



30th September, 2023

To,
The Listing Department,
The Metropolitan Stock Exchange of
India Limited,
205(A), 2nd floor, Piramal Agastya Corporate
Park, Kamani Junction, LBS Road, Kurla
(West), Mumbai - 400070
MSEI Symbol: BCL

To,
The Listing Department,
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001
Scrip Code: 539621

Subject: Submission of Scrutinizer Report and Voting Results of 38th Annual General Meeting of BCL Enterprises Limited ("the Company")

Dear Sir(s),

In Compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby submit Scrutinizer Report and Voting Results on the resolution passed by the members of the Company at the 38th Annual General Meeting of the Company held on Friday the 29th day of September, 2023 at 03:00 P.M. at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042.

Further, pursuant to Section 108 read with Rule 20 of the Companies Act, 2013 the voting results are uploaded on the website of the Company and the same can be accessed by clicking on following link:

<https://www.bclenterprisesltd.in/>

Kindly take note of the same and oblige.

**Thanking You,
For BCL ENTERPRISES LIMITED**

**Mahendra Kumar Sharda
(Managing Director)
DIN: 00053042
Office Address: 510, Arunachal Building, 19
Barakhamba Road, New Delhi- 110001**

BCL Enterprises Limited

CIN: L65100DL1985PLC021467

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Form MGT-13

Consolidated Scrutinizer's Report

[Pursuant to Section 108 & 109 of the Companies Act 2013 and Rule 20 & Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended]

**To,
The Chairman of Thirty-Eighth Annual General Meeting ('AGM') of the Shareholders of M/s BCL Enterprises Limited held on Friday, 29th September, 2023 at 03:00 P.M. at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi- 110042.**

Dear Sir,

I, Sucheta Gupta, Company Secretary in Practice and Sole Proprietor of Sucheta Gupta & Associates, Company Secretaries have been appointed as the Scrutinizer by the Board of Directors of **M/s BCL Enterprises Limited** ("the Company") for the purpose of scrutinizing the process of voting through electronic means ("e-Voting") and by Poll on the resolutions contained in the Notice dated 04th September, 2023 ("Notice") issued in accordance with the circular dated May 05, 2022 read together with circulars dated April 08, 2020, April 13, 2020 and May 05 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), calling the Thirty-Eighth Annual General Meeting of its shareholders ("the meeting"/ "AGM"). The AGM was convened on Friday, 29th September, 2023 at 03:00 P.M. at the registered office of the Company situated at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi- 110042.

In compliance with the MCA Circulars and SEBI Circular dated 13 May 2022, the Notice along with the Annual Report for the Financial year 2022-23 was sent through electronic mode to equity shareholders whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, Mas Services Limited/ National Securities Depository Limited ("NSDL")/ Central Depository Services Limited ("CDSL")/ Depository Participants.

The said Notice and Annual Report for the Financial year 2022-23 was also placed on the website of the Company at: www.bclenterprisesltd.in and on the website of the Stock Exchanges, i.e., BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in, respectively; and on the website of NSDL at <https://evoting.nsd.com>.

In compliance with the relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a newspaper Advertisement was published on 06th September, 2023 in 'Financial Express' (English

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newspapers), in 'Jansatta' (Hindi language newspaper), respectively specifying the day, date and time of the AGM. Notice of the AGM and Annual Report was also made available on the website of the Company, the Stock Exchanges and NSDL.

The said appointment as Scrutinizer is under the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (i) Process of remote e-voting; and
- (ii) Process of Poll.

Management's Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under; (ii) the MCA Circulars; (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means and (iv) Secretarial Standard-2 issued by ICSI.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer for voting process (i.e. e-voting and Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-Voting system provided by National Securities Depositories Limited (NSDL), the authorized agency engaged by the Company to provide e-Voting facilities and scrutiny of the ballot process held at the AGM of the Company.

Cut-off date

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice i.e., Friday, 22nd September, 2023 were entitled to vote on the resolutions (Item No. 1 to 2 as set out in the notice calling AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of the Articles of Association.

Poll process at the AGM

The votes cast at the meeting were reconciled with records maintained by the Company/Mas Services Limited.

E-voting process

The e-voting period remained open from Tuesday, 26th September, 2023 (09:00 A.M.) to Thursday, 28th September, 2023 (05:00 P.M.)

The votes cast during the e-voting were unblocked on Friday, 29th September, 2023 after the conclusion of AGM and was witnessed by two witnesses, Ms. Janvi Ahuja and Ms. Megha Agrawal, who were not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.



Signature:
Name: Ms. Janvi Ahuja



Signature:
Name: Ms. Megha Agrawal

Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL i.e., <https://evoting.nsdl.com>. Based on the report generated by NSDL, data regarding the e-voting and the votes counted in the ballot process conducted at the AGM was scrutinized.

I submit herewith the Consolidated Scrutinizer's Report on the results of e-Voting together with that of the Ballot as under:

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon, along with Cash Flow Statement.

- i. Voted **in favour** of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
117	6696950	99.73

Out of 117 members who voted, 104 members voted through e-voting and 13 members voted through Poll Process.

- ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
24	17868	0.27

24 members, who voted have voted through e-voting only.

- iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
2	170

2 member, who voted has voted through Poll Process only.

Item No. 2: Ordinary Resolution

To appoint a director in place of Ms. Sangita (DIN: 06957418) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment:

- i. Voted **in favour** of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
113	6693875	99.68

Out of 113 members who voted, 100 members voted through e-voting and 13 members voted through Poll Process.

- ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
28	20943	0.32

28 members, who voted have voted through e-voting only.

- iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
2	170

2 member, who voted has voted through Poll Process only.

For the voting results, the votes cast by shareholders who are eligible to vote in terms of Regulation 23 of LODR have been considered.

Based on the aforesaid results, I report that all resolutions as set out in items nos. 1 and 2 of the Notice have been passed with requisite majority.

The combined results of the votes (electronic and physical) are annexed as **Annexure** with this report.

I further report that the Chairman or any other person as authorized may declare and confirm the above results of e-Voting as well as Ballot Process. The results of the e-Voting and voting at AGM shall be communicated to the stock exchange by the Company where its shares are presently listed.

I further report that Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, have been duly complied with. The polling papers and other relevant records relating to e-Voting and Ballot will be handed over to the Chairman for safe keeping after the Chairman approves and signs the minutes of the meeting.

I pay my sincere thanks to the management of the Company for giving me the opportunity to act the scrutinizer for the purpose of e-Voting and Ballot Process.

Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You

Yours faithfully,

For **Sucheta Gupta & Associates, Company Secretaries**



Sucheta Gupta
(Sole Proprietor)

M.No.: F9882

C.P. No.: 9891

PR. No.: 3821/2023 dated 10th July, 2023

UDIN: F009882E001148701

Date: 30.09.2023

Place: New Delhi

Countersigned by:
For BCL Enterprises Limited

Mahendra Kumar Sharda
(Chairman of the Meeting)

DIN: 00053042

**Off. Add.: 510, Arunachal Building, 19,
Barakhamba Road, New Delhi-110001**

	Total							
Public-Non Institutions	E-Voting	11,29,26,300	1314538	1.16	1296670	17868	98.64	1.36
	Poll		1726580	1.53	1726580	0	100	0
	Sub-Total	11,29,26,300	3041118	2.69	3023250	17,868	99.41	0.59
TOTAL		11,66,00,000	6714818	5.76	6696950	17,868	99.73	0.27

Whether resolution is passed or not? (yes/No): Yes

2. To appoint a director in place of Ms. Sangita (DIN: 06957418) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

Resolution Required: (Ordinary/Special)					Ordinary Resolution			
Whether promoter/ promoter group/ are interested in the agenda/ resolution:					No			
Category	Mode of voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36,73,700	0	0	0	0	0	0
	Poll		36,73,700	100	36,73,700	0	100	0
	Sub-Total	36,73,700	36,73,700	100	36,73,700	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub-Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	11,29,26,300	1314538	1.16	1293595	20943	98.40	1.60
	Poll		1726580	1.53	1726580	0	100	0
	Sub-Total	11,29,26,300	3041118	2.69	3020175	20943	99.31	0.69
TOTAL		11,66,00,000	6714818	5.76	6693875	20943	99.69	0.31

Whether resolution is passed or not? (yes/No): Yes

CONCLUSION: All the **ORDINARY RESOLUTIONS** as per the Notice convening the Annual General Meeting have been **CARRIED WITH REQUISITE MAJORITY.**

For Sucheta Gupta & Associates, Company Secretaries



**Sucheta Gupta
(Sole Proprietor)**

Membership No.: F9882

C.P. No.: 9891

PR. No.: 3821/2023 dated 10th July, 2023

UDIN: F009882E001148701

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Place: New Delhi

**Countersigned by:
For BCL Enterprises Limited**

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(Chairman of the Meeting)
DIN: 00053042**

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