



B.P CAPITAL LIMITED
CIN-L74899DL1994PLC057572
Registered Office- 702, Arunachal Building, 19, Barakhamba Road,
Connaught Place, New Delhi 110001
Phone: 011-43571042, 43571043, **Fax:** 011-43571047
Email: bpcapitallimited@gmail.com, **Website:** www.bpcapital.in

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act in conjunction with secretarial standard issued by the Institute of Company Secretaries of India, to transact the proposed special business by the members of B.P Capital Limited ("the Company") by passing resolution through Postal Ballot.

SPECIAL BUSINESS

ITEM No. 1

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

ALTERATION OF CLAUSE II OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to the approval of Central Government and such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the Registered Office of the Company from "NCT of Delhi" to the "State of Haryana".

RESOLVED FURTHER THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

"II. The Registered Office of the Company will be situated in the STATE OF HARYANA."

RESOLVED FURTHER THAT subject to the approval of Central Government, the Registered Office of the Company be shifted to such place in the State of Haryana as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the Authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned Authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

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

Date: 01-03-2017
Place: New Delhi

Sd/-
Sakshi Gupta
Company Secretary
M. No. 29348

NOTES

1. The Special Business as mentioned above requires the consent of the members through Postal Ballot.
2. Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder.
3. The Company has appointed Mr. Kundan Agrawal, Company Secretary in whole-time practice as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
4. Members whose name appears on the Register of Members / List of Beneficial Owners as on cut-off date i.e. 10-03-2017 shall be eligible for voting. A person who is not member on Record Date should treat this notice for information purpose only.

5. A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballots, if sent by Courier or by Registered Post/ Speed Post at the expense of the registered Member will also be accepted. The Envelope may also be deposited personally at the address given thereon. However, the Envelope of the Postal Ballot should reach to the Scrutinizer not later than the close of working hours on **14-04-2017 at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi - 110001**. If the ballots are received thereafter they shall be treated as no reply has been received from the members.
6. **E-voting:** In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility for all its Members to enable them to cast their votes electronically as an alternative to dispatch the Postal Ballot Forms. Please note that e-voting is entirely optional for the Member(s) and that the Member(s) can opt only for one mode of voting. If a Member has opted for e-voting, then he/she/it is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.
7. The procedure and instructions for E-voting are as follows:
 - (a) Date and time of commencement of voting through electronic means: 16-03-2017 at 09.00 A.M.
 - (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 14-04-2017 till 05.00 P.M.
 - (c) Details of Website: www.bpcapital.in
 - (d) Details of persons to be contacted for issues relating to e-voting: Ms. Sakshi Gupta, Company Secretary, B. P. Capital Ltd., 011-43571042, 011-43571043
 - (e) Details of Scrutinizer: Mr. Kundan Agrawal, Company Secretary in whole-time practice (Membership No. - FCS 7631; C.P. No. - 8325)

The instructions for e-voting are as under:

- I. The voting period begins on 16-03-2017 at 09.00 A.M. and ends on 14-04-2017 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10-03-2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on "Shareholders" tab.
- 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) | <ul style="list-style-type: none"> • 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 as mentioned in instruction (iv). |

- 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 for the **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. **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 <http://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 call 18002005533.
All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.
- XXI. In case of Members who receive physical copy of the Postal Ballot Notice (for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy)

| ELECTRONIC-VOTING PARTICULARS | |
|--------------------------------------|---|
| EVSN (E-voting Sequence Number) | Sequence No./Password |
| 170306002 | Please follow e-voting instructions from Sl. Nos. (II) TO (XVIII) mentioned above, to cast your vote. |

8. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
9. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being 10-03-2017.
10. In line with the “Green initiative in the Corporate Governance” launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing e-mails as one of the modes of service of notice/documents on the shareholders, the Company is sending this Notice electronically on the e-mail addresses as provided by the members/ as obtained from the Depositories/ other sources to the Members. Such Members may exercise their voting electronically as per the procedure given above.
11. In the following cases, the member may apply to the company bpccapitalimited@gmail.com for obtaining the notice and postal ballot form in physical:-

- The Member who have been sent this Notice electronically and who do not want to avail the e-voting facility or
- The member who have not received postal ballot forms.

On receipt of such requests, the Company will dispatch the same (or in duplicate) in physical form to enable the Members to send back the Postal Ballot by 14-04-2017 (last date).

12. The Scrutinizer shall within a period not exceeding forty eight (48) hours from the last date of receipt of Postal Ballot Forms/ conclusion of the e-voting period make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
13. The result of the Postal Ballot will be announced on 16-04-2017 at the Registered Office of the Company. The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website www.bpcapital.in and on the website of CDSL and shall also be communicated to BSE Limited, CSE Limited and DSE Limited.
14. A copy each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 11:00 A.M. to 1:00 P.M. up to the date of declaration of the results of Postal Ballots.
15. Members voting through Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

In respect of Resolutions set out at Item No.1

The members are informed that:

Presently, the Company's Registered Office is located at National Capital Territory (NCT) of Delhi. The Board of Directors of the Company at their meeting held on January 17, 2017 has proposed to shift the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana" due to the following reasons:-

- I. To carry on the business of the Company more economically, efficiently and with better operational convenience.
- II. Further, Haryana is a Hub of Various Big Corporate Houses which in turn will help the company to expand its business.

The Board of Directors analyzes that number of business opportunities available in the State of Haryana. So it would be convenient to carry on the business activities & administration of the Company more efficiently and smoothly from the State of Haryana, therefore the shifting of the Registered Office will help, in expansion and growth of the business of the Company.

In connection to this your Board of Directors has decided that the Registered Office of the Company be shifted from National Capital Territory of Delhi to State of Haryana as per the provisions of Section 12, and Section 13 of the Companies Act, 2013 and other applicable provisions, if any. Such shifting of Registered Office require to alter the Clause II of the Memorandum of Association of the Company and also required to obtained necessary approval of Shareholders and Regional Director, Northern Region, New Delhi and other Authorities if required under the laws applicable.

Therefore your Board of Directors commends to pass the above said resolutions as **Special Resolution**.

None of the Directors, other Key Managerial Personnel and their relatives of your company are concerned or interested in the resolution except in relationship to their shareholding

*By order of the Board
For B.P Capital Limited*

Sd/-

Sakshi Gupta

Company Secretary

M. No. 29348

Date: 01-03-2017

Place: New Delhi



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POSTAL BALLOT FORM

1. Name and Registered Address of the Sole/First named Shareholder :
2. Name(s) of the Joint Holders, if any :
3. Registered Folio No. /DPID No. /Client ID No.* :
(*Applicable to shareholders holding shares in dematerialised form)
4. No. of Equity Shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 01-03-2017 by sending my/our assent or dissent to the said resolution by placing a tick (√) mark at the appropriate box below:

| Item No. | Description of the Resolution | No. of Equity Shares for which vote cast | I/We Assent to the Resolution (For) | I/We Dissent to the Resolution (Against) |
|----------|--|--|-------------------------------------|--|
| 1. | Special Resolution for Alteration of Clause II of Memorandum of Association in respect of Shifting of Registered office from NCT of Delhi to State of Haryana. | | | |

Place :

Date :

Signature of Shareholder

ELECTRONIC-VOTING PARTICULARS

| EVSN (E-voting Sequence Number) | Sequence No./Password |
|---------------------------------|-------------------------------------|
| 170306002 | Please follow e-voting instructions |

NOTES:

1. Please read carefully the instructions printed overleaf before exercising the vote.
2. Last Date for receipt of Postal Ballot Form by the Scrutinizer is 14-04-2017 during business hours of the Company.

INSTRUCTIONS FOR VOTING IN PHYSICAL MODE:

1. A Member desiring to exercise the vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed pre-paid business reply envelope (at the address as is mentioned on the self-addressed pre-paid business reply envelope). Postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered post/speed post at the expense of the Member will also be accepted.
2. The Postal Ballot Form should be duly completed and signed by the sole/first named Member and in his absence, by the next named Member, as per specimen signature registered with the Company /RTA.
3. In case of shares held by companies, trusts, societies, etc. duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorisation giving requisite authority to the person voting on the Postal Ballot Form.
4. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of Joint holders.
5. The right of voting by Postal Ballot will not be exercised by a Proxy.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected and any form mutilated or defaced in such a way that its identity as a genuine form cannot be established shall also not be accepted.
7. A Member need not use all the votes nor need to cast all the votes in the same way.
8. Member shall not make any amendment to the Resolution or impose any condition while exercising his vote.
9. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 14-04-2017 during business hours of the Company. Postal Ballot Form received after this date will be treated as if the reply from the Member(s) has not been received.
10. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed pre-paid business reply envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.