B. P. CAPITAL LIMITED

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

Date: September 02, 2026

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Sub: **Notice of 33rd Annual General Meeting (AGM) of B. P. Capital Limited ('the Company') and Annual Report for the Financial Year 2025-26 (FY-26)**

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

Dear Sir/Madam,

This is to inform that the 33rd AGM of the Company will be held on Tuesday, September 29, 2026 at 10:30 AM (IST) physically at registered office of the Company situated at Plot No. 138, Roz-Ka-Meo Industrial Area, Sohna, (Distt. Mewat), Haryana – 122013.

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the following:

1. Notice convening the 33rd AGM of the Company; and
2. Annual Report of the Company for FY-26

The Notice of the 33rd Annual General Meeting, containing the relevant web link and navigation path for accessing the Notice and the Annual Report for the Financial Year 2025-26, has been dispatched electronically to all eligible Members whose e-mail addresses are registered with the Company, Registrar and Share Transfer Agent ("RTA") or Depository Participants ("DPs").

Further, to those Members whose e-mail addresses were not registered or available with the Company/RTA/DPs, a separate letter has been dispatched through ordinary post to their last known address, providing the relevant web link and navigation path for accessing the Notice and the Annual Report for the Financial Year 2025-26.

The aforesaid documents are also hosted on the website of the Company viz. www.bpcapital.in.

We request you to take the above information on record.

Thanking you,

Yours faithfully
For B. P. Capital Limited

Peeyush Kumar Aggarwal
Digitally signed by Peeyush Kumar Aggarwal
Date: 2026.09.02 17:20:55 +05'30'

Peeyush Kumar Aggarwal
Managing Director
DIN:- 00090423

Encl: As above

C.C. :

The Manager (Listing), **The Delhi Stock Exchange Ltd.,** **DSE House, 3/1, Asaf Ali Road,** **New Delhi – 110002**	**The Manager (Listing),** **Calcutta Stock Exchange Limited,** **07, Lyons Range, Kolkatta,** **West Bengal – 700001**

33rd Annual Report
2025-2026

B. P. CAPITAL LIMITED

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

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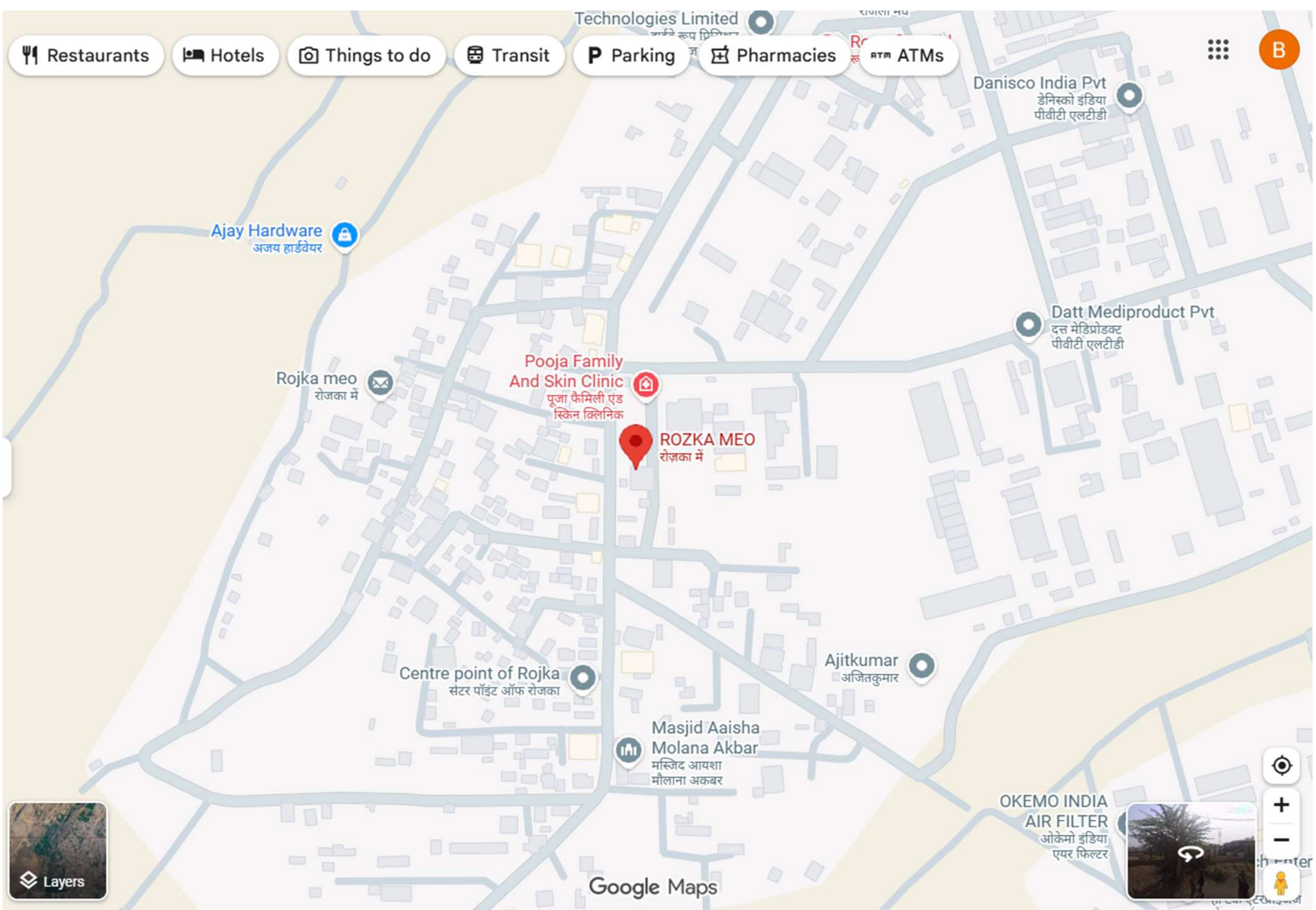
ROUTE MAP FOR THE AGM VENUE

Venue: Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103



Corporate Information

BOARD OF DIRECTORS

Mr. Peeyush Kumar Aggarwal	Managing Director	(DIN: 00090423)
Mr. Ajay Sharma	Independent Director	(DIN: 03344008)
Mrs. Madhu Sharma	Independent Director	(DIN: 06947852)
Mr. Faizal Bavaraparambil Abdul Khader	Non Executive Director	(DIN: 07729191)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Ishani Manan Joshi
Company Secretary & Compliance Officer

CHIEF FINANCIAL OFFICER

Mr. Shatrughan Sahu
Chief Financial Officer (CFO)

AUDITORS

Nemani Garg Agarwal & Co.
Chartered Accountants
(Firm Registration No. 010192N)

BANKERS

Bank of Baroda,
Kamla Nagar
Delhi-110007

REGISTRAR & SHARE TRANSFER AGENTS

Skyline Financial Services Private Limited
D-153/A, 1st Floor,
Okhla Industrial Area, Phase -1,
New Delhi-110020
Phone No: 011-40450193-97, Fax No: 26812682
Email: info@skylinerta.com

REGISTERED OFFICE

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

CIN NO. & ISIN OF THE COMPANY

L74899HR1994PLC072042,
INE947C01010

B. P. Capital Limited

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

Notice

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

Ordinary Business:

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

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

Special Business:

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

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

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

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

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

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

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

RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to such approvals, permissions, sanctions and consents as may be necessary from the Registrar of Companies and/or any other statutory, regulatory or governmental Authorities, the consent of the Members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by substituting the existing Clause III(A) (Objects to be pursued by the Company on its incorporation) and Clause III(B) (Matters which are necessary for furtherance of the objects specified in Clause III(A)) in their entirety with the revised Clause III(A) and Clause III(B) as set out and detailed in the explanatory statement attached hereto and forming part of this Notice.

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

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

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

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

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to such approvals, permissions, sanctions and consents as may be necessary from the Registrar of Companies and/or any other statutory, regulatory or governmental Authorities, the consent of the Members of the Company be and is hereby accorded for alteration of the existing Articles of Association of the Company by incorporating such additions, alterations, modifications and/or deletions therein as set out and detailed in the explanatory statement annexed hereto and forming part of this Notice.

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

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

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

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

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

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

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel(s) of the Company, be and are hereby severally authorized to sign and file necessary returns/Forms with the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

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

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

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

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel(s) of the Company, be and are hereby severally authorized to sign and file necessary returns/Forms with the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

8. <u>APPROVAL OF TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013</u>

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

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

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

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

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

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

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

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel(s) of the Company, be and are hereby severally authorized to sign and file necessary returns/Forms with the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

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

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

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

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

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

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

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

Date: 29th August, 2026
Place: Haryana

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.

3. **Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.**

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

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

6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.

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

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

9. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.

10. Members are requested :

    i) To quote their folio Nos. in all correspondence.

    ii) To note that no gifts will be distributed at the meeting.

    iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. **Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.**

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

13. ***Members/Promoters holding shares in demat form are requested to submit their Permanent Account Number (PAN), to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details and bank account details as well as to get their shares dematerialized to the company/ RTA, pursuant to SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018. Please note that as per the aforesaid SEBI's notification, the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a Depository. In view of the above all the shareholders holding shares in physical form are requested to open a de-mat A/c with a Depository participants and get their shares dematerialised. Necessary communication in this regard has already been sent separately to the shareholders by the Company.***

14. ***Members/Promoters holding shares, of the Company in demat form shall provide the details of Bank Account details and E-mail Id to the RTA i.e., Skyline Financial Services Private Limited having registered office is D-153A , 1st Floor, Okhla Industrial Area, Phase -I, New Delhi – 110020 and those holding shares in physical form will provide their Bank A/c details and E-mail Id to the Company. Necessary communication in this regard has already been sent separately to the shareholders by the Company.***

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc:

    a. For shares held in electronic form: to their Depository Participants (DPs)

    b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

16. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Skyline Financial Services Private Limited in case the shares are held in physical form.

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

18. ***Members who hold shares in physical mode and have not registered / updated their email addresses with the Company, are requested to register / update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar & Share Transfer Agent of the Company M/s Skyline Financial Services Private Limited ("RTA"). Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD- 1/P/CIR/2023/37 dated March, 16, 2023, the Company has sent letters to the shareholders holding shares in physical form to furnish the KYC details which are not registered in their respective folios. Further the shareholders can also access the relevant Forms on Company's website at www.bpcapital.in***

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

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

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

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

Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means.

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

The e-voting period will commence at 09.00 A.M. on 26th September, 2026 and will end at 05.00 P.M. on 28th September, 2026. The Company has appointed Mr. Kundan Agrawal (Membership No. FCS –7631 & CP No. 8325) Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

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

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

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

Date: 29th August, 2026
Place: Haryana

<u>VOTING THROUGH ELECTRONIC MEANS</u>

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

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

(i) The voting period begins on 26th September, 2026 at 9:00 A.M. and ends on 28th September, 2026 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

(iv) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

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

(vii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

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

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

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

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

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

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

(xix) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; bpcapitallimited@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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

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

Date: 29.08.2026
Place: Haryana

ANNEXURE TO THE NOTICE

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

ITEM NO. 3

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Name of the Director	Mr. Ajay Sharma
DIN	03344008
Date of Birth	02-05-1973
Age	53
Date of first appointment on the Board	September 01, 2021
Qualifications	Mr. Ajay Sharma is a Commerce Graduate from University of Delhi
Profile, Experience and Expertise in specific functional areas	Mr. Ajay Sharma has over 20 years of rich and diverse experience in the trading and retail business, with significant expertise in marketing, administration, real estate, and financial services. His business interests span real estate, retail and infrastructure, software, and stock broking. He possesses sound knowledge of marketing, provides valuable inputs on administrative matters, and has considerable expertise in the preparation of business plans.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Mr. Ajay Sharma possesses extensive experience and expertise in trading and retail business, marketing, administration, real estate and financial services. The NRC and the Board are of the opinion that his skills, expertise, experience and competencies are relevant and valuable for the effective functioning of the Board and meet the requirements identified for the role of an Independent Director.
Terms and conditions of re-appointment	Re-appointment as an Independent Director for a second term of five (5) consecutive years commencing from September 01, 2026 and ending on August 31, 2031 (both days inclusive), not liable to retire by rotation.
Details of remuneration last drawn (FY 2025-26)	Sitting Fees: Nil Commission: Nil
Details of remuneration sought to be paid	Sitting Fees and Commission, if any, as may be determined/approved by the Board of Directors from time to time, subject to the applicable provisions of the Act and the SEBI Listing Regulations.
Directorships in other Listed Companies (excluding foreign companies)	MPS Pharmaa Limited
Membership/ Chairpersonship of Committees in other Listed companies (excluding foreign companies)	**MPS Pharmaa Limited** Audit Committee – Member Nomination & Remuneration Committee - Chairman

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

ITEM NO. 4

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

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

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

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

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

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

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

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

"III.

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

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

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

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

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

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

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

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

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

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

34. *To open offices in India and abroad for the purpose of securing the business, for procuring raw materials, machineries, plant and for pushing sales of the Company's product and appoint agents or agencies, branches or other offices for advertising, selling, exhibiting, keeping or disposing of goods and other merchandise in connection with the objects of the Company or any one of them.*

35. *As permissible under the Companies Act, to distribute in specie or otherwise as may be resolved any property or assets of the Company or any proceeds of sales or disposal of any property or assets of the company including the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liability of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.*

36. *To give any officers, servants or employees of the Company, any share of interest in the profit of the company's business or any branch thereof, whether carried on by means or through the agency of any subsidiary Company or not and for the purpose to enter into any arrangements the Company may think fit.*

37. *To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects.*

38. *To acquire from any Government, Central, State, Local or Foreign or Public body or Persons or authority or from any private individual any concession, grants, decrees, rights, powers, and privileges whatsoever which may seem to the company conducive or which the Company may think directly or indirectly conducive to carry of its objects or capable of being carried on in connection with its business and to work, develop, carryout, exercise and turn to account the same.*

39. *To grant pecuniary or other aid or free scholarship in full or in part with or without boarding and lodging to any student or students or others selected by Directors for studying or receiving training in the manufacturers or otherwise of the products specified above and kindred subject in India or in foreign countries with or without consideration of acquiring for the Company his or their services after the completion of such course or courses of the training.*

40. *To enter into agreement with any person or concerns in India or abroad for the purpose of importing any materials or machineries for carrying on any of the objects of the company or for technical know-how.*

41. *To support and subscribe or contribute to any funds of any party, trade commerce or industry provided that such contribution is likely to be, in the opinion of the Company, in the interest of the Company, but not for political purposes.*

42. *To create any depreciation fund, reserve fund, sinking fund, insurance fund or special or other funds whether for depreciation or for repairing, improving, extending or maintaining of the property of the company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.*

43. *To do all such other acts, deeds, matters and things as are incidental or conducive to the attainment of the above objects or any of them, and which are not inconsistent with the provisions of the Companies Act, 2013 or any other applicable law for the time being in force."*

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

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

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 4 except to the extent of their shareholding in the Company, if any.

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

ITEM NO. 5

<u>ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013</u>

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

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

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

1. **Modification of Clause 1**

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

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

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

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

Clause 8A

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

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

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

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

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

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

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

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

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

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

Clause 8B

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

SHARE CERTIFICATES AND DEPOSITORY SYSTEM

Clause 8C

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

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

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

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

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

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

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

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

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

3. Insertion of Clauses 66A and 66B

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

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

Clause 66A

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

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

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

BORROWING POWER OF BOARD

Clause 66B

(a) Subject to section 73, 179 and 180(1)(c) of the Companies Act, 2013 and Regulations made there under and/or Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member or other persons, companies or banks or they may themselves advance money to the company on such interest as may be approved by the Directors.

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

4. Deletion of Clause 79

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

5. Insertion of Clause 92A

The following clause is proposed to be inserted:

GENERAL POWERS

Clause 92A

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

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

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 5 except to the extent of their shareholding in the Company, if any.

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

ITEM NO. 6

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

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

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

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

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

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

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

ITEM NO. 7

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

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

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

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

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

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

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

ITEM NO. 8

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

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

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

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

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

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

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

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

ITEM NO. 9

APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION(S)

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

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

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

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

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

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

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

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

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

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

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

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

particulars of the transactions with the Director, KMP, Omkam Global Capital Private Limited and Omkam Developers Limited are as follows:

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

For and on Behalf of the Board of
B. P. Capital Limited
Sd/-
Peeyush Kumar Aggarwal
Chairman
(DIN: 00090423)

Date: 29th August, 2026
Place: Haryana

Director's Report

Dear Members,

Your Directors are delighted to present the 33rd Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2026.

1. Financial Results

During the year under review, the Company incurred a net loss of Rs 16,762.59/- for the year ended March 31, 2026, on a standalone basis. A summary of the financial performance of the Company on a standalone basis for the financial year ended March 31, 2026, is given below:

(Amount in Hundred)

Particulars	**Financial Year ended**	
	31st March, 2026	**31st March, 2025**
Total Income	-	-
Total Expenditure	16,762.59	16,085.94
Profit before tax	(16,762.59)	(16,085.94)
Provision for tax	-	-
Deferred Tax Liabilities	-	-
Profit after Tax	(16,762.59)	(16,085.94)
Balance Profit/(Loss) of current year	(16,762.59)	(16,085.94)
Profit/(Loss) b/f of previous year	(1,51,344.64)	(1,35,258.70)
Balance of Profit/(Loss) carried to Balance Sheet	(1,68,107.23)	(1,51,344.64)
Paid-up Share Capital	6,01,180.00	6,01,180.00

2. Dividend

In view of losses incurred by the Company, your Directors regret their inability to recommended dividend on equity shares for the year under review.

3. Reserves

In view of losses incurred by the Company, no amount is proposed to be transferred to Reserves for the year under review.

4. Brief description of the Company's working during the year:

A. Review of Operations

During the year under review total revenue of the Company was Rs. NIL as against Rs. NIL in the previous year. The company incurred a net loss (before tax) of Rs. 16,762.59 against a net loss (before tax) of Rs. 16,08,594/- during the previous year. Your Directors are putting in their best efforts to improve the profitability of the Company.

B. Future Prospects

During the year under review, the Company continued to evaluate opportunities for revival and growth of its business operations. The Company was earlier registered with the Reserve Bank of India ("RBI") as a Non-Banking Financial Company ("NBFC") and had voluntarily surrendered its Certificate of Registration ("CoR"), which was cancelled by the RBI vide its Order dated October 06, 2016. Accordingly, the Company ceased to undertake activities requiring registration as an NBFC.

Considering the limited business operations and prevailing market conditions, the Company is evaluating viable opportunities for establishing a sustainable business model. In this regard, the Company has identified the consumer electronics and allied products sector as a potential area for future business expansion, including activities relating to the trading and distribution of computer hardware and software, consumer electronics, mobile phones, electronic products and allied products.

The Company is undertaking the necessary preliminary assessment for commencing the proposed activities, including evaluation of market opportunities and applicable regulatory requirements. The Company also proposes to suitably alter its Memorandum of Association to enable it to undertake the proposed business activities, subject to requisite approvals.

The Board is confident that the proposed business strategy will enable the Company to revive its operations, strengthen its revenue-generating capabilities and create sustainable long-term value for its shareholders and other stakeholders.

5. Change in the nature of business, if any

During the year under review, there is no change in the nature of business of the company.

6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There have been no material changes or commitments affecting the financial position of the Company between the end of the financial year and the date of this Report, except as stated herein.

The Board of Directors, at its meeting held on August 29, 2026, identified computer hardware and software, consumer electronics, mobile phones, electronic products and other allied products sector as a potential area for the Company's future business activities. The proposed activities include trading, distribution and allied activities relating to computer hardware and software, consumer electronics, mobile phones, electronic products and other allied products, with a view to reviving and expanding the Company's business operations and strengthening its revenue-generating capabilities.

In this regard, the Company proposes to suitably alter the relevant Object Clause(s) of its Memorandum of Association to enable it to undertake the proposed business activities, subject to the approval of the members and such other statutory and regulatory approvals, consents and permissions as may be required under applicable laws. The proposed business activities may have an impact on the Company's financial position and performance in the future, depending upon the scale and extent of operations undertaken.

7. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future

During the year, there is no significant and material order passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operations in future.

8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

9. Details of Subsidiary/Joint Ventures/Associate Companies

The Company has no Subsidiary/Joint-venture/Associate Company. During the year, no company has become or ceased as Subsidiary/Joint-venture/Associate of the company.

10. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement

During the year, no consolidated financial statements have been prepared by the company as the Company has no subsidiary company.

11. Public Deposits

Your Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year under review. The details relating to deposits, covered under Chapter V of the Act is as under-

(a)		accepted during the year	Rs Nil
(b)		remained unpaid or unclaimed as at the end of the year	Rs Nil
(c)		whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	No
	(i)	at the beginning of the year	Rs Nil
	(ii)	maximum during the year	Rs Nil
	(iii)	at the end of the year	Rs Nil

12. Auditors

A. Statutory Auditors:

M/s. Nemani Garg Agarwal & Co. (Firm Registration No. 010192N), Chartered Accountants were re-appointed as the Statutory Auditors of the company, in the 31st Annual General Meeting of the company held on 28th September, 2024, to hold the office for a term of five (5) consecutive years, i.e., from the conclusion of the 31st Annual General Meeting of the company until the conclusion of 36th Annual General Meeting to be held in the calendar year 2029, at such remuneration as my be mutually agreed and approved by the Board.

Statutory Auditors' Report

The report given by the Auditors on the Standalone Financial Statements of the Company for the year ended March 31, 2026 forms part of this Annual Report. The comments on statement of accounts referred to in the report of the Auditors are self- explanatory. Auditor's Report does not contain any qualification, reservation or adverse remark.

B. Secretarial Auditors:

M/s. Kundan Agrawal & Associates, Practicing Company Secretaries, was appointed as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30, at the 32nd AGM held on September 29, 2025.

The Secretarial Audit Report for the financial year ended March 31, 2026 is annexed and marked as Annexure IA to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Audit Report

The Secretarial Auditors of the Company have examined the compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the applicable SEBI Regulations, circulars and guidelines issued thereunder, and other laws applicable to the Company, and have submitted their Secretarial Audit Report dated August 18, 2026.

There are no qualifications, reservations, adverse remarks or disclaimers made by the Secretarial Auditors in their Report, except for the following observation:

- *The Company has defaulted in payment of Annual Listing Fees to BSE since the financial years 2022-23 and, therefore, BSE has suspended the trading of the scrip of the company on BSE's web portal due to non-payment of annual listing fees w.e.f. 17th May, 2023. However, BSE pursuant to its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange. The company has been marked under the Graded Surveillance Measure (GSM) Stage 0 by the Bombay Stock Exchange.*
- *The Calcutta Stock Exchange Limited (CSE) has pursuant to SEBI CIR. NO. SEBI/HO/CFD/DCR/CIR/P/2016/81dated 07th September, 2016 taken action against the company and suspended the trading of scrip of the company due to non-payment of its annual listing fees.*

Our Explanation to Secretarial Auditor's observation:

- The Company had outstanding Annual Listing Fees ("ALF") of Rs. 12.72 lakh payable to BSE Limited ("BSE") as on 31st March, 2026. The Company has made a part payment of Rs. 12.00 lakh towards the outstanding ALF on 22nd May, 2026, leaving a balance of Rs. 0.72 lakh payable to BSE.

  The Company had outstanding Annual Listing Fees ("ALF") of Rs. 12.72 lakh payable to BSE Limited ("BSE") as on 31st March, 2026. We have made a part payment of Rs. 12.00 lakh towards the outstanding ALF on 22nd May, 2026. The balance outstanding amount of Rs. 0.72 lakh is yet to be paid. The Company is making necessary arrangements for payment of the balance outstanding dues and are confident that the same will be cleared in due course.
- The trading in the securities of the Company has been suspended by The Calcutta Stock Exchange Limited ("CSE") for reasons beyond the control of the Company. The Company has been continuously pursuing the matter with CSE for revocation of the said suspension; however, despite its continued efforts, the matter has not yielded any favorable outcome. Further, even upon revocation of the suspension, the securities of the Company may not be readily tradable through CSE, as CSE does not presently provide nationwide trading terminals comparable to those provided by BSE and NSE. The Company remains committed to complying with all applicable laws, regulations and regulatory requirements and continues to take all necessary and appropriate steps towards resolution of the aforesaid matter.

Secretarial Compliance Report

As per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, every listed entity is required to obtain, in addition to the Secretarial Audit Report, an annual Secretarial Compliance Report from a Practicing Company Secretary ("PCS") with respect to compliance with all applicable SEBI Regulations and circulars/guidelines issued thereunder.

In compliance with the aforesaid requirements, M/s. Kundan Agarwal & Associates, Company Secretaries, the Secretarial Auditors of the Company, examined the compliance of the Company with the applicable provisions of the SEBI Regulations and the circulars/guidelines issued thereunder and issued the Secretarial Compliance Report.

The Secretarial Auditors, vide their Secretarial Compliance Report dated May 28, 2026, have reported that the Company has maintained proper records and complied with the applicable provisions of the SEBI Regulations and the circulars/guidelines issued thereunder.

There are no qualifications, reservations, adverse remarks or disclaimers made by the Secretarial Auditors in their Report, except for the following observation:

- *The Company has defaulted in payment of Annual Listing Fees of BSE and, therefore, BSE has suspended the trading of the scrip of the company on BSE's web portal due to non-payment of annual listing fees. The company has been marked in Graded Surveillance Measure (GSM) Stage 0. However, BSE pursuant to its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange. defaulted in payment of Annual Listing Fees of BSE till January 2026 and, therefore, BSE has suspended the trading of the scrip of the company on BSE's web portal due to non-payment of annual listing fees. The company has been marked in Graded Surveillance Measure (GSM) Stage 0.*

- *During the Financial Year 2025-2026, the listed entity was levied a fine of Rs. 2360/- including GST for late submission of Annual report within the period prescribed under regulation 34 of the SEBI (LODR) Regulations, 2015.*

- *The Company had accepted unsecured loans aggregating to Rs. 119.38 Lakhs from related parties, including a related party company and its own Directors. The said loans were interest-free in nature.*

Our Explanation to Secretarial Auditor's observation:

- The Company had outstanding Annual Listing Fees ("ALF") of Rs. 12.72 lakh payable to BSE Limited ("BSE") as on 31st March, 2026. The Company has made a part payment of Rs. 12.00 lakh towards the outstanding ALF on 22nd May, 2026, leaving a balance of Rs. 0.72 lakh payable to BSE. The Company had outstanding Annual Listing Fees ("ALF") of Rs. 12.72 lakh payable to BSE Limited ("BSE") as on 31st March, 2026. We have made a part payment of Rs. 12.00 lakh towards the outstanding ALF on 22nd May, 2026. The balance outstanding amount of Rs. 0.72 lakh is yet to be paid. The Company is making necessary arrangements for payment of the balance outstanding dues and are confident that the same will be cleared in due course.

- The Company had duly submitted the Annual Report for the Financial Year 2024-25 within the timeline prescribed under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, due to an inadvertent error, the Annual Report was uploaded on the BSE Limited portal under the "Corporate Announcements" tab instead of the designated "Regulation 34(1) – Annual Report" tab. Consequently, BSE Limited levied a penalty on the Company, in respect of the aforesaid filing. The penalty so levied has been duly paid by the Company.

- The Company has received unsecured financial assistance, repayable on demand, from its related parties. During the year under review, the Company did not have any active business operations and, accordingly, remained dependent upon such financial assistance to meet its statutory dues, working capital requirements, salaries and other employee-related obligations. The aforesaid financial assistance was provided by the related parties to support the Company's immediate financial and operational requirements and to enable the Company to discharge its statutory and employee-related commitments. The amounts so received have been duly accounted for in the books of account of the Company, and the outstanding balances have been appropriately reflected in the financial statements. The aforesaid loans were initially provided on an interest-free basis and are repayable on demand. The Company intends to repay the outstanding loan amounts, along with applicable interest, upon availability of adequate funds, in accordance with the terms mutually agreed with the respective lenders. The Company continues to take appropriate measures to improve its financial position and shall endeavour to discharge the aforesaid liabilities as and when sufficient funds become available.

The company has also obtained a certificate from M/s Kundan Agrawal & Associates, Company Secretaries confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such Statutory Authority.

The Annual Secretarial Compliance Report and the Secretarial Audit Report and certificate regarding disqualification of Directors for the F. Y. 2025-26 is provided as (**"Annexure-1(A), 1(B) & 1(C)")** respectively.

C. Internal Auditor:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed M/s Sanghi& Co. as Internal Auditor for the financial year 2025-26.

Internal Financial Control and Their Adequacy

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

The Company has an adequate internal controls system commensurate with its size and the nature of its business. All the transactions entered into by the Company are duly authorized and recorded correctly. All operating parameters are monitored and controlled. The top management and the Audit Committee of the Board of Directors review the adequacy and effectiveness of internal control systems from time to time.

13. Share Capital

A	**Issue of equity shares through Preferential Allotment**	During the year, company has not issued any equity shares through Preferential Allotment.
B	**Issue of sweat equity shares**	During the year, company has not issued any Sweat equity shares.
C	**Issue of employee stock options**	During the year, company has not issued employee stock options.
D	**Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees**	Rs Nil
E	**Bonus Shares**	No bonus shares were issued during the year under review.
F	**Issue of equity shares with differential rights**	During the year, company has not issued any equity shares with differential rights

14. Annual Return

- As per amendment in section 92(3) read with 134(3)(a) of the Companies Act, 2013 read with the Rules made thereunder, a copy of Annual Return are hosted on the website of the Company in the prescribed form, and can be accessed through the web link: https://bpcapital.in/pdfs/areturn25-26.pdf

15. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy

The requirements of disclosures with regard to Conservation of Energy in terms of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable to the Company since it doesn't own any manufacturing facility.

However, the company has undertaken various energy efficient practices which has strengthened the Company's commitment towards becoming an environment friendly organization. The Company makes all efforts towards conservation of energy, protection of environment and ensuring safety. As far as possible, company is utilizing alternate sources of energy.

(B)Technology absorption

The business of the company is not technology driven. No technology has been imported. There is nothing to be disclosed on account of technology absorption.

(C) Foreign exchange earnings and Outgo during the year:

	Rs
Foreign Exchange Earned in terms of actual inflows	Nil
Foreign Exchange outgo in terms of actual outflows	Nil

16. Corporate Social Responsibility (CSR)

In terms of section 135(1) of the Companies Act, 2013, the provisions of Corporate Social Responsibility are not applicable to the Company.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) <u>Board of Directors</u>

As on March 31, 2026, the Company's Board comprises four Directors comprising two Independent Directors and two Non- Independent Directors, out of which one is Managing Director and other Non- Executive Director.

As on March 31, 2026, the composition of Board of Directors as below:-

Mr. Peeyush Kumar Aggarwal (DIN: 00090423)	Managing Director
Mrs. Madhu Sharma (DIN: 06947852)	Independent & Non-Executive Director
Mr. Ajay Sharma (DIN: 03344008)	Independent & Non-Executive Director

During the year, Mr. Rachit Garg (DIN: 07574194) resigned from the position of Non-Executive Non-Independent Director with effect from January 21, 2026. Consequently, with effect from the same date and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191) was appointed as a Non-Executive Non-Independent Director, liable to retire by rotation, on the Board of the Company, which was approved by the Members through Extra-ordinary General Meeting on 20th March, 2026.

B) Key Managerial Personnel

During the year under review, Ms. Sakshi Gupta resigned from the position of Company Secretary and Compliance Officer with effect from February 19, 2026. Consequently, with effect from the same date and pursuant to the recommendation of the Nomination and Remuneration Committee, Ms. Ishani Manan Joshi was appointed as the Company Secretary and Compliance Officer of the Company.

<u>Director Liable to Retire by Rotation</u>

In accordance with the provisions of the Companies Act, 2013, Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191), Non-Executive Director of the Company, retires by rotation at the ensuing AGM, and being eligible, offers himself for re-appointment.

Considering the vast experience of Mr. Faizal Bavaraparambil Abdul Khader, the Board is of the opinion that his reappointment will immensely benefit your Company. The Board recommends his reappointment as a Director of the Company, liable to retire by rotation.

Brief profile of Mr. Faizal Bavaraparambil Abdul Khader:

Mr. Faizal Bavaraparambil Abdul Khader is a committed and motivated entrepreneur with nearly 18 years of diverse experience across manufacturing and trading of plywood, spices, resins, and petrochemicals, as well as distribution of electronic products. He has extensive expertise in managing all aspects of business development and operations, demonstrating strong leadership and strategic acumen.

He is an innovative and performance-driven professional, known for his decisive approach and ability to build and maintain strong client relationships.

Apart from B. P. Capital Limited, Mr. Faizal Bavaraparambil Abdul Khader holds directorship and membership of the Committees of the following public limited companies:

Name of the Company	Designation	Details of Committee Membership/Chairpersonship
Safa Systems and Technologies Limited	Director	Stakeholders Relationship Committee- Member
Kanone Technologies Limited	Director	N.A.
RCC Cements Limited	Director	N.A.
Interworld Digital Limited	Director	N.A.

Details of listed companies in which Mr. Faizal Bavaraparambil Abdul Khader resigned in the past three years – NIL

C) Shareholding of Directors

As on 31st March, 2026, Mr. Ajay Sharma, Director of the company holds 10 equity shares of the company. Apart from the above, none of the Directors hold any shares in the Company.

D) Appointment of Independent Directors

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, your Company has requisite number of Independent Directors on its Board. Your Company has duly complied with the requirements of the said provisions for appointment of Independent Directors during the year under review.

E) Declaration by Independent Directors

Your Company has received necessary declaration from each Independent Director of the Company under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that they meet with the criteria of independence as prescribed under the aforesaid Section and Regulation.

F) Formal Annual Evaluation

In compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and Individual Directors including the Chairman of the Board. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The evaluation of Independent Directors was carried out by the entire Board and that of the Chairman and Non – Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

18. Number of meetings of the Board of Directors

Eight meetings of the Board of Directors were held during the year on 28.05.2025, 12.08.2025, 02.09.2025, 13.11.2025, 21.01.2026, 31.01.2026, 19.02.2026 and 20.03.2026.

One separate meeting of Independent Directors of the Company was held on 24.03.2026.

19. Committees of the Board

The details of committees constituted by the Board as per the requirement of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are:

* Audit Committee
* Stakeholders' Relationship Committee

* Nomination and Remuneration Committee

As per the provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the Risk Management Committee was not applicable to the company and therefore the Board decided to dissolve the same.

Details of the said Committees alongwith their charters, compositions and meetings held during the year are provided in the Report of Corporate Governance as a part of this Annual Report.

Recommendation of Audit Committee

During the year under review, there were no instances of non-acceptance of any recommendation of the Audit Committee by the Board of Directors.

20. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, the Board has carried out the annual evaluation of its own performance, its Committees and the individual Directors.

As mandated under Regulation 17(10) of the SEBI Listing Regulations, the Board monitored and reviewed the Board Evaluation framework. In accordance with Section 134(3)(p) and Schedule IV of the Companies Act, 2013, a formal annual evaluation was conducted. Schedule IV further stipulates that the performance evaluation of Independent Directors shall be carried out by the entire Board, excluding the director being evaluated.

The evaluation was conducted through structured questionnaires covering, inter alia, the following criteria:

* **For the Board:** composition and structure, effectiveness of processes, adequacy of information flow, and overall functioning.
* **For Committees:** composition, clarity of roles, effectiveness of meetings, and adherence to the charter.
* **For Individual Directors:** preparedness for meetings, quality of participation, constructive contributions, and value addition.
* **For the Chairman:** leadership, effective facilitation of Board functions, and engagement with Directors.

The Nomination and Remuneration Committee ("NRC") formulated and recommended the Performance Evaluation Policy (Annexure-2), which was approved by the Board and applied for the evaluation process.

A separate meeting of the Independent Directors was held on 24th March, 2026 to evaluate the performance of Non-Independent Directors, the Board as a whole, and the Chairman, taking into account the views of Executive and Non-Executive Directors. The outcome of this meeting was discussed in the subsequent Board Meeting.

Based on the results of the evaluation for the financial year 2025–26, the Board has identified and recommended certain measures to further enhance the effectiveness of the Board, its committees, and its members.

21. Policy on Directors' Appointment and Remuneration

Your Company has a policy to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2026, the Board consisted of 4 members and out of which 1 is an Executive Director, 2 are Independent Directors including 1 Woman Director and 1 is a Non Executive Director.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director, and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is attached as "**Annexure – 3"** to the Board Report. Further the remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company.

22. Risk management policy and Internal Control

The Company has adopted a Risk Management Policy duly approved by the Board and also has in place a mechanism to identify access, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

23. Whistle Blower Policy and Vigil Mechanism

Your Company has established a "Whistle Blower Policy" and Vigil Mechanism for directors and employees to report to the appropriate authorities concerns about the unethical behavior actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the company. The same can be accessed at the link http://www.bpcapital.in/investor.html. None of the personnel has been denied access to the Audit Committee.

24. Particulars of loans, guarantees or investments under Section 186

Particulars and details of loans given, investments made or guarantees given and securities provided, if any, at the year end and maximum outstanding amount thereof during the year as required under Para A of Schedule V of the Listing Regulations have been provided in the notes to the Financial Statements of the Company

25. Contracts and arrangements with related parties

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website http://www.bpcapital.in/pdfs/Related_Party_Transaction.pdf Pursuant to Section 134(3)(h) of the Companies Act, 2013 and Rules made there under, particulars of transactions with related parties as required under section 188(1) of the Companies Act, 2013 are mentioned in the prescribed Form AOC-2 which is annexed herewith as "**Annexure-4**". The details of the transactions with related parties are provided in Notes to Financial Statements.

26. Corporate Governance

During the Financial Year 2025-2026, Your Company has been benchmarking itself with well-established Corporate Governance practices besides strictly complying with the requirements of Regulation 17 to 27 and any other applicable Regulation of the SEBI under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

A separate "Report on Corporate Governance" together with requisite certificate obtained from Statutory Auditors of the Company, confirming compliance with the provisions of Corporate Governance as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report.

Pursuant to Regulation 15(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the provisions relating to Corporate Governance contained in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A and 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46, and Paragraphs C, D and E of Schedule V of the SEBI LODR Regulations are not applicable to a listed entity whose paid-up equity share capital and net worth are within the thresholds prescribed under the said Regulation. As the paid-up equity share capital and net worth of the Company are within the prescribed thresholds, the Company is eligible for the exemption provided under Regulation 15(2)(a) of the SEBI LODR Regulations. Accordingly, the Company has claimed exemption from the applicability of the aforesaid provisions of the SEBI LODR Regulations for the Financial Year 2026-27.

27. Directors' Responsibility Statement

Pursuant to Section 134(3)(c) read with 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and belief confirm that:

(a) in the preparation of the annual accounts for the financial year ended 31st March, 2026, the applicable accounting standards had been followed and no material departures have been made from the same;

(b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year i.e. on 31st March, 2026 and of the profit or loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors have prepared the annual accounts on a going concern basis;

(e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating efficiently; and

(f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

28. Particulars of Employees

There are no employees employed throughout the financial year who were in receipt of remuneration of Rs. 60 Lacs or more or employed for part of the year who were in receipt of remuneration of Rs. 5 lacs or more a month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014.

Disclosure u/s 197(12) and Rule 5(1) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as "**Annexure – 5".**

During the year under review, none of the Directors of the Company has received remuneration from the Company.

29. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition &Redressal) Act, 2013 read with Rules thereunder

Pursuant to the provisions of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition &Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

30. Human Resources

Your Company treats its "human resources" as one of its most important assets. We focus on all aspects of the employee lifecycle. This provides holistic experience for the employees as well. During their tenure at the Company, employees are motivated through various skill development programs. We create effective dialogue through our communication channels to ensure effective dialogue through our communication channels to ensure that feedback reach the relevant team, including leadership.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

31. Details relating to material variations

The Company has not issued any prospectus or letter of offer and raised no money from public and as such the requirement for providing the details relating to material variation is not applicable to the Company for the year under review.

32. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder

During the year under review, the Company had less than ten employees and, accordingly, constitution of the Internal Committee was not applicable. No complaints of sexual harassment were received during the year and, hence, no complaints were disposed of or pending for more than ninety days.

33. Maternity Benefits Act, 1961

During the financial year under review, the Company did not have any female employees. Accordingly, there were no instances requiring the provision of maternity benefits under the Maternity Benefit Act, 1961. The Company remains committed to complying with the applicable provisions of the Act as and when applicable.

34. Cost Records

The Company is not required to maintain cost records as per Section 148(1) of the Act.

35. Insolvency and Bankruptcy Code, 2016

During the year under review, no application was made and no proceeding was pending against the Company under the Insolvency and Bankruptcy Code, 2016.

36. Details of the difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from banks or financial institutions along with the reasons thereof.

There was no one time settlement made with the Banks or Financial Institutions during the Financial Year 2025-26 and accordingly no question arises for any difference between the amount of the valuation done at the time of one time settlement and the valuation done while taking loan from Banks or Financial Institutions during the year under review.

37. Segment-wise performance

The Company is into single reportable segment only.

38. Management Discussion and Analysis

The Management Discussion and Analysis Report on the business of the Company and performance review for the year ended March 31, 2026, as stipulated in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate report which forms part of the Report.

39. Acknowledgements

Your Directors are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express their sincere appreciation for their continues co-operation and assistance. We look forward for their continued support in future.

Your directors would like to express their sincere appreciation for the assistance and cooperation received from banks, customers, vendors, Government, members and employees during the year under review.
Finally, the Directors thank you for your continued trust and support.

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

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

Date:29.08.2026
Place: Haryana

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY AND ECONOMY OVERVIEW

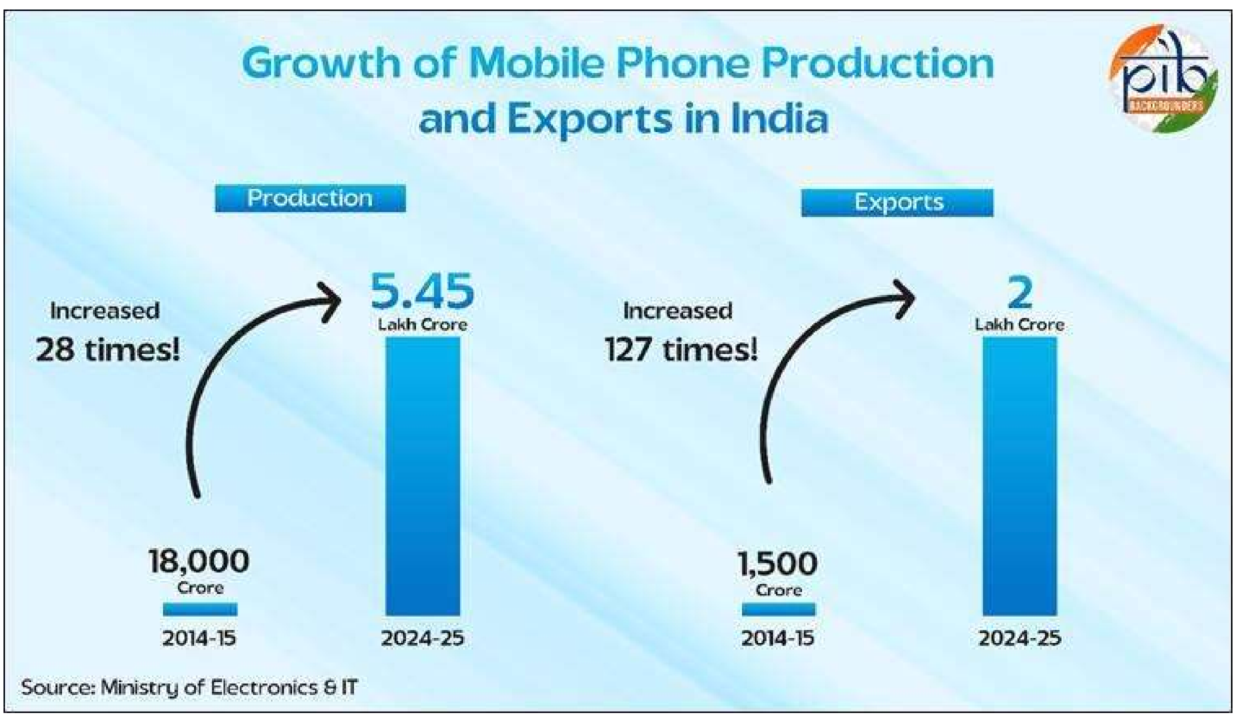
The Company was earlier registered with the Reserve Bank of India ("RBI") as a Non-Banking Financial Company ("NBFC") and had voluntarily surrendered its Certificate of Registration ("CoR"), which was cancelled by the RBI vide its Order dated October 06, 2016. Accordingly, the Company ceased to undertake activities requiring registration as an NBFC.

During the financial year under review, the Company's operations remained limited and revenue generation from its existing business was correspondingly limited. Subsequent to the closure of the financial year, the Company has identified and initiated steps to undertake a new line of business in the consumer electronics and allied products sector as a potential area for future business expansion, including activities relating to the trading and distribution of computer hardware and software, consumer electronics, mobile phones, electronic products and allied products, with the objective of establishing new business operations and developing sustainable revenue streams.

As this new business activity was undertaken subsequent to the close of the financial year, it did not contribute to the financial performance of the Company for the year under review. The financial and operational impact of the new business activity will be reflected in the financial statements for the periods in which such activities are actually commenced and undertaken.

The proposed new business activities are intended to cover trading, distribution, sourcing, procurement, marketing, import, export, wholesale, e-commerce and other allied commercial activities relating to consumer electronics, electrical and electronic appliances, communication devices, digital products, accessories, peripherals and allied products, including mobile phones and smart devices, wearables, smart-home and IoT products, computing and networking products, home appliances and related accessories.

The consumer electronics industry continues to be shaped by rapid technological advancement, increasing digitalisation, evolving consumer preferences, expanding internet connectivity and growing adoption of smart and connected devices. The continued expansion of organised distribution, e-commerce and digital channels is also creating opportunities for businesses engaged in sourcing, trading, distribution and supply of consumer electronics and allied products.



Key Drivers of Demand in India

The demand for consumer electronics and allied products in India is being supported by increasing digitalisation, technological advancement and changing consumer preferences. The key drivers of demand include:

1. **Rising Digitalisation and Connectivity**
   Increasing use of digital platforms for communication, education, work, entertainment and financial services is driving demand for smartphones, computers, tablets, communication devices and other digital products.

2. **Growing Adoption of Smart and Connected Devices**
   Increasing consumer preference for smart devices, wearables, smart-home products and IoT-enabled solutions is creating new demand across consumer electronics categories.

3. **Expansion of E-Commerce and Digital Distribution**
   The continued growth of e-commerce and digital sales channels is improving the availability and accessibility of consumer electronics products across different geographies and customer segments.

4. **Changing Lifestyles and Consumer Preferences**
   Rising awareness, evolving lifestyles and preference for convenience, efficiency and technologically advanced products are supporting demand for electronic appliances, home entertainment products, accessories and other consumer durables.

5. **Technology Upgradation and Product Replacement**
   Rapid technological developments, new product features and shorter technology cycles are encouraging consumers to upgrade and replace existing electronic devices, thereby supporting recurring demand for new products and related accessories.

Geographic Distribution of Consumer Electronics in India

The Indian consumer electronics market has a **broad geographic presence**, with demand concentrated in major metropolitan and Tier-I cities while steadily expanding across Tier-II, Tier-III, semi-urban and emerging markets. Increasing internet penetration, digitalisation, improving logistics infrastructure and the growth of e-commerce have enabled consumer electronics products to reach a wider customer base across the country.

The regional distribution of the consumer electronics market is broadly estimated as follows:

- **North India – 29.8%:** Largest regional market, supported by Delhi-NCR, Uttar Pradesh, Punjab and Haryana, with strong urban and emerging-market demand.
- **South India – 27.4%:** Major markets include Karnataka, Tamil Nadu, Telangana, Andhra Pradesh and Kerala, supported by technology adoption, urbanisation and established electronics ecosystems.
- **West India – 24.6%:** Maharashtra and Gujarat are key markets, supported by higher purchasing power, developed commercial infrastructure and strong demand for premium electronics.
- **East India – 18.2%:** Includes West Bengal, Odisha, Bihar, Jharkhand and the North-Eastern markets, with increasing demand driven by digital connectivity and expanding distribution networks.
- **Emerging Markets:** Demand is increasingly expanding beyond metropolitan centres into **Tier-II, Tier-III and smaller cities**, supported by e-commerce, improving logistics and wider digital connectivity.

MARKET SIZE & GROWTH

The Indian consumer electronics market has witnessed sustained growth over the years and is expected to continue expanding, supported by increasing adoption of digital and connected products, technological advancement and changing consumer preferences.

Key areas contributing to the growth of the market include smartphones and communication devices, consumer durables, home appliances, computers and peripherals, wearables, smart-home products, IoT-enabled devices and electronic accessories.

The growth of e-commerce and digital distribution channels is further supporting market expansion by enabling wider product availability and geographic reach. In addition, shorter technology cycles and increasing consumer preference for upgraded products are creating recurring demand for replacement and newer-generation devices.

The Company believes that the long-term growth prospects of the sector remain favourable, although the actual growth trajectory will depend upon consumer demand, economic conditions, technological developments, competitive intensity and other market factors.

GOVERNMENT INITIATIVES

The Government of India has undertaken several policy initiatives to strengthen the electronics ecosystem, promote domestic manufacturing, enhance local value addition, reduce import dependence and position India as a competitive global electronics manufacturing hub. The principal initiatives relevant to the consumer electronics sector include the following:

1. Production Linked Incentive Scheme for Large Scale Electronics Manufacturing

The Production Linked Incentive ("PLI") Scheme for Large Scale Electronics Manufacturing ("LSEM"), introduced in 2020, has been a key initiative for promoting domestic manufacturing of mobile phones and specified electronic components. The scheme provides incentives linked to incremental sales and is aimed at attracting investment, increasing domestic value addition and strengthening India's electronics manufacturing ecosystem.

As reported by the Government, up to March 2026, the PLI-LSEM scheme had recorded cumulative investment of approximately ₹20,587 crore, against the scheme target of ₹7,000 crore. Cumulative production stood at approximately ₹11,61,581 crore, against the target of ₹8,12,550 crore, while cumulative exports stood at approximately ₹6,43,323 crore, against the target of ₹4,87,530 crore.

The scheme has contributed significantly to the development of India's mobile manufacturing ecosystem. As of FY 2025–26, approximately 99.2% of mobile phones used in India were manufactured domestically, and India had emerged as the world's second-largest mobile phone manufacturer by volume.

2. PLI Scheme 2.0 for IT Hardware

The Government has also implemented PLI Scheme 2.0 for IT Hardware to encourage domestic manufacturing of laptops, tablets, servers and other specified IT hardware products.

The scheme is intended to attract investment, increase domestic production, strengthen the domestic supply chain and reduce dependence on imports. As reported by the Government, the scheme had generated cumulative production of approximately ₹24,385.89 crore, cumulative investment of approximately ₹1,056.36 crore and 5,216 direct jobs as of the latest reported position in FY 2025–26.

3. Electronics Components Manufacturing Scheme

The Electronics Components Manufacturing Scheme (ECMS) is aimed at developing a strong domestic ecosystem for electronic components and strengthening India's position across the electronics value chain.

The initiative focuses on promoting domestic manufacturing of critical components and sub-assemblies, thereby supporting higher domestic value addition and reducing dependence on imported components. The scheme is particularly relevant to the broader consumer electronics industry as the availability of domestic components can strengthen supply-chain resilience and support the development of local manufacturing capabilities.

4. Semicon India Programme

The Government's Semicon India Programme is aimed at developing a sustainable semiconductor and display manufacturing ecosystem in India. The programme supports the development of semiconductor fabrication, display manufacturing, semiconductor packaging and other related capabilities.

The development of a domestic semiconductor ecosystem is expected to strengthen India's electronics value chain over the long term by improving access to critical components and supporting higher domestic value addition in electronics manufacturing.

5. Electronics Manufacturing Clusters and Supporting Measures

The Government has also implemented initiatives such as the Modified Electronics Manufacturing Clusters (EMC 2.0) Scheme, along with measures relating to electronic components and semiconductor manufacturing, to facilitate the development of manufacturing infrastructure and supporting ecosystems.

In addition, the Public Procurement (Preference to Make in India) Order supports domestic manufacturing by providing preference to locally manufactured products in specified government procurement, while the policy permitting 100%

Foreign Direct Investment in the electronics sector under the applicable route has supported investment and participation in the sector.

Impact on the Electronics Sector

The cumulative impact of these initiatives is reflected in the significant expansion of India's electronics manufacturing ecosystem. According to Government data, electronics production increased from approximately ₹1.9 lakh crore in FY 2014–15 to around ₹12 lakh crore in FY 2024–25, while electronics exports increased from approximately ₹38,000 crore to around ₹3.3 lakh crore over the same period. Mobile phone production increased to approximately ₹5.45 lakh crore in FY 2024–25, while mobile phone exports reached approximately ₹2 lakh crore.

Further, as at March 2026, the PLI-LSEM scheme had exceeded its original five-year targets for investment, production and exports, demonstrating the growing scale of India's electronics manufacturing ecosystem.

Relevance to the Company

The policy environment and continued development of India's electronics ecosystem provide a supportive backdrop for the Company's new business activity in consumer electronics and allied products. The Company's proposed activities are primarily focused on trading, distribution, sourcing, procurement, marketing, import, export, warehousing, logistics, supply chain management, wholesale, e-commerce and other allied activities.

Accordingly, the Company's business may benefit indirectly from the increasing scale of domestic electronics manufacturing, wider availability of products and components, development of organised supply chains and expanding distribution opportunities.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian consumer electronics industry is a rapidly evolving sector comprising mobile phones, communication devices, home appliances, computers, smart devices, accessories and other allied products. The industry is driven by increasing digitalisation, technological advancement, changing consumer preferences and expanding e-commerce and distribution networks.

Key developments include:

Growing domestic electronics production and increasing localisation.
Rising adoption of smart and connected devices, including IoT products and wearables.
Expansion of e-commerce and digital distribution channels, increasing market reach.
Increasing demand from Tier-II, Tier-III and emerging markets.
Government support for electronics manufacturing and component ecosystem.
Rapid technological advancement, encouraging product upgrades and replacement.

Overall, the industry presents favorable long-term growth opportunities, supported by increasing digital penetration, evolving consumer demand and continued development of India's electronics ecosystem.

SWOT ANALYSIS OF THE INDUSTRY

Strengths

- **Large Consumer Base:** India has a large and diverse consumer market, providing a broad customer base for mobile phones, appliances, smart devices, computers and other electronic products.

- **Increasing Digitalisation:** Rapid adoption of smartphones, internet services and digital platforms continues to support demand for electronic and connected products.

- **Growing Domestic Ecosystem:** Increasing domestic production and development of local component and supply-chain capabilities are strengthening India's position in the global electronics industry.

- **Wide Product Portfolio:** The industry covers multiple categories, including communication devices, consumer durables, smart devices, accessories and electronic components, reducing dependence on a single product category.

- **Expanding Distribution Network:** Development of e-commerce, wholesale and organised distribution channels is improving product availability and geographic reach.

Weaknesses

- **High Competition:** The industry has a large number of domestic and international players, resulting in significant competition and pricing pressure.

- **Rapid Product Obsolescence:** Frequent technological advancements can shorten product life cycles and require businesses to continuously update their product portfolio.

- **Supplier Dependence:** Businesses may depend significantly on manufacturers, suppliers and imported components for product availability and competitive pricing.

- **Working Capital Requirements:** Trading and distribution activities may require substantial working capital for inventory, procurement and receivables.

- **Supply Chain Dependence:** Efficient logistics, warehousing and timely availability of products are critical to maintaining competitiveness.

Opportunities

- **Growing Demand for Smart Devices:** Increasing adoption of smartphones, wearables, IoT products and smart-home devices provides opportunities across multiple product categories.

- **Expansion into Emerging Markets:** Rising digital penetration and improving connectivity are creating opportunities in Tier-II, Tier-III, semi-urban and other emerging markets.

- **Growth of E-Commerce:** Increasing online purchasing provides businesses with opportunities to reach customers across a wider geographic area without relying entirely on traditional distribution channels.

- **Government Support:** Government initiatives promoting domestic electronics manufacturing, localisation and development of the component ecosystem can create opportunities across the electronics value chain.

- **Growing Demand for Accessories and Components:** Expansion of the installed base of electronic devices is supporting recurring demand for chargers, cables, batteries, headphones, spare parts, components and other allied products.

Threats

- **Intense Market Competition:** Strong competition from established brands, manufacturers, importers, distributors and online platforms may affect margins and market share.

- **Technological Changes:** Rapid innovation may result in existing products becoming outdated and may require continuous investment in product sourcing and market development.

- **Changing Consumer Preferences:** Consumer demand can change quickly based on technology, pricing, product features and brand preferences.

- **Supply Chain Disruptions:** Global supply-chain issues, logistics disruptions, shortages of components or dependence on overseas suppliers may affect product availability and costs.

- **Regulatory and Economic Risks:** Changes in import duties, taxation, foreign exchange rates, government policies and other regulatory requirements may impact the cost and profitability of the business.

SEGMENT-WISE / PRODUCT-WISE PERFORMANCE

During the financial year under review, the Company did not undertake any business operations and there was no revenue generated from any business segment or product category. Accordingly, there was no segment-wise or product-wise operational performance to report for the financial year.

The Company's proposed new business activity relating to computer software and hardware, consumer electronics and allied products is proposed to be initiated subsequent to the closure of the financial year and, therefore, did not have any impact on the financial or operational performance for FY 2025–26.

FINANCIAL PERFORMANCE

During the financial year under review, the Company did not undertake any business operations and accordingly revenue from operations was NIL.

The financial performance of the Company for the year was limited to the transactions and expenditure incurred in the ordinary course of maintaining the Company's corporate and statutory requirements. There was no revenue contribution from the proposed new business activity during the year under review, as such activity was initiated only after the close of the financial year.

The detailed financial position and results of the Company are set out in the audited financial statements forming part of the Annual Report.

FUTURE OUTLOOK

The Company has initiated steps to undertake a new business activity in the consumer electronics and allied products sector subsequent to the closure of the financial year.

The proposed activities include sourcing, procurement, trading, distribution, wholesale, import, export, marketing, e-commerce and other allied activities relating to computer software and hardware, consumer electronics, communication devices, electrical and electronic appliances, digital products, accessories, components, spare parts and peripherals.

The Company intends to establish the new business activity in a phased and commercially prudent manner, taking into consideration market conditions, availability of resources, working capital requirements, supplier arrangements, regulatory requirements and overall commercial feasibility.

As the new business activity was not operational during FY 2025–26, its financial impact will arise only in the periods in which the proposed activities are actually commenced and undertaken.

RISK AND CONCERNS

The proposed new business activity will be subject to various business, market and operational risks. The principal risks include:

- Market Competition: Competition from established domestic and international manufacturers, traders and distributors may affect pricing and margins.
- Technology Risk: Rapid technological developments may result in product obsolescence and changing consumer preferences.
- Supplier and Supply Chain Risk: Dependence on suppliers, manufacturers and logistics networks may affect product availability and delivery timelines.
- Working Capital Risk: The proposed trading and distribution activities may require adequate working capital for procurement, inventory and receivables.

- Regulatory Risk: Changes in taxation, import duties, government policies and other applicable regulations may impact the business.
- Foreign Exchange Risk: Import and export activities, if undertaken, may expose the Company to foreign exchange fluctuations.

The Company will monitor these risks on an ongoing basis and take appropriate measures for their mitigation.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

During the financial year under review, the Company's operations were limited and no business operations were undertaken. Accordingly, the existing internal control systems were commensurate with the Company's activities during the year.

As the Company establishes its new business activity, the internal control framework will be suitably strengthened and aligned with the scale and nature of the proposed operations. Appropriate controls relating to procurement, inventory, sales, receivables, payments, accounting, financial reporting, logistics and regulatory compliance will be implemented.

The adequacy and effectiveness of the internal control systems will be reviewed periodically by the Management and the Audit Committee, wherever applicable, and necessary corrective measures will be undertaken.

FINANCIAL YEAR OF THE COMPANY

The financial year of the Company commenced on April 1, 2025 and ended on March 31, 2026. During the financial year under review, the Company did not undertake any business operations and revenue from operations remained NIL.

OPERATIONS

There were no business operations undertaken by the Company during FY 2025–26 and consequently, the Company did not generate any revenue from operations during the year. Subsequent to the closure of the financial year, the Company is proposed to be initiated steps towards undertaking a new line of business in the computer software and hardware, consumer electronics and allied products sector. The proposed activity was therefore not part of the Company's operations during FY 2025–26.

The Company proposes to commence the new activity in a phased manner, subject to commercial feasibility, availability of resources and compliance with applicable statutory and regulatory requirements.

HUMAN RESOURCES

As the Company did not undertake any business operations during the financial year under review, its human resource requirements remained limited.

With the proposed commencement of the new business activity, the Company will evaluate its manpower requirements and, as necessary, develop an appropriately skilled workforce having relevant experience in sourcing, procurement, trading, distribution, logistics, e-commerce, finance and compliance.

The Company continues to recognise human resources as an important factor for the successful implementation and development of its new business activity.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

As the Company did not undertake any business operations during FY 2025–26 and revenue from operations was NIL, certain operating and profitability ratios may not be meaningful or may not be applicable for the year under review.

CAUTIONARY STATEMENT

This Management Discussion and Analysis contains certain statements relating to the Company's future plans, prospects, expectations and business strategies, which may constitute forward-looking statements.

These statements are based on the Company's current expectations and assumptions and are subject to various risks and uncertainties. Actual results may differ materially from those expressed or implied due to factors including changes in economic conditions, market demand, competition, technological developments, consumer preferences, regulatory requirements, taxation, availability of finance, supply-chain conditions and other factors beyond the Company's control.

The proposed consumer electronics business represents a new business activity for the Company, and there can be no assurance regarding the timing, scale or financial outcome of such activity. The Company will undertake the proposed business based on market conditions, commercial feasibility and availability of requisite resources.

The Company does not undertake any obligation to publicly update or revise any forward-looking statements, except as may be required under applicable laws and regulations.

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

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

Date: 29th August, 2026
Place: Haryana

Report on Corporate Governance

Philosophy on Code of Corporate Governance

Your Company stand committed to good Corporate Governance - transparency, accountability, disclosure and independent supervision to increase the value to the stakeholders. The Company is committed to transparency in all its dealings with shareholders, employees, the Government and other parties and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and increasing long-term shareholder value, keeping in view the interests of the company's stakeholders. Your company believes that Corporate Governance is a powerful tool for building trust and long-term relationship with stakeholders, employees, customers and suppliers. The Company has consistently endeavored to be transparent in all areas of its operations.

Corporate Governance to the Company is not just a compliance issue but central guiding principle for everything it does. It's a way of thinking, way of conducting business and a way to steer the organization to take on challenges for now and for the future. The following report on the implementation of the Corporate Governance code is a sincere effort of the Company to follow the Corporate Governance Principles in its letter and spirit.

Your Directors are committed to good Governance practices and the company has been sharing all important information about its various business segments and operations of the company through Directors Report, Quarterly Results, Chairman's Statement and Annual Reports. Further as required by the Listing Agreement, report on Corporate Governance is given below:

Board of Directors

The Company is managed by well- qualified professionals. All directors are suitably qualified, experienced and competent. The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefited by the experience and skills of the Board of Directors.

As on 31st March, 2026, the Board of Directors consists of four members, comprising of one Managing Director, one Non Executive Director and Two Non Executive Independent Directors including Women Director. The Board's composition meets the stipulated requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors hold directorship in more than ten public limited companies or act as an Independent Director in more than seven Listed Companies, and act as a member of more than ten or Chairman of more than five Committees as on 31st March, 2026 across all public limited companies in which they are Directors.

Board Meetings

The Board of Directors formulates the business policies of the company, reviews the performance and decides on the main issues concerning the company. During the year under review, Eight Board Meetings were held on 28.05.2025, 12.08.2025, 02.09.2025, 13.11.2025, 21.01.2026, 31.01.2026, 19.02.2026 and 20.03.2026.

Details of attendance of each Director at various meetings of the Company are as follows**:

Name	Category and Designation	No. of Board Meeting			Whether attended last AGM Yes/No	No. of Committees Chairmanship/Membership of Board Committees* including this listed entity (as on 31st March, 2026)		Number of Directorships Held in other Public Companies	No. of Shares and convertible instruments held by Executive/ Non-Executive Directors (as on 31st March, 2026)
		Entitled to Attend	Held	Attended		Chairman	Member		
Mr. Peeyush Kumar Aggarwal *(Appointed w.e.f. 02.09.2024)*	Executive and Managing Director	8	8	8	Yes	0	6	5	NIL
Mrs. Madhu Sharma	Non Executive & Independent Director	8	8	8	Yes	2	2	3	NIL
Mr. Ajay Sharma	Non Executive and Independent Director	8	8	8	Yes	2	1	2	10

Mr. Rachit Garg (Resigned w.e.f 21.01.2026)	Non Executive and Non Independent Director	4	8	4	Yes				
Mr. Faizal Bavaraparambil Abdul Khader	Non Executive and Non Independent Director	4	8	4	NA	0	1	2	NIL

* As per the requirements of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chairmanship and Membership of the Audit Committee and Stakeholders' Relationship Committees in other Public Limited Companies is mentioned only.

The Board of Directors has complete access to any information within the Company. At the Board Meetings, Directors are provided with all the relevant information on important matters, working of the Company as well as related details that require deliberations by the members of the Board.

OUTSIDE DIRECTORSHIPS/COMMITTEE POSITIONS OF DIRECTORS AS ON 31ST MARCH, 2026

Name of the Directors	In Listed Companies	Name of the Listed Entity and category	In unlisted Public Limited companies	As Chairman/ Member of Board Committees	
				Chairman	Member
Mr. Peeyush Kumar Aggarwal	03	1. MPS Pharmaa Limited (Formerly Advik Laboratories Ltd.) . 2. Interworld Digital Ltd. 3. Polar Marmo Agglomerates Ltd.	1.Omkam Developers Limited 2.Onus Plantations And Agro Limited	0	04
Mr. Ajay Sharma	01	MPS Pharmaa Limited	E-Visesh.Com Ltd.	0	01
Ms. Madhu Sharma	03	1. MPS Pharmaa Limited (FormerlyAdvik Laboratories Ltd.) 2. RCC Cements Ltd. 3. MPS Infotecnics Ltd.	Nil	02	03
Mr. Rachit Garg (Resigned w.e.f 21.01.2026)	01	MPS Infotecnics Limited	1. Onus Plantations & Agro Limited 2. Onshore Shipping Limited 3. EShoppers India Limited 4. Saturn Infocom Limited	01	02
Mr. Faizal Bavaraparambil Abdul Khader	03	1. Safa Systems and Technologies Limited 2. RCC Cements Limited 3. Interworld Digital Limited	1. Kanone Technologies Limited	0	01

a) Private Limited companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.

b) None of the directors is a member in neither more than 10 Committees, nor a Chairman in more than 5 Committees across all the companies in which he is a Director.

Relationship between Directors

As on 31st March, 2026, none of the Directors are related to each other as per the definition of "Relative" prescribed in Section 2 (77) of the Companies Act, 2013.

Induction and Familiarisation Programme for Independent Directors

On appointment, the concerned Directors is issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization programme. The programme aims to familiarize the Directors with their role, rights and responsibilities, nature of business model of the Company, etc.

The Details of the familarisation programme held for the Independent Directors are available on the Company's website i.e. http://www.bpcapital.in/investor.html.

Skill/expertise/competencies of the Board of Directors as on 31st March, 2026

The following is the list of core skills/expertise/competencies identified by the Board of Directors:

- Knowledge of Companies policies and culture including the knowledge of industry in which the Company operates
- Business Strategy, Corporate Governance, Administration, Decision Making
- Financial and Management Skills
- Technical Skills and Specialized Knowledge in relation to Company's business

Names of Director	Skills/Competencies/expertise
Mr. Peeyush Kumar Aggarwal	Fellow Member of the Institute of Chartered Accountants of India. He has rich experience of around Four decades. A first generation Entrepreneur having a clear business vision and practicing a hands-off approach. He has immense experience in Mergers & Acquisitions, Finance. His business interests are in the areas of Pharmaceuticals, Information Technology; Telecom VAS; Digital Cinema; Retail; Broking (Shares, Commodities, Insurance); Real Estate, Construction & Hospitality. He has great leadership, management& entrepreneur skills also. He also has vast experience in Finance and legal matters.
Ms. Madhu Sharma	She has extensive experience of more than 20 Years in various aspects of management, viz., the field of marketing and general administration. She has good leadership skills too.
Mr. Ajay Sharma	He has more than two decades of experience in the corporate sector at various levels including stock broking, real estate, marketing and general administration.
Mr. Faizal Bavaraparambil Abdul Khader	Mr. Faizal Bavaraparambil Abdul Khader is a committed and motivated entrepreneur with nearly 18 years of diverse experience across manufacturing and trading of plywood, spices, resins, and petrochemicals, as well as distribution of electronic products. He has extensive expertise in managing all aspects of business development and operations, demonstrating strong leadership and strategic acumen.

Certificate from Practising Company Secretary

The company has obtained a certificate from Kundan Agrawal & Associates, Company Secretaries confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such Statutory Authority.

Independent Directors

The tenure of Independent Directors is in accordance with the Companies Act, 2013 and Listing Regulations.

In the opinion of the Board, and as per the confirmation received from the Independent Directors, the Independent Directors fulfill the conditions specified in the Listing regulations and that of Companies Act, 2013 and are independent of the management.

Independent Directors' Meeting

In compliance with Section 149(8) of the Companies Act, 2013, read alongwith Schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, one separate meeting of Independent Directors of the Company was held on 24th March, 2026. The meeting was conducted in an informal manner without the presence of Managing Director, the Non Executive Non Independent Director or any other Management Personnel.

During the year under review, the Independent Directors met inter alia, to:

1. Review the performance of non-independent directors and the Board as a whole.
2. Review the performance of the Chairman of the company, taking into account the views of executive directors and non executive directors.
3. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

Performance Evaluation

In compliance with the provisions of the Companies Act, 2013 and as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted a formal mechanism for evaluation of its performances as well as that of its committees and Individual Directors, including the Chairman of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and other criteria as set out in Performance Evaluation Policy.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Information supplied to the Board

The Board has complete access to all information with the Company, which inter alia includes:-

- Quarterly results and results of operations of the company.
- Financing Plans of the Company
- Minutes of the meeting of the Board of Directors, Committee Meetings, etc
- Details of any agreement entered into by the Company
- Compliance or non compliance of any regulatory or statutory nature or listing requirements and investor grievances, if any

The information pertaining to mandatory items as specified in the listing Regulations, Companies Act, 2013 and other applicable Laws, along with other business issues, is regularly provided to the Board, as part of the agenda papers.

Board Committees

I. Audit Committee

The role and terms of reference of the Audit Committee are in accordance with Regulation 18 and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. This, inter alia, includes the overview of Company's financial reporting process, review of quarterly, half yearly and annual financial statements, review of internal control and internal audit systems, engage consultants who can analyze/review the internal practices and give a report thereon to the audit committee from time to time in respect of Company's Financial Reporting and controls thereto, recommendation for appointment, remuneration and terms of appointment of auditors of the company, review and monitor the auditors' independence, approval of any subsequent modification of transactions with the related parties, scrutiny of inter corporate loans and investments, etc.

During the year under review, Five Audit Committee Meetings were held on 28th May, 2025, 12th August, 2025, 01st September, 2025, 13th November, 2025 and 31st January, 2026. The Committee is headed by a Non Executive Independent Director. The Chairman of the Audit Committee was present at the last AGM held on 29.09.2025.

Details of attendance of each members of the Audit Committee are as under**:

Name of the Director	Category	Number of meetings during the financial year 2025-26		
		Entitled to Attend	Held	Attended
Mr Ajay Sharma	Non Executive- Independent Director,Chairman	5	5	5
Mrs. Madhu Sharma	Non Executive- Independent Director, Member	5	5	5
		--		
Mr. Rachit Garg *(Resigned w.e.f 21.01.2026)*	Non Executive- Non-Independent Director, Member	4	5	
Mr. Peeyush Kumar Aggarwal *(Appointed as a Member w.e.f. 20.01.2026)*	Executive Director, Member	1	5	1

The Audit Committee Meetings are also attended by the Company Secretary of the Company. The Company Secretary of the Company also acts as the Secretary of the Audit Committee.

The role of the audit committee shall include the following:

(1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;

(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

(a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

(b) changes, if any, in accounting policies and practices and reasons for the same;

(c) major accounting entries involving estimates based on the exercise of judgment by management;

(d) significant adjustments made in the financial statements arising out of audit findings;

(e) compliance with listing and other legal requirements relating to financial statements;

(f) disclosure of any related party transactions;

(g) modified opinion(s) in the draft audit report;

(5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;

(6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

(7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(8) approval or any subsequent modification of transactions of the listed entity with related parties;

(9) scrutiny of inter-corporate loans and investments;

(10) valuation of undertakings or assets of the listed entity, wherever it is necessary;

(11) evaluation of internal financial controls and risk management systems;

(12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(14) discussion with internal auditors of any significant findings and follow up there on;

(15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

(16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(18) to review the functioning of the whistle blower mechanism;

(19) approval of appointment of chief financial officer after

assessing the qualifications, experience and background, etc. of the candidate;

(20) Carrying out any other function as is mentioned in the terms of reference of the audit committee;

The audit committee shall mandatorily review the following information:

(1) management discussion and analysis of financial condition and results of operations;

(2) statement of significant related party transactions (as defined by the audit committee), submitted by management;

(3) management letters / letters of internal control weaknesses issued by the statutory auditors;

(4) internal audit reports relating to internal control weaknesses; and

(5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

(6) statement of deviations:

(a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

(b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

II. Nomination and Remuneration Committee

The constitution and terms of reference of the Committee are as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 and Part D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The broad terms of reference of the Nomination and Remuneration Committee (NRC), inter alia, are as follows:

a. Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of directors, key managerial personnel and other employees.

b. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.

c. Devising a policy on diversity of board of directors.

d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal

e. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

During the year, Three meetings of Nomination and Remuneration Committee were held on 1st September, 2025, 21st January, 2026 and 19th February, 2026.

The Composition of the Nomination and Remuneration Committee (NRC) as on March 31, 2026 and the attendance of each member at the Nomination and Remuneration Committee Meetings held during the quarter is as given below**:

Name of the Director	Category	Number of meetings during the financial year 2024-25		
		Held	Entitled to Attend	Attended
Mr Ajay Sharma	Non Executive& Independent Director, Chairman	3	3	3
Mrs. Madhu Sharma	Non Executive& Independent Director, Member	3	3	3
Mr. Rachit Garg *(Resigned w.e.f 21.01.2026)*	Non Executive& Non Independent Director, Member	3	1	1
Mr. Faizal Bavaraparambil Abdul Khader *(Appointed as a Member w.e.f. 20.01.2026)*	Non Executive& Non Independent Director, Member	3	2	2

The Nomination and Remuneration Committee had laid down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and Committees of the Board of Directors. The assessment was carried on the basis of following criteria:

1. Valuable Input Provided;
2. Dedication and Commitment;
3. Industry Knowledge;
4. Raising of Concern;
5. Compliances under Companies Act;
6. Contribution to development of strategy and to risk management.
7. Updations with the latest developments.
8. Communication with other Board members, senior management and others.

Remuneration of Directors

During the year under review, none of the Non Executive Directors has entered into pecuniary relationship or transaction with the Company.

The detailed criteria for making remuneration to Non- Executive Director is mentioned in the Nomination and Remuneration Policy of the Company and is displayed at the website of the Company at http://www.bpcapital.in/investor.html.

At present, none of the Executive and Non- Executive Directors is drawing any remuneration from the Company.

As on 31st March, 2026, Mr Ajay Sharma & Mr Rachit Garg holds 10 equity shares each of the company and apart from these Directors none of the Directors hold any equity shares of the Company.

During the financial year 2025-26, the Company did not came out with any Employee Stock Options plans and such no Stock Options were granted to any of the Directors.

III. Stakeholders' Relationship Committee:

In Compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the Board has formed an "Stakeholders' Relationship Committee". Stakeholders' Relationship Committee reviews the redressal of grievances of stakeholders pertaining to the requests/complaints of the shareholders related to transfer/transmission of shares, Dematerialization/ Rematerialisation of shares, non-receipt of annual reports, non-receipt of dividend, recording the change of address and to deal with all related matters. The Minutes of the Committee are circulated to the Board of Directors.

The role of the committee shall inter-alia include the following:

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Committee met 6 (Six) times during the year i.e on 15th April, 2025, 11th July, 2025, 01st September, 2025, 13th October, 2025, 17th January, 2026 and 20th March, 2026.

The Composition of the Committee as on 31st March, 2026 and details of attendance of the Committee members at the meetings are as follows**:

Name of Members	**Status**	**Number of meetings during the financial year 2025-26**		
		Held	**Entitled to attend**	**Attended**
Mr. Ajay Sharma	Non Executive & Independent Director, Chairperson	6	6	6
Mr. Peeyush Kumar Aggarwal	Executive Director, Member	6	6	6
Mr. Rachit Garg *(Resigned w.e.f. 21.01.2026)*	Non Executive & Non Independent Director,Member	6	5	5
Mrs. Madhu Sharma *(Appointed as a Member w.e.f. 21.01.2026)*	Non Executive & Independent Director,Member	6	1	1

Details of Investor complaints received and redressed during the Financial Year 2025-26 are as follows:

Opening Balance	**Received during the year**	**Resolved during the year**	**Closing Balance**
NIL	NIL	NIL	NIL

Annual General Meetings

The details of last three Annual General Meetings are as follows:

Year	**Date**	**Venue**	**Time**
2023	29.09.2023	Plot No- 138, Roz- Ka- Meo Industrial Area, Sohna (Distt. Mewat), Haryana-122103	10:00 A.M.
2024	28.09.2024	Plot No- 138, Roz- Ka- Meo Industrial Area, Sohna (Distt. Mewat), Haryana-122103	10:00 A.M.
2025	29.09.2025	Plot No- 138, Roz- Ka- Meo Industrial Area, Sohna (Distt. Mewat), Haryana-122103	10:00 A.M.

Special Resolutions passed during the last three Annual General Meetings/Financial Year:

The following special resolutions have been passed by the shareholders of the company in the previous three Annual General Meetings:

YEAR	**Particulars of Special Resolutions passed**	**AGM/EGM**
2023	NIL	30th AGM held on 29.09.2023
2024	1. Appointment of Mr. Peeyush Kumar Aggarwal (DIN: 00090423) as the Managing Director of the Company	31st AGM held on 28.09.2024
	2. Authorisation under Section 186 of the Companies Act, 2013	31st AGM held on 28.09.2024
2025	NIL	32nd AGM held on 29.09.2025

Postal Ballot

During the last three F.Y.s, the company has not passed any special resolution through Postal Ballot.

During the year under review, no special resolution was passed through postal ballot.

Means of Communication

The quarterly audited/un-audited financial results are sent to all the Stock Exchanges where the Company's shares are listed i.e. BSE, DSE & CSE immediately after the conclusion of the Board Meetings.

The Company regularly publishes its Audited/Unaudited Financial Results, E-voting Notice and other Communications in the following Newspapers:

- For English Edition- Financial Express
- For Hindi Edition- Jansatta

The Company's website www.bpcapital.in contains a separate section "Investor Relations" where information for shareholders is available. The Company's website displays the information as stipulated under Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016 such as Quarterly/Annual Financial Results, Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern, Policies, Investors' Contact details etc.

In addition, the Company makes use of this website for publishing official news release, if any.

As mandated by Ministry of Corporate Affairs (MCA), the Company will send Annual Report, Notices, etc. to the shareholders at their email address registered with their Depository Participants and/ or Company's Registrar and Share Transfer Agent (RTA).

To continue its support to the GREEN INITIATIVES measures of MCA, the Company has requested shareholders to register and/ or update their email address with the Company's RTA, in case of shares held in physical mode and with their respective Depository Participants, in case of shares held in dematerialized mode.

The Company has not made any presentation to the institutional investors/ analysts during the financial year 2025-26. In compliance with the requirement of the Listing Regulations, the official website of the Company contains information about its business, shareholding pattern, compliance with corporate governance, contact information of the compliance officer, etc. and the same are updated regularly.

General Shareholders' Information

Details of 33rd Annual General Meeting of the Company

Day & Date	Tuesday, 29th September, 2026
Time	10:30 A.M.
Venue	Plot No- 138, Roz- Ka- Meo Industrial Area, Sohna (Distt. Mewat), Haryana-122103

Tentative calendar for the financial year ending 31st March, 2027

Financial Reporting for the	**Tentative time frame**
First quarter ended 30th June, 2026	First fortnight of August, 2026
Second quarter ending 30th September, 2026	First fortnight of November, 2026
Third quarter ending 31st December, 2026	First fortnight of February, 2027
Fourth quarter ending 31st March, 2027	By the end of May, 2027

Date of Book Closure

From 23rd September, 2026 to 29th September, 2026 (both days Inclusive) for the purpose of 33rd Annual General Meeting.

Listing on Stock Exchanges

Name and Address of the Stock Exchanges	Stock Code
The Bombay Stock Exchange Ltd. (BSE) 1st Floor, P.J. Towers,Dalal Street, Mumbai-400001	Scrip Code -536965/BPCAP
The Delhi Stock Exchange Ltd. (DSE) DSE House, 3/1, Asaf Ali Road, New Delhi – 110002.	File No.- 8211
The Calcutta Stock Exchange Ltd. (CSE) 7, Lyons Range, Kolkata, West Bengal- 700 001	Scrip Code -10012104

Listing Fees

The Company had outstanding Annual Listing Fees ("ALF") of Rs. 12.72 lakh payable to BSE Limited ("BSE") as on 31st March, 2026. The Management has made a part payment of Rs. 12.00 lakh towards the outstanding ALF on 22nd May, 2026. The balance outstanding amount of Rs. 0.72 lakh is yet to be paid. The Company is making necessary arrangements for payment of the balance outstanding dues and are confident that the same will be cleared in due course.

The Management is presently evaluating and exploring the available options and making necessary arrangements for settlement of the outstanding liability towards The Calcutta Stock Exchange Limited ("CSE"). The Management is taking appropriate steps in this regard and is confident of resolving the matter in due course.

Material significant related party transactions which may have potential conflict with the interests of the Company at large:

There were no material financial or commercial related party transaction, between the Company and members of the Management that may have a potential conflict with the interests of the Company at large. All details relating to financial and commercial transactions, if any, where Directors may have a pecuniary interest are provided to the Board of Directors of the Company and the interested Directors neither participate in the discussion nor voted on such matters.

CIN Number: L74899HR1994PLC072042

Annual Return

As per amendment in section 92(3) and 134(3)(a) of the Companies Act, 2013 read with the Rules made thereunder, a copy of Annual Return are hosted on the website of the Company in the prescribed form, and can be accessed through the web link: https://bpcapital.in/pdfs/areturn25-26.pdf

ISIN No.

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is **INE947C 01010.**

Stock Market Data

The Company's equity shares are listed at Bombay Stock Exchange Ltd. (BSE), Delhi Stock Exchange Ltd. (DSE) & Calcutta Stock Exchange Ltd. (CSE). Since there was no trading in the shares of the company at CSE, the share price market data is not available from CSE. Further, DSE has been derecognized by the SEBI, therefore, at present, DSE does not carry on any operations/trading of shares.

The Company's equity shares are listed at Bombay Stock Exchange (BSE). The monthly high and low quotations of equity shares traded on the Bombay Stock Exchange Limited during the financial year 2025-26 are as follows:

Company : B. P. Capital Ltd 536965

Period: April 2025 to March 2026
All Prices in Rs

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
Apr 25	7.79	9.43	7.52	9.43	14,298	25	1,19,548	14,298	100.00	1.91	1.64
May 25	9.90	11.44	9.90	11.44	65,590	28	7,43,586	65,590	100.00	1.54	1.54
Jun 25	12.01	12.01	9.32	9.32	16,736	55	1,71,277	16,736	100.00	2.69	-2.69
Jul 25	9.32	9.32	8.00	8.00	8,683	21	74,793	8,683	100.00	1.32	-1.32
Aug 25	7.60	7.60	7.22	7.26	5,274	7	38,241	5,274	100.00	0.38	-0.34
Sep 25	7.29	8.03	7.29	8.03	7,487	23	60,030	7,487	100.00	0.74	0.74
Oct 25	8.43	8.85	8.11	8.43	12,196	24	1,02,930	12,196	100.00	0.74	0.00
Nov 25	8.40	8.40	8.40	8.40	420	7	3,528	420	100.00	0.00	0.00
Dec 25	8.40	8.82	8.40	8.73	7,530	24	63,259	7,530	100.00	0.42	0.33
Jan 26	8.56	10.24	8.30	10.23	4,815	41	45,129	4,815	100.00	1.94	1.67
Feb 26	10.74	10.74	10.33	10.33	727	5	7,807	727	100.00	0.41	-0.41
Mar 26	10.45	10.50	8.55	8.55	8,696	33	83,936	8,696	100.00	1.95	-1.90

Source: BSE's Website

Name and Address of the Registrar and Share Transfer Agent (RTA):

Skyline Financial Services Pvt. Ltd.
D-153/A, 1st Floor
Okhla Industrial Area
Phase -1, New Delhi-110020
Ph. No.:011-40450193-97
Contact Person Details: Mr. Anil/Mr. Dinesh
Email Id: admin@skylinerta.com

Share Transfer System

The Company's equity shares which are in dematerialized form are transferable through the dematerialized system Equity Shares in physical form are processed by Registrar and Share Transfer Agent, M/s. Skyline Financial Services Private Limited and approved by the Shareholders' Relationship Committee of the Board.

Reconciliation of Share Capital Audit Report

A practicing Company Secretary carried out reconciliation of share capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit report confirms that the total issued/ paid up capital is in consonance with the total number of shares in physical form and the total number of dematerialized shares held with the depositories.

Distribution of Shareholding as on 31st March, 2026:

Nominal Value of Each Share: Rs. 10/-

Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	No. of Shares Held	Shareholding Amount	% to Total Amount
(Rs.)				(Rs.)	
1	2	3	4	5	6
Up To 5,000	1360	77.80	241363.00	2413630.00	4.01
5001 To 10,000	174	9.95	158845.00	1588450.00	2.64
10001 To 20,000	75	4.29	123902.00	1239020.00	2.06
20001 To 30,000	36	2.06	93240.00	932400.00	1.55
30001 To 40,000	19	1.09	69209.00	692090.00	1.15
40001 To 50,000	14	0.80	67851.00	678510.00	1.13
50001 To 1,00,000	26	1.49	213053.00	2130530.00	3.54
1,00,000 and Above	44	2.52	5044337.00	50443370.00	83.91
Total	**1748**	**100.00**	**6011800.00**	**60118000.00**	**100.00**

Dematerialisation of Shares and Liquidity

The Company shares are traded in dematerialized form and have to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the de-mat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). M/s. Skyline Financial Services Pvt. Ltd. is the Registrar and Transfer Agent of the Company for the purposes of electronic connectivity for effective dematerialization of shares. As of 31st March, 2026 shares comprising approximately 94.25% of the Company's Equity Share Capital have been dematerialized.

Status of Dematerialized Shares as on 31st March, 2026

(Equity ISIN No. INE 947C01010)

Shares Held through	No. of Shares	Percentage of Holding
NSDL	22,33,283	37.14
CDSL	34,36,111	57.16
Physical	3,42,406	05.70
Total	60,11,800	100.00

Shareholding Pattern of the Company as on 31st March, 2026

Category	No. of Shares held	% of share holding
A. Promoters' holding		
Promoters		
Indian Promoters	4,24,400	07.06
Foreign Promoters	Nil	Nil
2. Persons Acting in Concert	Nil	Nil
Sub-total (A)	**4,24,400**	**07.06**
B. Non-Promoters' holding		
3. Institutional Investors		
a. Mutual Funds & UTI	Nil	Nil
b. Banks, Financial Institutions, Insurance Companies (Central/State Government Institutions/Non-government Institutions)	Nil	Nil
c. FIIs	Nil	Nil
Sub-total	**Nil**	**Nil**
4. Non Institutional Investors		
a. Bodies Corporate	16,60,347	27.62
b. individuals		
-Individual shareholders holding nominal share capital up to Rs. 2 Lakhs	11,33,585	18.86
-Individual shareholders holding nominal share capital up in excess of Rs. 2 Lakhs	26,27,313	
c. Any Other		
NRI	24,000	0.40
Hindu Undivided Family	1,42,145	2.36
Clearing Members	-	-
Directors or Directors' Relatives	10	0.00
Sub-total (B)	**55,87,400**	**92.94**
Grand Total (A)+(B)	**60,11,800**	**100.00**

ADRs/GDRs/Warrant

The Company has not issued any ADRs/GDRs during the year under review.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company is not involved into any activities relating to commodities price risks and hedging thereof.

Brief profile of the Directors liable to retire by rotation and others

Brief profile of the Directors who are liable to retire by rotation is furnished in the Directors' Report forming part of this Annual Report.

Address for Correspondence

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

Investor's Correspondence may be addressed to

The shareholders desiring to communicate with the Company on any matter relating to their shares of the Company may either visit in person or write quoting their Folio Number at the following address:

The Company Secretary/Compliance Officer,
B.P. Capital Limited
Plot No- 138, Roz- Ka- Meo Industrial Area,
Sohna (Distt. Mewat), Haryana-122103
Phone: 0124-2362471
Email : bpcapitallimited@gmail.com

SEBI Complaints Redress System (SCORES)

SCORES, i.e., a Sebi Complaints Redress System is a centralized web based complaints redress system which serves as a centralised database of all Complaints received enables uploading of Action Taken Reports (ATR's) by the concerned Companies & online viewing by the investors of actions taken on the Complaint & its current status. Your Company, is registered with SEBI under the SCORES system.

Prohibition of Insider Trading

In compliance with SEBI's Regulations on Prevention of Insider Trading, the Company has formulated a Code of Conduct for prohibition and prevention of Insider Trading for all the Directors, Officers and the designated employees of the Company. The Code lays down the Guidelines and procedures to be followed and disclosures to be made while dealing with equity shares of the Company.

CEO/CFO Certification

The Managing Director and CFO Of the Company has issued certificate pursuant to Regulation 17(8) read with Part B of Schedule II of the Listing Regulations certifying that the financial statements and the cash flow statement do not contain any untrue statements and these statements represent a true and fair view of the Company's affairs. The same is annexed to this Report

Practising Company Secretary's Certificate on Corporate Governance

A Certificate has been obtained from M/s Kundan Agrawal & Associates, Practising Company Secretaries, Secretarial Auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid down in Schedule V (E) of the SEBI (LODR) Regulations, 2015 in force. The same is annexed to this report.

Disclosures

(i) The policy on related party transaction is available in the website of the Company i.e. http://www.bpcapital.in/investor.html.

(ii) There was no instance of non- compliance and no penalties or strictures were imposed on the Company by any Stock Exchanges or SEBI or any other Statutory Authorities on any matter related to the Capital Markets during the last three years except to the fact that the Company has defaulted in payment of Annual Listing Fees to BSE and CSE.

(iii) The Company has formulated a Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company. The Whistle Blower Policy/Vigil Mechanism policy is available in the website of the Company i.e. http://www.bpcapital.in/investor.html. Further, no employee has been denied access to the Audit Committee.

(iv) The Company has complied with all the mandatory requirements of Corporate Governance of the Listing Regulations as are applicable to the Company. The Company also endeavors to follow Non-Mandatory requirements.

(v) The Company is not involved into activities relating to commodity price risks and hedging thereof.

(vi) During the year under review, the Senior Management Personnel of the Company did not enter into any material financial or commercial transactions in which they had, or may have had, a potential conflict of interest with the Company at large. As on 31st March, 2026, Mr. Shatrughan Sahu, Chief Financial Officer of the Company, was the Chief Financial Officer of the Company. Mrs. Sakshi Gupta resigned from the position of Company Secretary and Compliance Officer of the Company with effect from 19th February, 2026. Consequently, pursuant to the recommendation of the Nomination and Remuneration Committee, Ms. Ishani Manan Joshi was appointed as the Company Secretary and Compliance Officer of the Company with effect from the same date. Accordingly, there was a change in the Senior Management Personnel of the Company during the year under review.

(vii) **Pursuant to Regulation 15(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the provisions relating to Corporate Governance contained in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A and 27, clauses (b) to (i)**

and (t) of sub-regulation (2) of Regulation 46, and Paragraphs C, D and E of Schedule V of the SEBI LODR Regulations are not applicable to a listed entity whose paid-up equity share capital and net worth are within the thresholds prescribed under the said Regulation. As the paid-up equity share capital and net worth of the Company are within the prescribed thresholds, the Company is eligible for the exemption provided under Regulation 15(2)(a) of the SEBI LODR Regulations. Accordingly, the Company has claimed exemption from the applicability of the aforesaid provisions of the SEBI LODR Regulations for the Financial Year 2026-27.

Details of Compliance with mandatory requirements and adoption of non-mandatory requirements of the Listing Regulations:

The Company has complied with all the Mandatory requirements as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, including Corporate Governance requirements as specified under Regulation 17 to 27 and Clause (b) to (i) of Sub- Regulation (2) of Regulation 46 of the Listing Regulations as applicable to the Company.

A Certificate from M/s Kundan Agrawal & Associates, Company Secretaries, Delhi (Firm Registration No. S2009DE113700), the Secretarial Auditors of the company confirming compliance with the conditions of corporate governance as specified under Schedule V (E) of the Listing Regulations is annexed to this Report. Further, the Company has also complied with all requirements about disclosures in the Corporate Governance Report, as specified in sub para (2) to (10) of Clause C of Schedule V of the Listing Regulations.

Non- Mandatory requirements of Regulation 27(1) and Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. The Company has an Executive Chairman.
2. The quarterly/half yearly results are not sent to the shareholders. However, the same are published in the newspapers and also posted on the Company's website.
3. The Company's Financial Statement for the Financial Year 2025-26 do not contain any audit qualification.
4. The Internal Auditors report to the Audit Committee.

Disclosure of Accounting Treatment:

Your Company had adopted Indian Accounting Standards ("Ind AS") notified by the Ministry of Corporate Affairs. The financial statements for the financial year 2025-26 have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevent rules issued thereunder and other recognized accounting practices and policies to the extent applicable.

Details of fees paid by the Company to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part as per Clause 10(k), Part C of Schedule V of SEBI (LODR) Regulations, 2015:

During the year under review, the Company has paid to its Statutory Auditors the total fees of Rs. 27,500/- (inclusive of GST) for Audit and related services. Further, apart from the above fees, no fees had been paid by the Company to any network firm/network entity of which the statutory auditor is a part.

Special Window for re-lodgement of transfer deeds

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

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

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

Green Initiative in Corporate Governance

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement.

Keeping in view the underlying theme, the Company will continue to send various communications and documents like notice calling general meetings, audited financial statements, directors' report, auditor's report etc., in electronic form, to the email address provided by the members to the Depositories or to the Company.

To support this green initiative in full measure, members/ Promoters who have not registered their E-mail address and PAN Number. so far, are requested to register their E-mail address and PAN Number and their Bank Account details, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to fill their e-mail address and PAN Number and Bank Account Details for our records in the registration form which can be downloaded from the Company's website i.e. www.bpcapital.in for sending the documents in electronic form or else sent a request letter directly to the Company mentioning their E-mail address and PAN No. and Bank Account Details alongwithself attested copy of their PAN Card. Necessary communication in this regard has already been sent separately to the shareholders by the Company.

Dematerialization of Shares

Shareholders are requested to convert their physical holding to demat/electronic form through any of the Depository Participants to avoid any possibility of loss, multilation etc. of physical share certificates and also to ensure safe and speedy transaction in securities.

Further, SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08-06-2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (fourth Amendment) Regulations, 2018 ("The New Regulations") to further amend the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The New Regulations came into force on the 180th day from the date of its publication in the official gazette i.e. 08.06.2018 (Effective Date of implementation is December 5, 2018). The New Regulations have inter alia amended the Regulation 40 of SEBI (LODR) Regulations, 2015 and as per amended Regulation 40, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulation, you are requested to open a de-mat account with a Depository Participant (DP) and deposit your physical shares with such DP and get your shares de-mat at the earliest to avoid any kind of inconvenience.Necessary communication in this regard has already been sent separately to the shareholders by the Company.

Consolidation of Multiple Folios

Shareholders who have multiple folios in identical names, are requested to apply for consolidation of such folios and the relevant share certificates to the Company/its Registrar and Transfer Agent.

Updation of Registered Address with the Company

Shareholders are requested to update their addresses registered with the Company directly through the Share Transfer Agent, to receive all communications promptly. Shareholders holding shares in electronic form, are requested to deal only with their Depository Participants in respect of change of address.

Disclosure with respect to Demat Suspense Account/Unclaimed Suspense Account pursuant to SEBI Circular No. SEBI/LAD-NRO/GN/2015 – NOT APPLICABLE

Code of Conduct

The Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel. The Code of Conduct is also available on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.

Declaration of Compliance of the Code of Conduct in terms of Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

"In terms of Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and as per affirmation received from the Directors and the Members of Senior Management Personnel of the Company, I hereby declare that Directors & the Members of Senior Management of the Company have complied with the Code of Conduct during the F.Y. 2025-26."

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

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

Date: 29th August, 2026
Place: Haryana

Kundan Agrawal &Associates
Company Secretaries
Phone: 91-11-43093900
Mobile: 09212467033, 09999415059
E-mail: agrawal.kundan@gmail.com

PRACTISING COMPANY SECRETARY CERTIFICATE FOR COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members
M/s B. P. Capital Limited
138, Roz- Ka- Meo Industrial Area,
Sohna, Gurgaon, Haryana-122103

1) We have examined the compliance of the conditions of Corporate Governance by **B. P. Capital Limited** ('the Company') for the year ended on 31st of March, 2026, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub- regulation (2) of Regulation 46 and Para-C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015").

2) The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

3) In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015 for the year ended on 31st of March, 2026.

4) We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Kundan Agrawal & Associates
Company Secretaries
FRN: S2009 113700

Place: New Delhi
Date: 26.08.2026

Sd/-
Kundan Agrawal
Company Secretary
Membership No. 7631
C.P. No. 8325
UDIN: F007631H001227300
Peer Review No.:- 5704/2024

CEO/CFO Certification

This is to certify to the Board that:

a. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2026 and that to the best of our knowledge and belief state that:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee:

   i. significant changes in internal control over financial reporting during the year, whenever applicable;

   ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   ii. that there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For B.P. Capital Limited

	Sd/-	**Sd/-**
	Peeyush Kumar Aggarwal	**Shatrughan Sahu**
Place: Haryana	**Managing Director**	**Chief Financial Officer**
Date: 27/05/2026	**(DIN: 00090423)**	**(PAN: BAQPS1603E)**

Kundan Agrawal & Associates
Company Secretaries
Phone: 91-11-43093900
Mobile: 09212467033, 09999415059
E-mail: agrawal.kundan@gmail.com

Annexure – 1 (A)

Secretarial Compliance Report of M/s B. P. Capital Limited for the year ended 31st March, 2026

We, ***Kundan Agrawal & Associates***, Company Secretaries having ***FRN: S2009DE113700*** and office at **E-21, Office No. 301, Jawahar Park, Laxmi Nagar, New Delhi-110092have examined**:

(a) all the documents and records made available to us and explanation provided by "***B. P. Capital Limited***" ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the Stock Exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31stMarch,2026 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder;and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***(Not applicable on the company for the period under review)***

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;***(Not applicable on the company for the period under review)***

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***(Not applicable on the company for the period under review)***

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

(h) Securities and Exchange Board of India(Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013; ***(Not applicable on the company for the period under review)***

(i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; ***(Not applicable on the company for the period under review)***

(j) The Securities and Exchange Board of India (Depositories and Participants) Regulations,2018;

(k) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination,we hereby report that, during the review period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

- **Refer Annexure "A" annexed to the Report**

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

- **Refer Annexure "B" annexed to the Report**

I further report that –

- The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023 and October 18, 2024.

Further to the matter and as advised in the BSE Notice No. 20230329-21 dated 29th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the part of ongoing Annual Secretarial Audit Report –

S.NO.	**Particulars**	**Compliance Status (Yes/No/NA)**	**Observations/Remarks by PCS***
1	**Secretarial Standards:** The Compliances of Listed Entity are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	No
2	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Listed Entity • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	No No

3	**Maintenance and disclosures on Website:** • The Listed Entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes Yes Yes	No No No
4	**Disqualification of Director:** None of the Directors of the Company are disqualified under Section 164 ofthe Companies Act, 2013.	Yes	No
5	**To examine details related to subsidiaries of Listed Entity:** (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA NA	NA NA
6	**Preservation of Documents:** The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal or records as per policy of preservation of Documents and Archival Policy prescribed under SEBI (LODR) Regulations, 2015	Yes	No
7	**Performance Evaluation:** The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in the SEBi Regulations.	Yes	No

8	**Related Party Transactions:** (a) The Listed Entity has obtained prior approval of Audit Committee for all Related Party Transactions. (b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes NA	**For the Financial Year 2025-2026, the listed entity has obtained approval of shareholders for all related party transactions**
9	**Disclosure of events or information:** The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA
10	**Prohibition of Insider Trading** The Listed Entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition and Insider Trading) Regulations, 2015.	Yes	The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023 and October 18, 2024.
11	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions taken against the Listed Entity/ its Promoters/ Directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) during the F.Y. ending 31st March, 2026.	**Regulation 14 –Non Payment of Annual Listing Fees** **The Company has defaulted in payment of Annual Listing Fees of BSE and, therefore, BSE has suspended the trading of the scrip of the company on BSE's web portal due to non-payment of annual listing fees. The company has been marked in Graded Surveillance Measure (GSM) Stage 0** However, BSE pursuant to its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on	No payment has been made of AnnuaI Listing Fees since the F.Y.2022-23 of the BSE upto the end of F.Y.2025-26. Further, on 22ndMay,2026, the Company made a part payment of Rs. 12 Lakhs out of Rs. 12.72 Lacs pay able as on 31.03.2026 towards the outstanding Annual Listing Fees payable to BSE. The management is making efforts to arrange the necessary funds and is confident that the balance outstanding dues payable to BSE will be cleared in due course.

		Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.	
11	**Additional Non-Compliances, if any:** Any additional non-compliance observed for all SEBI regulatory/circular/guidance note etc.	Yes **Penalty of Rs 2360/- has been imposed on the company, for Non-submission of the Annual Report within the period prescribed under Regulation 34 of the SEBI (LODR) Regulations, 2015.** **The Company had accepted unsecured loans aggregating to Rs. 119.38 Lakhs from related parties, including a related party company and its own Directors. The said loans were interest-free in nature.**	**Penalty of Rs 2360/- has been imposed on the company, for Non-submission of the Annual Report within the period prescribed under Regulation 34 of the SEBI (LODR) Regulations, 2015. The Company has made payment and replied to stock exchange as well.** As explained by the management, the Company had submitted its Annual Report within the timeline prescribed under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, due to an inadvertent error, the Annual Report for the Financial Year 2024-25 was uploaded under the "Corporate Announcements" tab instead of the designated "Regulation 34(1) – Annual Report" tab on the portal of BSE Limited. Consequently, the Stock Exchange imposed the aforesaid penalty. **The Company had accepted unsecured loans from related parties which were interest free in nature. The Company has represented that such loans were obtained to meet temporary funding requirements/business exigencies and are repayable as per mutually agreed terms. The Company is advised to ensure continued compliance with the applicable provisions of the Companies Act, 2013 and other applicable laws.**

Compliances related to resignation of Statutory Auditors from Listed Entity and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	**Compliances with the following conditions while appointing/re-appointing an auditor**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation , has issued the limited review/ audit report, for such quarter; or **ii.** If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation , has issued the limited review/ audit report for such quarter as well as the next quarter; or **iii.** If the auditor has signed the limited review /audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No Event has been occurred for resignation of the Auditor and hence, the existing Auditor has duly signed the Limited Review Report (LRR) for all first three quarters of the reporting F.Y2025-2026.
2.	**Other Conditions relating to resignation of Statutory Auditor**		
	i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee: a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the Quarterly Audit Committee meetings.	NA	NA
	b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the Company, the Auditor has informed the Audit Committee the details of information/explanation sought and not provided by the Management, as applicable. c) The Audit Committee/Board of Directors as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	No Event has been occurred for resignation of the Auditor

	ii. Disclaimer in case of non-receipt of information: The Auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/its material subsidiary has not provided information as required by the auditor.	NA NA	As there was no event for resignation of Auditor, no information was required to be received and communicated. NA
3.	The Listed Entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFR/CMD1/114/2019 dated 18th October, 2019.	NA	NA

For Kundan Agrawal & Associates
Company Secretaries

Place: New Delhi
Date: 28/05/2026

Sd/-
Kundan Agrawal
Company Secretary
Membership No. 7631
C.P. No. 8325
UDIN: F007631H000513818

Kundan Agrawal & Associates
Phone: 91-11-43093900
Company Secretaries
Mobile: 09212467033, 09999415059
E-mail: agrawal.kundan@gmail.com

Annexure - 1 (B)

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2026

[*Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies* (*Appointment and Remuneration of Managerial Personnel*) *Rules, 2014*]

To
The Members
M/s B. P. Capital Limited
Plot No 138, Roz Ka Meo Industrial Area,
Sohna, Mewat, Haryana-122103

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s B. P. Capital Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that:

a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.We have not verified the correctness and appropriateness of the financial records and Books of the Company.

c) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

d) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2026 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

(*i*) The Companies Act, 2013 (the Act) and the rules made thereunder;

(*ii*) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(*iii*) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(*iv*) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(*v*) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —

(*a*) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(*b*) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(*c*) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(*d*) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;

(*e*) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(*f*) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(*g*) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;and

(*h*) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

(vi) Indian Stamp Act, 1899;

(vii) Indian Contract Act, 1872;

(viii) Income Tax Act, 1961 and indirect tax laws;

(ix) Applicable Labour Laws; and

(x) Other applicable Laws;

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by Compliance Auditors of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Listing Agreements with Stock Exchanges in India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting but some documents, registers, files & minutes are needed to be maintained in more improvised manner.

- All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.
- The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.
- ***The Company has defaulted in payment of Annual Listing Fees to BSE since the financial years 2022-23 and, therefore, BSE has suspended the trading of the scrip of the company on BSE's web portal due to non-payment of annual listing fees w.e.f. 17th May, 2023. However, BSE pursuant to its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.***
- ***The company has been marked under the Graded Surveillance Measure (GSM) Stage 0 by the Bombay Stock Exchange.***

  As explained by the management, the Company had made a part payment on 22nd May, 2026 of Rs. 12 Lakhs out of Rs. 12.72 Lacs payable as on 31.03.2026 towards the outstanding Annual Listing Fees payable to BSE. The management is making efforts to arrange the necessary funds and is confident that the balance outstanding dues payable to BSE will be cleared in due course.
- ***The Calcutta Stock Exchange Limited (CSE) has pursuant to SEBI CIR. NO. SEBI/HO/CFD/DCR/CIR/P/2016/81dated 07th September, 2016 taken action against the company and suspended the trading of scrip of the company due to non-payment of its annual listing fees.***

Disclaimer: -

- The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
- Filing of Income tax returns does not fall in our ambit and is the duty of the statutory auditor to check on that matter.

For Kundan Agrawal & Associates
Company Secretaries
FRN: S2009DE113700

Date: 18.08.2026
Place: New Delhi

Sd/-
Company Secretary
Membership No.: - 7631
C.P. No. 8325
UDIN: F007631H001137716

Kundan Agrawal & Associates
Phone: 91-11-43093900
Company Secretaries
Mobile: 09212467033, 09999415059
E-mail: agrawal.kundan@gmail.com

Annexure – 1 (C)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
B. P. Capital Limited
Plot No 138 Roz Ka Meo Industrial Area Sohna,
Mewat, Haryana, India, 122103

We, Kundan Agrawal & Associates, Company Secretaries, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **B. P. Capital Limited** having CIN L74899HR1994PLC072042 and having registered office at Plot No 138 Roz Ka Meo Industrial Area Sohna, Mewat, Haryana, India, 122103 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause (10) (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2026** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	Date of appointment in Company	Date of resignation in Company
1.	Mrs. Madhu Sharma	06947852	30.09.2020	-
2.	Mr. Ajay Sharma	03344008	01.09.2021	-
3.	Mr. Faizal Bavaraparambil Abdul Khader	07729191	21.01.2026	-
4.	Mr. Peeyush Kumar Aggarwal	00090423	02.09.2024	-

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Kundan Agrawal & Associates
Company Secretaries
FRN: S2009DE113700
Sd/-
Kundan Agrawal
Company Secretary
Membership No.: - 7631
C.P. No. 8325
UDIN: - F007631H001227498
Date: 26.08.2026
Place: Delhi

Annexure –2

Performance Evaluation Policy

1. Introduction

The B. P. Capital Limited **(“The Company”**) conducts its operations as per the directions provided by the Board of Directors within the framework laid down by the Companies Act, 2013 (**“the Act”**), the Articles of Association, Listing Agreement with stock exchanges and Code of Conduct and policies formulated by the Company for its internal execution. The Company’s Board of Directors is dedicated to act in good faith; exercise their judgment on an informed basis, in the best interest of the company and its stakeholders.

The Act provides that the Nomination and Remuneration Committee shall formulate the criteria for evaluation of performance of Independent Directors and the Board. Such an evaluation procedure will provide a fine system of checks and balances on the performance of the directors and will ensure that they exercise their powers in a rational manner. The Act further casts an obligation on part of the board of directors for evaluating the performance of independent directors. All the directors on the board of a company, except the independent director whose performance is being evaluated, will assess the performance of the independent director. Accordingly, a report of performance evaluation of each independent director of the company would be prepared, which would determine whether to extend or continue the term of appointment of the concerned independent director or not.

As one of the most important functions of the Board of Directors is to oversee the functioning of Company’s top management, this Board Performance Evaluation process aims to ensure individual directors (“Directors”) and the Board of Directors of the Company (“Board”) as a whole work efficiently and effectively in achieving their functions. This policy aims at establishing a procedure for conducting periodical evaluation of its own performance and individual directors**.** Hence, it is important that every individual Board Member effectively contributes in the Board deliberations.

2. Role of Board and Independent Directors

In conformity with the requirement of the Act, the performance evaluation of all the Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Independent Directors are duty bound to evaluate the performance of non – independent directors and Board as a whole. The independent directors of the Company shall meet at least once in a year to review the performance of the non- independent directors, performance of Chairperson of the Company and Board as a whole, taking into account the views of executive directors and non-executive directors.

3. Evaluation Criteria

The Board of Directors shall pay regards to the following parameters for the purpose of evaluating the performance of a particular director. In respect of each of the evaluation factors, various aspects have been provided to assist with the evaluation process in respect of performance of Board itself, and individual directors. Such evaluation factors may vary in accordance with their respective functions and duties. Evaluation of Independent Director shall be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director being evaluated.

Appraisal of each Director of the Company shall be based on the criteria as mentioned herein below.

Rating Scale:

Performance	Rating
Excellent	4
Very Good	3
Good	2
Satisfactory	1
Not Satisfactory	0

Evaluation of Independent Directors

While evaluating the performance of Independent Directors following points needs to be Considered.

Name of the Director being assessed: ________________________________

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Attendance and participations in the meetings		
2.	Raising of concerns to the Board		
3.	Safeguard of confidential information		
4.	Rendering independent, unbiased opinion and resolution of issues at meetings.		
5.	Initiative in terms of new ideas and planning for the Company.		
6.	Safeguarding interest of whistle-blowers under vigil mechanism.		
7.	Timely inputs on the minutes of the meetings of the Board and Committee's, if any		
8.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
9.	Contribution to development of strategy and to risk management		
10.	Updations with latest developments		
11	Communications with Board members, senior management and others		

Evaluation of Non Independent/ Executive Directors

While evaluating the performance of Non-Independent Directors/ Executive Directors followingpoint's needs to be considered:

Name of the Director being assessed: ________________________________

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Leadership initiative		
2.	Initiative in terms of new ideas and planning for the Company		
3.	Professional skills, problem solving and decision making		
4.	Compliance with policies of the Company, ethics, Code of Conduct etc.		
5.	Reporting of frauds, violations etc.		
6.	Motivating employees, providing assistance & directions		
7.	Attendance and presence in meeting of Board, Committee and General Meeting.		
8.	Safeguarding of interest of whistle blowers under vigil mechanism.		
9.	Timely inputs of the minutes of the meetings of the Board and Committee, if any.		
10.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
11.	Contribution to development of strategy and to risk management		
12.	Updations with latest developments		
13.	Communications with Board members, senior management and others		

Evaluation of Board of Directors

While evaluating the Performance of the Board of Directors as a whole, following points needs to be considered:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	The Board of Directors of the company is effective in decision making		
2.	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.		
3.	The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law.		
4.	The Board reviews the organization's performance in carrying out the stated mission on a regular basis.		
5.	The Board of Directors is effective in providing necessary advice and suggestions to the company's management.		
6.	Is the board as a whole up to date with latest developments in the regulatory environment and the market?		
7.	The information provided to directors prior to Board meetings meets your expectations in terms of length and level of detail.		
8.	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.		
9.	The Board Chairman effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the board.		
10.	The Board appropriately considers internal audit reports, management's responses, and steps towards improvement.		
11.	The Board oversees the role of the independent auditor from selection to termination and has an effective process to evaluate the independent auditor's qualifications and performance.		
12.	The Board considers the independent audit plan and provides recommendations.		

COMMITTEES OF BOARD

The Board has constituted the following committees:

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Nomination and Remuneration Committee;

For evaluating the performance of each committee, the Board of Directors shall pay regards to the following aspects:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
2.	Compliance with ethical standards & code of conduct of Company		
3.	Committee's accomplishments w.r.t. performance objectives		
4.	Redressal of complaints & grievances		
5.	Coordination with other committees and Board of Directors		
6.	Fulfillment of roles & responsibilities assigned to them		
7.	Adherence to Company's policies and internal procedures		

Evaluation of Key Management Personnel and Senior Executives

While evaluating the performance of Key Management Personnel and Senior Executives (other than Directors) following points shall be kept in mind:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Abidance and behavior in accordance with ethical standards & code of conduct of Company.		
2.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws. Applicable to the Company		
3.	Interpersonal and communication skills		
4.	Team work attributes		
5.	Safeguard of confidential information		
6.	Compliance with policies of the Company, ethics, code of conduct, etc.		
7.	Punctuality and other personality related aspects		

4. Review of the Policy

The Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company.

5. Disclosure

Company will disclose details of its Board Performance Evaluation processes in its Board's report. The Board's report containing such statement shall indicate the manner in which formal evaluation has been made by the Board of its own performance and individual directors of the Company.

Annexure - 3

NOMINATION & REMUNERATION POLICY

1. Introduction

Pursuant to Section 178 of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of had constituted the Nomination and Remuneration Committee.The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 read along with the applicable rules thereto and Listing Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

2. Objective and purpose of the policy

The objectives and purpose of this policy are:

2.1 To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees. This includes, reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluating the CEO's performance in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO's compensation level based on this evaluation; and making recommendations to the board with respect to non-CEO executive officer compensation, and incentive-compensation and equity-based plans that are subject to board approval;

2.2 The policy also addresses the following items: Committee member qualifications; Committee member appointment and removal; Committee structure and operations; and Committee reporting to the Board.

2.3 To formulate the criteria for evaluation of performance of all the Directors on the Board;

2.4 To devise a policy on Board diversity; and

2.5 To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

Definitions

- 'Board' means Board of Directors of the Company.
- 'Directors' means Directors of the Company.
- 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstitutedby the Board, in accordance with the Act and applicable SEBI listing Regulations, 2015 and/or any other Act/Regulations.
- 'Company' means B. P. Capital Limited.
- 'Independent Director' means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.
- 'Key Managerial Personnel (KMP)' means-
  - (i) the Managing Director or the Chief Executive Officer or the manager and in their absence, a Whole-time Director;
  - (ii) the Company Secretary; and
  - (iii) the Chief Financial Officer

Senior Management means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and Listing as may be amended from time to time shall have the meaning respectively assigned to them therein.

General

This Policy is divided in three parts: -

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and nomination; and

Part – C covers remuneration and perquisites etc.

Part – A

Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The following matters shall be dealt by the Committee:-

(a) Size and composition of the Board:

Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole and ensure compliance of various provision of applicable laws and SEBI listing Regulations, 2015;

(b) Directors:

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;

(c) Succession plans:

Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;

(d) Evaluation of performance:

Make recommendations to the Board on appropriate performance criteria for the Directors.

Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company.

Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

(e) Remuneration framework and policies:

The Committee is responsible for reviewing and making recommendations to the Board on:

(i) the remuneration of the Managing Director, Whole-time Directors and KMPs

(ii) the total level of remuneration of Non-Executive Directors and for individual remuneration for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees;

(iii) the remuneration policies for all employees including KMPs, senior management and other employees including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to

(iv) attract and motivate talent to pursue the Company's long term growth;

(v) demonstrate a clear relationship between executive compensation and performance; and

(vi) be reasonable and fair, having regard to best governance practices and legal requirements.

(vii) The Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and

(viii) the Company's remuneration reporting in the financial statements.

PART – B

Policy for appointment and removal of Director, KMPs and Senior Management

I. Appointment criteria and qualifications

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his / her appointment.
2. A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.
4. The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director who has attained the age of seventy years and shall not appoint Independent Director who is below age of 21 years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond Seventy years as the case may be.
5. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.

II. Term / Tenure

1. Managing Director / Whole-time Director

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

III. Retirement

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company with the approval of shareholders by passing a special resolution at the general meeting of the Company.

PART – C

Policy relating to the remuneration for Directors, KMPs and other employees

A. *General*

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of Chapter xiii of the Companies Act, 2013 read with schedule v, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

B. *Remuneration to KMPs and other employees*

The policy on remuneration for KMPs and other employees is as below:-

1. Fixed pay

The remuneration and reward structure for employees comprises two broad components - annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees.

These guidelines are as under:

a) Annual remuneration

Annual remuneration refers to the annual compensation payable to the employees of the Company. This comprises two parts - a fixed component, and a performance-linked variable component based on the extent of achievement of the individual's objectives and performance of the business unit. Employee is required to determine his/her key result areas for that particular defined role. The performance-linked variable pay will be directly linked to the performance on individual components of the performance and the overall performance of the business. An employee's variable pay would, therefore, be directly dependent on key performance measures that represent the best interests of shareholders.

The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber, and high potential personnel in a competitive global market. The total remuneration level is to be reset annually based on a comparison with the relevant peer group globally, established through independent compensation surveys, from time to time.

b) Long-term rewards

Long-term rewards may be granted to eligible key employees based on their contribution to the performance of the Company, relative position in the organization, and length of service under the supervision and approval of the Committee.

The grant, vesting and other scheme details would be formulated from time to time.

These long-term reward schemes are implemented to attract and retain key talent in the industry.

2. Minimum remuneration to Managing Director/ Chief Executive officer

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

C. Remuneration/ Setting Fees / Commission to Non-Executive / Independent Directors

1. Remuneration/ Setting Fees / Commission

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made there under.

The remuneration to the Non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Non-Executive Directors/ Independent Director shall be paid a Setting Fees / Commission as may be decided by the Board of Directors from time to time subject to the limits specified in Companies Act, 2013 and other applicable laws/ Regulations.

2. Stock options

The Independent Directors shall not be entitled to any stock option of the Company.

Policy review

This policy is framed based on the provisions of the Companies Act, 2013 and rules there under and the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.

Annexure - 4

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship	**Not Applicable**
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship	**Omkam Global Capital Private Limited**
(b) Nature of contracts/arrangements/transactions	**Unsecured Loan**
(c) Duration of the contracts / arrangements/transactions	**01/04/2025 to 31/03/2026**
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Mr.Peeyush Kumar Aggarwal, Managing Director of the company is also a Director of Omkam Global Capital Pvt. Ltd. The funds received by the company are repayable on demand and/or as and when the company has surplus funds. During the year under review a sum of Rs. 85.16 Lakhs had been infused by M/s Omkam Global Capital Private Limited and an amount of Rs. 85.16 Lakhs is outstanding and stands payable to M/s Omkam Global Capital Private Limited at the end of the Financial year 2025-26.
(e) Justification for entering into such contracts or arrangements or transactions	Short Term fund required for day to day transactions
(f) date(s) of approval by the Board	28-05-2025
(g) Amount paid as advances, if any:	Nil
(h) Date on which the ordinary resolution was passed in general meeting as required under first proviso to section 188	29-09-2025

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

Sd/-
Peeyush Kumar Aggarwal
Chairman
DIN: 00090423

Date: 28th May, 2026
Place: Haryana

Annexure –5

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2025-26, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-26 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2025-26 (Rs. In Lacs)	% Increase in Remuneration in the Financial Year 2025-26	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Peeyush Kumar Aggarwal Managing Director)	Nil	Not Applicable	Not Applicable	Net Loss for the financial year 2025-26 is Rs. 16.76 Lacs as compared to Net Loss of Rs. 16.09 Lacs for the financial year 2024-25.
2	Mrs. Madhu Sharma Non Excutive-Independent Director	Nil	Not Applicable	Not Applicable	-
3	Mr Ajay Sharma Non Excutive-Independent Director	NIL	Not Applicable	Not Applicable	-
4	Mr Rachit Garg Non Executive Director (Resigned w.e.f. 21.01.2026)	NIL	Not Applicable	Not Applicable	Net Loss for the financial year 2025-26 is Rs. 16.76 Lacs as compared to Net Loss of Rs. 16.09 Lacs for the financial year 2024-25.
5	Mr. Faizal Bavaraparambil Abdul Khader	NIL	Not Applicable	Not Applicable	
6	Ms. Sakshi Gupta Company Secretary (Resigned w.e.f. 19.02.2026)	2.14 Lacs	NIL	Not Applicable	Net Loss for the financial year 2025-26 is Rs. 16.76 Lacs as compared to Net Loss of Rs. 16.09 Lacs for the financial year 2024-25.
7	Ms. Ishani Manan Joshi Company Secretary) (Appointed w.e.f. 19.02.2026)		NIL	Not Applicable	Net Loss for the financial year 2025-26 is Rs. 16.76 Lacs as compared to Net Loss of Rs. 16.09 Lacs for the financial year 2024-25.
8	Mr. Shatrughan Sahu Chief Financial Officer	5.50 Lacs	NIL	Not Applicable	Net Loss for the financial year 2025-26 is Rs. 16.76 Lacs as compared to Net Loss of Rs. 16.09 Lacs for the financial year 2024-25. .

ii. In the financial year, there was no increase in the median remuneration of employees;

iii. There were 3 permanent employees on rolls of Company as on March 31, 2026;

iv. Relationship between average increase in remuneration and company performance – During the F.Y. 2025-26, there was no increase in remuneration. The company incurred a net loss of Rs. 16.76 Lacs for the financial year 2025-26. Further, there was no increase in median remuneration.

v. a. Variations in the market capitalization of the Company: The market capitalization as on March 31, 2026 was Rs. 4,68,31,922/- as compared to market capitalization of Rs. 30,600,062/- as on March 31, 2025.

b. The closing price of the Company's equity shares on the BSE as on March 31, 2026 was Rs 8.80 per share and on March 31, 2025 was Rs. 07.79/- per share.

vi. The Key Parameters for any variable component of remuneration availed by the Directors – Please refer to the salient features of Remuneration Policy annexed and forming part of this Report.

vii. Average percentage in increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2025-26 was NIL.

viii. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and

ix. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

x. None of the employees of the Company are related to any Director of the Company.

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

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

Date:29th August, 2026
Place: Haryana

NEMANI GARG AGARWAL & CO.
CHARTERED ACCOUNTANTS
1517, DEVIKA TOWER, 6, NEHRU PLACE,
NEW DELHI- 110 019.Br.Office: Ch. No.5, KamadgiriAptt., Kaushambi, Ghaziabad-201010
Tel.-011-26448022/33;0120-4374727
Email ID: sknemani@sknemani.com,nemani61@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the members of B.P. Capital Limited

Opinion

We have audited the accompanying stand-alone financial statements of B.P. Capital Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit & Loss *(including Other Comprehensive Income),* the Statement of Changes in Equity and the Cash Flow Statement for the year ended, and a summary of the Significant Accounting Policies and other explanatory information *(hereinafter referred to as Standalone Financial Statements).*

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2026, the net loss and total comprehensive income, changes in equity and the cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs).

Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis on other Matters:

We draw attention to:

i. **The company had recorded the cost of Investment of Rs. 2.67 Crore at cost of the equity shares issued and had not determined the fair value as required by IND AS- 109.**
ii. **The company has no business revenue since long time.**
iii. **There are no movement in majority of assets and liabilities outstanding since long time.**

Our opinion is not modified in respect of the above stated matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with **Ind AS** and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for

- safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities
- selection and application of appropriate accounting policies
- making judgments and estimates that are reasonable and prudent and
- design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143 (3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.

We consider quantitative materiality and qualitative factors in;

(i) planning the scope of our audit work and in evaluating the results of our work; and

(ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in **"Annexure 1"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143 (3) of the Act, based on our audit, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31 March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, please refer to our separate Report in **"Annexure 2".** Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion & to the best of our information & according to the explanations given to us, the Company has not paid remuneration to its directors during the year.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds(which are material either individually or in the aggregate)have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that there presentations under sub-clause(i) and (ii) of Rule11(e), as provided under (a) and (b) above, contain any material misstatement.

(d) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April 2023.

Based on our examination which included test check, except for the instances mentioned below, the Company has used accounting software for maintaining its books of accounts which have a feature of recording audit

trail (edit log) facility but the edit log was not operated throughout the financial year for all relevant transactions recorded in the respective software.

v. The company has not declared or proposed dividend during the year.

For Nemani Garg Agarwal & Co.
(Chartered Accountants)
FRN: 010192N

Sd/-
Jeetmal Khandelwal
(Partner)
Membership No.: 074267
UDIN: 26074267JIITDE8456

Place: New Delhi
Date: 27th May, 2026

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our STANDALONE AUDIT Report to the Members of B. P. CAPITAL LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) The company had no Property, plant and Equipments and Intangible Assets during the year hence provisions of clause 3 (i) (a) to (d) of the above order are not applicable to the company.

(b) No Proceedings under Benami Property Transactions (Prohibition) Act, 1988 have been initiated against the company.

ii. (a) The company had no inventory during the year, hence clause 3 (ii) (a) of above order are not applicable to the company.

(b) The Company has no sanction of working capital limits in excess of ₹ 5 crore, in aggregate, during the year, from banks or financial institutions on the basis of security of current assets, hence no requirement of filing quarterly returns or statements with banks

iii. The Company has made no investments in companies, Limited Liability, Partnerships, and has not granted unsecured loans to other parties, during the year, hence reporting under clause 3(iii) (a)to (f)of the order are not applicable to the company.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under sub- section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company.

vii. In respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2026 on account of disputes are NIL.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest from any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not received the term loan during the year.

(d) On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised any loans on the pledge of securities held in its subsidiary, joint ventures or associates companies.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment of and made no private placement of shares or convertible debentures (fully or partly or optionally)

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As per information provided to us no whistle blower complaints was received by the Company during the year (and up to the date of this report).

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company

xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has incurred cash loss of Rs.16.76 lac during the financial year covered by our audit and incurred cash loss of Rs. 16.09 lac during the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date . We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) No amount unspent under sub section (5) of section 135 of Companies Act pursuant to any ongoing project for CSR amount was outstanding for transfer to special Account in compliance with the provision of sub section (6) of section 135 of Companies Act at the end of the Financial Year.

For Nemani Garg Agarwal & Co.
(Chartered Accountants)
FRN: 010192N
Sd/-
Jeetmal Khandelwal
(Partner)
Membership Number: 074267
UDIN: 26074267JIITDE8456

Place: New Delhi
Date: 27th May, 2026

Annexure – B

(Referred to in paragraph "f" under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Financial Statements of B.P. Capital Limited ("the Company") as of 31 March 2026 in conjunction with our audit of the stand-alone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control over Financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Control over to Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls With Reference to Financial Statements

A company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company ; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to Financial Statements and such internal financial controls with reference to Financial Statements were operating effectively as at 31 March 2026, based on the internal financial control with reference to Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Nemani Garg Agarwal & Co.
(Chartered Accountants)
FRN: 010192N

Sd/-
Jeetmal Khandelwal
(Partner)
Membership No.: 074267
UDIN: 26074267JIITDE8456

Place: New Delhi
Date: 27th May, 2026

B. P. CAPITAL LIMITED
CIN:L74899HR1994PLC072042
Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103
Balance Sheet as at 31st March, 2026

(Amount in Hundred)

Particulars	Note No.	As at 31st March, 2026	As at 31st March, 2025
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	4	-	-
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Intangible assets		-	-
(e) Financial Assets			
(i) Investments	5	2,67,492.00	2,67,492.00
(ii) Loans		-	-
(f) Deferred tax assets (Net)		-	-
(g) Other Non-Current Assets		-	-
Total Non-current assets		**2,67,492.00**	**2,67,492.00**
(2) Current assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Cash and cash equivalents	6	647.04	891.05
(iv) Bank balances other than iii) above		-	-
(v) Loans		-	-
(c) Other Current Assets	7	5,83,497.13	5,81,532.66
Total Current Assets		**5,84,144.17**	**5,82,423.71**
Total Assets		**8,51,636.17**	**8,49,915.71**
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	8	6,01,180.00	6,01,180.00
(b) Others Equity	9	(1,68,107.23)	(1,51,344.64)
Total Equity		**4,33,072.77**	**4,49,835.36**
Liabilities			
(2) Non Current Liabilities			
(a) Financial Liabilities			
(i) Other financial liabilities		-	-
(b) Deferred tax liabilities (Net)			
Total Non Current Liabilities		**-**	**-**
(3) Current liabilities			
(a) Trade payables		-	-
(b) Other current liabilities	10	2,99,179.71	2,95,125.32
(c) Short-Term Borrowing	11	1,19,383.69	1,04,955.03
(c) Short-Term Provision		-	-
Total Current Liabilities		**4,18,563.40**	**4,00,080.35**
Total Equity & Liabilities		**8,51,636.17**	**8,49,915.71**
Summary of significant accounting policies	1-3		

The accompanying notes are an integral part of the financial statements. 1-49B
As per our attached report of even date

For M/s. Nemani Garg Agarwal & Co.	**For and on behalf of Board of Directors of**
Chartered Accountants	**B. P. CAPITAL LIMITED**
Firm Reg. No. 010192N	

Sd/-	**Sd/-**	**Sd/-**	**Sd/-**	**Sd/-**
J.M. Khandelwal	**Peeyush Kumar Aggarwal**	**Ajay Sharma**	**Shatrughan Sahu**	**Ishani Manan Joshi**
Partner	**Mg. Director**	**Director**	**CFO**	**Company Secretary**
M.No. 074267	**DIN :00090423**	**DIN :03344008**	**PAN: BAQPS1603E**	**M.No. :A50720**
UDIN: 26074267JIITDE8456				

Place: Sohna, Haryana
Date: 27/05/2026

B. P. CAPITAL LIMITED
CIN:L74899HR1994PLC072042
Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103
Statement of Profit & Loss for the Year Ending 31st March, 2026

(Amount in Hundred)

Particulars	Note No.	For the year ended 31.03.2026	For the year ended 31.03.2025
Continuing Operations			
Revenue from Operations	12	-	-
Other Income	13	-	-
Total Income (I)		-	-
Expenses			
Changes in Inventory of Finished Goods, Stock In Trade and Work In Progress		-	-
Employee Benefit Expenses	14	9,906.93	9,749.30
Finance Cost	15	17.54	5.75
Depreciation & amortization expenses		-	-
Other expenses	16	6,838.12	6,330.89
Total Expenses (II)		**16,762.59**	**16,085.94**
III. Profit / (loss) before Tax (I) - (II)		**(16,762.59)**	**(16,085.94)**
IV. Tax expense:			
(1) Current Income Tax		-	-
(2) Deferred Tax		-	-
(3) Short Provission for earlier year		-	-
V.Profit / (loss) for the year from Continuing Operations (III-IV)		**(16,762.59)**	**(16,085.94)**
VI. Discontinuing Operations			
Profit / (loss) for the year from discontinued Operations		-	-
Tax Income /(Expense) of discontinuing operations		-	-
VII. Profit /(loss) for the year from discontinued Operations (after tax)		-	-
VIII. Profit / (Loss) for the year (V +VII)		**(16,762.59)**	**(16,085.94)**
Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
(IX) Other Comprehensive Income for the year		-	-
(X) Total Comprehensive Income for the year (VIII+IX)		**(16,762.59)**	**(16,085.94)**
Earning per share for continuing operations [face value of Share Rs. 10/-each]	18		
(Previous Year Rs. 10/- each)			
(i) Basic			
Computed on the basis of total profit for the year		**(0.28)**	**(0.27)**
(ii) Diluted			
Computed on the basis of total profit for the year		**(0.28)**	**(0.27)**
Summary of significant accounting policies	1-3		

The accompanying notes are an integral part of the financial statements. 1-49B

As per our attached report of even date

For M/s. Nemani Garg Agarwal & Co.
Chartered Accountants
Firm Reg. No. 010192N

For and on behalf of Board of Directors of
B. P. CAPITAL LIMITED

Sd/-	**Sd/-**	**Sd/-**	**Sd/-**	**Sd-**
J.M. Khandelwal	**Peeyush Kumar Aggarwal**	**Ajay Sharma**	**Shatrughan Sahu**	**Ishani Manan Joshi**
Partner	**Mg. Director**	**Director**	**CFO**	**Company Secretary**
M.No. 074267	**DIN :00090423**	**DIN :03344008**	**PAN: BAQPS1603E**	**M.No. :50720**
UDIN : 26074267JIITDE8456				

Place: Sohna, Haryana
Date: 27/05/2026

B. P. CAPITAL LIMITED
CIN:L74899HR1994PLC072042
Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103
Cash flow statement for the year ending 31st March, 2026

(Amount in Hundred)

	Particulars	For the Year Ended 31st March, 2026		For the Year Ended 31st March, 2025	
A)	**Cash flow from operating activities**				
	Net Operating profit before tax and extra ordinary items		(16,762.59)		(16,085.94)
	Adjustments for:-				
	Depreciation	-		-	
	Profit on sale of Investment	-		-	
	Interest Income	-		-	
	Fair Value of Mutual Fund	-		-	
	Dividend Income	-	-	-	-
	Operating profit before working capital changes		(16,762.59)		(16,085.94)
	(Increase) / Decrease in Other Current Assets	(1,964.47)		(290.60)	
	(Increase) / Decrease in Other Bank Balances	-		-	
	(Increase) / Decrease in Trade Recievables	-		-	
	(Increase) / Decrease in Loan Recievables	-		-	
	(Increase) / Decrease in Shot-term other assets	-		-	
	Increase / (Decrease) in Long-term Provision	-		-	
	Increase / (Decrease) in Short -term Provision	-		-	
	Increase / (Decrease) in Other current liabilites	4,054.39		4,605.62	
	Increase / (Decrease) in Non-current Trade payable	-		-	
	Increase / (Decrease) in Current Trade payable	-		-	
	Increase / (Decrease) in Non-current Other current liabilites	-		-	
	Increase / (Decrease) in Other financial liabilites	-	2,089.92	-	4,315.02
	Cash generated from operations		(14,672.67)		(11,770.92)
	Net direct taxes paid		-		-
	Net cash from Operating Activities		(14,672.67)		(11,770.92)
B)	**Cash flow from Investing Activities**				
	Purchase of Tangible Assets	-		-	
	(Increase)/Decrease in investments	-		-	
	Redemption of Investments	-		-	
	Sale of Tangible Assets	-		-	
	Net cash used in investing activities		-		-
	Net cash from operating and investing activities		(14,672.67)		(11,770.92)
C)	**Cash flow from financing activities**				
	Proceeds from issuance of preference share capital	-		-	
	Increase/(decrease) Short term borrowings	14,428.66		11,779.60	
	Interest paid	-		-	
	Net cash from financing activities		14,428.66		11,779.60
	Net cash from operating, investing & financial activities		(244.01)		8.68
	Net increase in cash & cash equivalant		(244.01)		8.68
	Opening balance of cash & cash equivalant		891.05		882.37
	Closing balance of cash & cash equivalant		**647.04**		**891.05**
	Note: Cash and cash equivalents included in the Cash Flow Statement comprise of the following:-				
	i) Cash balance in Hand		8.60		8.60
	ii) Balance with Banks:				
	a) In Current Accounts		638.44		882.45
	b) In Fixed Deposits		-		-
	Total		**647.04**		**891.05**

The above Cash Flow Statement has been prepared under the Indirect method as set out in Indian Accounting Standard (IND AS-7).The amendments to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact upon on the financial statements of the Company.

Previous year figures have been re-grouped/re-arranged wherever considered necessary.

As per our report of even date
For M/s. Nemani Garg Agarwal & Co.
Chartered Accountants
Firm Reg. No. 010192N

For and on behalf of Board of Directors of
B. P. CAPITAL LIMITED

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
J.M. Khandelwal	**Peeyush Kumar Aggarwal**	**Ajay Sharma**	**Shatrughan Sahu**	**Ishani Manan Joshi**
Partner	**Mg. Director**	**Director**	**CFO**	**Company Secretary**
M.No. 074267	**DIN :00090423**	**DIN :03344008**	**PAN: BAQPS1603E**	**M.No. :50720**
UDIN: 26074267JIITDE8456				

Place: Sohna, Haryana
Date: 27/05/2026

B. P. CAPITAL LIMITED

Statement of Changes in Equity as at 31st March, 2026

A. Equity Share Capital (Amount in Hundred)

	Note	Numbers	Amount (Rs.)
Equity Shares of Rs. 10 each issued, subscribed & fully Paid-up			
At 1st April, 2024		60,11,800	6,01,180.00
Issued during the year on preferential basis	8	-	-
At 31st March, 2025		60,11,800	6,01,180.00
Issued during the year on preferential basis		-	-
At 31st March, 2026		**60,11,800**	**6,01,180.00**

B. Other Equity

For the year ended 31st March, 2026 (Amount in Hundred)

Particulars	Reserve and Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
Balance as at April 01, 2024	-	-	**(1,35,258.70)**	**(1,35,258.70)**
Changes in accounting policy or prior period errors	-	-	-	-
Transfer to retained earnings			-	-
Restated balance at the begining of the reporting period				
Profit for the year	-	-	(16,085.94)	(16,085.94)
Other Comprehensive Income for the year	-	-	-	-
Total comprehensive Income for the year	-	-	**(16,085.94)**	**(16,085.94)**
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
As at 31st March, 2025	-	-	**(1,51,344.64)**	**(1,51,344.64)**
				-
As at 1st April, 2025	-	-	(1,51,344.64)	(1,51,344.64)
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the begining of the reporting period	-	-	-	-
Profit for the year		-	(16,762.59)	(16,762.59)
Other Comprehensive Income for the year	-	-	-	-
Restated balance at the begining of the reporting period	-	-	-	-
Total comprehensive Income for the year	-	-	(16,762.59)	(16,762.59)
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
As at 31st March, 2026	-	-	**(1,68,107.23)**	**(1,68,107.23)**

B. P. CAPITAL LIMITED

Notes to the IND AS financial statements for the year ended March 31st, 2026

1. Corporate information

B. P. Capital Limited is a Limited Company incorporated under the provisions of the Companies Act, 1956.

2. Basis of preparation of Financial Statements

(i) Statement of compliance:

The financial statements of the Company for the year ended 31 March 2026 are prepared in all material aspects in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and relevant provisions of the Companies Act, 2013.

(ii) Basis of Preparation:

Effective April1, 2017, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards, with April1, 2016 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

(iii) Basis of Measurement

The IND AS financial statements have been prepared under the historical cost convention except for the following which have been measured at fair value:

• Financial assets and liabilities except borrowings carried at amortised cost

The company had recorded the cost of the investment at the face value of the equity shares issued and had not determined the fair value as required by IND AS 109.

3. Significant accounting policies:

i) Property, plant and equipment:

The Company does not have any fixed assets and accordingly, there is no depreciation/impairment.

ii) Cash and cash equivalents:

Cash and cash equivalents comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are ready convertible into known amounts of cash and which are subject to insignificant risk of change in value.

iii) Employees Benefits:

a) Short term employee benefits

All employees' benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

iv) Foreign currency transactions:

(a) Functional and presentation Currency

The Company's IND AS financial statements are presented in INR, which is also the Company's functional and presentation currency as per IND AS 21.

(b) Transaction and Balance

Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of profit and loss of the year.
Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The resultant exchange differences are recognized in the Statement of profit and loss.
Non-Monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transactions.

v) Revenue recognition:

Revenue is recognized to the extent that it is possible that the economic benefits will flow to the company and the revenue can be reliably measured as per IND AS 115.

vi) Leases

The Company, as a lessee, recognizes a right of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

vii) Provisions and contingencies

(a) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate as per IND AS 37

(b) Contingencies

A disclosure for contingent liability is made when there is possible obligation arising from past event the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.
A disclosure for contingent assets is also made when there is possibility of an inflow of economic benefits to the entity which arise from unplanned or other unexpected events.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

viii) Earnings per share:

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year as per IND AS 33.

ix) Income Taxes:

Income tax comprises current tax (including MAT) and deferred tax. Income tax expenses is recognized in net profit in statement of Profit and loss extent to the extent that it relates to items recognized directly in other comprehensive income/equity, in which case it is recognized in other comprehensive income/equity.

Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions of Income Tax Act, 1961.Current tax asset and liabilities are offset when company has a legally enforceable right to set off the recognized amount and also intends to settle on net basis.

Deferred income tax assets and liabilities are recognized for deductible and taxable temporary difference arises between the tax basses of assets and liabilities and their carrying amount in the financial statement

Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that sufficient taxable profit will be available against which those deductible temporary differences can be utilised. Deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax is measured at the tax rates and tax law that that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the year in which those temporary difference is expected to be recovered or settled as per IND AS 12.

x) Financial instruments:

Initial measurement

Financial instrument is recognized as soon as the company become a party to the contractual provision of the instruments. All Financial assets and financial liabilities are measured at fair value on initial recognition, except for trade receivable which are initially measured at transaction price. Transaction cost that are directly attributable to the acquisition or issue of financial instrument (other than financial measured at fair value through profit or loss) are added or deducted from the value of the financial instrument, as appropriate, on initial recognition.

Financial Instrument sated as financial assets or financial liabilities are generally not offset, and they are only offset when a legal right to set off exist at that and settlement on a net basis is intended as per IND AS 109

Subsequent measurement

Financial assets:

Subsequent measurement of financial assets depends on their classification as follows: -

(a) Financial asset carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within business model whose objective is to hold the asset in order to collect contractual cash flow and the contractual term of the asset give rise on specified dates to cash flow that are solely payment of principal and interest on the principal amount outstanding.

(b) Financial asset carried at Fair Value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial asset the contractual term of the asset give rise on specified dates to cash flow that are solely payment of principal and interest on the principal amount outstanding.

For all other equity instrument, the company make irrevocable election to present in other comprehensive income subsequent change in fair value. The company makes such election on an instrument- to- instrument basis.

(c) Financial asset carried at Fair Value through Profit and loss

A financial asset which is not classified in any of the above category is subsequently measured at fair value through profit and loss.

Financial liabilities and equity instruments:

Debts and equity instrument issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement and the definition of a financial liability and an equity instruments.

a). Equity Instruments

An equity instrument is any contract that an evidence and residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the company are recognized at the proceeds received, net of direct issue costs.

b) Financial Liabilities

All Financial liabilities are subsequently measured at amortised cost using the Effective interest method.

De-recognition of financial Instrument: -

A financial asset is primarily derecognized when the contractual right to the cash flow from the financial asset expires and it transfers the financial asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

xi). Impairment

A). Financial Asset

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

B). Non-Financial Asset

(a) Property, plant and equipment and Intangible asset

The Company does not have any fixed assets and accordingly there is no impairment.

(b) Critical accounting estimates, assumptions and judgements

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognized in the financial statement. Uncertainty about these assumptions and estimates could result in outcome that require a material adjustment to assets or liabilities affected in future periods.

i) Income taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions

ii) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

iii) Allowance for uncollected accounts receivable and advances

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables and advances are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

iv) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

v) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

vi) Fair value measurement of financial instruments.

When the fair values of financials assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

B. P. Capital Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2026

4 Property, Plant and Equipment

(Amount In Hundered)

Description	Furniture & Fixtures	Office Equipments	Total
Gross carrying value			
As at April 1, 2024	1,807.50	2,129.99	3,937.49
Additions	-	-	-
Disposals	-	-	-
Adjustments	-	-	-
Exchange differences	-	-	-
As at March 31, 2025	**1,807.50**	**2,129.99**	**3,937.49**
Additions	-	-	-
Disposals	-	-	-
Adjustments	-	-	-
Exchange differences	-	-	-
As at March 31, 2026	**1,807.50**	**2,129.99**	**3,937.49**
Accumulated depreciation			
As at April 1, 2024	1,807.50	2,129.99	3,937.49
Charge for the year	-	-	-
Deduction during the year	-	-	-
Exchange differences	-	-	-
As at March 31, 2025	**1,807.50**	**2,129.99**	**3,937.49**
Charge for the year	-	-	-
Disposals	-	-	-
Exchange differences	-	-	-
As at March 31, 2026	**1,807.50**	**2,129.99**	**3,937.49**
Net block as at March 31, 2025	**-**	**-**	**-**
Net block as at March 31, 2026	**-**	**-**	**-**

B. P. CAPITAL LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2026

(Amount in Hundred)

Note	Particulars	As at 31st March, 2026	As at 31st March, 2025
5	**Investments**		
	Investment in equity instruments at cost		
	Unquoted equity instruments (Fully Paid):		
	1) 26,74,920 Equity Shares (Previous Year 26,74,920) of Rs.1/- each fully paid in Pioneer Offshore Private Limited	2,67,492.00	2,67,492.00
	TOTAL	**2,67,492.00**	**2,67,492.00**
	(a) Aggregate amount of unquoted investments	2,67,492.00	2,67,492.00
	(b) Aggregate amount of quoted investments	-	-
6	**Cash and Cash Equivalents**		
	Cash and cash equivalents		
	a) Balances with Bank in Current Account	638.44	882.45
	b) Cash in Hand	8.60	8.60
		647.04	**891.05**
7	**Other Current Assets**		
	i) Advances other than Capital Assets		
	Other Advabce/ Recoverable	2,75,158.25	2,73,658.25
	Advance against Property	3,02,733.90	3,02,558.90
	Pre-Paid Expenses	-	-
	ii) Others		
	a) GST Receivable	5,604.98	5,315.51
	b) TDS Deposit	-	-
		5,83,497.13	**5,81,532.66**

B. P. CAPITAL LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2026

(Amount In Hundred)

Note	Share Capital	As at 31st March, 2026	As at 31st March, 2025
8	**a. Authorised**		
	1,50,00,000 Equity Shares of RS.10/- each (Previous Year 1,50,00,000 Equity Shares of Rs. 10/- each)	15,00,000.00	15,00,000.00
	b. Issued, Subscribed & fully Paid-up Shares		
	60,11,800 (Previous Year 60,11,800) Equity Shares of Rs.10/- each fully paid-up	6,01,180.00	6,01,180.00
	Total Issued, Subscribed & fully Paid-up Share Capital	**6,01,180.00**	**6,01,180.00**

c. Terms /rights attached to equity shares

The company has only one class of equity shares having a face value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend declared, if any is payable in Indian rupees. The dividend if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual General Meeting. The board has not proposed any dividend for current year and previous year.

In the event of liquidation of the company, the holders of equity shares will be entitiled to receive remaining assets of the company, after distribution of all preferential amounts including preference shares. The distribution will be in proportion to the number of equity shares held by the shareholders.

d. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity Shares	As at 31st March, 2026		As at 31st March, 2025	
	In Nos.	Amount in Hundred	In Nos.	Amount in Hundred
At the beginning of the year	60,11,800	6,01,180.00	60,11,800	6,01,180.00
Add : Issued during the year ending	-	-	-	-
Outstanding at the end of the Year	**60,11,800**	**6,01,180.00**	**60,11,800**	**6,01,180.00**

e. Detail of shareholders holding more than 5% shares in the company

Name of Share Holders	As at 31st March, 2026		As at 31st March, 2025	
	In Nos.	% holding in the Class	In Nos.	% holding in the Class
Equity shares of Rs.10/- each fully paid				
- Symbolic Inframart Private Limited	4,24,400	7.06%	4,24,400	7.06%
- Dhiru Builders and Promoters Pvt. Ltd.	10,00,010	16.63%	10,00,010	16.63%
- Patliputra International Limited	6,00,020	9.98%	10,00,010	16.63%
- Vishal Jai Kumar Garg	14,00,000	23.29%	14,00,000	23.29%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Shareholding of Promoters:-

Details of shares held by promoters as on 31.03.2026

S. No.	Promoter's Name	No. of shares	% of total shares	% change during the year
1	Symbolic Inframart Pvt. Ltd.	4,24,400	7.06	No

Details of shares held by promoters as on 31.03.2025

S. No.	Promoter's Name	No. of shares	% of total shares	% change during the year
1	Symbolic Inframart Pvt. Ltd.	4,24,400	7.06	No

B. P. CAPITAL LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2026

(Amount In Hundred)

Note	Particulars	As at 31st March, 2026	As at 31st March, 2025
9	**Other Equity**		
	a. Retained Earnings		
	Opening balance	(1,51,344.64)	(1,35,258.70)
	Add: Net profit/(loss) for the current year	(16,762.59)	(16,085.94)
	Profit available for appropriation	**(1,68,107.23)**	**(1,51,344.64)**
	Less : Appropriations	-	-
	Closing balance	**(1,68,107.23)**	**(1,51,344.64)**
	b. Securities premium reserve		
	Opening Balance	-	-
	Change during the Year	-	-
	Closing Balance	-	-
	Total Reserves and Surplus	**(1,68,107.23)**	**(1,51,344.64)**
	Securities Premium Reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.		
10	**Other Current Liabilities**		
	Others Amounts payable	2,77,656.20	2,77,656.20
	Statutory dues Payable	325.00	380.51
	Expense Payable	21,198.51	17,088.61
	Total other liabilities	**2,99,179.71**	**2,95,125.32**
11	**Short-Term Borrowing**		
	Unsecured Loan		
	Loan from Corporates	1,16,683.69	1,03,701.62
	Loan from Director	2,700.00	1,253.41
		1,19,383.69	**1,04,955.03**

B. P. CAPITAL LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2026

(Amount In Hundred)

Note	Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025
12	**Revenue from Operations**		
	Service Charges	-	-
		-	**-**
13	**Other income**		
	Other Income	-	-
		-	**-**
14	**Employee Benefit Expenses**		
	Salaries	9,742.38	9,608.55
	Food and Beverages at workplace	164.55	140.75
		9,906.93	**9,749.30**
15	**Finance costs**		
	Interest others	-	-
	Bank Service Charges	17.54	5.75
		17.54	**5.75**
16	**Other expenses**		
	Advertising Expenses	701.05	524.51
	AGM Expenses	185.20	177.20
	Audit Fee	275.00	275.00
	Conveyance Expenses	101.20	89.00
	Fee & Subscription	3,864.00	3,923.25
	Interest on Gov. Dues	25.10	25.90
	Legal & Professional Charges	962.29	855.11
	Miscellaneous Expenses	104.80	133.29
	Postage and Couriers Expenses	155.88	141.03
	Printing & Stationery Exp.	213.60	156.60
	Rent Exp.	220.00	-
	Softwares Expenses	30.00	30.00
		6,838.12	**6,330.89**
	***Payment to Auditors**		
	As auditor:		
	Statutory Audit Fee	275.00	275.00
	In other capacity:	-	
	Other Services (Tax return filing fee)	-	-
	Other Services (Certification)	-	-
		275.00	**275.00**

B. P. CAPITAL LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2026

(Amount In Hundred)

Note		As at 31st March, 2026	As at 31st March, 2025
17	**The income tax expense consists of the following :**		
	Current tax expense for the current year	-	-
	Current tax expense pertaining to previous years	-	-
	Minimum alternative tax (MAT) credit	-	-
	Deferred tax expense/(benefit)	-	-
	Total income tax	-	-
	Reconciliation of tax liability on book profit vis-à-vis actual tax liability		
	Profit before income taxes	(16,762.59)	(16,085.94)
	Enacted Tax Rate	26.00%	26.00%
	Computed Tax Expense	-	-
	Adjustments in respect of current income tax		
	Tax impact of exempted income	-	-
	Tax impact of expenses which will never be allowed	-	-
	Tax effect of expenses that are not dedcutible for tax purpose	-	-
	Tax effect due to non taxable income	-	-
	Minimum alternative tax (MAT) credit	-	-
	Previously unrecognised tax losses used to reduce current tax expense	-	-
	Other Temporary Differences	-	-
	Total income tax expense	-	-

Tax losses

No deferred tax asset has been recognised on these unutilized tax losses as there is no evidence that sufficient taxable profit will be available in future against which they can be utilised by the respective entities

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unused tax losses for which no deferred tax has been recognised	-	-
Potential tax benefit		

Deferred tax assets in the Company have been recognised to the extent there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which are expected to reverse.

Note		As at 31st March, 2026	As at 31st March, 2025
18	**Earnings Per Share**		
	Profit/(loss) attributable to shareholders	(16,762.59)	(16,085.94)
	Weighted average number of equity shares	60,11,800	60,11,800
	Nominal value per equity share	10	10
	Weighted average number of equity shares adjusted for the effect of	60,11,800	60,11,800
	Earnings per equity share		
	Basic	(0.28)	(0.27)
	Diluted	(0.28)	(0.27)

Note		As at 31st March, 2026	As at 31st March, 2025
19	**CONTINGENCIES AND COMMITMENTS**		
(A)	**Contingent liabilities**		
I	Income Tax	Nil	Nil
II	Other Legal Cases	Nil	Nil
		-	-

(B) **Capital and other commitments**

Estimated amount of contracts remaining to be executed on capital account, net of advances and not provided in the books are as follows:

	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Property, plant and equipment	Nil	Nil

20 **LEASES :**

The Company has not taken any assets on lease

	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Lease payments for the year recognised in the Statement of Profit and Loss	Nil	Nil

Note-21						
B. P. Capital Limited						
Ratio Analaysis (2024-25)						
Sl. No.	Particulars	Formula	FY 2024-25	FY 2023-24	% change in Ratio during the year	Explanations thereof
1	**Current Ratio**	**Current Assets / Current Liability**	**1.46**	**1.52**	**(4.05)**	
2	Debt-to-Equity Ratio	Debts / Equity Shareholder Fund	-	-	-	
3	Debt Service Coverage Ratio	EBDITA / Interest+Principal	NA	NA	NA	NO REVENUE DURING THE YEAR
4	Return on Equity Ratio	PAT /Shareholder's Equity	(0.04)	(0.03)	17.70	
5	Inventory Turnover Ratio	Cost of Goods Sold / Avg Inventory	NA	NA	NA	NO REVENUE DURING THE YEAR
6	Receivables turnover	Sales / Trade Receivable	NA	NA	NA	NO REVENUE DURING THE YEAR
7	Trade Payable Turnover Ratio	Purchase / Trade Payable	NA	NA	NA	NO REVENUE DURING THE YEAR
8	Net Capital Turnover Ratio	Sales/Average Working Capital	NA	NA	NA	NO REVENUE DURING THE YEAR
9	Net Profit Margin Ratio (%)	Net Income / Net Sales	NA	NA	NA	NO REVENUE DURING THE YEAR
10	Return on Capital Employed	EBIT/ Total Assets - Current Liabilities	(0.04)	(0.03)	17.70	
11	Return on Investment (%)	EBIT/Average Operating Assets	(1.89)	(1.67)	(13.56)	

B. P. CAPITAL LIMITED

22.Related Party Disclosures as per Ins AS 24:

The nature of relationship and summary of transactions with related parties are summarized below

a. Name of the related party and nature of their relationship

Name of key managerial personnel (KMP)	Designation
Mr. Peeyush Kumar Aggarwal	Managing Director
Mr. Rachit Garg (Resignation-21/01/2026)	Director
Mr. Shatrughan Sahu	Chief Financial Officer
Ms. Sakshi Gupta (Resignation –19/02/2026)	Company Secretary
Ms. Ishani Manan Joshi (Appointment-19.02.2026)	Company Secretary

Enterprises over which key management personnel and relatives of such personnel exercise significant influence with whom transactions has been undertaken

Omkam Global Capital Private Limited	Mr. Peeyush Kumar Aggarwal Director of the company is also a Director of Omkam Global Capital Private Limited

Transactions during the year with related parties **(Rs. Hundred)**

	Key Managerial Personnel/Director	Key Managerial Personnel (CFO/CS)	Relatives of Key Managerial Personnel	Entities in which KMP/Relatives of KMP can exercise significant influence
Remuneration	-	7942.38 (7943.55)	-	-
Loan Received	-	-	-	10718.66 (11779.60)
Loan Repaid	-	-	-	-
Personal/Corporate Guarantees obtained to the extent of loan taken by the Company	-	-	-	-

*Figures in bracket represent preceeding year figures

Closing balancesof related parties **(Rs. Hundred)**

	Key Managerial Personnel/Director	Key Managerial Personnel (CFO/CS)	Relatives of Key Managerial Personnel	Enterprises over which Key Managerial Personnel are able to exercise significant influence
Remuneration Payable	-	4165.71 (2100.00)	-	-
Unsecured loan	2700.00 (0.00)	-	-	110193.69 (104955.03)
Security Deposit	-	-	-	-

+

*Figures in bracket represent preceeding year figures

23. There is nothing to be disclosed under-Ind-AS 108 – Segment Reporting since there is no business segment or geographical segment which is a reportable segment based on the definitions contained in the accounting standard.

    Deferred Tax has been created as per IND-AS-12 issued by Institute of Chartered Accountants of India.

    In accordance with IND AS 12 – Income Taxes issued by ministry of corporate affairs, the company has accounted for the Deferred Tax. Major Components of Deferred Tax Assets and Liabilities are – NIL

24. The debit and credit balances standing in the name of parties are subject to confirmation from them.

25. In the opinion of the Board of Directors, the current assets, loans & advances are fully realizable at the value stated, if realized in the ordinary course of business. The provisions for all known liabilities are adequate in the opinion of board.

26. Employee Benefits

Provision of Gratuity, ESI, PF not applicable in the Company.

27. Ageing of Trade Payable (Creditors)

As on 31.03.2026

Particulars	Amount of Trade Payable outstanding from due date of payment (Rs. Hundred)				
	Less than 1 Years	**1-2 Year**	**2-3 Year**	**More than 3 Years**	**Total**
Undisputed Dues – MSME	-	-	-	-	-
Undisputed Dues – Others	-	-	-	-	-
Disputed dues - MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-

As on 31.03.2025

Particulars	Amount of Trade Payable outstanding from due date of payment (Rs. Hundred)				
	Less than 1 Years	**1-2 Year**	**2-3 Year**	**More than 3 Years**	**Total**
Undisputed Dues – MSME	-	-	-	-	-
Undisputed Dues – Others	-	-	-	-	-
Disputed dues - MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-

28. Ageing of Trade Receivable (Debtors) (Amount in Rs. Hundred)

As on 31.03.2026

Particulars	Amount of Trade Receivable outstanding from due date of payment					
	Less than 6 Months	**6 Months to 1 Year**	**1-2 Years**	**2-3 Years**	**More than 3 Years**	**Total**
Undisputed Trade receivables- considered good	-	-	-	-	-	-
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	-	-	-	-	-
Disputed Trade receivables- considered doubtful	-	-	-	-	-	-

As on 31.03.2025

Particulars	Amount of Trade Receivable outstanding from due date of payment (Rs. Hundred)					
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade receivables considered good	-	-	-	-	-	-
Undisputed Trade receivables considered doubtful	-	-	-	-	-	-
Disputed Trade receivables considered good	-	-	-	-	-	-
Disputed Trade receivables considered doubtful	-	-	-	-	-	-

29. **Title Deeds of immovable Property** : The company does not have any immovable properties. Hence the question of title deeds of immovable properties are in the name of the Company does not arise.

30. **Revaluation of Propepety, Plant and Equipment:** During the financial year, the Company has not re-valued any of its Property, Plant & Equipment.

31. **Disclosure of loans/advances given to Directors/KMP/Related parties:-**

Disclosure w.r.t loans and advances which are:-
a. repayable on demand or
b. without specifying any terms or period of repayment are as follows:

Type of Borrower	As on 31.03.2026		As on 31.03.2025	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-

32. **Capital-Work InProgress :**There is no capital work in progress for tangible or intangible assets.

33. **Benami Properties :**No proceedings has been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988.

34. **Borrowings from Banks/FI on the basis of security of Current Assets:** The Company does not have any borrowings form banks. Hence the question of Quarterly Returns or Statements of Current Assets filed by the Company with Banks/FI, are in agreement with books of accounts does not arise.

35. The company has not been declared as willful defaulter by any bank of financial institution or any other lender.

36**.** **Transactions with Struck-off Companies** :The company has notentered into any transactions with struck off companiesunder section 248 of the Companies Act 2013 or Section 560 of Companies Act 1956.

37. **Registration of Charges or Satisfaction** :The company does not have any charges.

38. **Compliance with layers of the companies:-**

The company has no layer of companies.

39. **Scheme orArrangement** :During the year, the company has not entered into any scheme or arrangement in terms of Section 230 to 237 of the Companies Act 2013

40. During the year no income was surrendered or disclosed as income in the tax Assessments.

41. The company has not dealt in Crypto Currency during the year.

42. The Company has not advanced or loaned or invested funds to any other person or entities with an understandingthat the intermediary will invest or provide any guarantee, security or the like to or on behalf of ultimate beneficiaries.

43. The Company has not received any fund from any person (s) or entity(s), including foreign entities(Funding party)with the understanding that the company shall directly or indirectly investor provide any guarantee, security or the liketo or on behalf of funding party.

44. **Use of Borrowed Funds** :The Company has not taken any borrowings from banks and Financial Institutions. Hence the question of its usage does not arise.

45. Debit and credit balances standing in the name of the parties are subject to confirmation from them.

46. In the opinion of the Board, all current assets have a value on realization in the ordinary course of business which is equal to the amount at which they are stated in financial statements.

47. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

48. Previous year figures have been regrouped/ reclassified wherever necessary

49-A Financial instruments

(All amounts in INR Hundred, unless otherwise stated)

(i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are classified into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is not ascertainable are disclosed is as follows:

(Rs. in Hundred)

Particulars	Level	March 31, 2026		March 31, 2025	
		Carrying value		Carrying value	
Financial assets					
Loans	Level 3	-		-	
Investments	Level 3	2,67,492.00		2,67,492.00	
Trade receivable	Level 3	-		-	
Other Current Assets	Level 3	5,83,497.13		5,81,532.66	
Cash and cash equivalents	Level 1	647.04		891.05	
Total financial assets		**8,51,636.17**		**8,49,915.71**	**-**
Financial liabilities					
Borrowings	Level 3	1,19,383.69	-	1,04,955.03	-
Trade payables	Level 3	-	-	-	-
Other financial liabilities	Level 3	-	-	-	-
Other Current Liablities	Level 3	2,99,179.71	-	2,95,125.32	-
Total financial liabilities		**4,18,563.40**	**-**	**4,00,080.35**	**-**

iii) Financial instruments by category

(Rs. in Hundred)

Particulars	March 31, 2026			March 31, 2025		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	-	-	2,67,492.00	-	-	2,67,492.00
Other current assets	-	-	5,83,497.13	-	-	5,81,532.66
Trade receivables	-	-	-	-	-	-
Cash and cash equivalents	-	-	647.04	-	-	891.05
Total	**-**	**-**	**8,51,636.17**	**-**	**-**	**8,49,915.71**
Financial liabilities						
Borrowings	-	-	1,19,383.69	-	-	1,04,955.03
Trade payable	-	-	-	-	-	-
Other Current Liabilities	-	-	2,99,179.71	-	-	2,95,125.32
Other financial liabilities	-	-	-	-	-	-
Total	**-**	**-**	**4,18,563.40**	**-**	**-**	**4,00,080.35**

49-B Financial risk management

The Company’s activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the company. The company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The company’s maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans& receivables carried at amortised cost, and
- deposits with banks

Credit risk management

Credit risk rating

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

Assets under credit risk –

Credit rating	Particulars	March 31, 2026	March 31, 2025
High	Investments	2,67,492.00	2,67,492.00
Low	Cash and cash equivalents	647.04	891.05
High	Other Current Assets	5,83,497.13	5,81,532.66

Trade receivables

Company has no trade receivables.

Other financial assets measured at amortised cost

Other financial assets measured at amortized cost. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.
Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.
Maturities of financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(Rs. In Hundred)

March 31, 2026	Less than 1 year/ On Demand	1-5 year	More than 5 years	Total
Borrowings	1,19,383.69	-	-	1,19,383.69
Trade payable	-	-	-	-
Other financial liabilities	-	-	-	-
Other current liabilities	2,99,179.71	-	-	2,99,179.71
Total	**4,18,563.40**	**-**	**-**	**4,18,563.40**

March 31, 2025	Less than 1 year/ On Demand	1-5 year	More than 5 years	Total
Borrowings	1,04,955.03	-	-	1,04,955.03
Trade payable	-	-	-	-
Other financial liabilities	-	-	-	-
Other current liabilities	2,95,125.32	-	-	2,95,125.32
Total	**4,00,080.35**	**-**	**-**	**4,00,080.35**

C) Market risk

a) Interest rate risk

The Company is not exposed to changes in market interest rates.

b) Price risk

Exposure

The Company's exposure to price risk arises is nil

As per our report of even date attached.

As per our report of even date attached.

For M/s. Nemani Garg Agarwal & Co.	For and on behalf of Board of Directors of
Chartered Accountants	B. P. CAPITAL LIMITED
Firm Reg. No. 010192N	

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
J.M. Khandelwal	Peeyush Kumar Aggarwal	Ajay Sharma	Shatrughan Sahu	Ishani Manan Joshi
Partner	Mg. Director	Director	CFO	Company Secretary
M.No. 074267	DIN :00090423	DIN :03344008	PAN: BAQPS1603E	M.No. :50720
UDIN: 26074267JIITDE8456				

Place: Sohna, Haryana
Date: 27/05/2026

B. P. Capital Limited
CIN: L74899HR1994PLC072042
Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103
Phone: 01276-222501, 02 Fax: 01276-222501

E-COMMUNICATION REGISTRATION FORM AND BANK ACCOUNT DETAILS

Dear Shareholders,
Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports, Notices and other communications through electronic mode to those shareholders who have registered their email address either with the Company/RTA or with the Depository.

It is a welcome move that would benefit the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This provides a golden opportunity to every shareholder of B.P. Capital Limited to contribute to the cause of 'Green Initiative' by giving their consent to receive various communications from the Company through electronic mode.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company www.bpcapital.in

[Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.] To support this green intiative in full measure, members who have not registed their E-mail address, PAN Number and Bank Account details so far, are requested to register their E-mail address,PAN Number and Bank Account details along with self attested copy of their PAN Card and original cancelled cheque / Bank Passbook / Statement attested by the Bank.

Best Regards,
Sd/-
Peeyush Kumar Aggarwal
Chairman
DIN: 00090423

E-COMMUNICATION REGISTRATION FORM AND BANK ACCOUNT DETAILS

Folio No. /DP ID & Client ID:……

Name of the 1st Registered Holder:……………………………………………………………………………………………………

Name of the Joint Holder[s]: (1)…………………………………………………(2)………………………………………………………

Registered Address:………

………

E-mail ID (to be registered):…………………………………… Mob./Tel. No.:……………………………………………………

PAN: …………………………………………………………………………
I/We shareholder(s) of B.P. Capital Limited hereby agree to receive communications from the Company in electronic mode. Please register my above E-mail ID in your records for sending communications in electronic form.

Date: .... Signature: ....

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.
………

Unit: B. P. CAPITAL LIMITED

Dear Sir,
I/we hereby request you to update my/our below mentioned details in your records with respect to the shareholding in
B. P. CAPITAL LIMITED

Name of Shareholder(s)			
Folio No.(s)			
PAN	First Holder	Second Holder	Third Holder
Bank Name & Branch Address			
Bank A/c. No.			
IFSC Code			
MICR Code			
Email ID			
DP ID/Client ID			

I/we hereby declare that the particulars given hereinabove are correct and complete.
First Holder Second Holder Third Holder

Signature of Shareholder(s) - ________________ ______________________ _________________
Encl.: 1. Self- attested copy of PAN card of all the Shareholders in case of joint holding.
2. Original cancelled cheque/Bank Passbook/Statement attested by the Bank.
--

B. P. Capital Limited
CIN: L74899HR1994PLC072042
Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103
Phone: 0124-2362471

ATTENDANCE SLIP

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

Name of the Member(s) / Proxy*: ....(*Strike off whichever is not applicable)

Registered address:
....

E-mail Id: .... Folio No. /DP ID & Client ID:...

I/We, being the member (s) holding .... shares of the above named company, hereby record my/our presence at the 33rd Annual General Meeting of the Company, to be held on Tuesday, the 29th day of September, 2026 at 10.30 A.M. at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103

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

NOTES:

1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.

2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

3) For the convenience of Members, persons other than Members/Proxies will not be admitted.

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Page

B. P. Capital Limited
CIN: L74899HR1994PLC072042
Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103
Phone: 0124-2362471

Form No. MGT 11
PROXY FORM

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

Name of the Member (s): ....

Registered address: ....

E-mail Id: .... **Folio No. /DP ID & Client ID:** ....

I/We, being the member (s) holding ....shares of the above named company, hereby 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 33rd Annual General Meeting of the Company, to be held on Monday, the 29th day of September, 2026 at 10.30 A.M.at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Res. No.	Description	For	Against
1.	Adoption of the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2026 and the Statement of Profit and Loss of the Company and Cash flow statement and other Annexures thereof for the financial year ended 31st March, 2026 and the Report of the Board of Directors and Auditors thereon		
2.	To appoint Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191), as the Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013		
3.	Re-appointment of Mr. Ajay Sharma (DIN: 03344008) as an Independent Director of the Company		
4.	Alteration of the object clause of the memorandum of association of the company		
5.	Alteration of articles of association of the company pursuant to the companies act, 2013		
6.	Approval of borrowings powers of the company under section 180(1) (c) of the companies act, 2013:		
7.	Approval for making investments/ extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate under section 186 of the companies act,2013:		
8.	Approval of transactions under section 185 of the companies act, 2013		
9.	Approval for entering into related party transaction(s)		

Signed this .... day of .... 2026. Signature of Shareholder:...............................

Affix Revenue Stamp

NOTES:

1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

If undelivered, Please Return to :

B. P. CAPITAL LIMITED

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