



GA & ASSOCIATES

Company Secretaries LLP

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]

To

The Chairman

BCL Enterprises Limited

510, Arunanchal Building, 19 Barakhamba Road, New Delhi- 110001

Subject: Report on the resolution(s) passed through poll conducted at 35th Annual General Meeting ("AGM") and remote E-Voting of BCL Enterprises Limited ("the Company") held on 30th December, 2020 at 09:00 A.M at BG- 223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi- 110042.

Dear Sir,

I, **Sanchita Bhardwaj**, Partner of **GA & Associates, Company Secretaries LLP** has been appointed as the Scrutinizer by the Board of Directors of **BCL Enterprises Limited** vide resolution dated 05th December, 2020 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the e-Voting process held between 26th December, 2020, commenced from 9:00 A.M. to 29th December, 2020 till 5:00 P.M. and to act as the scrutinizer for the ballot conducted at the meeting.

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 and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means and (iii) Secretarial Standard-2 issued by ICSI.

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's report of the votes casted by the members for the resolutions contained in the Notice dated 05th December, 2020, based on the reports generated from the e-Voting system provided by 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.

E-Voting facility was offered to only those members whose names were in the register of members on the cut-off date (i.e. 23rd December, 2020) as mentioned in the Notice and Publication in the newspaper.

The e-votes casted were unblocked on Wednesday, 30th December, 2020 in the presence of 2 witnesses, Mr. Sagar Sachdeva and Ms. Aruna, 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: Rizwan Khan

Signature:

Name: Rishabh Bansal

Regd. Off: A-5, Pota Cabin, Third Floor, Defence Colony, New Delhi-110024

Landline No. 011- 46772203, 46772204, 46772205

Website: www.groverahuja.co

E mail ID: poonamahuja7@gmail.com

On the basis of the data downloaded from official website of NSDL for the purpose of e-Voting and the votes counted in the ballot process conducted at the AGM, I submit herewith the combined report on e-Voting together with that of the Ballot as under:

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2020 along with the cash flow statement 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 casted by them	% of total number of valid votes cast
36	225557	100

Note: Out of 36 members who voted in favour, 20 members voted through e-voting and 16 members voted through ballot process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
11	68	100

Note: All 11 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
1	14,900

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
36	225557	100

Note: Out of 36 members who voted in favour, 20 members voted through e-voting and 16 members voted through ballot process.

ii. Voted **against** the resolution:

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

11	68	100
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Note: All 11 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
1	14,900

Item No. 3: Ordinary Resolution

Re-appointment of M/s. Krishan Rakesh & Co., [FRN NO. 009088N] Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, till the conclusion of next sixth Annual General Meeting and to fix their remuneration as agreed between the parties from time to time.

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
36	225557	100

Note: Out of 36 members who voted in favour, 20 members voted through e-voting and 16 members voted through ballot process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
11	68	100

Note: All 11 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
1	14,900

Item No. 4: Ordinary Resolution

Approval for contribution under the provisions of Section 181 of the Companies Act, 2013.

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
36	225557	100

Note: Out of 36 members who voted in favour, 20 members voted through e-voting and 16 members voted through ballot process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
11	68	100

Note: All 11 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
1	14,900

Item No. 5: Ordinary Resolution

Approval for related party transactions.

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
36	225557	100

Note: Out of 36 members who voted in favour, 20 members voted through e-voting and 16 members voted through ballot process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
11	68	100

Note: All 11 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
1	14,900

Item No. 6: Special Resolution

To take approval to sell or dispose of undertakings under Section 180(1)(a) of the Companies Act, 2013:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
35	225556	100

Note: Out of 35 members who voted in favour, 19 members voted through e-voting and 16 members voted through ballot process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
12	69	100

Note: All 12 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
1	14,900

Item No. 7: Special Resolution

To increase the borrowing limit under Section 180(1)(c) of the Companies Act, 2013:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
36	225557	100

Note: Out of 36 members who voted in favour, 20 members voted through e-voting and 16 members voted through ballot process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
11	68	100

Note: All 11 members who voted against, have voted through e-voting.

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
1	14,900

All the Resolutions stand passed under e-Voting and Ballot with the requisite majority.

The combined result of the votes (electronic and physical) is 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 No. 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 further report that at the AGM venue all the COVID 19 precautions were taken care by the Company in the best interest of all the present members and invitees for their safety.

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.

Thanking You.
Yours faithfully,

For GA & Associates Company Secretaries LLP

Sanchita Bhardwaj

(Partner)

M. No. : 43096

COP No.: 20701

UDIN: A043096B001816186

Date: 31.12.2020

Place: New Delhi

**Combined Results of the Votes casted through remote e-Voting and Ballot papers:**

Name of the Company	BCL Enterprises Limited
Date and Time of the AGM	30 th December, 2020, 09:00 A.M.
Total number of shareholders on record date (Cut-off date - 23rd September, 2020)	811
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	2 22
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	0 0

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2020 along with the cash flow statement and the reports of the Board of Directors and Auditors thereon:

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 valid 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)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	183685	0	0	0	0	0	0
	Poll		93085	50.68	93085	0	100	0

	Sub- Total	183685	93085	50.68	93085	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- Institutions	Non	5646315	E-Voting	523	0.009	455	68	87	13
			Poll	132017	2.338	132017	0	100	0
			Sub- Total	5646315	132540	2.35	132472	68	99.95
TOTAL		5830000	225625	53.29	225557	68	99.97	0.03	

*There are NIL invalid and abstained votes.

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)	(4)	(5)	(6)	(7)	
Promoter and Promoter Group	E-Voting	183685	0	0	0	0	0	0	
	Poll		93085	50.68	93085	0	100	0	
	Sub- Total	183685	93085	50.68	93085	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- Institutions	Non	5646315	E-Voting	523	0.009	455	68	87	13
			Poll	132017	2.338	132017	0	100	0
			Sub- Total	5646315	132540	2.35	132472	68	99.95
TOTAL		5830000	225625	53.29	225557	68	99.97	0.03	

*There are NIL invalid and abstained votes.

3. Re-appointment of M/s. Krishan Rakesh & Co., [FRN NO. 009088N] Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, till the conclusion of next sixth Annual General Meeting and to fix their remuneration as agreed between the parties from time to time:

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)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	183685	0	0	0	0	0	0
	Poll		93085	50.68	93085	0	100	0
	Sub- Total	183685	93085	50.68	93085	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- Institutions Non	E-Voting	5646315	523	0.009	455	68	87	13
	Poll		132017	2.338	132017	0	100	0
	Sub- Total	5646315	132540	2.35	132472	68	99.95	0.05
TOTAL		5830000	225625	53.29	225557	68	99.97	0.03

*There are NIL invalid and abstained votes.

4. Approval for contribution under the provisions of Section 181 of the Companies Act, 2013:

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)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	183685	0	0	0	0	0	0
	Poll		93085	50.68	93085	0	100	0
	Sub- Total	183685	93085	50.68	93085	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- Institutions Non	E-Voting	5646315	523	0.009	455	68	87	13
	Poll		132017	2.338	132017	0	100	0
	Sub- Total	5646315	132540	2.35	132472	68	99.95	0.05
TOTAL		5830000	225625	53.29	225557	68	99.97	0.03

*There are NIL invalid and abstained votes.

5. Approval for related party transactions:

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)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	183685	0	0	0	0	0	0
	Poll		93085	50.68	93085	0	100	0
	Sub- Total	183685	93085	50.68	93085	0	100	0
	E-Voting	0	0	0	0	0	0	0

Public- Institutions	Poll		0	0	0	0	0	0
	Sub- Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	5646315	523	0.009	455	68	87	13
	Poll		132017	2.338	132017	0	100	0
	Sub- Total	5646315	132540	2.35	132472	68	99.95	0.05
TOTAL		5830000	225625	53.29	225557	68	99.97	0.03

*There are NIL invalid and abstained votes.

6. To take approval to sell or dispose of undertakings under Section 180(1)(a) of the Companies Act, 2013:

Resolution Required: (Ordinary/Special)				Special 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)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	183685	0	0	0	0	0	0
	Poll		93085	50.68	93085	0	100	0
	Sub- Total	183685	93085	50.68	93085	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- Institutions	E-Voting	5646315	523	0.009	454	69	87	13
	Poll		132017	2.338	132017	0	100	0
	Sub- Total	5646315	132540	2.35	132471	69	99.95	0.05
TOTAL		5830000	225625	53.29	225556	69	99.97	0.03

*There are NIL invalid and abstained votes.

7. To increase the borrowing limit under Section 180(1)(c) of the Companies Act, 2013:

Resolution Required: (Ordinary/Special)				Special 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)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	183685	0	0	0	0	0	0
	Poll		93085	50.68	93085	0	100	0
	Sub- Total	183685	93085	50.68	93085	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- Institutions Non	E-Voting	5646315	523	0.009	455	68	87	13
	Poll		132017	2.338	132017	0	100	0
	Sub- Total	5646315	132540	2.35	132472	68	99.95	0.05
TOTAL		5830000	225625	53.29	225557	68	99.97	0.03

*There are NIL invalid and abstained votes.

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

For GA & Associates, Company Secretaries LLP

**Sanchita Bhardwaj
(Partner)**

M. No. : 43096

COP No.: 20701

UDIN: A043096B001816186

Date: 31.12.2020

Place: New Delhi