



# 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 (2/2026-27) EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF B. P. CAPITAL LIMITED IS SCHEDULED TO BE HELD ON MONDAY, 25<sup>TH</sup> DAY OF MAY, 2026, AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO 138, ROZ KA MEO INDUSTRIAL AREA, SOHNA, MEWAT, HARYANA, INDIA, 122103, TO CONSIDER THE FOLLOWING BUSINESS:**

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### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION PURSUANT TO THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) and re-enactment thereof for the time being in force), & SEBI (LODR) Regulations, 2015 and subject to such approvals, permissions and sanctions as may be required from the Appropriate Authorities, the consent of the Members of the Company be and is hereby accorded for adoption of the new set of Memorandum of Association, in substitution for, and to the entire exclusion of, the existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company be and is hereby replaced with the new set of Memorandum of Association in conformity with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors of the Company and/or the Company Secretary and/or the Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution, including filing of necessary Forms with the Registrar of Companies and to make such modifications as may be required by any Regulatory Authority.”

#### **ITEM NO. 2: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION PURSUANT TO THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) and re-enactment thereof for the time being in force), & SEBI (LODR) Regulations, 2015 and subject to such approvals, permissions and sanctions as may be required from the Appropriate Authorities, the consent of the Members of the Company be and is hereby accorded for adoption of the new set of Articles of Association of the Company in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the existing Articles of Association of the Company be and are hereby replaced with the new set of Articles of Association in conformity with the provisions of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** any of the Directors of the Company and/or the Company Secretary and/or the Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution, including filing of necessary Forms with the Registrar of Companies and to make such modifications as may be required by any Regulatory Authority.”

**ITEM NO. 3: APPROVAL FOR SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE “STATE OF HARYANA” TO “NATIONAL CAPITAL TERRITORY OF DELHI” AND CONSEQUENT ALTERATION OF THE SITUATION CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 12, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or reenactment(s) thereof for the time being in force) and SEBI (LODR) Regulations, 2015, and subject to the approval of the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other Authority(ies), if any, and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the **“State of Haryana” to the “National Capital Territory of Delhi.”**

**RESOLVED FURTHER THAT** Clause II (Situation Clause) of the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause II with the following Clause:

**“II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.”**

**RESOLVED FURTHER THAT** upon approval of the Central Government and filing of the certified copy of the order with the Registrar of Companies, the aforesaid alteration shall be effective.

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary and/or the Chief Financial Officer of the Company be and is hereby severally authorized to make necessary application(s)/petition with the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other competent Authorities, if any, for the aforesaid shifting of registered office; to agree to such conditions or modifications that may be imposed, required or suggested by the Central Government, the Regional Director, Ministry of Corporate Affairs and other competent Authorities, if any, or that may otherwise be deemed fit or proper by the Board; to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion including appointing professionals, without requiring the Board to secure any further consent or approval of the

members of the Company; and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution.”

**For and on behalf of Board of  
B. P. Capital Limited**

**Sd/-  
Ishani Joshi  
Company Secretary  
Membership No: A-50720**

**Date: 25-04-2026  
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 18<sup>th</sup> May, 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., 18<sup>th</sup> May, 2026 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the EGM on 25<sup>th</sup> May, 2026.

The e-voting period will commence at 09.00 A.M. on 22<sup>nd</sup> May, 2026 and will end at 05.00 P.M. on 24<sup>th</sup> May, 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 Board of  
B. P. Capital Limited**

**Sd/-  
Ishani Joshi  
Company Secretary  
Membership No: A-50720**

**Date: 25-04-2026  
Place: Haryana**

**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 22<sup>nd</sup> May, 2026 (09:00 A.M.) and ends on 24<sup>th</sup> May 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, 18<sup>th</sup> May, 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. 18<sup>th</sup> May, 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 22.05.2026 at 09.00 A.M. and ends on 24.05.2026 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., 18.05.2026 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., 18.05.2026.

- (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 18.05.2026 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 abovesaid 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	<p>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.</p> <p>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.</p> <p>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></p> <p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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.nsd.com">https://eservices.nsd.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-</p>

	<p>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.</p> <p>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></p> <p>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</p>
<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	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 260425002**

- (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 [cskundanagrawal@gmail.com](mailto:cskundanagrawal@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 Board of  
B. P. Capital Limited**

**Sd/-  
Ishani Joshi  
Company Secretary  
Membership No: A-50720**

**Date: 25-04-2026  
Place: Haryana**

**ANNEXURE TO THE NOTICE**

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

The following explanatory statement as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special businesses mentioned in the accompanying notice for convening the EGM of the company.

**ITEM NO. 1: ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION PURSUANT TO THE COMPANIES ACT, 2013**

The Company was incorporated under the provisions of the Companies Act, 1956 and is deemed to exist within the framework of the Companies Act, 2013. Accordingly, the existing Memorandum of Association (“MOA”) of the Company is based on the provisions of the Companies Act, 1956 and contains references to specific sections of the said Act, which are no longer in force.

With the enactment of the Companies Act, 2013, various provisions of the existing MOA are required to be aligned with the provisions of the new Act. Therefore, it is considered expedient to adopt a new set of Memorandum of Association in accordance with Table A of Schedule I of the Companies Act, 2013, in substitution of, and to the entire exclusion of, the existing MOA of the Company.

The proposed draft MOA is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Extra-Ordinary General Meeting and shall also be available at the Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 1, except to the extent of their shareholding in the Company, if any.

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

**ITEM NO. 2: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION PURSUANT TO THE COMPANIES ACT, 2013**

The Company was incorporated under the provisions of the Companies Act, 1956 and is deemed to exist within the framework of the Companies Act, 2013. Hence, the existing Articles of Association (AOA) were based on the provisions of the Companies Act, 1956 and contains references to specific sections of the Companies Act, 1956 which are no longer in force. Thus, with the enactment of the Companies Act, 2013, and amendments thereto, along with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, several provisions of the existing AOA require alignment with the updated legal and regulatory framework.

Accordingly, it is proposed to adopt a new set of Articles of Association in line with Table F of Schedule I of the Companies Act, 2013, suitably modified to incorporate provisions applicable to a listed company.

The proposed draft Articles of Association are available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Extra-Ordinary General Meeting and shall also be available at the Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 2 except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set out in Item No. 2 for approval by the members as a Special Resolution.

**ITEM NO. 3: APPROVAL FOR SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE “STATE OF HARYANA” TO “NATIONAL CAPITAL TERRITORY OF DELHI” AND CONSEQUENT ALTERATION OF THE SITUATION CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Company is a listed Company (CIN: L74899HR1994PLC072042). As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is presently situated in the **State of Haryana**. The proposed shifting of the Registered Office of the Company to National Capital Territory of Delhi is undertaken to align the Company’s registered jurisdiction with its principal place of management and control, as the majority of the Company’s management and directors are presently situated in the NCT of Delhi. Further, the NCT of Delhi offers better growth opportunities, improved access to key markets, and greater cost effectiveness, thereby enabling the Company to conduct its business operations more efficiently and effectively.

Further, considering that the operational and business activities of the Company will be predominantly undertaken from the **National Capital Territory of Delhi**, it is proposed to shift the Registered Office of the Company to the NCT of Delhi. Such a change would enable the Company and its Directors to **achieve administrative convenience, operational efficiency, better management supervision and to carry on the business of the Company more economically and efficiently**.

In terms of **Sections 12, 13 and other applicable provisions of the Companies Act, 2013**, read with the rules made thereunder, the shifting of the Registered Office from one State to another requires the **approval of the Members by way of Special Resolution**.

Further, the proposed change of Registered Office from one State to another necessitates the **alteration of Clause II (Situation Clause) of the Memorandum of Association** of the Company. Such alteration can be carried out with the approval of Members **by way of Special Resolution** in accordance with Section 13 of the Companies Act, 2013 read with applicable rules alongwith the approval of the Central Government (delegated to the Regional Director). Upon approval, Clause II of the Memorandum of Association will be substituted to reflect the new Registered Office in the National Capital Territory of Delhi.

As required to the provisions of the Act, approval of the members is sought for shifting of registered office of the Company from **Haryana** to **National Capital Territory of Delhi**, and for consequent alteration of Memorandum of Association of the Company.

The proposed draft Memorandum of Association is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Extra-Ordinary General Meeting and shall also be available at the Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 3 except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set out in Item No. 3 for approval by the members as a Special Resolution.

**For and on behalf of Board of  
B. P. Capital Limited**

Sd/-  
**Ishani Joshi**  
**Company Secretary**  
**Membership No: A-50720**

**Date: 25-04-2026**  
**Place: Haryana**

**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 25<sup>th</sup> day of May, 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.

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**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 25<sup>th</sup> day of May, 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>
<b>1.</b>	Adoption of new set of Memorandum of Association pursuant to The Companies Act, 2013		
<b>2.</b>	Adoption of new set of Articles of Association pursuant to The Companies Act, 2013		
<b>3.</b>	Approval for Shifting of Registered Office of the Company from the "State of Haryana" to "National Capital Territory of Delhi" and consequent alteration of the Situation Clause of the Memorandum of Association of the Company		

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

**Signature of Shareholder:.....**

<b>Affix Revenue Stamp</b>
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**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.

**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)