



# B. P. CAPITAL LIMITED

**CIN NO. : L74899HR1994PLC072042**

REGD.OFFICE: Plot No- 138, Roz-Ka-Meo Industrial Area,

Sohna (Distt. Mewat), Haryana-122103

Phones: 0124-2362471

Email : bpcapitallimited@gmail.com, Website : www.bpcapital.in

## Notice

**NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF B. P. CAPITAL LIMITED WILL BE HELD ON MONDAY, THE 20<sup>TH</sup> DAY OF APRIL, 2026, AT PLOT NO 138, ROZ KA MEO INDUSTRIAL AREA, SOHNA, MEWAT, HARYANA - 122103 AT 10:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

- 1. Appointment of Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191) as a Director of the Company**

**To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee, Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191), who was appointed as an Additional Director on 21/01/2026 in terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Director by Rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Company Secretary of the Company and/or Chief Financial Officer of the Company, be and are hereby severally authorized to sign and file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**For and on Behalf of the Board of  
B. P. Capital Limited**

**Sd/-**

**Peeyush Kumar Aggarwal**

**Chairman**

**(DIN: 00090423)**

**Date: 20<sup>th</sup> March, 2026**

**Place: Haryana**

### Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
3. Queries proposed to be raised at the Extraordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Extraordinary General Meeting to enable the management to keep the information ready at the meeting.
4. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Notice to the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
6. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
7. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
8. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Extraordinary General Meeting.
9. Members are requested :
  - i) To quote their Folio Nos./DPID No in all correspondence.
  - ii) To note that no gifts will be distributed at the meeting.
  - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
11. *Members/Promoters holding shares in demat form are requested to submit their Permanent Account Number (PAN), to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details and bank account details as well as to get their shares dematerialized to the company/ RTA, pursuant to SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018. Please note that as per the aforesaid SEBI's notification, the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a Depository. In view of the above all the shareholders holding shares in physical form are requested to open a de-mat A/c with a Depository participants and get their shares dematerialised. Necessary communication in this regard has already been sent separately to the shareholders by the Company.*
12. *Members/Promoters holding shares, of the Company in demat form shall provide the details of Bank Account details and E-mail Id to the RTA i.e., Skyline Financial Services Private Limited having registered office is D-153A , 1st Floor, Okhla Industrial Area, Phase -I, New Delhi – 110020 and those holding shares in physical form will provide their Bank A/c details and E-mail Id to the Company. Necessary communication in this regard has already been sent separately to the shareholders by the Company.*
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:

- a. For shares held in electronic form: to their Depository Participants (DPs)
  - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/ MIRSD\_RTAMB/ P/CIR/2021/655 dated November 3, 2021.
14. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Skyline Financial Services Private Limited in case the shares are held in physical form.
15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
16. *Members who hold shares in physical mode and have not registered / updated their email addresses with the Company, are requested to register / update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar & Share Transfer Agent of the Company M/s Skyline Financial Services Private Limited (“RTA”). Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March, 16, 2023, the Company has sent letters to the shareholders holding shares in physical form to furnish the KYC details which are not registered in their respective folios. Further the shareholders can also access the relevant Forms on Company’s website at [www.bpcapital.in](http://www.bpcapital.in)*

*Members holding shares in demat form are requested to update their email address with their respective DPs.*

Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 13<sup>th</sup> April, 2026 as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the Extraordinary General Meeting (EGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut-off date, i.e., 13<sup>th</sup> April, 2026 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the EGM on 20<sup>th</sup> April, 2026.

The e-voting period will commence at 09.00 A.M. on 17<sup>th</sup> April, 2026 and will end at 05.00 P.M. on 19<sup>th</sup> April, 2026. The Company has appointed Mr. Kundan Agrawal (Membership No. FCS –7631 & CP No. 8325) Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Authorised Agency to provide remote e-voting facility.

**For and on Behalf of the Board of  
B. P. Capital Limited**

**Date: 20<sup>th</sup> March, 2026  
Place: Haryana**

**Sd/-  
Peeyush Kumar Aggarwal  
Chairman  
(DIN: 00090423)**

### **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has approached CDSL for providing remote e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the EGM of the Company along with printed Attendance Slip and Proxy Form can be downloaded from the link [www.evotingindia.com](http://www.evotingindia.com).

The remote e-voting period commences on 17<sup>th</sup> April, 2026 (09:00 A.M.) and ends on 19<sup>th</sup> April, 2026 (5:00 P.M.). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the said date and time. A member may participate in the general meeting even after exercising his right to vote through e – voting but shall not be allowed to vote again in the Extraordinary General Meeting.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date, i.e., Monday, 13<sup>th</sup> April, 2026.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of EGM and holds shares as of the cut-off date i.e. 13<sup>th</sup> April, 2026 may obtain the login ID and password by sending a request at [bpcapitallimited@gmail.com](mailto:bpcapitallimited@gmail.com).

### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (i) The e-voting period begins on 17.04.2026 at 09.00 A.M. and ends on 19.04.2026 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 13.04.2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the said date and time. A member may participate in the general meeting even after exercising his right to vote through e – voting but shall not be allowed to vote again in the Extraordinary General Meeting.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date, i.e., 13.04.2026.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of 13.04.2026 and not casting their vote electronically, may only cast their vote at the Extraordinary General Meeting.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

- (vi) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the **B. P. CAPITAL LIMITED** on which you choose to vote.

**EVSN of the Company is 260323005**

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at its email id [agrawal.kundan@gmail.com](mailto:agrawal.kundan@gmail.com) or [cskundanagerawal@gmail.com](mailto:cskundanagerawal@gmail.com) and to the Company at the email address viz; [bpcapitallimited@gmail.com](mailto:bpcapitallimited@gmail.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43

**For and on Behalf of the Board of  
B. P. Capital Limited  
Sd/-  
Peeyush Kumar Aggarwal  
Chairman  
(DIN: 00090423)**

**Date: 20<sup>th</sup> March, 2026  
Place: Haryana**

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191), upon the recommendation of the Nomination & Remuneration Committee, was appointed as an Additional Director of the Company by the Board of Directors with effect from 21.01.2026 in terms of Section 161 of the Companies Act, 2013 and Rules made thereunder. He holds office till the conclusion of the ensuing Annual General Meeting for the Financial Year ending 31<sup>st</sup> March, 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Rules made thereunder.

However, as per the SEBI (LODR) Regulations, 2015, if the Board of a listed entity appoints an Additional Director than the approval of shareholders for appointment of such person on the Board of Directors has to be obtained at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier pursuant to the provisions of Regulation 17(1C) of SEBI (LODR) Regulations, 2015.

The Company has received a notice from member under Section 160 of the Companies Act, 2013 along with deposit of requisite amount proposing his candidature for the office of Director liable to retire by rotation.

Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company.

**His brief profile has been mentioned hereinbelow:**

Mr. Faizal Bavaraparambil Abdul Khader is a committed and motivated entrepreneur with nearly 18 years of diverse experience across manufacturing and trading of plywood, spices, resins, and petrochemicals, as well as distribution of electronic products. He has extensive expertise in managing all aspects of business development and operations, demonstrating strong leadership and strategic acumen.

He is an innovative and performance-driven professional, known for his decisive approach and ability to build and maintain strong client relationships.

The details of outside Directorships and Committee memberships of Mr. Faizal Bavaraparambil Abdul Khader are as follows:

<b>Name of the Director</b>	<b>Name of the Listed Entity and category</b>	<b>In unlisted Public Limited companies</b>	<b>As Chairman/ Member of Board Committees</b>
Mr. Faizal Bavaraparambil Abdul Khader	Safa Systems & Technologies Limited/ Managing Director	Kanone Technologies Limited/ Director	Kanone Technologies Limited/ Director-Member of Audit Committee, NRC and Chairperson of SRC  Safa Systems & Technologies Limited-Member of Stakeholders Relationship Committee
		Safa Playwoods Pvt Ltd/Director	
		Kanone Petrochem Private Limited /Director	

Listed entities from which Mr. Faizal Bavaraparambil Abdul Khader has resigned in the past three years  
- NIL

Mr. Faizal Bavaraparambil Abdul Khader does not have any relationship with any of the existing directors and Key Managerial Personnel.

Keeping in view the experience and expertise of Mr. Faizal Bavaraparambil Abdul Khader, the Board considers it desirable that the Company should avail the services of Mr. Faizal Bavaraparambil Abdul Khader and accordingly recommends the Resolution at Item No 1 for approval of the members as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Faizal Bavaraparambil Abdul Khader is concerned or interested, financially or otherwise in the resolution set out in Item No. 1.

The Board of Directors recommends the resolution set out in Item No. 1 for approval by the members as an Ordinary Resolution.

**For and on Behalf of the Board of  
B. P. Capital Limited**

**Date: 20<sup>th</sup> March, 2026  
Place: Haryana**

**Sd/-  
Peeyush Kumar Aggarwal  
Chairman  
(DIN: 00090423)**

**B. P. Capital Limited**  
**CIN: L74899HR1994PLC072042**  
**Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103**  
**Phone: 0124-2362471**

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting venue)

Name of the Member(s) / Proxy*: .....(*Strike off whichever is not applicable)
Registered address: .....
E-mail Id: ..... Folio No. /DP ID & Client ID:.....

I/We, being the member (s) holding ..... shares of the above named company, hereby record my/our presence at the Extraordinary General Meeting of the Company, to be held on Monday, the 20<sup>th</sup> day of April, 2026 at 10.00 A.M. at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103

Signature of the Member/Proxy\*: .....  
(\*strike out whichever is not applicable)

**NOTES:**

- 1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) For the convenience of Members, persons other than Members/Proxies will not be admitted.

**Blank Page**

**B. P. Capital Limited**  
**CIN: L74899HR1994PLC072042**  
**Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103**  
**Phone: 0124-2362471**

**Form No. MGT 11**  
**PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Member (s):</b> .....
<b>Registered address:</b> .....
<b>E-mail Id:</b> ..... <b>Folio No. /DP ID &amp; Client ID:</b> .....

I/We, being the member (s) holding .....shares of the above named company, hereby appoint

- 1) **Name:** ..... **E-mail Id:** .....  
**Address:** .....  
 ..... **Signature:** .....**or failing him/her**
- 2) **Name:** ..... **E-mail Id:** .....  
**Address:** .....  
 ..... **Signature:** .....**or failing him/her**

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, the 20<sup>th</sup> day of April, 2026 at 10.00 A.M. at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

<b>Res. No.</b>	<b>Description</b>	<b>For</b>	<b>Against</b>
1.	Appointment of Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191) as a Director of the Company		

Signed this ..... day of ..... 2026.



Signature of Shareholder:.....

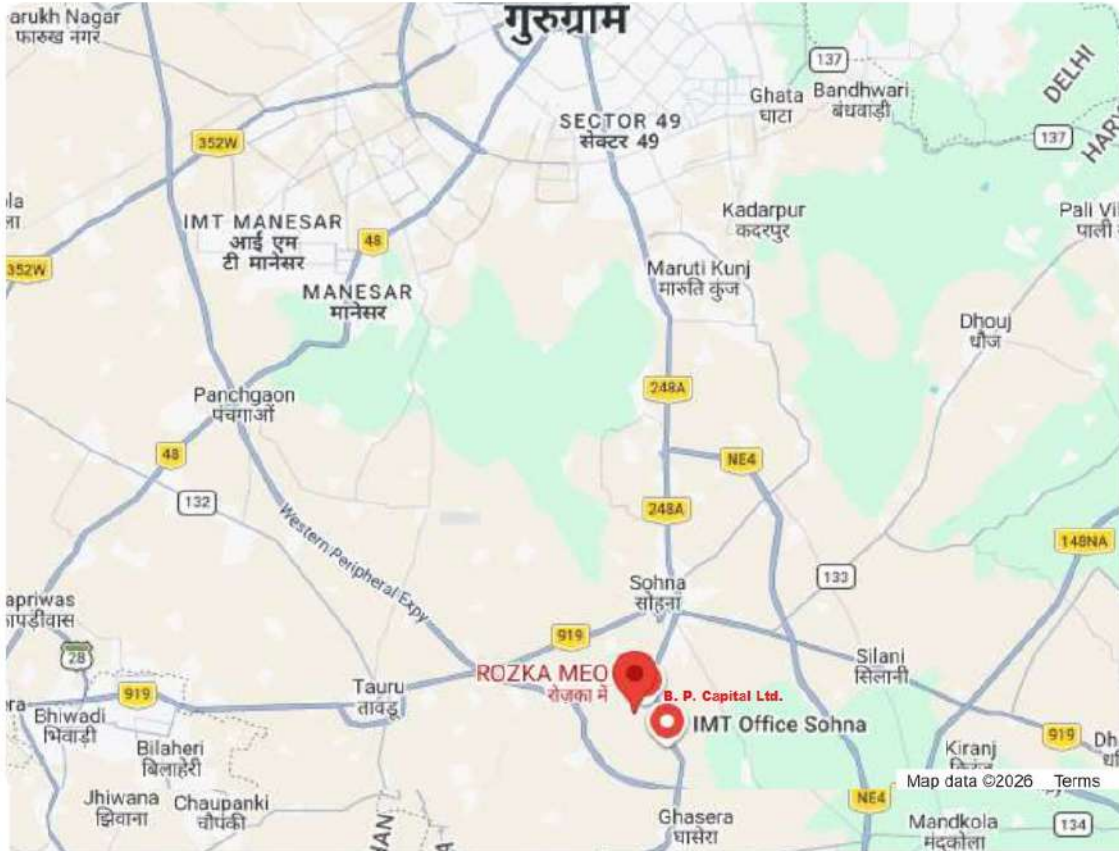
**NOTES:**

- 1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

**Blank Page**

**ROUTE MAP FOR THE EGM VENUE**

**Venue: Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103**



**If undelivered, Please Return to :**

 **B. P. CAPITAL LIMITED**

CIN: L74899HR1994PLC072042

Regd. Office : Plot No 138, Roz Ka Meo Industrial Area,  
Sohna, Mewat, Haryana-122103

Phone: 0124-2362471

Email : [bpcapitallimited@gmail.com](mailto:bpcapitallimited@gmail.com)

Website : [www.bpcapital.in](http://www.bpcapital.in)