

B. P. Capital Limited
CIN: L74899HR1994PLC072042
Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana - 124507
Phone: 01276-222501, 02Fax: 01276-222501
Email: bpcapitallimited@gmail.com, Website: www.bpcapital.in

Notice

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF B. P. CAPITAL LIMITED WILL BE HELD ON WEDNESDAY, THE 29TH DAY OF SEPTEMBER, 2021, AT PLOT NO. 345, HSIIDC, FOOTWEAR PARK, SECTOR-17, BAHADURGARH, JHAJJAR, HARYANA-124507 AT 09:00 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, 2021 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, 2021 and the Reports of the Board of Directors and Auditors thereon.

Special Business:

2. **Appointment of Mr. Amit Kumar (DIN: 02546958) as a Director of the company**

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

“RESOLVED THAT Mr. Amit Kumar (holding DIN: 02546958) who was appointed as an Additional Director of the Company w.e.f. 01/09/2021 in terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made there under and whose term of office expires at the forthcoming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of director by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

3. **Appointment of Mr. Sujay Narayan Jha (DIN: 02898548) as a Director of the company**

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

“RESOLVED THAT Mr. Sujay Narayan Jha (holding DIN: 02898548) who was appointed as an Additional Director of the Company w.e.f. 01/09/2021 in terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made there under and whose term of office expires at the forthcoming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of director by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. **Appointment of Mr. Sujay Narayan Jha (DIN: 02898548) as Managing 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 subject to such consents and permissions, as may be necessary, approval of the shareholders of the Company be and is hereby accorded in terms of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, including any statutory modification or re-enactment thereof and SEBI (LODR) Regulations, 2015, Mr. Sujay Narayan Jha (holding DIN: 02898548) be and is hereby appointed as the Managing Director of the company for a term of five consecutive years commencing from the date of this Annual General Meeting (i.e. Twenty Eighth Annual General Meeting) up to the date of the Thirty Third (33rd) Annual General Meeting of the Company to be held in the financial year 2026 on the terms and conditions as set out hereunder:-

Terms & Conditions of Appointment:

- i) **Tenure:** For a term of five consecutive years commencing from the date of this Annual General Meeting (i.e. Twenty Eighth Annual General Meeting) up to the date of the Thirty Third (33rd) Annual General Meeting of the Company to be held in the financial year 2026. His period of office shall be liable to determination by retire of directors by rotation
- ii) **Remuneration:** At present NIL for his tenure of Five years.
However, the Board or any Committee thereof in its absolute discretion may from time to time will review the salary that may be payable to Mr. Sujay Narayan Jha subject to the provisions of Section 196 and 197 and Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder.
- iii) **Functions:** Mr. Sujay Narayan Jha shall discharge such duties and functions as may be assigned to him by the Board of Directors from time to time.
- iv) **Sitting Fees:** No sitting fees shall be paid to Mr. Sujay Narayan Jha at present to attend the Board Meetings/Committee Meetings of the Directors.
- v) **Termination:** The appointment of Mr. Sujay Narayan Jha as Managing Director may be terminated by either party by giving to the other one month notice in writing.

RESOLVED FURTHER THAT if in future the Company decides to pay remuneration to Mr. Amit Kumar, as Managing Director, the Company shall obtain a fresh approval from the shareholders of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company, be and are hereby severally authorized to file the necessary forms with the office of the Ministry of Corporate Affairs, Delhi and are further authorized to complete the other necessary formalities as are required to give effect to above resolutions.”

5. 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 an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ajay Sharma (DIN: 03344008), who was appointed as an Additional Director, categorised as an Independent Director of the Company, by the Board of Directors of the Company with effect from 01st September, 2021 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from the date of this Annual General Meeting (i.e. Twenty Eighth Annual General Meeting) up to the date of the Thirty Third (33rd) Annual General Meeting of the Company to be held in the financial year 2026.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Approval for 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 provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (including any amendment, modification or re-enactment thereof), and subject to such other approvals from such Authorities as may be required in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties or appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties:

Sr. No	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from April 01, 2021 (Rs. in lacs)
1.	Symbolic Inframart Private Limited	Promoter of the Company	100.00*

* Expected maximum annual value of transactions per related party over the year

“**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents, forms and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

7. Shifting of Registered Office 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 Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (including any amendment, modification or re-enactment thereof), and subject to such other approvals from such Authorities as may be required in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for shifting the Registered Office of the Company from **Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana-124507 to 138, Roz- Ka - Meo Industrial Area, Sohna, Distt. Mewat, Haryana-122 103**, within the State of Haryana.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents, forms and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

8. Issuance of 30,00,000 Fully Convertible Warrants on Preferential Basis

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 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock

exchange(s) where the shares of the Company are listed {"Stock Exchange(s)"}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **up to 30,00,000 (Thirty Lakhs) Fully Convertible Warrants ("Warrants"), at an issue price of Rs. 10/- per warrant, determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, aggregating to Rs.3,00,00,000/- (Rupees Three Crores Only)**, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- each, for cash and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below-mentioned persons belonging to the non-Promoter category, in the manner as follows:

S. No.	Name of proposed allottee	No. of Warrants
1.	Patliputra International Limited	10,00,000
2.	Neelabh Spinning Mills Private Limited	10,00,000
3.	Dhiru Builders & Promoters Private Limited	10,00,000
	TOTAL	30,00,000

"RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by the Proposed Allottee(s) shall entitle such allottee(s) to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment (the "Warrant Exercise Period").
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) The 'Relevant Date' for the purpose of determining the minimum issue price of the Warrants/Equity Shares arising on conversion of warrants is Monday, August 30, 2021 i.e., being the date, which is 30 days prior to the date of AGM i.e., Wednesday, September 29, 2021;
- d) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI (ICDR) Regulations.
- e) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- f) Warrants shall be issued and allotted by the Company only in dematerialized form.
- g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- h) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the 25% amount paid upfront shall stand forfeited by the Company.
- i) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants."

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Directors/Key Managerial Personnel of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity, Warrants, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

**For and on Behalf of the Board of
B. P. Capital Limited
Sd/-
Ramesh Kumar Gupta
Chairman
DIN: 00047724**

**Date: 01st September, 2021
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 Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021 (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 addresses 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. **The AGM will be held at the said venue by strictly adhering to the Social Distancing Norms and Other Safety Protocols including face masks, hand sanitization etc. as per the latest guidelines / advisories /SOP issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.**

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 22nd September, 2021 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 28th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut off date, i.e., 22nd September, 2021 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 28th AGM on 29th September, 2021.

The e-voting period will commence at 09.00 A.M. on 26th September, 2021 and will end at 05.00 P.M. on 28th September, 2021. The Company has appointed Mr. Kundan Agrawal (Membership No. FCS –7631 & CP No. 8325) Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

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

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

**Date: 01st September, 2021
Place: Haryana**

**Sd/-
Ramesh Kumar Gupta
Chairman
DIN: 00047724**

VOTING THROUGH ELECTRONIC MEANS

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

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

The Notice of the AGM of the Company along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evotingindia.com.

The remote e-voting period commences on September 26, 2021 (09:00 A.M.) and ends on September 28, 2021 (5:00 P.M.). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the said date and time. A member may participate in the general meeting even after exercising his right to vote through e – voting but shall not be allowed to vote again in the annual general meeting.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date, i.e., Wednesday, September 22, 2021.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 22nd September, 2021 may obtain the login ID and password by sending a request at bpcapitallimited@gmail.com.

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

- (i) **The e-voting period begins on 26.09.2021 at 09.00 A.M. and ends on 28.09.2021 at 05.00 P.M..** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e., 22.09.2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the said date and time. A member may participate in the general meeting even after exercising his right to vote through e – voting but shall not be allowed to vote again in the annual general meeting.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **cut off date, i.e., 22.09.2021**.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of **22.09.2021** and not casting their vote electronically, may only cast their vote at the 28th Annual General Meeting.
- (iv) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 e-voting 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	<ol style="list-style-type: none"> 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.nsd.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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.

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

Click on the EVSN for the **B. P. CAPITAL LIMITED** on which you choose to vote. **EVSN of the Company is 210902074.**

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at its email id agrawal.kundan@gmail.com or cskundanagrawal@gmail.com 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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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

**For and on Behalf of the Board of
B. P. Capital Limited
Sd/-
Ramesh Kumar Gupta
Chairman
DIN: 00047724**

**Date: 01st September, 2021
Place: Haryana**

ANNEXURE TO THE NOTICE

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

Item No. 2

Mr. Amit Kumar (holding DIN 02546958) was appointed as an Additional Director of the Company by the Board of Directors with effect from 01.09.2021 and in terms of relevant provisions of the Companies Act, 2013 he holds office till the conclusion of this Annual General Meeting. The Company has received a notice under Section 160 of the Act along with deposit of requisite amount proposing his candidature for the office of director liable to retire by rotation.

Mr. Amit Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

His brief profile has been mentioned hereinbelow:

He has more than 27 years of experience in process integration , management system and innovative redesign in the area of waste management. He brought in a huge change of thinking in implementing sophisticated supply chain solutions. He has brought in a 360 degree approach in bringing in the concept of waste processing at source.

Mr. Amit Kumar does not hold directorship and membership of the Committees of the Board of any public limited companies.

Mr. Amit Kumar does not hold any shares of the Company. He does not have any relationship with any of the existing directors and Key Managerial Personnel.

Keeping in view the experience and expertise of Mr. Amit Kumar, the Board considers it desirable that the Company should avail the services of Mr. Amit Kumar and accordingly recommends the Resolution at Item No. 2 as an ordinary Resolution for the approval by members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Amit Kumar is concerned or interested, financially or otherwise in the resolution set out in Item No. 2. The Board of Directors recommends the resolution set out in Item No. 2 for approval by the members as Ordinary Resolution.

Item No. 3 & 4

Mr. Sujay Narayan Jha (holding DIN: 02898548) was appointed as an Additional Director of the Company by the Board of Directors with effect from 01.09.2021 and in terms of relevant provisions of the Companies Act, 2013 and Rules made thereunder, he holds office till the conclusion of this Annual General Meeting. The Company has received a notice under Section 160 of the Act alongwith deposit of requisite amount proposing his candidature for the office of director liable to retire by rotation.

Further, Section 203 of the Companies Act, 2013 mandates that every listed company shall have either the Managing Director or Chief Executive Officer or Manager and in their absence, a whole time director as a whole time key managerial personnel. In order to meet the requirements of Section 203 of the Companies Act, 2013, the Board of Directors of the Company has proposed to appoint Mr. Sujay Narayan Jha as a Managing Director of the Company for a term of five consecutive years commencing from the date of this Annual General Meeting (i.e. Twenty Eighth Annual General Meeting) up to the date of the Thirty Third (33rd) Annual General Meeting of the Company to be held in the financial year 2026. His period of office shall be liable to determination by retire of directors by rotation

Mr. Sujay Narayan Jha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. In view of inadequacy of profits, the Board of Directors has recommended NIL remuneration at present to Mr. Sujay Narayan Jha as specified in the resolution.

His brief profile is mentioned hereinbelow:

He brings in his expertise in Liasioning, Corporate Sales & HR Function. He has worked at CXOs levels for more than 18 years in companies like Mahindra & Mahindra (Mahindra Logistics Ltd) , Xerox Corporation and Tata Teleservices Ltd .

Mr. Sujay Narayan Jha does not hold any equity shares of the Company.

Mr. Sujay Narayan Jha does not have any relationship with any of the existing directors and Key Managerial Personnel.

Mr. Sujay Narayan Jha does not hold directorship and membership of the Committees of the Board of any public limited company.

The Board has recommended the appointment of Mr. Sujay Narayan Jha as a Director of the Company whose term of office is liable to retire by rotation. In the opinion of the Board, Mr. Sujay Narayan Jha fulfils the conditions specified in the Act and the Rules framed there under for his appointment as the Managing Director of the Company. In compliance with the provisions of Section 203 of the Act, the appointment of Mr. Sujay Narayan Jha as Managing Director of the company is now being placed before the members for their approval.

The Board considers it desirable to have the benefit of his advice and guidance and recommends the Resolutions at Item No 3 & 4 for approval of the members as Ordinary & Special Resolution respectively.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sujay Narayan Jha are concerned or interested, financially or otherwise in the resolutions set out in Item No.3 & 4. The Board of Directors

recommends the resolutions set out in Item No. 3 & 4 for approval by the members as an Ordinary Resolution & Special Resolution respectively.

Item No. 5

The Board of Directors of the Company at its meeting held on 01/09/2021 had pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 149, 150, 152 and 161 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 had appointed Mr. Ajay Sharma (DIN:03344008), as an Additional Director, categorised as Independent Director of the Company w.e.f. 01/09/2021 to hold office for a term of Five consecutive years

The Company has received notices in writing under Section 160 of the Companies Act, 2013 alongwith deposit of requisite amount proposing his candidature for the office of Independent Director. Mr. Ajay Sharma has also given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Ajay Sharma fulfils the conditions specified in the Act and the Rules framed thereunder for his appointment as an Independent Director and he is Independent of the management. Copies of the letter of appointment of Mr. Ajay Sharma would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and SEBI (LODR) Regulations, 2015, the appointment of Mr. Ajay Sharma as an Independent Director is now being placed before the members for their approval.

A brief profile of Mr. Ajay Sharma is given below:

Mr. Ajay Sharma (DIN: 03344008) aged about 48 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. His business interests are in the areas of real estate, retail & infrastructure, software & stock broking companies. Mr. Ajay Sharma holds directorship and membership of the Committees of the Board of Directors of the under stated public companies:

S.No.	Name of the Company	Designation	Chairmanship/Membership of the Committees
1	Interworld Digital Limited	Director	Audit Committee- Chairman Nomination and Remuneration Committee- Chairman Stakeholders Relationship Committee- Chairman Risk Management Committee- Chairman
2	E-Visesh.Com Limited	Director	NIL

Mr. Ajay Sharma holds 10 equity shares of the Company.

Mr. Ajay Sharma does not have any relationship with any of the existing directors and Key Managerial Personnel.

The Board considers that his association would be of immense benefit to the Company as he is having a good knowledge of marketing and he provides the ideas for administration and is having expertise in preparing business plans etc. It is desirable to avail services of Mr. Ajay Sharma as an Independent Director of the Company.

Except Mr. Ajay Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 5.

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

Item No. 6

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned hereinbelow with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up capital of Rs. Ten Crores or more, prior approval of shareholders must be obtained for entering into following Related Party Transactions:

1. Sale, purchase or supply of any goods or materials,
2. Selling or otherwise disposing of, or buying, leasing of property of any kind,
3. Availing or rendering of any services,
4. Appointment of any agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties,
5. Appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties.

The proviso to Section 188(1) also states that nothing in Section 188(1) will apply to any transaction entered into by the Company in the ordinary course of business and at arm's length basis. Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions.

For the smooth functioning and meeting day to day expenses of the company, the company, from time to time, needs funds. M/s Symbolic Inframart Private Limited had been infusing and intends to infuse funds and intends to involve in other transactions as are mentioned in Section 188(1) of the Companies Act, 2013 and Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 that may become material in nature as these transactions may exceed 10% of the net worth of the Company or may exceed the other perimeters/criteria's as are mentioned in applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length. Pursuant to the provisions of Section 188(1) of the Companies Act, 2013 and applicable Rules made thereunder and the SEBI (Listing and Disclosure) Regulations, 2015, the following contracts/arrangements/transactions require the approval of the unrelated shareholders of the Company by way of Ordinary resolution:

Sr. No	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from April 01, 2021 (Rs. in lacs)
1	Symbolic Inframart Private Limited	Promoter of the Company	100.00*

* Expected maximum annual value of transactions per related party over the year

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The members are further informed that members of the Company being a related party or having any interest in the resolution as set out in Item No. 6 shall abstain on voting on this resolution whether the entity is a related party to the particular transaction or not.

Except M/s Symbolic Inframart Private Limited, Promoter of the company, no other Director or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in passing of this resolution.

The Board of Directors recommends the resolution set forth in Item No. 6 of Notice for approval of the Member as an Ordinary Resolution.

Item No. 7

Presently, the Company's Registered Office is located at Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana-124507. The Board of Directors of your Company at their meeting held on 01st September, 2021 has decided to shift the Registered Office of the Company from Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana-124507 to 138, Roz- Ka - Meo Industrial Area, Sohna, Distt. Mewat, Haryana -122 103, i.e., within the State of Haryana to carry on the business of the Company more economically and efficiently and with better operational convenience. Further, the Board believes that Sohna and nearby district Manesar is a Hub of Various Big Corporate Houses which in turn will help the company to expand its business.

The management of the company is exploring the possibilities of starting the new business and is putting necessary efforts in this respect so that the operations of the company can be started again as the Company had voluntarily surrendered its NBFC Certificate of Registration with RBI due to its proposed merger with Diamond Footcare Udyog Pvt. Ltd. which was later on withdrawn by the Transferor Company i.e, Diamond Footcare Udyog Private Limited.

The Board of Directors analyzes the number of business opportunities available in the Sohna district. Hence, the Board is of the opinion that it would be convenient to carry on the business activities & administration of the Company more efficiently and smoothly from the Sohna Distt., Haryana. Therefore, the shifting of the Registered Office will help in expansion and growth of the business of the Company.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits of the city, town or village where such office is presently situated but within the same State requires approval of the Members by way of Special Resolution through Postal Ballot. Though Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 requires the Company to pass the resolution through Postal Ballot for shifting of registered office outside the local limits of any city, town or village, however, as per the Ministry of Corporate Affairs Notification dated June 14, 2018, any item of business which is required to be transacted by means of postal ballot, may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108, in the manner provided in that section. As the Company is a listed company and also has more than 1,000 shareholders, therefore, the Company is providing facility to the members to vote electronically at its Annual General Meeting.

Therefore, the Board recommends the Resolution as set out in Item No. 7 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 7 of the Notice.

Item No. 8

The Board of Directors of the Company in its meeting held on 01st September, 2021 has approved the Preferential issue of up to 30,00,000 Fully Convertible Warrants ("Warrants"), at an issue price of Rs. 10/- per warrant, aggregating to Rs. 3,00,00,000/-. The said issue is being made in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations ("SEBI ICDR Regulations"), which requires the Company to seek approval of the members for issuance of warrants on private placement basis. The approval of the members is accordingly being sought by way of a special resolution under Sections 42, 55 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations are set forth below:

- I. Objects of the Issue:**
The funds so infused shall be utilized towards working capital, capital expenditure/ business expansion for existing project, new project including research and development, payment of liabilities and such other purpose as the Board may decide.
- II. Particulars of the issue including the maximum number of specified securities to be issued:**
Preferential issue of upto 30,00,000 Fully Convertible Warrants ("Warrants"), at an issue price of Rs. 10/- per warrant.
- III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**
None of the Promoters, Directors or KMP or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions.
- IV. The Shareholding Pattern of the issuer before and after the preferential issue:**
The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding		No. of Warrants to be issued	Post Issue Shareholding (Assuming full Warrant conversion)	
	No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	0	0		0	0
(b) Bodies Corporate	4,24,400	14.09	0	4,24,400	7.06
Sub Total (A)(1)	4,24,400	14.09	0	4,24,400	7.06
(2) Foreign promoters	0	0	0	0	0
Total Promoter shareholding A=A1+A2	4,24,400	14.09	0	4,24,400	7.06
(B) Public Shareholding					
B1) Institutional Investors	0	0	0	-	0
B2) Central Govt./Stat Govt./POI	0			-	
B3) Non-Institutional Investors					
Individuals	2446780	81.24	-	24,46,780	40.70
Body Corporate	36507	1.21	30,00,000	30,36,507	50.51
Others (Including NRI)	104113	3.46	-	1,04,113	1.73
Total Public Shareholding B=B1+B2+B3	2587400	85.91	30,00,000	55,87,400	92.94
C) Non-Promoter - Non-Public	0	0	-	-	0
Grand Total (A+B+C)	30,11,800	100.00	30,00,000	60,11,800	100.00

- V. Proposed time limit within which the allotment shall be complete:**
In terms of SEBI ICDR Regulations, preferential allotment of said Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item no. 8.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VI. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

Category	Pre issue Shareholding		No. of Warrants to be issued	Post Issue Shareholding (Assuming full Warrant conversion)		Name of UBO
	No. of Shares	%		No. of Shares	%	
Patliputra International Limited	10	0.00	10,00,000	10,00,010	16.63	Mr. Rakesh Chand Sharma
Neelabh Spinning Mills Private Limited	10	0.00	10,00,000	10,00,010	6.63	Mr. Ravi Sharma
Dhiru Builders & Promoters Private Limited	10	0.00	10,00,000	10,00,010	16.63	Mr. Soban Singh Aswal

VII. Consequential Changes in the Voting Rights and Change in Management:

As a result of the proposed preferential issue of Warrants there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VIII. Lock-in Period:

- The Warrants and Equity Shares arising on conversion of warrants to be allotted shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

IX. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as August 30, 2021 for the purpose of computation of issue price of the said Warrants. The Equity Shares of the Company are listed on BSE Limited ("BSE") and are frequently traded thereat. Accordingly, the minimum issue price will be calculated on the basis of trading at BSE, in terms of the pricing formula prescribed under Regulation 164 of SEBI ICDR Regulations.

X. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

XI. Auditor's Certificate:

The certificate from M/s. NemaniGarg Agarwal & Co., (Firm's Registration No. 010192N), Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Corporate office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of Annual General Meeting and shall also be available during the Annual General Meeting.

XII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above resolution.

The Board of Directors recommends the resolution as set out in Item No. 8 of this notice for the issue of Warrants on a preferential basis, to the persons belonging to the non-promoter category for approval of the Members by way of Special Resolution.

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

Sd/-

**Ramesh Kumar Gupta
Chairman**

DIN: 00047724

Date: 01st September, 2021

Place: Haryana