B. P. Capital Limited

CIN: L74899HR1994PLC072042
Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103
Phone: 0124-2362471
Email: bpcapitallimited@gmail.com, Website: www.bpcapital.in

Notice

NOTICE IS HEREBY GIVEN THAT THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF B. P. CAPITAL LIMITED WILL BE HELD ON TUESDAY, THE 29TH DAY OF SEPTEMBER, 2026, AT PLOT NO 138, ROZ KA MEO INDUSTRIAL AREA, SOHNA, MEWAT, HARYANA - 122103 AT 10:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2026 and the Statement of Profit and Loss of the Company and Cash Flow Statement and other Annexures thereof for the Financial Year ended 31st March, 2026 and the Report of the Board of Directors and Auditors thereon.

2. To appoint Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191), as the Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

Special Business:

3. **RE-APPOINTMENT OF MR. AJAY SHARMA (DIN: 03344008) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Ajay Sharma (DIN: 03344008), who was previously appointed as an Independent Director of the Company for a first term of five (5) consecutive years from September 01, 2021 to August 31, 2026 (both days inclusive), and who has been appointed by the Board of Directors of the Company, at its meeting held on August 29, 2026, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Non-Executive Independent Director under Section 161(1) of the Act, for a second term of five (5) consecutive years commencing from September 01, 2026 to August 31, 2031 (both days inclusive), and who has given his consent to act as an Independent Director and submitted the requisite declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received the requisite notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from September 01, 2026 to August 31, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the Listing Regulations, Mr. Ajay Sharma (DIN: 03344008), be paid such fees, remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

4. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to such approvals, permissions, sanctions and consents as may be necessary from the Registrar of Companies and/or any other statutory, regulatory or governmental Authorities, the consent of the Members of the Company be and is hereby accorded to alter 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) as set out and detailed in the explanatory statement attached hereto and forming part of this Notice.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the Objects Clause of the Memorandum of Association Company as altered above at such time or times as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Memorandum of Association of the Company shall stand amended accordingly with effect from the date of approval of this Resolution and shall thereafter be read and construed in conjunction with the aforesaid amendments.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel(s)of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient, including filing of requisite Forms and documents with the Registrar of Companies and making such modifications or alterations as may be required by any statutory or regulatory Authority, for the purpose of giving effect to this Resolution."

5. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY 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 ("the Act") read with the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to such approvals, permissions, sanctions and consents as may be necessary from the Registrar of Companies and/or any other statutory, regulatory or governmental Authorities, the consent of the Members of the Company be and is hereby accorded for alteration of the existing Articles of Association of the Company by incorporating such additions, alterations, modifications and/or deletions therein as set out and detailed in the explanatory statement annexed hereto and forming part of this Notice.

RESOLVED FURTHER THAT the existing Articles of Association of the Company be and are hereby altered accordingly, and the amended Articles of Association incorporating the aforesaid additions, alterations, modifications and/or deletions shall be read and construed in accordance with the provisions of the Companies Act, 2013, the Rules framed thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws and regulations.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel(s)of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient, including filing of requisite forms and documents with the Registrar of Companies and making such modifications or alterations as may be required by any statutory or regulatory Authority, for the purpose of giving effect to this Resolution."

6. APPROVAL OF BORROWINGS POWERS OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Members of the Company in this regard and notwithstanding anything contained therein**,** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force, and subject to such approvals, consents, sanctions and permissions as may be necessary, and pursuant to the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of monies, from any one or more of the Company's bankers and/or from any one or more other banks, persons, firms, companies/body corporates, financial institutions, institutional investor(s) and/or any other entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance, deposits, loans, or bill discounting, issue of debentures, commercial papers, long or short term loan(s), syndicated loans, either in rupees and/or such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties (whether movable or immovable, present or future) and all or any of the undertaking of the Company, stock-in-process or debts, for the purpose of the Company's business, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed, at any time, the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves which are not set apart for any specific purposes, and Securities Premium, provided that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed INR 300,00,00,000/- (Indian Rupees Three Hundred Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof duly authorized for the purpose) be and is hereby authorized to arrange or fix/negotiate the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, securities or otherwise as they may think fit and are further authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel(s) 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."

7. APPROVAL FOR MAKING INVESTMENTS/ EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE UNDER SECTION 186 OF THE COMPANIES ACT,2013

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

"RESOLVED THAT in supersession of all earlier resolutions passed by the Members of the Company in this regard and notwithstanding anything contained therein**,** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force, and subject to such approvals, consents, sanctions and permissions as may be necessary, and pursuant to the provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company to grant loans and advances or make investments in the securities of any other body corporate or provide securities or guarantees from time to time in one or more tranches, to any person or other body corporate, upon such terms and conditions as the Board may think fit, notwithstanding that the aggregate amount of such loans, guarantees, securities and investments outstanding at any time may exceed the limits prescribed under Section 186(2) of the Act, provided that the aggregate amount of all such loans, guarantees, securities and investments shall not at any time exceed INR 50,00,00,000/- (Indian Rupees Fifty Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution the Board of Directors of the Company(including any Committee thereof duly authorized for the purpose) and/or any person authorized by the Board from time to time be and is hereby authorized to take such steps, actions and decisions as may be necessary, desirable or expedient, including obtaining all requisite approvals, consents, permissions and sanctions from any statutory, regulatory or other Authority, and to execute all deeds, agreements, applications, forms, documents, writings and other instruments as may be required, and to do all such acts, deeds, matters and things as may be necessary, proper or incidental for giving effect to this Resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel(s) 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."

8. APPROVAL OF TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Members of the Company in this regard and notwithstanding anything contained therein**,** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person or any other body corporate(s) in which any Director of the Company is interested or deemed to be interested within the meaning of Section 185 of the Act, in their absolute discretion deem beneficial and in the interest of the Company upto an aggregate sum of INR 25,00,00,000/- (Indian Rupees Twenty Five Crore Only), provided that such loans are utilized by the borrowing entity for its principal business activities only.

RESOLVED FURTHER THAT the aggregate outstanding amount of such loan(s), guarantee(s) and/or security(ies) to all Eligible Entities shall not exceed INR 25,00,00,000/- (Indian Rupees Twenty Five Crore Only) at any point in time and the exposure to any single Eligible Entity shall not exceed INR 5,00,00,000/- (Indian Rupees Five Crore Only) or such lower limit as may be approved by the Board from time to time.

RESOLVED FURTHER THAT the aforesaid approval shall continue to remain in force unless and until modified by the Members of the Company.

RESOLVED FURTHER THAT all such transactions shall be undertaken on an arm's length basis and, where applicable, in the ordinary course of business, carry an interest rate not lower than prevailing market benchmarks (including MCLR / external benchmark rates or such other rate as may be justified and documented) supported by appropriate documentation, including loan agreements and utilization undertakings.

RESOLVED FURTHER THAT all such transactions shall be in accordance with applicable law, compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including approval of Members for material related party transactions, wherever applicable, compliance with limits prescribed under Section 186 of the Companies Act, 2013, wherever applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to identify Eligible Entities from time to time within the above categories, to determine detailed terms and conditions including tenure, repayment, security, covenants, and other commercial terms, delegate powers to any Committee, Director(s) or Key Managerial Personnel, to execute all necessary agreements, documents and writings and to do all such acts, deeds and things as may be necessary, expedient and incidental to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel(s) 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."

9. APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION(S)

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 Regulation 2(1)(zc) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") read with Sections 185, 186 & 188 and other provisions, if any, as applicable, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), amendment(s) or reenactment(s) thereof for the time being in force), and subject to such statutory / regulatory approvals, permissions and consents as may be necessary, and pursuant to the recommendation of the Audit Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any Committee thereof) to enter into and/or undertake and/or continue with the existing and/or enter into new related party transaction(s), whether material or otherwise, in one or more tranches and/or as an individual transaction or a series of transactions or otherwise, as detailed in the Explanatory Statement including borrowing of money, whether secured or unsecured, in one or more tranches, and /or remuneration and /or transfer of resources, from/ to, **the Director, Key Managerial Personnel ("KMP") of the company; M/s Omkam Global Capital Private Limited**, **M/s Omkam Developers Limited** and/or other Related Parties of the Company, on such terms and conditions, including tenure, interest rate, security, repayment terms and other commercial terms, as may be determined by the Board, as it may deem fit and in the best interests of the Company, for an aggregate amount not exceeding **INR 25,00,00,000/- (Indian Rupees Twenty-Five Crore only)**, during the period commencing from the date of this Annual General Meeting ("AGM") and continuing up to the conclusion of the next AGM of the Company, notwithstanding that the aggregate value of such transaction(s), whether undertaken individually or collectively, may exceed the applicable thresholds prescribed under the Companies Act, 2013 and/or the SEBI Listing Regulations, as amended from time to time.

RESOLVED FURTHER THAT the aforesaid related party transaction(s) shall be undertaken only on such terms and conditions as may be determined by the Board, subject to applicable laws, and shall be conducted, to the extent applicable, on an arm's length basis and in the ordinary course of business of the Company, and in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof duly authorized for the purpose) and/or any person authorized by the Board from time to time be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant Authorities, including Governmental Authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby authorized to make necessary filings, disclosures to Stock Exchanges and Regulatory Authorities and to do all such acts, deeds and things as may be required to give effect to this resolution."

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

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

Date: 29th August, 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 Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.**

4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23rd September, 2026 to Tuesday, 29th September, 2026 (both days inclusive) for the purpose of the AGM.

5. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.

6. 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.

7. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.

8. The members are requested to intimate changes, if any, in their registered adderss to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.

9. 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 Annual General Meeting.

10. Members are requested :

    i) To quote their folio Nos. 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.

11. **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.**

12. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.

13. ***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.

14. ***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.***

15. 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.

16. 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.

17. 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.

18. ***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***

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

19. ***Further, in terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025, a Special Window has been opened for re-lodgement of transfer deeds, which were lodged prior to the deadline of 1st April 2019 and rejected / returned / not attended due to deficiency in the documents / process or otherwise. The re-lodgement window shall remain open for a period of six months i.e. from 7th July, 2025 till 6th January, 2026.***

    During this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company / RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests.

    Shareholders who have missed the earlier deadline of 31st March 2021 are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Company's Registrar and Share Transfer Agents ('RTA'), i.e. M/s. Skyline Financial Services Private Limited.

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 23rd September, 2026 as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 33rd Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut-off date, i.e., 23rd September, 2026 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 33rd AGM on 29th September, 2026.

The e-voting period will commence at 09.00 A.M. on 26th September, 2026 and will end at 05.00 P.M. on 28th September, 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 Authorized Agency to provide remote e-voting facility.

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

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

Date: 29th August, 2026
Place: Haryana

VOTING THROUGH ELECTRONIC MEANS

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 26th September, 2026 at 9:00 A.M. and ends on 28th September, 2026 at 5:00 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 (record date) of 23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

(iii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

(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) **The "EVSN" of B. P. Capital Limited is "260831023"**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(vi) 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 **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 Depository**	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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vii) Login method for Remote e-Voting 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.

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.
   d.

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 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 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
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. • 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.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN – "260831023" for the relevant B. P. Capital Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) 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.

(xviii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xix) 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 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 and to the Company at the email address viz; 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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

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

Date: 29.08.2026
Place: Haryana

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

RE-APPOINTMENT OF MR. AJAY SHARMA (DIN: 03344008) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Ajay Sharma (DIN: 03344008) is currently an Independent Director of the Company, Chairman of the Audit Committee, Nomination and remuneration committee and Stakeholders Relationship Committee.

Mr. Ajay Sharma was appointed as an Independent Director of the Company by the Members at the 28th Annual General Meeting of the Company held on September 29, 2021 for a period of five (5) consecutive years commencing from September 01, 2021 upto August 31, 2026 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination and Remuneration Committee ('NRC'), after taking into consideration the skills, expertise, experience and competencies required by the Board in the context of the business and sectors of the Company, and based on the performance evaluation of Mr. Ajay Sharma during his existing tenure, has recommended his re-appointment as an Independent Director of the Company for a second term of five (5) consecutive years.

Based on the recommendation of the NRC, the Board of Directors, at its meeting held on August 29, 2026, appointed Mr. Ajay Sharma as an Additional Non-Executive Independent Director of the Company under Section 161(1) of the Act, subject to the approval of the Members, for a second term of five (5) consecutive years commencing from September 01, 2026 and ending on August 31, 2031 (both days inclusive), not liable to retire by rotation.

The Board is of the opinion that Mr. Ajay Sharma continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

Mr. Ajay Sharma (DIN: 03344008) aged about 53 years is a Commerce Graduate from University of Delhi. He has an enriched experience of more than 20 years in trading & retail business. He has significant expertise in marketing and administration, real estate business & financial services.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Ajay Sharma confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Ajay Sharma has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Ajay Sharma has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Ajay Sharma has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Mr. Ajay Sharma has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Ajay Sharma has also qualified the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Ajay Sharma fulfils the conditions specified in the Act, the rules made thereunder and the SEBI Listing Regulations for his re-appointment as an Independent Director and is independent of the Management of the Company. The Board is also of the opinion that his re-appointment is in the best interests of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Ajay as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board recommends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Ajay Sharma, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and revised Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed as below:

The requisite details of Mr. Ajay Sharma, as required under Regulation 36(3) of the SEBI Listing Regulations and the applicable provisions of Secretarial Standard–2 on General Meetings, are provided below:

Name of the Director	Mr. Ajay Sharma
DIN	03344008
Date of Birth	02-05-1973
Age	53
Date of first appointment on the Board	September 01, 2021
Qualifications	Mr. Ajay Sharma is a Commerce Graduate from University of Delhi
Profile, Experience and Expertise in specific functional areas	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.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Mr. Ajay Sharma possesses extensive experience and expertise in trading and retail business, marketing, administration, real estate and financial services. The NRC and the Board are of the opinion that his skills, expertise, experience and competencies are relevant and valuable for the effective functioning of the Board and meet the requirements identified for the role of an Independent Director.
Terms and conditions of re-appointment	Re-appointment as an Independent Director for a second term of five (5) consecutive years commencing from September 01, 2026 and ending on August 31, 2031 (both days inclusive), not liable to retire by rotation.
Details of remuneration last drawn (FY 2025-26)	Sitting Fees: Nil Commission: Nil
Details of remuneration sought to be paid	Sitting Fees and Commission, if any, as may be determined/approved by the Board of Directors from time to time, subject to the applicable provisions of the Act and the SEBI Listing Regulations.
Directorships in other Listed Companies (excluding foreign companies)	MPS Pharmaa Limited
Membership/ Chairpersonship of Committees in other Listed companies (excluding foreign companies)	**MPS Pharmaa Limited** Audit Committee – Member Nomination & Remuneration Committee - Chairman

Listed entities from which the Director has resigned from directorship in last three (3) years	Interworld Digital Limited (with effect from September 30, 2024)
No. of Board Meetings attended during FY 2025-26	Attended all 8 Board Meetings held during FY 2025-26
Inter-se relationship with other Directors and Key Managerial Personnel	None
No. of shares held:	10 Equity Shares

ITEM NO. 4

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

B.P. Capital Limited ("the Company") was registered with the Reserve Bank of India ("RBI") as a Non-Banking Financial Company ("NBFC") and was granted Certificate of Registration ("CoR") No. 14.00145 dated March 30, 1998. Subsequently, the Company made an application to the RBI for voluntary surrender of its CoR with a view to discontinuing its NBFC activities. Pursuant to the said application, the RBI, vide its Order dated October 06, 2016, cancelled the CoR granted to the Company in terms of sub-section (6) of Section 45-IA of the Reserve Bank of India Act, 1934.

Following the cancellation of the CoR, the Company ceased to undertake activities requiring registration as an NBFC. Since then, the Company has had limited business operations and revenue generation. In view of the prevailing market conditions, evolving business opportunities and the need to establish sustainable avenues for future growth, the Board of Directors considered it appropriate to undertake a comprehensive review of the Company's existing business activities and future business strategy.

Pursuant to the aforesaid review, the Board of Directors is of the considered view that **commencement of a new line of business relating to computer hardware and computer software, consumer electronics, mobile phones, electronics and allied products** present an opportunity for the Company to establish a new business vertical, expand its business operations, broaden its revenue base and capitalise on the growth potential and emerging opportunities in the said sector. The proposed new line of business is also expected to facilitate the Company in pursuing viable business opportunities and creating sustainable long-term value for its shareholders and other stakeholders.

In furtherance of the aforesaid objective, the Company proposes to alter and amend the relevant Object Clause(s) of its Memorandum of Association ("MOA") so as to expressly authorise and enable the Company to undertake, commence, carry on and develop business activities relating to **computer hardware and computer software, consumer electronics, mobile phones, electronics and allied products**, subject to and in accordance with applicable laws.

The proposed alteration of the Object Clause(s) is intended to align the MOA of the Company with its proposed business strategy and provide the Company with the requisite flexibility and authority to commence and carry on the proposed new line of business. The proposed alteration shall be subject to the approval of the members of the Company and such other statutory, regulatory or other approvals, consents and permissions as may be required under applicable laws.

The Company proposes to undertake business activities relating to the trading, distribution, sourcing, procurement, marketing, import, export, warehousing, logistics, supply chain management, retail, wholesale, e-commerce and other allied commercial activities in respect of computer hardware and computer software, consumer electronics, mobile phones, electronic devices and appliances, communication devices, digital products, accessories, spare parts, components, peripherals and other allied products.

In order to enable the Company to commence and carry on the aforesaid business activities, it is necessary to alter the existing Object Clause of the Memorandum of Association of the Company. Accordingly, pursuant to the provisions of Sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members is sought for substitution of the existing Clause III(A) (the Main objects to be pursued by the company on its incorporations) and Clause III(B) (the objects incidental or ancillary to the attainment of the main objects stated in clause (a)) of the Memorandum of Association in their entirety with the following revised clauses:

"III.

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-

1. *To carry on the business of designing, developing, manufacturing, assembling, importing, exporting, buying, selling, trading, supplying, distributing and dealing in computers, computer systems, computer hardware, computer peripherals, servers, data storage devices, networking equipment, IT infrastructure products, embedded systems, semiconductors, chips, circuit boards, electronic components and spare parts and accessories thereof.*

2. *To carry on the business of designing, developing, creating, licensing, importing, exporting, marketing, distributing, selling and dealing in computer software, software applications, mobile applications, operating systems, firmware, enterprise software solutions, cloud-based software, SaaS products, cybersecurity software, artificial intelligence and machine learning software, and to provide software development, software support, maintenance, customization, consultancy, testing and allied IT-enabled services.*

3. *To engage in the business of manufacturing, assembling, designing, developing, processing, importing, exporting, buying, selling, trading, supplying, distributing and dealing in mobile phones, smartphones, feature phones, handsets, wireless communication devices, telephony equipment and all other communication products and devices operating on any platform, technology or operating system, together with related software, firmware and applications.*

4. *To undertake the business of manufacturing, assembling, designing, developing, processing, importing, exporting, buying, selling, trading, supplying and distributing consumer electronics, consumer durable goods, electrical and electronic appliances, gadgets, smart devices and equipment of every kind and description, including but not limited to tablets, smartwatches, wearable devices, fitness trackers, smart home products, Internet of Things (IoT) devices, drones, cameras, gaming consoles, virtual reality (VR) and augmented reality (AR) devices, televisions, refrigerators, air conditioners, washing machines, microwave ovens, kitchen appliances, water purifiers, air purifiers, and all other electronic, digital, electrical, consumer durable, smart and allied products, equipment, systems, accessories and components.*

5. *To establish, operate and conduct the business of manufacturing, assembling, importing, exporting, buying, selling, trading, supplying, distributing and dealing in mobile accessories, electronic accessories, computer accessories, audio-visual equipment, display systems, media devices, home entertainment products, chargers, power banks, cables, headphones, speakers and all other accessories, components, attachments, ancillary products and allied goods; and to act as manufacturers, assemblers, importers, exporters, traders, wholesalers, retailers, distributors, stockists, dealers, agents, commission agents and franchisees in relation thereto.*

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE (A) ARE:-

1. *To establish, set up, operate and manage service centres, repair and maintenance facilities, after-sales service centres, and technical support centres for mobile phones, electronic gadgets, computers, consumer electronics, and all other products dealt with by the Company, and to provide warranty services, extended warranty programmes, and technical assistance to customers and channel partners.*
2. *To establish, maintain and operate online portals, e-commerce platforms, mobile applications, digital marketplaces, websites and other digital channels for the purpose of sale, distribution, marketing, and promotion of the Company's products, and to engage in electronic commerce and digital retail in relation to all products dealt with by the Company.*
3. *To act as authorised distributors, authorised dealers, authorised service centres, agents, sub-dealers, franchisees or resellers of mobile phone manufacturers, consumer electronics brands, and technology companies, both Indian and foreign, and to enter into distribution agreements, dealership agreements, franchise agreements, authorised service agreements, and other commercial arrangements for the purpose of carrying out the main objects of the Company.*
4. *To establish, operate and manage warehouses, distribution centres, fulfilment centres, logistics hubs, retail showrooms, experience centres, and storage facilities, and to provide logistics, transportation, last-mile delivery, and supply chain management services ancillary to the main objects of the Company.*

5. *To carry on the business of import and export of all products dealt with by the Company in compliance with the Foreign Trade Policy of India, the regulations of the Directorate General of Foreign Trade (DGFT), applicable customs laws, and all other laws and regulations governing international trade, and to obtain all necessary import-export licences, registrations and approvals.*
6. *To provide installation, commissioning, configuration, software loading, testing, calibration and technical services in respect of all products dealt with by the Company.*
7. *To enter into joint ventures, collaborations, tie-ups, strategic partnerships, memoranda of understanding (MOUs), and business arrangements with manufacturers, original equipment manufacturers (OEMs), brands, technology companies, wholesalers, retailers and other entities in India and abroad for the purpose of carrying out the main objects of the Company.*
8. *To provide consumer financing facilitation, equated monthly instalment (EMI) schemes, and to tie up with banks, non-banking financial companies (NBFCs), and other financial institutions to offer purchase financing options to customers, in compliance with applicable laws and regulations.*
9. *To enter into agreement and contracts, with Indian or Foreign individuals, companies and other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.*
10. *To enter into partnership or into any agreement for sharing of profit union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on, engaged in or about to carry on or engage in any business or transaction, which this company is authorised to carry on or engage in and to guarantee the contracts or otherwise assist any person firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, reissue with or without guarantee or otherwise deal with such shares and securities.*
11. *To establish and maintain any agencies in India or any part of the world for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale.*
12. *To advertise and adopt means of making known the business activities of the any articles or goods traded or dealt in by the company or any way as may including posting of bills in relation thereto and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions, demonstrations and the giving of prizes, rewards and donations.*
13. *To apply for purchase or otherwise acquire and protect, prolong, trade and renew trademarks, names, designs, secret processes, patent right, brevets and protections of invention, licences, and concessions which may appear likely to be advantageous or useful to the company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire or develop.*
14. *To enter into any agreement with any government or state authority municipal local or otherwise that may seem conducive to the company's object or any of them and to obtain from any such government or state authority, any rights, privileges and concessions grants which may seem conducive to the company's object or any of them.*
15. *To purchase or otherwise acquire and undertake the whole or any part of the Business, property, rights and liabilities of any person firm or company carrying on any business which this company is authorized to carry on and to purchase acquire apply for hold sell and deal in shares stock debenture stock of any such person firm or company and to conduct or make carry into effect any arrangement in regard to the winding up of the business of any such person, firm or Company.*
16. *To buy obtain or lease or otherwise acquire lands, buildings and other immovable properties necessary for carrying on the main objects and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the properties and assets of the Company on such terms and conditions as the Company may think fit.*
17. *Subject to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, to amalgamate, merge or enter into any arrangement with any other company or body corporate, whether in India or abroad, and to enter into partnership or any arrangement for sharing of profits, union of interests, cooperation, joint venture or reciprocal concession.*
18. *Subject to the provisions of the Companies Act, 2013, to incur or pay out of the funds of the company to the promotors and others if any, all the cost, charges and expenses with respect to the promotion, formation, registration and establishment of the Company and all other expenses including interest on the funds invested by them at such rates as the directors may deem fit and reimbursement of deposit, advances for purchases, expenses, for negotiation, formation and incorporation of and business commencement by the company.*

19. *To take over, approve, adopt or ratify all steps taken and commitments made by the for the proposed business of the company prior to its incorporation and business commencement.*
20. *To remunerate or make donations (by cash or in kind or by the allotment of fully or partly paid up shares or by calls or option on shares, debentures, debenture stock, securities of this or any other company or in any other manner) whether out of the Company's capital profits or otherwise to person or firm or company for services rendered or to be rendered in introducing any property or business to the Company or for any other reason which the Company think proper.*
21. *To draw make, issue, accept and to endorse, discount hundies, and negotiate promissory notes, bills of exchange, bills of lading, letters of credit, delivery order, warrants, warehouse keeper's certificates and other negotiable, commercial and mercantile instruments connected with the business of the Company.*
22. *To open accounts with any individual, firm or company or with any bank or banks and to pay into and withdraw monies from such account or accounts.*
23. *To lend or deposit monies belonging to or entrusted to or placed at the disposal of the Company to such person or company and in particular to customers and others having dealing with the company with or without security upon such terms as may be thought proper and guarantee the performance of contracts of such person or company but not to do the business of banking as defined in the Banking Regulations Act, 1949.*
24. *To make advances upon or for the purchase of materials, goods, machinery stores and other articles or services required for the purpose of the Company.*
25. *Subject to the provisions of the Companies Act, 2013, to borrow or raise money with or without security or to receive money on deposit on interest or otherwise in such manner as the company may think fit and in particular by the issue of preference shares or stock of any kind or description, debentures or debenture stock perpetual or otherwise including debentures or debenture stock convertible into shares of this or any other company and to offer as security for any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue of the Company present or future including its uncalled capital and to purchase, redeem or pay off such securities. The acceptance of deposits, if any, by the company, shall be subject to the provision of the Companies Act, 2013 and the rules framed thereunder.*
26. *To sell mortgage, assign or lease and in any other manner deal with or dispose of the undertaking or properties including pattern Trade Marks of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other Company having object altogether or in part similar to those of this Company.*
27. *To improve, manage, work, develop, alter, exchange, mortgage, lease, turn to account, abandon or otherwise deal with all or any part of the property's rights and concessions of the Company.*
28. *To provide for the welfare of the employees or ex-employees of the company or their wives, widows, families or dependents or relatives of such persons by building or contributing to the building of houses, dwelling or grant of money, pensions, gratuity, bonus payment towards insurances or other payment, or by creating from time to time, subscribing or contributing to adding or supporting provident funds or conveniences and by providing or subscribing or contributing towards places of instruction or recreation, hospitals and dispensaries, medical and other assistance as the Company shall think fit.*
29. *Subject to the provisions of the Companies Act, 2013, to assist subscribe or contribute or otherwise or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or any public general or useful objects.*
30. *To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.*
31. *To distribute any of the properties of the company amongst the members in specie or kind consequent upon the winding up of the Company.*
32. *To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company and to place or guarantee the placing of, under-write, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.*
33. *To experiment and incur expenses, necessary for the purpose of improving on the present method and process of working the several business which the company is authorized to carry on and to carry on research for improving, developing or effecting economy and greater efficiency in the process of production, manufacture and working of or trading or dealing in the various substances, materials and articles and things or with any of the business for which the Company is established.*

34. *To open offices in India and abroad for the purpose of securing the business, for procuring raw materials, machineries, plant and for pushing sales of the Company's product and appoint agents or agencies, branches or other offices for advertising, selling, exhibiting, keeping or disposing of goods and other merchandise in connection with the objects of the Company or any one of them.*
35. *As permissible under the Companies Act, to distribute in specie or otherwise as may be resolved any property or assets of the Company or any proceeds of sales or disposal of any property or assets of the company including the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liability of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.*
36. *To give any officers, servants or employees of the Company, any share of interest in the profit of the company's business or any branch thereof, whether carried on by means or through the agency of any subsidiary Company or not and for the purpose to enter into any arrangements the Company may think fit.*
37. *To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects.*
38. *To acquire from any Government, Central, State, Local or Foreign or Public body or Persons or authority or from any private individual any concession, grants, decrees, rights, powers, and privileges whatsoever which may seem to the company conducive or which the Company may think directly or indirectly conducive to carry of its objects or capable of being carried on in connection with its business and to work, develop, carryout, exercise and turn to account the same.*
39. *To grant pecuniary or other aid or free scholarship in full or in part with or without boarding and lodging to any student or students or others selected by Directors for studying or receiving training in the manufacturers or otherwise of the products specified above and kindred subject in India or in foreign countries with or without consideration of acquiring for the Company his or their services after the completion of such course or courses of the training.*
40. *To enter into agreement with any person or concerns in India or abroad for the purpose of importing any materials or machineries for carrying on any of the objects of the company or for technical know-how.*
41. *To support and subscribe or contribute to any funds of any party, trade commerce or industry provided that such contribution is likely to be, in the opinion of the Company, in the interest of the Company, but not for political purposes.*
42. *To create any depreciation fund, reserve fund, sinking fund, insurance fund or special or other funds whether for depreciation or for repairing, improving, extending or maintaining of the property of the company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.*
43. *To do all such other acts, deeds, matters and things as are incidental or conducive to the attainment of the above objects or any of them, and which are not inconsistent with the provisions of the Companies Act, 2013 or any other applicable law for the time being in force.”*

    The proposed alteration of the Memorandum of Association will enable the Company to align its constitutional documents with its proposed business operations and provide the necessary legal framework for carrying on its new line of business.

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 Annual 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. 4 except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set out in Item No. 4 for approval by the members as a Special Resolution.

ITEM NO. 5

ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013

The Company had adopted a new set of Articles of Association (“AOA”) in accordance with the provisions of the Companies Act, 2013 (“the Act”) at the Extra-Ordinary General Meeting held on May 25, 2026. However, certain provisions of the existing AOA require further alignment and modification to ensure consistency with the applicable provisions of the Act, the rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”).

Accordingly, it is proposed to further alter the Articles of Association of the Company by incorporating appropriate provisions applicable to a listed company under the SEBI LODR Regulations and by making such additions, alterations, modifications and/or deletions as may be necessary to bring the AOA in conformity with the applicable statutory and regulatory requirements.

The proposed amendments to the Articles of Association, inter alia, comprise the following key additions, alterations, modifications and/or deletions:

1. **Modification of Clause 1**

Clause 1 is proposed to be modified by adding the following provision:

"Subject to the provisions of the Companies Act, 2013 and the rules made thereunder, the Company shall have the power to issue equity shares with voting rights and/or with differential rights as to dividend, voting or otherwise, and preference shares, on such terms and conditions as may be permitted under applicable law."

2. **Insertion of Clauses 8A, 8B and 8C**

The following clauses are proposed to be inserted after Clause 8:

Clause 8A

"a) Subject to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the rules, regulations, circulars and guidelines framed thereunder, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, as amended from time to time, and subject to the Memorandum and Articles of Association of the Company, the Board of Directors shall have the power to issue, offer, allot, create, grant, convert or otherwise deal in Equity Shares, Preference Shares, Convertible Securities, Warrants, Debentures, Bonds, Depository Receipts, Employee Stock Options, Stock Appreciation Rights or any other Securities, whether fully paid-up or partly paid-up, in one or more tranches, and on such terms and conditions as may be determined by the Board.

b) Where at any time the Company proposes to increase its subscribed share capital by the issue of further Equity Shares, such shares may be offered:

(i) to the existing equity shareholders of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital held by them, by way of a rights issue in accordance with Section 62(1)(a) of the Act and applicable laws;

(ii) to employees of the Company or of its holding company or subsidiary company under any Employees' Stock Option Scheme or any other employee benefit scheme approved in accordance with Section 62(1)(b) of the Act, the applicable rules and the regulations prescribed by SEBI;

(iii) to any persons, whether or not such persons include existing shareholders or employees, by way of preferential issue, private placement, qualified institutions placement, institutional placement programme, rights issue, bonus issue, further public offer, follow-on public offer, foreign issue, issue of depository receipts, issue of convertible securities, warrants or any other permissible mode of issue, whether for cash or for consideration other than cash, in accordance with Section 62(1)(c) and other applicable provisions of the Act and the regulations prescribed by SEBI and other regulatory authorities.

c) The Board shall be entitled to determine the terms and conditions of any issue or allotment of securities, including but not limited to the issue price, premium, discount (where permitted by law), conversion ratio, tenure, redemption terms, manner of allotment, class of investors, record date, rights attached thereto and all incidental and ancillary matters.

d) Any notice, letter of offer or other communication relating to an issue of securities may be dispatched or transmitted through registered post, speed post, courier, electronic mode or any other mode permitted under applicable law.

e) Nothing contained in this Article shall apply to an increase in the subscribed share capital of the Company caused by the exercise of an option attached to any debentures, bonds, loans or other instruments issued or raised by the Company for conversion thereof into shares or other securities of the Company, provided that the terms of such issue or borrowing containing such option have been approved in the manner prescribed under applicable law.

f) The Board may exercise all such powers and do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to any issue, offer, allotment, conversion, transfer, listing or admission to trading of securities and for complying with the requirements of stock exchanges, SEBI, the Registrar of Companies and any other statutory or regulatory authority.

g) The provisions of this Article shall be subject to the Companies Act, 2013, the rules made thereunder, the SEBI Regulations, the Securities Contracts (Regulation) Act, 1956, and any statutory modification, amendment or re-enactment thereof for the time being in force."

Clause 8B

"The Company can issue shares on private placement basis either at par value or at a premium rate."

SHARE CERTIFICATES AND DEPOSITORY SYSTEM

Clause 8C

a) *The Company shall issue, renew, split, consolidate, replace and endorse share certificates in accordance with the provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws.*

b) *Where any share certificate is surrendered for subdivision, consolidation, renewal or replacement, or where any certificate is defaced, mutilated, torn, worn out or where the space provided for recording transfers has been fully utilised, the Board may cancel the existing certificate and issue a new certificate in lieu thereof on such terms as may be prescribed under applicable law.*

c) *In the case of any share certificate being lost, stolen or destroyed, the Board may issue a duplicate certificate/ confirmation letter upon such evidence, indemnity and payment of fees and expenses as may be required under applicable law. The Company may recover from the applicant all expenses incurred in connection with the issue of a duplicate or replacement certificate to the extent permitted under applicable law.*

d) *Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to issue, hold and transfer securities in demat/electronic form in accordance with the provisions of the Depositories Act, 1996, the Companies Act, 2013 and the applicable rules and regulations.*

e) *The Register and Index of Beneficial Owners maintained by a Depository shall be deemed to be the Register and Index of Members in respect of securities held in dematerialised form.*

f) *The Depository shall be deemed to be the registered owner of securities held in dematerialised form for the limited purpose of effecting transfer of ownership. The beneficial owner shall be entitled to all rights, benefits and liabilities in respect of such securities, including voting rights, dividends and other corporate benefits.*

g) *The transfer and transmission of securities held in dematerialised form shall be governed by the provisions of the Depositories Act, 1996 and the rules and regulations made thereunder.*

h) *The Company shall be entitled to treat the person whose name appears in the Register of Members or in the records of a Depository as the absolute owner of the securities and shall not be bound to recognise any trust or equitable interest therein except as required by law.*

i) *The provisions of the Companies Act, 2013, the Depositories Act, 1996 and other applicable laws shall prevail over anything inconsistent contained in these Articles.*

3. Insertion of Clauses 66A and 66B

The following clauses are proposed to be inserted after Clause 66:

MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S)

Clause 66A

(i) Subject to the provisions of the Act, the Board shall have power to appoint from time to time any of its members as Managing Director or Managing Directors and/or Whole Time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions, including liability to retire by rotation, as the Board thinks fit, and the Board may by resolution vest in such Managing Director or Managing Directors/Whole Time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.

(ii) The Directors may whenever they appoint more than one Managing Director, designate one or more of them as "Joint Managing Director" or "Joint Managing Directors" or "Deputy Managing Directors" as the case may be.

(iii) Subject to the provisions of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in the General Meeting and of the Central Government, if required.

BORROWING POWER OF BOARD

Clause 66B

(a) Subject to section 73, 179 and 180(1)(c) of the Companies Act, 2013 and Regulations made there under and/or Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf

of the Company from the member or other persons, companies or banks or they may themselves advance money to the company on such interest as may be approved by the Directors.

(b) The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.

4. Deletion of Clause 79

Clause 79 of the existing Articles of Association is proposed to be deleted.

5. Insertion of Clause 92A

The following clause is proposed to be inserted:

GENERAL POWERS

Clause 92A

"Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is authorized by its Articles, then in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided."

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 Annual 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. 5 except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set out in Item No. 5 for approval by the members as a Special Resolution

ITEM NO. 6

APPROVAL OF BORROWINGS POWERS OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013:

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the members by way of a Special Resolution, borrow monies where the amount to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Considering the Company's present and future business requirements, expansion plans, working capital needs and other funding requirements, the Company may be required to raise additional financial resources from time to time. Accordingly, the Company may avail financial assistance from banks, financial institutions, institutional investors, bodies corporate, other lending entities and/or any other persons, whether in India or abroad, through various modes including loans, cash credit facilities, overdrafts, advances, bill discounting, issue of debentures, commercial papers, syndicated loans or any other debt instruments, denominated in Indian Rupees and/or foreign currencies as may be permitted under applicable laws.

In order to provide adequate financial flexibility to the Company and enable the Board of Directors to mobilize funds whenever required for the Company's business activities, it is proposed to authorize the Board to borrow monies from time to time, notwithstanding that the aggregate amount of such borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings at any point of time shall not exceed INR 300,00,00,000/- (Indian Rupees Three Hundred Crore Only).

The approval sought under this resolution shall supersede all earlier approvals granted by the members in respect of borrowing powers under Section 180(1)(c) of the Companies Act, 2013, to the extent applicable.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the resolution set out in Item No. 6 for approval by the members as a Special Resolution.

ITEM NO. 7

APPROVAL FOR MAKING INVESTMENTS/ EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES INCONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE UNDER SECTION 186 OF THE COMPANIES ACT,2013:

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act"), a company is permitted to make loans, provide guarantees, furnish securities and make investments in excess of the prescribed limits specified under the said section only with the prior approval of the members by way of a Special Resolution.

As part of its business strategy and financial management objectives, the Company may, from time to time, identify suitable opportunities for making strategic investments, granting inter-corporate loans, providing guarantees or securities to body corporates and other entities for business purposes. Such transactions may be undertaken to support business expansion, strategic alliances, acquisitions, investment opportunities, treasury management activities and other commercial objectives that are considered beneficial to the Company.

In order to enable the Company to promptly capitalize on such opportunities and to provide operational flexibility to the Board of Directors to undertake such transactions as and when considered expedient, it is proposed to authorize the Board of Directors to make loans, give guarantees, provide securities and/or make investments in excess of the limits specified under Section 186 of the Act, provided that the aggregate amount of all such loans, guarantees, securities and investments outstanding at any point of time shall not exceed INR 50,00,00,000/- (Indian Rupees Fifty Crore Only).

The approval sought under this resolution shall supersede all earlier approvals granted by the members in respect of making investments/ extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate under section 186 of the Companies Act,2013, to the extent applicable.

Except to the extent of their interest, if any, in the entities to whom loans may be advanced or in connection with whose borrowings, guarantees or securities may be provided pursuant to this authorization, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution set out in Item No. 7 for approval by the members as a Special Resolution.

ITEM NO. 8

APPROVAL OF TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may, subject to the approval of the members by way of a Special Resolution and fulfilment of the prescribed conditions, advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person or body corporate in which any director of the company is interested.

As part of its business strategy and financial management objectives, the Company may, from time to time, identify suitable opportunities for extending financial assistance by way of inter-corporate loans, guarantees and/or securities to entities in which directors of the Company may be interested, directly or indirectly, within the meaning of Section 185 of the Act. Such transactions may be undertaken to support business expansion, strategic alliances, operational requirements, investment opportunities, treasury management activities and other commercial objectives that are considered beneficial to the Company.

In order to enable the Company to promptly capitalize on such opportunities and to provide operational flexibility to the Board of Directors to undertake such transactions as and when considered expedient, it is proposed to authorize the Board of Directors to advance loans, including loans represented by book debts, and/or provide guarantees or securities in connection with loans availed by eligible persons or bodies corporate covered under Section 185 of the Act, provided that the aggregate amount of all such loans, guarantees and securities outstanding at any point of time shall not exceed INR 25,00,00,000/- (Indian Rupees Twenty-Five Crore Only).

All such loans, guarantees and securities shall be provided in compliance with the provisions of Section 185 and other applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws. The borrowing entities shall utilize the funds only for their principal business activities and the transactions shall be undertaken on such terms and conditions as may be determined by the Board from time to time in the best interests of the Company.

The approval sought under this resolution shall supersede all earlier approvals granted by the members in respect of loans, guarantees and securities covered under Section 185 of the Companies Act, 2013, to the extent applicable.

Except to the extent of their interest, if any, in the entities to whom loans may be advanced or in connection with whose borrowings, guarantees or securities may be provided pursuant to this authorization, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution set out in Item No. 8 for approval by the members as a Special Resolution.

ITEM NO. 9

APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION(S)

Pursuant to Section 188 of the Companies Act, 2013 ("Act") and the applicable rules framed thereunder, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, all material related party transactions or related party transactions exceeding the applicable threshold limits and subsequent modifications thereto require prior approval of the Members of a listed entity by way of an Ordinary Resolution.

Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a "Related Party Transaction" to mean a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries, on one hand, and a related party of the listed entity or any of its subsidiaries, on the other hand, regardless of whether a price is charged and irrespective of whether a consideration is involved.

In the ordinary course of its business and in furtherance of its business objectives, the Company may enter into transactions with its related parties, including Directors, Key Managerial Personnel ("KMP"), group entities and other related parties, from time to time. Such transactions may include, inter alia, borrowing of money, whether secured or unsecured, from and/or lending of money to related parties, provision or receipt of services, transfer of resources, payment of remuneration to Directors/KMP and such other transactions as may be permissible under applicable laws.

To facilitate the business requirements of the Company and ensure operational and financial flexibility, the Company proposes to enter into and/or continue with existing related party transaction(s) and/or undertake new related party transaction(s) with its related parties, including Directors, KMP and other related parties, whether individually or through a series of transactions, for an aggregate value not exceeding **INR 25,00,00,000/- (Indian Rupees Twenty-Five Crore Only)** during the period commencing from the date of this Annual General Meeting ("AGM") and continuing up to the conclusion of the next AGM of the Company.

The proposed transactions may be undertaken on such terms and conditions as may be determined by the Board of Directors of the Company, including tenure, interest rate, security, repayment terms and other commercial terms, as may be appropriate and in the best interests of the Company, subject to the applicable provisions of the Act, the SEBI Listing Regulations and other applicable laws.

The Audit Committee has reviewed the proposed related party transaction(s) and has recommended the same to the Board of Directors for approval, subject to the approval of the Members, wherever applicable. The Board of Directors is of the opinion that the proposed transactions are commercially beneficial and are in the best interests of the Company. The transactions shall, to the extent applicable, be undertaken in the ordinary course of business and on an arm's length basis and in compliance with the applicable provisions of the Act, the SEBI Listing Regulations and other applicable laws.

Accordingly, approval of the Members is sought pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions of the SEBI Listing Regulations for undertaking and/or continuing the proposed related party transaction(s) up to an aggregate amount of **INR 25,00,00,000/- (Indian Rupees Twenty-Five Crore Only)** during the period commencing from the date of this AGM and up to the conclusion of the next AGM.

Manner of determining the pricing and other commercial terms, both included as part of the contract and not considered as part of the contract: The pricing and other commercial terms of the proposed transactions shall be determined having regard to the nature of the respective transaction(s), prevailing market conditions, business requirements and other relevant factors. The transactions shall, to the extent applicable, be undertaken on an arm's length basis and on such commercial terms as may be considered appropriate by the Board or Committee.

The Members are further informed that pursuant to the applicable provisions of the SEBI Listing Regulations, Members who are related parties to the Company shall not vote to approve the resolution set out at Item No. 9, irrespective of whether the Member is a related party to the particular transaction or not.

The Board of Directors, based on the recommendation of the Audit Committee, recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval of the Members.

Except to the extent of their shareholding and/or interest in the respective related party entities and transactions, none of the Directors, Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the said resolution.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions with the Director, KMP, Omkam Global Capital Private Limited and Omkam Developers Limited are as follows:

S. No.	Particulars	1	2	3	4
1	**Designation / Name of Related Parties**	Omkam Global Capital Private Limited	Omkam Developers Limited	Managing Director	Key Managerial Person ("KMP")
2	**Name of the Director or KMP who is related**	Mr. Peeyush Kumar Aggarwal	Mr. Peeyush Kumar Aggarwal	Mr. Peeyush Kumar Aggarwal	Company Secretary and Compliance Officer and Chief Financial Officer
3	**Nature of Relationship**	Mr. Peeyush Kumar Aggarwal, Managing Director of the Company, is also a Director in Omkam Global Capital Private Limited.	Mr. Peeyush Kumar Aggarwal, Managing Director of the Company, is also a Director in Omkam Developers Limited.	Managing Director of the Company	KMP of the Company
4	**Type of Transaction**	Borrowings by our Listed Company	Borrowings by our Listed Company	Borrowings by our Listed Company	Remuneration by our Listed Company
5	**Monetary Value**	Upto Rs. 10,00,00,000/-	Upto Rs. 5,00,00,000/-	Upto Rs. 9,50,00,000/-	Upto Rs. 50,00,000/-
6	**Justification as to why the RPTs are in the interest of the Company**	The Related Party Transactions undertaken/proposed by the Company are essential for meeting its strategic, operational and financial requirements. The unsecured loans provide the Company with necessary funds for its business and working capital requirements, while remuneration is paid for services rendered to the Company.			
7	**Material terms and particulars of the Contracts/ arrangements**	Unsecured loans to be received by the Company and repayable on demand. The terms of such transactions shall be determined based on the business and financial requirements of the Company from time to time. The transactions shall be undertaken in the ordinary course of	Unsecured loans to be received by the Company and repayable on demand. The terms shall be determined based on the business and financial requirements of the Company from time to time. The transaction shall be undertaken in the ordinary course of	Unsecured loans to be received by the Company and repayable on demand, as may be mutually agreed and approved by the Board.	Remuneration for services rendered as per the terms of appointment and applicable approvals. The remuneration may be revised from time to time based on increment/promotion and applicable approvals.

		business and on an arm's length basis.	business and on an arm's length basis.		
8	**Any advance paid or received for the contracts/ arrangements**	No advance. The unsecured loans shall be received as and when required by the Company.	No advance. The unsecured loans shall be received as and when required by the Company.	No advance. The unsecured loans shall be received as and when required by the Company.	As per the terms of employment/appointment.
9	**Tenure of Contracts/ Arrangement**	From the date of this ensuing AGM till the conclusion of the next AGM.	From the date of this ensuing AGM till the conclusion of the next AGM.	From the date of this ensuing AGM till the conclusion of the next AGM.	From the date of this ensuing AGM till the conclusion of the next AGM.

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

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

Date: 29th August, 2026
Place: Haryana