusion of proceedings of AGM.

I hereby submit the Consolidated Scrutinizer's Report based on the results of remote e-voting and e-voting during the AGM based on the reports downloaded from the e-voting website of National Securities Depository Limited (NSDL) and relied upon by me as under:



CONSOLIDATED RESULTS

ORDINARY BUSINESS:

Item No 1: Ordinary Resolution

1) To receive, consider and adopt:

(a) the Audited Standalone Financial Statements for the year ended as at March 31, 2024 together with the Report of the Board of Directors and the Auditors thereon.

(b) the Audited Consolidated Financial Statements for the year ended as at March 31, 2024 together with the Reports of Auditors thereon.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	30	290645	0	0	30	290645	99.9966
Dissent	3	10	0	0	3	10	0.0034
Total	33	290655	0	0	33	290655	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	290655	100
Assented to Resolution	290645	99.9966
Dissented to Resolution	10	0.0034

Item No 2: Ordinary Resolution

To declare Final Dividend on Equity Shares for the Financial Year ended March 31, 2024.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	30	290645	0	0	30	290645	99.9966
Dissent	3	10	0	0	3	10	0.0034
Total	33	290655	0	0	33	290655	100



SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	290655	100
Assented to Resolution	290645	99.9966
Dissented to Resolution	10	0.0034

Item No 3: Ordinary Resolution

To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) who retires by rotation at the 105th Annual General Meeting and being eligible, offers himself for re-appointment.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	29	290643	0	0	29	290643	99.9959
Dissent	4	12	0	0	4	12	0.0041
Total	33	290655	0	0	33	290655	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	290655	100
Assented to Resolution	290643	99.9959
Dissented to Resolution	12	0.0041

SPECIAL BUSINESS:

Item No 4: Special Resolution

To consider and approve payment of remuneration to the Directors of the Company who are neither in the whole-time employment nor are Managing Director(s) of the Company, up to a limit of 5 per cent of the net profits of the Company computed in accordance with the provisions of the Section 198 of the Companies Act, 2013 for a period of five years w.e.f. April 01, 2024.



Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	22	7193	0	0	22	7193	99.8335
Dissent	4	12	0	0	4	12	0.1665
Total	26	7205	0	0	26	7205	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	7205	100
Assented to Resolution	7193	99.8335
Dissented to Resolution	12	0.1665

Note: 7 Number of Votes having 283450 Equity Shares has been excluded being the votes of the related party.

Item No 5: Special Resolution

To consider and approve the appointment of Mr. Manish Modi as a Non-Executive Independent Director of the Company.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	30	290645	0	0	30	290645	99.9966
Dissent	3	10	0	0	3	10	0.0034
Total	33	290655	0	0	33	290655	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	290655	100
Assented to Resolution	290645	99.9966
Dissented to Resolution	10	0.0034



Item No 6: Special Resolution

To consider and approve the appointment of Mrs. Devika Shah as a Non – Executive Independent Director of the Company.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	29	290643	0	0	29	290643	99.9959
Dissent	4	12	0	0	4	12	0.0041
Total	33	290655	0	0	33	290655	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	290655	100
Assented to Resolution	290643	99.9959
Dissented to Resolution	12	0.0041

RESULTS:

The Electronic Records containing details of the Members, who voted "IN FAVOUR", or "AGAINST" for each resolution under remote e-Voting and e-voting at the AGM has been handed over to the Company Secretary for safe custody.

The above-mentioned resolutions are passed with requisite majority as on the date of the 105th AGM of the Company i.e. Friday, August 09, 2024.

Yours faithfully,
Thanking You,

Countersigned by
Bombay Cycle & Motor Agency Ltd.

Company Secretary

Place: Mumbai
Date: 12/08/2024



For Ragini Chokshi & Company
(Company Secretaries)

Ragini Kamal Chokshi
Digitally signed by Ragini Kamal Chokshi
Date: 2024.08.12 16:39:51 +05'30'

RAGINI CHOKSHI
(Partner)
Membership No:2390
C.P. Number: 1436
UDIN: F002390F000953923

Place: Mumbai
Date: 12/08/2024