B. P. CAPITAL LIMITED

CIN NO. : L74899HR1994PLC072042
REGD.OFFICE: Plot No- 138, Roz- Ka-MeoIndustrial Area,
Sohna (Distt. Mewat), Haryana-122103
Phones: 0124-2362471
Email :bpcapitallimited@gmail.com, Website : www.bpcapital.in

Date: 29th August, 2026

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 40000

Ref : BSE Scrip Code– 536965; DSE- File No. 8211; CSE– Scrip Code – 10012104

Subject: Outcome of the Board Meeting held on August 29, 2026 and Disclosure under Regulation 30 of the SEBI (Listing Regulations and Disclosure Requirements) ("SEBI LODR") Regulations 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI LODR, we wish to inform you that the Board of Directors ("the Board") of **B. P. Capital Limited** ("the Company"), at its meeting held today, i.e. Saturday, August 29, 2026, at the registered office of the company situated at Plot No-138, Roz –Ka –Meo Industrial Area, Sohna (Distt. Mewat) Haryana-122103, has, inter alia, transacted the following businesses:

1. **Draft Board's Report and Annual Report for FY 2025-26**
   The Board has considered and approved the Draft Board's Report along with Corporate Governance Report and Management Discussion Analysis Report for the Financial Year 2025-26.

2. **Re-appointment of Mr. Ajay Sharma (DIN: 03344008) as a Non-Executive Independent Director of the Company**
   On the recommendation of the Nomination and Remuneration Committee, the Board has approved the re-appointment of Mr. Ajay Sharma (DIN: 03344008) as a Non-Executive Independent Director of the Company for a second term of five (5) consecutive years with effect from September 1, 2026, up to August 31, 2031, subject to the approval of the members of the Company at the ensuing Annual General Meeting ***(Enclosed herewith as Annexure A)***.

3. **Re-Appointment of Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191) as Non-Executive Non-Independent Director, liable to retire by rotation**
   On the recommendation of the Nomination and Remuneration Committee, the Board has approved the Re-appointment of Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191) as a Director of the Company, who is liable to retire by rotation and, being eligible, has offered himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013

subject to the approval of the members of the Company at the ensuing Annual General Meeting ***(Enclosed herewith as Annexure B)***.

4. **Adoption of new line of Business**
The Board of Directors has approved the adoption of a new line of business in the areas of computer software and hardware, consumer electronics, mobile phones, mobile accessories, and allied products subject to the approval of shareholders of the Company ***(Enclosed herewith as Annexure C)***.

5. **Alteration of Articles of Association (AOA)**
The Board approved the alteration of the existing Articles of Association of the Company by incorporating such additions, alterations, modifications and/or deletions as may be necessary to align the same with the provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws and regulations, subject to the approval of the shareholders of the Company ***(Enclosed herewith as Annexure D)***.

6. **Alteration of Object Clause of Memorandum of Association (MOA)**
The Board approved alteration of the Object Clause of the Memorandum of Association of the Company by substituting the existing Clause III(A) (Objects to be pursued by the Company on its incorporation) and Clause III(B) (Matters which are necessary for furtherance of the objects specified in Clause III(A)) in their entirety with the revised Clause III(A) and Clause III(B) to enable the Company to undertake new line of business in the areas of computer software and hardware, consumer electronics, mobile phones, mobile accessories, and allied products, subject to the approval of shareholders of the Company ***(Enclosed herewith as Annexure D)***.

7. **Approval under Section 180(1)(c) of the Companies Act, 2013**
The Board approved, subject to the approval of the Members by way of a Special Resolution, the borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013 and authorized borrowing of monies from time to time, provided that the aggregate outstanding borrowings of the Company, excluding temporary loans obtained from the Company's bankers in the ordinary course of business, shall not exceed Rs. 300,00,00,000/- (Rupees Three Hundred Crore Only) at any point of time.

8. **Approval under Section 186 of the Companies Act, 2013**
The Board approved, subject to the approval of the Members by way of a Special Resolution under Section 186 of the Companies Act, 2013, authorizing the Board of Directors to make investments, extend loans, provide guarantees and/or offer securities from time to time in excess of the limits prescribed under Section 186 of the Act, up to an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only), notwithstanding that such investments, loans, guarantees and securities together with the existing investments, loans, guarantees and securities of the Company may exceed the limits prescribed under the said section

9. **Approval under Section 185 of the Companies Act, 2013**
The Board approved, subject to the approval of the Members by way of a Special Resolution under Section 185 of the Companies Act, 2013, authorizing the Board of Directors to advance any loan, including any loan represented by a book debt, and/or to give any guarantee or provide any security in connection with any loan to any person or other body corporate in whom any of the Directors of the Company is interested, up to an aggregate amount not exceeding Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only), on such terms and conditions as may be determined by the Board from time to time and subject to compliance with the provisions of the Companies Act, 2013 and other applicable laws.

10. **Approval for Related Party Transaction(s)**
The Board approved, subject to the approval of the Members by way of an Ordinary Resolution, authorizing the Board of Directors to enter into and/or undertake and/or continue with existing and/or enter into new Related Party Transaction(s), whether material or otherwise, up to an aggregate amount not exceeding Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only), during the period commencing from the date of the forthcoming AGM and up to the conclusion of the next AGM, on such terms and conditions as may be determined by the Board from time to time and subject to compliance with the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and other applicable laws.

11. **Convening of Annual General Meeting (AGM)**
The Board approved the date, time and venue of the 33rd Annual General Meeting (AGM) of the Company, to be held on Tuesday, 29th September 2026 at 10:30 A.M. (IST) at the Registered Office of the Company situated at Plot No- 138, Roz- Ka-Meo Industrial Area, Sohna (Distt. Mewat), Haryana-122103.

The Board also approved the draft AGM Notice and authorized Central Depository Services (India) Limited ("CDSL") as the agency for providing and facilitating the e-voting facility to the Members of the Company in respect of the resolutions proposed to be considered at the AGM. The Board further approved Wednesday, 23rd September, 2026 as the cut-off date for determining the eligibility of Members entitled to participate in and cast their votes electronically on the resolutions proposed at the AGM.

12. **Appointment of Scrutinizer for the Annual General Meeting (AGM)**
The Board has considered and approved the appointment of Mr. Kundan Agrawal, from M/s. Kundan Agrawal & Associates, Practicing Company Secretary (Membership No. FCS 7631) as the Scrutinizer for the upcoming 33rd Annual General Meeting ("AGM") of the Company.

The details as required under Regulation 30 of SEBI (LODR) 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are attached herewith.

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The Meeting of Board of Directors commenced at 12:00 Noon and concluded at 02:00 P.M.

The aforesaid Outcome of the meeting would also be disseminated on Company's website at www.bpcapital.in.

This is for your information and records.

For **B. P. Capital Limited**

Peeyush Kumar Aggarwal
Digitally signed by Peeyush Kumar Aggarwal
Date: 2026.08.29 14:07:47 +05'30'

Peeyush Kumar Aggarwal
Managing Director
DIN : 00090423

Encl: As above

CC:

The Manager (Listing), Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkatta, West Bengal – 700001	**The Manager (Listing), The Delhi Stock Exchange Ltd., DSE House, 3/1, Asaf Ali Road, New Delhi – 110002**

Annexure – A

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026

Re-appointment of Mr. Ajay Sharma as a Non-executive Independent Director

S. No.	Particulars	Information (Mr. Ajay Sharma)
1.	Reason for change viz. ~~appointment,~~ reappointment, ~~resignation, removal, death or otherwise~~	**Re-appointment of Independent Director** At the Annual General Meeting held on 29th September, 2021, Mr. Ajay Sharma (DIN: 03344008) was appointed as Non-executive Independent Director for a term of 5 years, and his present term will come to an end on 31st August, 2026. The Board of Directors of the Company at its meeting held on 29th August, 2026 has re-appointed and recommended his re-appointment for approval of the shareholders at the ensuing AGM, as Independent Non-executive Director of the Company for a second term of 5 years w.e.f. 1st September, 2026 until 31st August, 2031.
2.	Date of ~~appointment /~~ re-appointment ~~/ cessation (as applicable)~~ & term of ~~appointment/~~ reappointment	The second term as an Independent Director of the Company of Mr. Ajay Sharma will commence w.e.f. 1st September, 2026, not liable to retire by rotation, for a period of 5 years ending on 31st August, 2031, subject to shareholder's approval at the ensuing AGM.
3.	Brief profile (in case of appointment)	Mr. Ajay Sharma has over 20 years of rich and diverse experience in the trading and retail business, with significant expertise in marketing, administration, real estate, and financial services. His business interests span real estate, retail and infrastructure, software, and stock broking. He possesses sound knowledge of marketing, provides valuable inputs on administrative

		matters, and has considerable expertise in the preparation of business plans.
4.	Relation with directors of company (in case of appointment of a director)	None

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Annexure – B

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Re-appointment of Mr. Faizal Bavaraparambil Abdul Khader, Non – executive Non-Independent Director, liable to retire by rotation

S. No.	Particulars	Information (Mr. Faizal Bavaraparambil Abdul Khader)
1.	Reason for change viz. ~~appointment,~~ reappointment, ~~resignation, removal, death or otherwise~~	Re-appointment of Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191) as a Director liable to retire by rotation.
2.	Date of ~~appointment /~~ re-appointment ~~/ cessation (as applicable)~~ & term of ~~appointment/~~ reappointment	Re-appointed on 29th August, 2026 subject to approval of shareholders at the ensuing AGM.
3.	Brief profile (in case of appointment)	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.
4.	Relation with directors of company (in case of appointment of a director)	None

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Annexure C

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ADOPTION OF NEW LINE OF BUSINESS

Sl. No.	Particulars	Description
1.	Industry or area to which the new line of business belongs to	The Company has adopted a new line of business in the field of computer software and hardware, consumer electronics sector, including mobile phones, mobile accessories, electronic devices and allied products.
2.	Expected benefits	The new line of business is expected to capitalize on opportunities in the computer hardware and software, consumer electronics, mobile phones, mobile accessories sector, strengthen its operational and market presence, and create long-term value for shareholders through participation in high-growth and demand-driven industry segments.
3.	Estimated amount to be invested	The investment requirement will be determined based on business opportunities and operational requirements, and no specific commitment has been made at present.
4.	Approval required	The commencement of the proposed business activity is subject to approval of the shareholders through alteration of the Main

Sl. No.	Particulars	Description
		Objects Clause of the Memorandum of Association and receipt of such regulatory approvals, registrations and permissions as may be required under applicable laws.
5.	Time period within which the proposed activity is to be undertaken	The Company proposes to commence the new business activities upon obtaining the requisite approvals and after completing necessary operational and commercial arrangements.

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Annexure D

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ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION

Sr. No.	Particulars	Details
1	Name of the entity	B. P. Capital Limited
2	Date of occurrence of event / information	29.08.2026
3	Brief details of the event	The Board of Directors of the Company, at its meeting held on August 29, 2026, subject to approval of the shareholders of the Company at the ensuing AGM, has considered and approved: 1. The alteration of the Memorandum of Association ("MOA") of the Company by substituting the existing Main Objects Clause with a revised Main Objects Clause to enable the Company to undertake business activities in the computer software and hardware, consumer electronics, mobile phones, mobile devices and allied products sector and matters incidental or ancillary thereto. 2. The existing Articles of Association of the Company are

		proposed to be altered by incorporating such modifications, additions, deletions and enabling provisions as may be considered necessary to align the same with the provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws, and to facilitate the efficient administration and governance of the Company.
4	Approval required	The proposed alteration of the new Memorandum & Articles of Association shall be subject to the approval of the shareholders of the Company by way of a Special Resolution.
5	Effective date	The new Memorandum & Articles of Association shall become effective upon approval of the shareholders and completion of applicable statutory filings.

For **B. P. Capital Limited**

Peeyush Kumar Aggarwal
Digitally signed by Peeyush Kumar Aggarwal
Date: 2026.08.29 14:08:14 +05'30'

Peeyush Kumar Aggarwal
Managing Director
DIN : 00090423