



B. P. CAPITAL LIMITED

CIN NO. : L74899HR1994PLC072042

REGD.OFFICE: Plot No- 138, Roz- Ka-Meo Industrial Area,
Sohna(Distt. Mewat), Haryana-122103

Phones: 0124-2362471

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

NOTICE

Notice is hereby given that the **Extraordinary General Meeting** of the Members of **B. P. CAPITAL LIMITED** will be held on Tuesday, 29th March, 2022 at 10:00 A.M. at its Registered Office at Plot No-138, Roz- Ka - Meo, Industrial Area Sohna, Distt. Mewat-122 103, Haryana to transact the following business:

Special Business:

1. Appointment of Mr. Aditya Aggarwal (DIN: 08982957) as a Director of the company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mr. Aditya Aggarwal (holding DIN: 08982957), who was appointed as an Additional Director on 23/02/2022 in terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made there under and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Director by rotation.

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

2. Appointment of Mr. Aditya Aggarwal (DIN: 08982957) 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 pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and SEBI (LODR) Regulations, 2015 or any other law for the time being in force as may be applicable in this regard, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Aditya Aggarwal (DIN: 08982957) as the Managing Director of the Company, for a period of 05 (Five) years with effect from 29th March, 2022 upon the terms & conditions of appointment as set out hereunder, with the liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Mr. Aditya Aggarwal without obtaining further approval from the shareholders.

Terms & Conditions of Appointment:

- i) **Tenure:** For a term of five consecutive years commencing from the date of this General Meeting i.e. from 29th March, 2022. 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. Aditya Aggarwal 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. Aditya Aggarwal 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. Aditya Aggarwal at present to attend the Board Meetings/Committee Meetings of the Directors.
- v) **Termination:** The appointment of Mr. Aditya Aggarwal, Managing Director may be terminated by either party by giving to the other advance notice in writing.

RESOLVED FURTHER THAT if in future the Board decides to pay remuneration to Mr. Aditya Aggarwal, as Managing Director, a fresh approval from the shareholders shall be obtained by 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 and/or Chief Financial Officer of the Company, be and are hereby severally authorized to sign and file the necessary forms/returns with the Registrar of Companies and are further authorized to complete the other necessary formalities as are required to give effect to above resolutions."

3. **Appointment of Mr. Sachin Garg (DIN:03320351) as a Director of the company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mr. Sachin Garg (DIN:03320351) who was appointed as an Additional Director on 23/02/2022 in terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made there under 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 and/or Chief Financial Officer of the Company, be and are hereby severally authorized to sign and file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Date: 23rd February, 2022
Place: Haryana

For and on Behalf of the Board of
B. P. Capital Limited
Sd/-
Sakshi Gupta
Company Secretary

Notes:

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed.
2. 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.
3. 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.
4. Queries proposed to be raised at the Extraordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Extraordinary General Meeting to enable the management to keep the information ready at the meeting.
5. The Record Date of the Company for the purpose of the EGM is **22nd March, 2022**.
6. **Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Notice to the Meeting.**
7. **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.**
8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
9. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
10. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Extraordinary General Meeting.
11. 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.
12. **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.**
13. 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.

14. *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 to the company as well as to get their shares dematerialized. 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 after 05th December, 2018 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.*
15. *Members/Promoters holding shares, of the Company in demat form shall provide the details of their Bank Account and E-mail Id to the RTA i.e. Skyline Financial Services Privates 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.*
16. *Securities and Exchange Board of India, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03.11.2021, has mandated all shareholders holding shares in physical form in the Company, to furnish PAN, Email Id, Bank Account No., Bank MICR/IFSC –Code, Nominee, Mobile No details (including of joint holders) to the Registrar and Share Transfer Agent of the Company (RTA)*

Procedure to be followed for complete/update of above detail.

Sr. no.	Detail to be update or incorporate	Document required	Form required
1	PAN(S)	Self-attested copy of pan card (please make sure pan to be linked with aadhar before 31/03/2022)	ISR-1
2.	Change of address	Copy of any one 1. Valid Passport 2. Registered Lease or Sale Agreement of Residence 3. Driving License 4. Flat Maintenance bill 5. Utility bills like Telephone bill (only land line) 6. Electricity bill or Gas bill (not more than 3 months old) 7. Id card document with address issued by any of the following : (Central/State Government and its	ISR1
3	Email	Mention e-mail id in ISR-1	ISR-1
4.	Mobile number	Mention mobile number in ISR-1	ISR-1
5.	Bank detail	Copy of cancelled cheque (name printed on its)	ISR-1
6.	Change of signature	Original Cancelled cheque (name printed on its) and signature attested by bank on ISR-2	ISR-2 & ISR-1
7	Incorporation of Nomination	Detail of nominee in SH-13	SH13
8.	Change of nomination	Detail of new nominee in SH-14	SH14
9	Removal of nomination or declaration to opt-out	Declaration in ISR-3	ISR-3

In absence of any of the above mentioned details, no request/complaint shall be processed by RTA. As per above circular, after 01 April, 2023, such folios shall be frozen and no request/complaint/payment of dividend shall be made unless the information mentioned as above is furnished/updated successfully.

If the folio remains frozen till 31st December 2025, it shall be referred to the Administering Authority under Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

Link your PAN with your Aadhar number upto 31.3.2022 or any other date as may be specified by the Central Board of Direct Taxes, otherwise your folio shall also be frozen.

You can submit the documents to our RTA only by any one of the following mode:

- a) Through hard copies which should be self -attested and dated.*
- b) Through Electronic mode, provided that it is to be sent through email id of the holder registered with RTA and all documents should be electronically/digitally signed by shareholder.*

Please note the following contact details of our RTA to enable you to submit your PAN/KYC/Nomination/Bank details etc.:

Skyline Financial Services Private Limited,
D-153A , 1st Floor, Okhla Industrial Area,
Phase -I, New Delhi – 110020
Email: info@skylinerta.com; admin@skylinerta.com; contact@skylinerta.com
Website: www.skylinerta.com
Contact No.: [011-40450193-97](tel:011-40450193) & [011-26812682-83](tel:011-26812682)

17. 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 March, 2022 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the ensuing Extraordinary General Meeting (EGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut-off date, i.e., 22nd March, 2022 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the ensuing EGM on 29th March, 2022.

The e-voting period will commence at 9.00 A.M. on 26th March, 2022 and will end at 05.00 P.M. on 28th March, 2022. 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 (India) Limited (CDSL) as the Authorised Agency to provide remote e-voting facility.

18. *The EGM 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.*

For and on Behalf of the Board of
B. P. Capital Limited
Sd/-
Sakshi Gupta
Company Secretary

Date: 23rd February, 2022
Place: Haryana

VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for e-voting as given in the Notice of the Extraordinary General Meeting are reproduced hereunder for easy reference:

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

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

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

The remote e-voting period commences on March 26, 2022 (09:00 A.M.) and ends on March 28, 2022 (5:00 P.M.). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the said date and time. A member may participate in the general meeting even after exercising his right to vote through e – voting but shall not be allowed to vote again in the extraordinary general meeting.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date, i.e., Tuesday, March 22, 2022.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of EGM and holds shares as of the cut-off date i.e. 22nd March, 2022 may obtain the login ID and password by sending a request at bpcapitalimited@gmail.com.

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

- (i) **The e-voting period begins on 26.03.2022 at 09.00 A.M. and ends on 28.03.2022 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., 22.03.2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the said date and time. A member may participate in the general meeting even after exercising his right to vote through e – voting but shall not be allowed to vote again in the extraordinary general meeting.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **cut off date, i.e., 22.03.2022**.

- (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 **22.03.2022** and not casting their vote electronically, may only cast their vote at the ensuing Extraordinary General Meeting.
- (iv) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 is 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.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 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.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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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 220225006

- (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 EGM & 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. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**For and on Behalf of the Board of
B. P. Capital Limited
Sd/-
Sakshi Gupta
Company Secretary**

**Date: 23rd February, 2022
Place: Haryana**

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1 & 2**

Mr. Aditya Aggarwal (holding DIN: 08982957) was appointed as an Additional Director of the Company by the Board of Directors with effect from 23.02.2022 in terms of relevant provisions of the Companies Act, 2013. He holds office till the conclusion of the ensuing Annual General Meeting for the F.Y. ending 31st March, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Rules made thereunder.

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

The Company has received a notice from member 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.

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 on the recommendation of Nomination and Remuneration Committee has proposed to appoint Mr. Aditya Aggarwal (holding DIN: 08982957) as a Managing Director of the Company for a term of five consecutive years commencing from the date of this Extraordinary General Meeting, i.e., from 29/03/2022. His period of office shall be liable to determination by retire of directors by rotation.

Mr. Aditya Aggarwal 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 a Director of the Company.

His brief profile has been mentioned hereinbelow:

Mr. Aditya Aggarwal, aged about 26 years is MSc, Finance and Management from University of Strathclyde and is a Co-Founder & Director in Mr. Tapster Ltd (Glasgow, Scotland) from 2018 till date. He has more than 04 years of experience in Corporate Finance, Accounting, Security Analysis, Taxation and Auditing. He brings in his expertise in preparing Business plans and strategies, business evaluation, project analysis & financial services. He has tremendous leadership skills.

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

Listed entities from which Mr. Aditya Aggarwal has resigned in the past three years - NIL

Mr. Aditya Aggarwal does not hold any equity 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. Aditya Aggarwal, the Board considers it desirable that the Company should avail the services of Mr. Aditya Aggarwal and accordingly recommends the Resolutions at Item No 1 & 2 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. Aditya Aggarwal is concerned or interested, financially or otherwise in the resolution set out in Item No. 1 & 2. The Board of Directors recommends the resolutions set out in Item No. 1 & 2 for approval by the members as Ordinary Resolution & Special Resolution respectively.

Item No. 3

Mr. Sachin Garg (DIN:03320351) was appointed as an Additional Director of the Company by the Board of Directors with effect from 23.02.2022 in terms of relevant provisions of the Companies Act, 2013. He holds office till the conclusion of the ensuing Annual General Meeting for the F.Y. ending 31st March, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Rules made thereunder.

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

The Company has received a notice from member 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. Sachin Garg 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 a Director of the Company.

His brief profile has been mentioned herein below:

Mr. Sachin Garg, aged about 41 years, is a fellow Member of the Institute of Chartered Accountants of India. He has rich experience of more than 15 years. He has significant expertise in Corporate Laws, Audit, Finance & Taxation, Capital Markets, Project Management, Companies Act etc. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional. He has significant expertise in preparing long range business plans using financial modeling, forecasting, and analysis to develop corporate objectives and predict financial outcome. He is Proficient in establishing consistent and appropriate business practices, enhancing controls for credit risks; instituting controls, teamwork and answerability throughout the entity.

Mr. Sachin Garg holds directorship and membership of the Committees of the Board in the following public limited companies:

Sl. No.	Name of the Public Limited Company	Date of Memberships	Committee
1	Onus Plantations and Agro Limited	NIL	

Listed entities from which Mr. Sachin Garg has resigned in the past three years –

Sl. No.	Name of the listed entity	Designation	Date of Resignation
1	Advik Laboratories Limited	Managing Director	23-04-2019

Mr. Sachin Garg does not hold any equity 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. Sachin Garg, the Board considers it desirable that the Company should avail the services of Mr. Sachin Garg and accordingly recommends the Resolution at Item No 3 for approval of the members as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sachin Garg is concerned or interested, financially or otherwise in the resolution set out in Item No. 3. The Board of Directors recommends the resolution set out in Item No. 3 for approval by the members as an Ordinary Resolution.

For and on Behalf of the Board of
B. P. Capital Limited
Sd/-
Sakshi Gupta
Company Secretary

Date: 23rd February, 2022
Place: Haryana

B. P. Capital Limited
CIN: L74899HR1994PLC072042

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

ATTENDANCE SLIP

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

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

I/We, being the member (s) of shares of the above named company, hereby record my/our presence at the Extraordinary General Meeting of the Company, to be held on **Tuesday, the 29th Day of March, 2022 at 10:00 A.M.** at Plot No-138, Roz- Ka - Meo, Industrial Area Sohna, Distt. Mewat-122103 (Haryana) and at any adjournment thereof.

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

NOTES:

- 1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.
 - 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
-

BLANK PAGE

**Form No. MGT 11
PROXY FORM**

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

Name of the Member (s):
Registered address:
E-mail Id: **Folio No. /DP ID & Client ID:**

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

1) Name: **E-mail Id:**

Address:

..... **Signature:** or failing him/her

2) Name: **E-mail Id:**

Address:

..... **Signature:**or failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on **Tuesday, the 29th Day of March, 2022 at 10:00 A.M.** at Plot No-138, Roz- Ka - Meo, Industrial Area Sohna, Distt. Mewat-122103 (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Res. No.	Description	For	Against
1.	Appointment of Mr. Aditya Aggarwal (DIN: 08982957) as a Director of the company		
2.	Appointment of Mr. Aditya Aggarwal (DIN: 08982957) as Managing Director of the company		
3.	Appointment of Mr. Sachin Garg (DIN: 03320351) as a Director of the company		

Signed this day of..... 2022.
 Shareholder:.....

Signature of

**Affix
Revenue
Stamp**

NOTES:

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

ROUTE MAP



If undelivered, please return to :-
B. P. Capital Limited
Plot No- 138, Roz- Ka - Meo, Industrial Area,
Sohna, Distt. Mewat-122103 (Haryana)
Phone: 0124-2362471,
Email: bpcapitallimited@gmail.com