

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
22nd Annual General Meeting of the Members of
B. P. CAPITAL LIMITED held on September 30th, 2015
at 10.30 A.M. at 702, Arunachal Building, 19, Barakhamba Road,
Connaught Place, New Delhi-110001

22nd Annual General Meeting of the Equity Shareholders of B.P. CAPITAL LIMITED held on
Wednesday, September 30, 2015 at 10:30 A.M. 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 Wednesday, September 30, 2015 at 10:30 A.M. 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/Registrar and Transfer Agents of the Company and the authorization / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the poll is as under:

(A) As an Ordinary Resolution-Item No. 1.

To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2015 and the Statement of Profit and Loss of the Company for the financial year ended 31st March, 2015 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	31	21,63,003	100
(ii) Voted against the resolution	Nil	Nil	Nil
Total number of members (in person or by proxy) whose votes were declared invalid			
(iii) Invalid votes	Nil	Nil	Nil

(B) As an Ordinary Resolution-Item No. 2.

To appoint a Director in place of Mr. Sachin Garg (DIN 03320351), the Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

	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	31	21,63,003	100
(ii) Voted against the resolution	Nil	Nil	Nil
Total number of members (in person or by proxy) whose votes were declared invalid			
(iii) Invalid votes	Nil	Nil	Nil

(C) As an Ordinary Resolution-Item No. 3

To Ratify the Appointment of M/s RMA & Associates, Chartered Accountants, New Delhi, (Registration No. 000978N) as the Statutory Auditors of the Company for the financial year ending 31st March, 2016, at such remuneration as may be approved by the Board of Directors 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 of the resolution	31	21,63,003	100



(ii) Voted against the resolution	Nil	Nil	Nil
	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 a Special Resolution-Item No. 4

To borrow any sum or sums of money (including nonfund based banking facilities), from time to time, whether in Indian rupees or in foreign currency (including external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any, in this respect) from any one or more of the Company's bankers and /or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable sources whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding shall not exceed the sum of Rs. 30 Crores (Rupees Thirty Crores only) at any point of time.

	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	31	21,63,003	100
(ii) Voted against the resolution	Nil	Nil	Nil
	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
Ashish Kumar Friends
Practising Company Secretary
C.P. No.-4056, Mem No.-FCS-5129

PLACE: Delhi

DATED: 01st October, 2015

Witness 1

POOJA CHUNJ
113B, LIG FLATS,
RAJOURI GARDEN,
N. DELHI - 27

Chuni
Flats

Witness 2

MANJ BHATIA
118, SHIV COLONY
SECTOR-22, FBD-12/005