

SCRUTINIZER'S REPORT ON E-VOTING CARRIED OUT FOR B. P. CAPITAL LIMITED

To
The Chairman
M/s B. P. CAPITAL LIMITED

21ST Annual General Meeting of the Equity Shareholders of B. P. CAPITAL LIMITED to be held on Tuesday, September 30, 2014 at 10.30 A.M at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Subject:- Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Mr. Ashish Kumar Friends, Practicing Company Secretary, was appointed by the Board of Directors as the Scrutinizer for the E-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the Said Rules and the SEBI circular dated 17th April 2014 issued in this regard.

The Company has appointed National Securities Depositories Limited (NSDL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. The Service provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special Businesses) sought to be transacted in the Annual General Meeting of the Company, which is scheduled to be held on 30/09/2014 . The Service Provider accordingly had set up e-Voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the Website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-Voting.

At the end of the voting period on 24/09/2014, the voting portal of the Service Provider was blocked forthwith.

As a Scrutinizer the report of the e-voting carried out by the Shareholders was duly complied, the details of which are as follows:

There are in all 8 Shareholders holding 957680 equity Shares of the Company voted in respect of 957680 Shares of the Company, in the e-Voting process carried out by the company.



The result of the E-voting is as under:

(A) As an Ordinary Resolution-Item No. 1. Passed with requisite majority

To consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors' thereon.

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	8	957680	100
(ii) Voted against the resolution	0	0	0
Total number of members (in person or by proxy) whose votes were declared invalid			
(iii) Invalid votes	Nil		Nil

(B) As an Ordinary Resolution-Item No. 2. Passed with requisite majority

To appoint a Director in place of Mr. Peeyush Kumar Aggarwal (DIN 00090423), who retires by rotation and being eligible, offers himself for re-appointment.

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	8	957680	100
(ii) Voted against the resolution	0	0	0
Total number of members (in person or by proxy) whose votes were declared invalid			
(iii) Invalid votes	Nil		Nil



(C) As an Ordinary Resolution-Item No. 3. Passed with requisite majority

Appointment of M/s RMA & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	8	957680	100
(ii) Voted against the resolution	0	0	0
Total number of members (in person or by proxy) whose votes were declared invalid		Total number of votes cast by them	
(iii) Invalid votes	Nil	Nil	

(D) As an Ordinary Resolution-Item No. 4. Passed with requisite majority

Appointment of Mr. Sachin Garg (DIN No.03320351) who was appointed as an Additional Director of the Company be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retire of directors by rotation

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	8	957680	100
(ii) Voted against the resolution	0	0	0
Total number of members (in person or by proxy) whose votes were declared invalid		Total number of votes cast by them	
(iii) Invalid votes	Nil	Nil	

(E) As an Special Resolution-Item No. 5. Passed with requisite majority

Appointment of Mr. Sachin Garg (DIN No. 03320351) be and is hereby appointed as the Managing Director of the company

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour	8	957680	100



of the resolution			
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid votes	Nil	Nil	

(F) As an Ordinary Resolution-Item No. 6. Passed with requisite majority

Appointment of Mr. Karan Bhatia (DIN 00507412), be and is hereby appointed as an Independent Director of the Company to hold office for a term for five consecutive years from the date of this Annual General Meeting.

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	8	957680	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid votes	Nil	Nil	

(G) As Ordinary Resolution-Item No. 7. Passed with requisite majority

Appointment of Mr. Brahm Dutt Sharma (DIN 02157681) be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting.

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	8	957680	100
(ii) Voted against the resolution	0	0	0
	Total number of members	Total number of votes cast by them	



	(in person or by proxy) whose votes were declared invalid	
(iii) Invalid votes	Nil	Nil

(G) As Ordinary Resolution-Item No. 8 Passed with requisite majority

Appointment of Ms. Madhu Sharma (DIN 06947852), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	8	957680	100
(ii) Voted against the resolution	0	0	0
Total number of members (in person or by proxy) whose votes were declared invalid			
(iii) Invalid votes	Nil	Total number of votes cast by them Nil	

Thanking you
Yours faithfully,

For A.K. FRIENDS & CO.

Ashish
Ashish Kumar Friends
Practising Company Secretary
C.P. No.-4056, Mem No.-FCS-5129

PLACE: New Delhi
DATED:25.09.2014

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
M/s B. P. CAPITAL LIMITED

Annual General Meeting of the Equity Shareholders of B. P. CAPITAL LIMITED held on TUESDAY, September 30, 2014 at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001.

Dear Sir,

I, ASHISH KUMAR FRIENDS, appointed as scrutinizer(s) for the purpose of poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity shareholders of M/s B. P. CAPITAL LIMITED held on TUESDAY, September 30, 2014 at 10:30 AM at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) - ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorization / proxies lodged with the Company.
3. The poll papers which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

The result of the poll is as under:

(A) As an Ordinary Resolution-Item No. 1. Passed with requisite majority

To consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors' thereon.

	<i>Number of members Present And Voting (in Person or by proxy)</i>	<i>Number of Votes Cast by them</i>	<i>% of total no. of valid votes cast</i>
<i>(i) Voted in favour of the resolution</i>	21	924932	100



(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid votes	Nil	Nil	

(B) As an Ordinary Resolution-Item No. 2. Passed with requisite majority

To appoint a Director in place of Mr. Peeyush Kumar Aggarwal (DIN 00090423), who retires by rotation and being eligible, offers himself for re-appointment.

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	21	924932	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid votes	Nil	Nil	



(C) As an Ordinary Resolution-Item No. 3. Passed with requisite majority

Appointment of M/s RMA & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration

	<i>Number of members Present And Voting (in Person or by proxy)</i>	<i>Number of Votes Cast by them</i>	<i>% of total no. of valid votes cast</i>
<i>(i) Voted in favour of the resolution</i>	21	924932	100
<i>(ii) Voted against the resolution</i>	0	0	0
	<i>Total number of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>	
<i>(iii) Invalid votes</i>	Nil	Nil	

(D) As an Ordinary Resolution-Item No. 4. Passed with requisite majority

Appointment of Mr. Sachin Garg (DIN No.03320351) who was appointed as an Additional Director of the Company be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retire of directors by rotation

	<i>Number of members Present And Voting (in Person or by proxy)</i>	<i>Number of Votes Cast by them</i>	<i>% of total no. of valid votes cast</i>
<i>(i) Voted in favour of the resolution</i>	21	924932	100
<i>(ii) Voted against the resolution</i>	0	0	0
	<i>Total number of members (in person or by proxy) whose votes were declared</i>	<i>Total number of votes cast by them</i>	



	<i>invalid</i>	
<i>(iii) Invalid votes</i>	<i>Nil</i>	<i>Nil</i>

(E) As an Special Resolution-Item No. 5. Passed with requisite majority

Appointment of Mr. Sachin Garg (DIN No. 03320351) be and is hereby appointed as the Managing Director of the company

	<i>Number of members Present And Voting (in Person or by proxy)</i>	<i>Number of Votes Cast by them</i>	<i>% of total no. of valid votes cast</i>
<i>(i) Voted in favour of the resolution</i>	21	924932	100
<i>(ii) Voted against the resolution</i>	0	0	0
	<i>Total number of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>	
<i>(iii) Invalid votes</i>	<i>Nil</i>	<i>Nil</i>	

(F) As an Ordinary Resolution-Item No. 6. Passed with requisite majority

Appointment of Mr. Karan Bhatia (DIN 00507412),be and is hereby appointed as an Independent Director of the Company to hold office for a term for five consecutive years from the date of this Annual General Meeting.

	<i>Number of members Present And Voting (in Person or by proxy)</i>	<i>Number of Votes Cast by them</i>	<i>% of total no. of valid votes cast</i>
<i>(i) Voted in favour of the resolution</i>	21	924932	100
<i>(ii) Voted against the resolution</i>	0	0	0



	<i>Total number of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
<i>(iii) Invalid votes</i>	<i>Nil</i>	<i>Nil</i>

(G) As Ordinary Resolution-Item No. 7. Passed with requisite majority

Appointment of Mr. Brahm Dutt Sharma (DIN 02157681) be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting.

	<i>Number of members Present And Voting (in Person or by proxy)</i>	<i>Number of Votes Cast by them</i>	<i>% of total no. of valid votes cast</i>
<i>(i) Voted in favour of the resolution</i>	<i>21</i>	<i>924932</i>	<i>100</i>
<i>(ii) Voted against the resolution</i>	<i>0</i>	<i>0</i>	<i>0</i>
	<i>Total number of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>	
<i>(iii) Invalid votes</i>	<i>Nil</i>	<i>Nil</i>	

(H) As Ordinary Resolution-Item No. 8 Passed with requisite majority

Appointment of Ms. Madhu Sharma (DIN 06947852), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting

	<i>Number of members Present And Voting (in Person or by proxy)</i>	<i>Number of Votes Cast by them</i>	<i>% of total no. of valid votes cast</i>



(i) Voted in favour of the resolution	21	924932	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid votes	Nil	Nil	

5. A Compact Disc Containing a List of Equity shareholder who Voted "For" & Against and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you

Yours faithfully,

For A.K. FRIENDS & CO.

Ashish Kumar Friends

Ashish Kumar Friends
Practising Company Secretary
C.P. No.-4056, Mem No.-FCS-5129

PLACE: New Delhi

DATED: 30/09/2014

Witness 1

[Signature]

*Ashwani plate,
cp-107, M-Enclave,
Khan Pura, Delhi - 110085*

Witness 2

[Signature]

*Ramkishan Salun
D-17, Phase-2,
Vijay vihar,
New Delhi - 110085*

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR
B. P. CAPITAL LIMITED**

To
The Chairman
M/s B. P. CAPITAL LIMITED

21ST Annual General Meeting of the Equity Shareholders of B. P. CAPITAL LIMITED to be held on Tuesday, September 30, 2014 at 10.30 A.M at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Subject: - Passing of Resolution through electronic AND poll conducted at the AGM of M/s B. P. CAPITAL LIMITED held on 30th September, 2014

The Board of the Company had appointed me as a Scrutinizer for the e-voting held between September 22, 2014 at 10:00 A.M. to September 24, 2014 at 5:00 P.M. and for the poll held at the AGM of the Company on the September 30, 2014

The Company has appointed National Securities Depositories Limited (NSDL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from September 22, 2014 at 1000 A.M. to September 24, 2014 at 05:00 P.M. The e-voting results were unblocked by me on September 25, 2014 in the presence of two witnesses.

At the 21ST AGM of the Company held on September 30, 2014, the Chairman of the meeting had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.



The result of the E-voting together with that of the Poll is as under:

Number of members who cast their votes through e-voting	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution(s) mentioned hereunder
07	957680	Mentioned under each of the Resolution

Item no of Notice	Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No. 1 of the Notice (As an Ordinary Resolution)	E-voting	9,57,680	100	Nil	Nil	Nil	Nil
	Poll	9,24,932	100	Nil	Nil	Nil	Nil
	Total	18,82,612	100	Nil	Nil	Nil	Nil
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	9,57,680	100	Nil	Nil	Nil	Nil
	Poll	9,24,932	100	Nil	Nil	Nil	Nil
	Total	18,82,612	100	Nil	Nil	Nil	Nil
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	9,57,680	100	Nil	Nil	Nil	Nil
	Poll	9,24,932	100	Nil	Nil	Nil	Nil
	Total	18,82,612	100	Nil	Nil	Nil	Nil
Item No. 4 of the Notice (As an Ordinary Resolution)	E-voting	9,57,680	100	Nil	Nil	Nil	Nil
	Poll	9,24,932	100	Nil	Nil	Nil	Nil
	Total	18,82,612	100	Nil	Nil	Nil	Nil
Item No. 5 of the Notice (As an Special Resolution)	E-voting	9,57,680	100	Nil	Nil	Nil	Nil
	Poll	9,24,932	100	Nil	Nil	Nil	Nil
	Total	18,82,612	100	Nil	Nil	Nil	Nil
Item No. 6 of the Notice (As an Special Resolution)	E-voting	9,57,680	100	Nil	Nil	Nil	Nil
	Poll	9,24,932	100	Nil	Nil	Nil	Nil
	Total	18,82,612	100	Nil	Nil	Nil	Nil
Item No. 7 of the Notice	E-voting	9,57,680	100	Nil	Nil	Nil	Nil



