



July 1, 2023

BSE Limited (BSE)  
Scrip Code - 542057  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001

Scrip code: 542057

Dear Sir/Mam,

**Sub: Outcome of Postal Ballot (E-voting) Result as per Regulation 44 (3) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

We submit that the Resolutions concerning Special Business of the Company as embodied in the Postal Ballot Notice dated May 24, 2023 has been passed by the members with requisite majority. The aforesaid resolution is deemed to have been passed on the last date of e-voting i.e. on Friday, June 30, 2023.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as **Annexure – I.**
2. Scrutinizer's Report dated June 30, 2023, for remote e-voting, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as **Annexure – II.**

The result along with the Scrutinizer's Report(s) will also be available at the website of the Company.

We request you to kindly take the same on your record.

Yours faithfully,  
For BCPL Railway Infrastructure Ltd.

DEVS  
HREE  
SINHA

Devshree Sinha  
Company Secretary

**BCPL RAILWAY INFRASTRUCTURE LTD**

POSTAL ballot Voting Summary

Format for Voting Result

Cut Off Date for Evoting	26-05-2023
Voting start date	01-06-2023
Voting end date	30-06-2023
Total Number of Shareholders on Record Date	10315
<b>No. of Shareholders voted through e-voting through postal ballot process</b>	
Promoter & Promoter Group	12
Public	75
<b>Total</b>	<b>87</b>

1 Regularisation of reappointment of Dr. Sanghamitra Mukherjee as an Independent Director								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	12258197	12257597	99.99511	12257597	0	100.00000	0.00000
	Evoting at AGM		0		0			
	Postal Ballot (if applicable)							
	Total		12257597	99.99511	12257597	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0			
	Postal Ballot (if applicable)							
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	4465441	84600	1.89455	84018	582	99.31206	0.68794
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		84600	1.89455	84018	582	99.31206	0.68794
<b>Total</b>		<b>16723638</b>	<b>12342197</b>	<b>73.80091</b>	<b>12341615</b>	<b>582</b>	<b>99.99528</b>	<b>0.00472</b>

2 Regularisation of reappointment of Mr. Swapan Kumar Chakraborty as an Independent Director	
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?	
Yes	



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	12258197	12257597	99.99511	12257597	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		12257597	99.99511	12257597	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	4465441	84590	1.89433	84008	582	99.31198	0.68802
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		84590	1.89433	84008	582	99.31198	0.68802
Total		16723638	12342187	73.80085	12341605	582	99.99528	0.00472

3 Regularisation of reappointment of Mr Debasis Sircar as an Executive Director								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	12258197	12225597	99.73406	12225597	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		12225597	99.73406	12225597	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	4465441	84590	1.89433	84008	582	99.31198	0.68802
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		84590	1.89433	84008	582	99.31198	0.68802
Total		16723638	12310187	73.60950	12309605	582	99.99527	0.00473

4 Regularisation of reappointment of Mr Jayanta Kumar Ghosh as Managing Director								
Whether Promoter / Promoter Group Are Interested In The			Yes					



Agenda / Resolution ?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	12258197	9426341	76.89827	9426341	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		9426341	76.89827	9426341	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	4465441	84590	1.89433	84008	582	99.31198	0.68802
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		84590	1.89433	84008	582	99.31198	0.68802
Total		16723638	9510931	56.87118	9510349	582	99.99388	0.00612

5 Regularisation of reappointment of Mr. Uday Narayan Singh as an Executive Director and Chief Financial Officer of the Company								
Whether Promoter / Promoter Group Are Interested In The Yes								
Agenda / Resolution ?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	12258197	9477403	77.31482	9477403	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		9477403	77.31482	9477403	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	4465441	84590	1.89433	84173	417	99.50703	0.49297
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		84590	1.89433	84173	417	99.50703	0.49297
Total		16723638	9561993	57.17651	9561576	417	99.99564	0.00436

The Ordinary Resolution / Resolutions as set out in the Postal Ballot Notice dated 24th May, 2023 has been passed by the Members by requisite majority.





## SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS

10/1, Deodar Street, Kolkata – 700 019

Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

### CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Name of the Company	BCPL Railway Infrastructure Limited
Type of Notice	Postal Ballot Notice
Day, Date & Time of Notice	Wednesday 24 <sup>th</sup> May, 2023
Mode of Voting	Ballot voting and Remote E-voting

#### 1. Appointment as Scrutinizer

I, Sudhir Kumar Kothari, Chartered Accountant in Practice (Membership No. 053874 and Firm Registration No. 330320E), was appointed as a Scrutinizer of the Company for scrutinizing both Ballot voting and Remote e-voting of BCPL Railway Infrastructure Limited (hereinafter referred to as "the Company") in respect of the passing of the resolutions contained in the Postal Ballot Notice dated Wednesday, May 24, 2023.

#### 2. Dispatch of Notice convening the AGM

2.1. Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), the Company had sent this Postal Ballot Notice in electronic form only to the email addresses registered with the Depository Participants of the Members. The hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes were not sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Members wishing to exercise their vote by physical ballot had the option of sending the Postal Ballot Form duly completed and signed, to the Scrutinizer address either in person or sent by courier / speed post.

2.2. The Company hosted the Postal Ballot Notice on its website and also intimated the same to BSE Limited on **Wednesday, May 31, 2023**.

2.3. The Notice of the Postal Ballot dated May 24, 2023 alongwith the statement under Section 102 of the Companies Act, 2013 setting out all material facts in respect of the resolutions mentioned therein were sent electronically by email to the Members whose names appear in the Register of Members, list of Beneficial Owners made available by Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **May 26, 2023** in compliance with the above referred MCA Circulars.





## SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS

10/1, Deodar Street, Kolkata – 700 019

Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

2.4. The Company has completed the dispatch of Postal Ballot Notice by email on May 31, 2023. In accordance with the MCA Circulars, no physical Ballot Notice was dispatched to the Members in view of MCA Circulars. The Company has also published Newspaper Advertisement in Financial Express (English) and Arthik Lipi (Bangla) on **Wednesday, May 31, 2023** respectively, regarding dispatch of Notice of Postal Ballot.

### 3. Remote e-voting process

#### 3.1. Agency

The Company appointed CDSL as the agency for providing the platform for Remote E-voting.

#### 3.2. Postal Ballot Voting and Remote E-voting period

Postal Ballot Voting and Remote E-voting platform was open from **9.00 a.m. (IST) on Thursday, 1<sup>st</sup> June, 2023 till 5.00 p.m. (IST) on Friday, 30<sup>th</sup> June, 2023**. Members were required to cast their votes electronically conveying their assent or dissent in respect of the resolution on the Remote E-voting platform provided by CDSL or send the filled and signed Postal Ballot Form to the Registered Office address of the Scrutinizer not later than the close of working hours i.e., 5:00 p.m. Friday, June 30, 2023. Postal Ballot Forms received after 5:00 p.m. on Friday, June 30, 2023 shall be deemed invalid.

### 4. Counting Process

4.1. I unblocked the results of the Remote E-voting on the CDSL e-voting platform and downloaded the results for scrutiny on **Friday, 30<sup>th</sup> June, 2023 at 17:06:35 hours** under the witnesses of Mr. Dipankar Ghosh, resident of 1, Taru Villa, Kabi Sukanta Lane, Kolkata – 700 086 and Mr. Sourav Ghosh, resident of A/169 Baghajatin Pally, Kolkata – 700 092, who are not employees of the Company. Thereafter, the details containing, inter-alia the list of Members who voted "For" or "Against" the resolutions were derived from the report generated from the e-voting website of CDSL i.e., <http://www.evotingindia.com>.

### 5. Results

5.1. Consolidated results with respect to the agenda items as set out in the Postal Ballot Notice dated May 24, 2023 is enclosed herewith.

5.2. Based on the aforesaid results, I report that all the Ordinary / Special Resolutions as set out in Item Nos. 1 to 5 in the Postal Ballot Notice dated May 24, 2023 have been passed with the requisite majority.





# SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS

10/1, Deodar Street, Kolkata – 700 019

Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

## CONSOLIDATED RESULTS

Item No. 1: Regularisation of reappointment of Dr. Sanghamitra Mukherjee [DIN 07203827] as an Independent Director

Particulars	Remote E-voting		Ballot voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	81	12,341,615	0	0	81	12,341,615	99.995
Dissent	6	582	0	0	6	582	0.005
Total	87	12,342,197	0	0	87	12,342,197	100.00

Item No. 2: Regularisation of reappointment of Mr. Swapan Kumar Chakraborty [DIN 00458410] as an Independent Director

Particulars	Remote E-voting		Ballot voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	80	12,341,605	0	0	80	12,341,605	99.995
Dissent	6	582	0	0	6	582	0.005
Total	86	12,342,187	0	0	86	12,342,187	100.00

Item No. 3: Regularisation of reappointment of Mr Debasis Sircar [DIN 09020911] as an Executive Director

Particulars	Remote E-voting		Ballot voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	79	12,309,605	0	0	79	12,309,605	99.9998
Dissent	6	582	0	0	6	582	0.005
Total	85	12,310,187	0	0	63	12,310,187	100.00

Item No. 4: Regularisation of reappointment of Mr Jayanta Kumar Ghosh [DIN 00722445] as Managing Director

Particulars	Remote E-voting		Ballot voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	77	9,510,349	0	0	77	9,510,349	99.994
Dissent	6	582	0	0	6	582	0.006
Total	83	9,510,931	0	0	83	9,510,931	100.00





## SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS

10/1, Deodar Street, Kolkata – 700 019

Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

**Item No. 5: Regularisation of reappointment of Mr. Uday Narayan Singh [DIN 00722449] as an Executive Director and Chief Financial Officer of the Company**

Particulars	Remote E-voting		Ballot voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	79	9,561,576	0	0	79	9,561,576	99.996
Dissent	4	417	0	0	4	417	0.004
<b>Total</b>	<b>83</b>	<b>9,561,993</b>	<b>0</b>	<b>0</b>	<b>83</b>	<b>9,561,993</b>	<b>100.00</b>

Based on the aforesaid result, I report that the **Ordinary Resolutions** as set out in **Item No. 1 to 2** and **Special Resolutions** as set out in **Item No. 3 to 5** of the Notice of Ballot dated May 24, 2023 have been passed with requisite majority.

For Sudhir Kothari & Associates  
Chartered Accountant



SUDHIR KUMAR KOTHARI  
Practicing Chartered Accountant  
F.C.A. No.: 053874  
CP No.: 330320E  
UDIN: 23053874BGXKZO2864  
Place: Kolkata  
Date: 30<sup>th</sup> June 2023