

B.P. CAPITAL LIMITED

CIN: L74899HR1994PLC072042

Regd. Office: Plot No.345, HSIIDC, Footwear Park, Sector – 17, Bahadurgarh, Jhajjar, Haryana –124507.

Tel .No: +91-1276-222501/02 Email: bpcapitallimited@gmail.com

Website: www.bpcapital.in

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Hon'ble NCLT)

SL. No. _____

1	Name(s) of the Member(s) (including joint holders, if any)	
2	Registered address of the Sole/ first Named member	
3	Registered folio No./ DP ID No & Client ID No	
4	Number of Equity shares held	

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of Postal Ballot, pursuant to Order on Company Application no. (CAA) NO. 20 (CHD)/(HRY)/2018 dated 23rd October, 2018, by Hon'able National Company Law Tribunal (NCLT) – Chandigarh Bench, at Chandigarh by sending my/ our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate column below:

Description of the Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Resolution for approval of Scheme of Arrangement for Amalgamation of Diamond Footcare Udyog Private Limited (Transferor Company) with B.P. Capital Limited ("Transferee Company") and their respective shareholders and creditors pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and in terms of the requirement of SEBI circulars.			

Place:

Date:

Signature of the Member / Beneficial Owner

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Sequence Number (EVSN)	User ID	Password / PIN

Notes: Please read the instructions given overleaf carefully before exercising your vote. Last date for receipt of postal ballot forms by the scrutinizer is on December 14, 2018 at 05:00 P.M.

INSTRUCTIONS

INSTRUCTION TO MEMBERS OPTING VOTE BY WAY OF POSTAL BALLOT

- a) Shareholders desiring to exercise vote by Postal Ballot should complete and sign this postal Ballot Form and send it to the Scrutinizer, Mr. Swaran Kumar Jain, Scrutinizer, H. NO. 52/31, Ramjas Road, Karol Bagh, New Delhi- 110005 in the enclosed postage prepaid self-addressed envelope, Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Shareholder will also be accepted.
- b) Member is requested to fill the Postal Form with indelible ink pen (and avoid filling it by using erasable writing medium / e.g. pencil etc.)
- c) This form should be completed and signed by the shareholder. In case of joint shareholding, this Postal Ballot Form should be completed and signed by the first named member and in his absence by the next named Member. Joint Shareholders shall be counted as single shareholder when voting right is considered.
- d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc) the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e) The signature of the Shareholder on this Postal Ballot Form should be as per specimen signature furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) or registered with the Company /Registrar, in respect of shares held in the dematerialized form or in the physical form, respectively.
- f) The right of voting by Postal Ballot shall not be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated above.
- g) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on **Friday December 14, 2018 at 05:00 P.M.** Postal Ballot Forms received after this date will be considered invalid.
- h) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- i) Shareholders seeking duplicate Postal Ballot Form can write at the registered office of the Company at **Plot No.345, HSIIDC, Footwear Park, Sector – 17, Bahadurgarh, Jhajjar, Haryana –124507**, or can mail to the company at email ID bpcapitallimited@gmail.com or to the Company's Registrar **Skyline Financial Services Pvt. Ltd.**, having office **D-153/A, First floor, Okhla Industrial area, Phase-1, New Delhi-110020** or to the e-mail ID admin@skylinerta.com, info@skylinerta.com completed and signed duplicate
- j) Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours i.e. on **December 14, 2018 at 05:00 P.M.**
- k) Shareholders are requested not to send any other paper along with this Postal Ballot Form.
- l) The Company is providing this facility as an alternate to remote e-voting facility (provided for all its shareholders to cast their votes electronically) instead of using the Ballot Form. The detailed procedure for e-voting has been enumerated in the Notice.
- m) In the event Members casts his / her votes through both the processes i.e.e-Voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- n) The Scrutinizer's decision on the validity of a Postal Ballot will be final.

INSTRUCTION TO MEMBERS OPTING TO VOTE BY WAY OF E-VOTING

- i. The remote e-voting period begins on Thursday, 15th November, 2018 at 09:00 a.m. (IST) and ends on Friday, 14th December, 2018 at 5:00 p.m. (IST). During this period shareholders' of the Transferee Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 31.03.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 p.m. on 14th December, 2018.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com.
 - iii. Click on Shareholders / Member
 - iv. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.

- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login.</p> <p>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 as mentioned in instruction (iv).</p>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 Members 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 of 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed 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. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or can contact the following person

GENERAL INFORMATION

- a) There will be one postal Ballot Form/e-voting for every Client ID No./Folio No. irrespective of the number of joint holders.
- b) A person, whose name appears in the register of Members / Beneficial owners as on cut-off date i.e. **31st March, 2018** only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
- c) Shareholders can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In Case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In the event Members casts his / her votes through both the processes i.e. E-Voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- d) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.com or call on toll free no. 1800225533.
- e) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of **31st March, 2018**.
- f) Members can also download the notice of the meeting from the website of the company i.e. bpcapital.in for exercising their e-voting rights.
- g) Members who have cast their vote through remote e-voting prior to the meeting may attend the meeting but shall not be allowed to cast their vote again.
- h) The Hon’ able National Company Law Tribunal (NCLT) – Chandigarh Bench, Chandigarh vide its order dated 23.10.2018 has appointed Justice (Retd.) Navita Singh as Chairperson, Mr. Akaant Kumar, Advocate as Alternate Chairperson and Ms. Swaran Kumar Jain, as the Scrutinizer of the said meeting of Equity Shareholders of the Transferee Company and Secured Creditors of Transferor Company.
- i) The Scrutinizer will submit his combined report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the equity shareholders, which includes Public Shareholders, of the Transferee Company through e-voting process, and postal ballot and physical ballot paper cast during physical meeting. The scrutinizer will also submit a separate report with regard to the result of the postal ballot and e-voting in respect of Public shareholders. The scrutinizer’s decision on the validity of the vote (including e-votes) shall be final.
- j) The Results will be published in the website of the Company, i.e. www.bpcapital.in and intimated to stock exchange on which shares of the company is listed and shall also be advertised in newspapers viz. Financial Express (English, Haryana edition) and Jansatta (Hindi, Haryana edition) after receiving the report from Scrutinizer.
