

## Notice

**Notice** is hereby given that the Twelfth Annual General Meeting of the Members of Balkrishna Paper Mills Limited will be held on **Friday, the 19<sup>th</sup> September, 2025 at 3.00 P.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2025, and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Manish Malpani (DIN: 00055430), who retires by rotation and, being eligible, offers himself for re-appointment.

### Special Business:

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), and subject to such other permissions as may be necessary, M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No.000024) appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records for the financial year ending March 31, 2026, be paid remuneration of Rs.25,000/- (Rupees Twenty Five Thousand Only) per annum plus applicable tax, reimbursement of travelling and other out of pocket expenses incurred by them at actuals, in connection with the said audit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/ or Shri Omprakash Singh, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient, desirable to give effect to the above Resolution.”

4. To consider and if thought fit to pass with or without modifications the following resolutions as an **Ordinary Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A

and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s. GMJ & Associates (Peer Review Certificate No.6140/2024), Company Secretaries in Practice be and are hereby appointed as the Secretarial Auditors of the Company, to carry out Secretarial Audit for consecutive 5 years from FY 2025-26 to FY 2029-30 on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/ or Shri Omprakash Singh, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient, desirable to give effect to the above Resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members of the Company be and is hereby accorded to Shri Dileep H. Shinde (DIN: 00270687) Director of the Company, who will be attaining the age of 75 years on 23<sup>rd</sup> September, 2025, to continue to hold office of Independent Director of the Company till his current tenure of appointment which ends on 6<sup>th</sup> August, 2026”.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) and/ or Shri Omprakash Singh, Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution”.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 29<sup>th</sup> May, 2025 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Dileep H. Shinde (DIN: 00270687) whose current period of office is expiring on 6<sup>th</sup> August, 2026 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a second term w.e.f. 7<sup>th</sup> August, 2026 to 6<sup>th</sup> August, 2031 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred as “Listing Regulations”), as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members be and is hereby accorded to Shri Dileep H. Shinde (DIN: 00270687), Non-Executive Independent Director of the Company, to continue to hold office of Independent Director of the company till second term of appointment, which ends on 6<sup>th</sup> August, 2031 notwithstanding that Shri Dileep H. Shinde will attain 75 years of age on 23<sup>rd</sup> September, 2025.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) and/or Shri Omprakash Singh, Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to

this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

7. 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, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and other applicable rules, if any made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of the Registrar of Companies 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, the consent of the Members be and is hereby accorded to alter the Memorandum of Association of the Company in order to align the same as per Table A of Schedule I of the Companies Act, 2013 by substituting the existing Memorandum of Association (“MOA”) of the Company with a new set of MOA in line with the provisions of the Companies Act, 2013, as uploaded on the website of the Company.

**RESOLVED FURTHER THAT** the existing Clause III and IV of the Memorandum of Association of the Company be and are hereby altered in the following manner:

- a) The heading of the existing Clause III “The Objects for which the Company is established are:” stands deleted.
- b) The heading of the existing Clause III(A) “The Main Objects of the Company to be pursued by the Company on its incorporation:” be substituted with “The Objects to be pursued by the Company on its incorporation are:”.
- c) Sub-clauses 1 to 2 of existing Clause III(A) be retained under Clause III(A) and new sub-clause 3 be inserted after sub-clause 2 under Clause III(A), as under:-

**III A (3)** To carry on the business and to own, buy, sell, possess, deal, develop, re-develop, construct, demolish, rebuild, renovate, repair, maintain, let out, hire, rent, lease, pledge, mortgage or otherwise deal in all kinds of flats, row houses, land structures, real estates and

building and/ or purchase for investments, or resell and to deal in all kinds of land and house and all kinds of immovable properties of any tenure and any interest therein and to create an interest, sell and deal in all kinds of land and to rent, lease, sublease all types of properties, dwelling units, office premises, industrial galas, sheds, residential premises, shopping malls, multiplexes, construct residential houses, apartments, villas, condominiums, row houses, duplex houses, group houses, chawl houses, commercial complexes, parks, industrial parks, information technology parks, highways, bridges, expressways, Special Economic Zones, software parks, call centers, recreation centre, bowling alleys, hotels, restaurant, recreation clubs, castles, inns, motels, taverns, resorts, holiday homes, amusement park, townships, colonies, housing layouts, pleasure grounds, parks and the like of all kinds and description, holiday resorts, affordable housing projects, swimming pools, entertainment complexes, nursing homes, godowns and any other housing and commercial projects under various provisions of law, development control regulations, town planning regulations.

- d) The heading of existing Clause III(B) "The objects incidental or ancillary to the attainment of the main objects are:" be substituted with "Matters which are necessary for furtherance of the objects specified in Clause III(A) are" and all sub-clauses 2 to 26 (b) appearing in the existing Clause III(B) be substituted with new sub-clauses 4 to 31 under Clause III(B).
- e) The heading of existing Clause III(C) "Other Objects:" is deleted and all sub clauses 27 to 38 appearing in the existing Clause III(C) be substituted with new sub clauses and be inserted as sub clauses 32 to 43 under Clause III(B).
- f) The existing Clause IV be substituted with the following new Clause IV:  
  
IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including Committee thereof as authorised by the Board and Company Secretary of the Company, be and are hereby authorized to appoint counsels / consultant and advisors and to file necessary applications, forms, returns, reply, and necessary details / documents and represent the Company before the Office of the Registrar of Companies, Mumbai.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including Committee thereof as authorised by the Board and Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and/ or expedient and to settle any question, difficulty or doubt that may arise in regard thereto, without requiring to seek any further approval of the Members of the Company, including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, for the purpose of giving effect to this Resolution."

**RESOLVED FURTHER THAT** the Board of Directors of the Company including Committee thereof as authorised by the Board and Company Secretary of the Company, is hereby authorised to sign a copy of the above resolutions as a certified true copy thereof and furnish the same to whomsoever concerned."

**By Order of the Board of Directors**

(Omprakash Singh)

**Company Secretary & Compliance Officer**

Membership No.FCS-4304

Place: Mumbai

Date : 13<sup>th</sup> August, 2025.

#### Important Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the items of Special Business as set out above is annexed hereto.
2. The Ministry of Corporate Affairs, Government of India ("MCA") vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively ("MCA Circulars") has allowed conducting of Annual General Meeting ("AGM") by companies through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility upto September 30, 2025, in accordance with the requirements provided in paragraph 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and

SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 07, 2023 and October 3, 2024 respectively ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 12<sup>th</sup> AGM of the company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chair persons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The deemed venue for Twelfth e-AGM shall be the Registered Office of the Company at A/7, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400 013.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. Members holding share in physical form in multiple folios either single names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agent (RTA) viz. M/s. Purva Shareregistry (India) Private Limited, for consolidation into a single folio. 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.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market.
10. Members holdings shares in electronic form are requested to intimate immediately their PAN, any change in their address, E-mail id, Mobile No. or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
11. Members holding shares in physical form are requested to submit their PAN, E-mail id, Mobile No. or advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent (RTA) viz. M/s. Purva Shareregistry (India) Private Limited.
12. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> April, 2019. Accordingly, members holding shares in physical form are advised to avail the facility of dematerialization and the company/RTA has stopped accepting any fresh lodgment of transfer of shares in physical form.
13. Members, who have not registered their mobile number & e-mail addresses so far, are requested to update their mobile number and e-mail id in the user profile details of the folio which may be used for sending Annual Reports, Notices and for future communication(s). For any communication, the shareholders may also send requests to the Company's e-mail id: [opsingh@bpml.in](mailto:opsingh@bpml.in) or RTA e-mail id: [support@purvashare.com](mailto:support@purvashare.com).
14. Pursuant to the provisions of Section 72 of the Companies Act, 2013, 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, which is available with RTA, Purva Shareregistry (India) Private Limited (PSIPL). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to PSIPL in case the shares are held in physical form.

15. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at AGM form an integral part of the notice. The Directors have furnished requisite declarations for their appointment/re-appointment.
16. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual Report 2024-25 has been uploaded on the website of the Company at [www.bpml.in](http://www.bpml.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
17. The Register of Members and Share Transfer Books of the Company shall remain closed from, Saturday, 13<sup>th</sup> September, 2025 to Friday, 19<sup>th</sup> September, 2025 (both days inclusive), for the purpose of AGM.
18. A Member, 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 i.e. on Friday, 12<sup>th</sup> September 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of AGM. A person who is not a member as on the cut-off date should treat this Notice of the AGM for information purpose only.
19. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice of the AGM and holding shares as of the cut-off date i.e. 12<sup>th</sup> September 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below. The members who have cast their vote by remote

e-voting, he/she shall not be allowed to change it subsequently or cast the vote again.

20. All documents referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company during office hours on all working days (from Monday to Friday) except Saturday, Sunday & Public Holidays, between 11.00 A.M. and 1.00 P.M. up to the date of the AGM.
21. There is no unclaimed dividend amount lying with the Company which needs to be transfer to Investor Education and Protection Fund (IEPF), under Section 124 of the Companies Act, 2013.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Monday, 15<sup>th</sup> September, 2025 at 9.00 A.M and ends on Thursday, 18<sup>th</sup> September, 2025 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 12<sup>th</sup> September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut- off date, being 12<sup>th</sup> September, 2025.

#### **Vote electronically using NSDL e-Voting system:**

The process and manner to vote electronically on NSDL e-Voting system consists of "Two Steps" which are given below:

Step 1: Log-in to NSDL e-Voting system at: <https://www.evoting.nsdl.com/>





Step 2 : Cast your vote electronically on NSDL e-Voting system.

#### **Step 1: Access to NSDL e-Voting system**

##### **A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b> .	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with <b>CDSL</b> .	<ol style="list-style-type: none"> <li>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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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. 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a evoting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**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. NSDL and CDSL.*

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000.
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.

## B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

- 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 'Shareholders/Members' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

## 5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. Company's **EVEN is 135393**.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Shareholders**

1. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [naitthanipcs@gmail.com](mailto:naitthanipcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Shri Sagar S. Gudhate, Senior Manager, National Securities Depository Ltd., at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) and/or [sagarg@nsdl.com](mailto:sagarg@nsdl.com).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [opsingh@bpml.in](mailto:opsingh@bpml.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [opsingh@bpml.in](mailto:opsingh@bpml.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login



method explained at step 1 (A) i.e. Login method for e-Voting for Individual Shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed.

Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by

following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ have questions may send their questions in advance at least (10) ten days before AGM mentioning their name, demat account number/client id/folio number, email id, mobile number at [opsingh@bpml.in](mailto:opsingh@bpml.in) and the same will be replied by the Company suitably. Members may also register themselves as a speaker. Those Members who have registered themselves as a speaker and confirmed by Company will only be allowed to express their views/ask questions during the meeting.

**OTHER INSTRUCTIONS:**

- i. Shri Prasen Naithani, Practicing Company Secretary (Membership No. FCS 3830), has been appointed as a Scrutinizer for conducting the remote e-voting process and also the e-voting system on the date of the AGM, in fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Company Secretary or a person authorised by him in writing, who shall countersign the same.
- iii. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.bpml.in](http://www.bpml.in) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The result shall also be displayed on the notice board at the Registered Office of the Company.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****Item No. 3**

As per the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s. K. G. Goyal & Associates, Cost Accountants have been conducting Cost Audit of the Company from the financial year 2016-17 onwards.

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at remuneration of Rs.25,000/- (Rupees Twenty Five Thousand Only) plus applicable tax, reimbursement of travelling and other out of pocket expenses incurred by them at actuals.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The Board of Directors in the interest of the Company recommends the resolution for approval of the members.

**Item No. 4**

The member may please note that pursuant to provision of section 204(1) of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of the SEBI (LODR) Regulations, 2015 as amended, with effect from April 01, 2025, the Company is required to appoint a Secretarial Auditor of the Company for a period of five years with the approval of the Shareholders of the Company.

The Board of Directors at its meeting held on May 29, 2025 on the recommendation of the Audit Committee has approved the appointment of M/s. GMJ & Associates (Peer Review Certificate No.6140/2024), Company Secretaries in Practice, as the Secretarial Auditor of the Company, to carry out Secretarial Audit for consecutive 5 years from FY 2025-26 to FY 2029-30.

Written consent of the Secretarial Auditors and confirmation to the effect that they are eligible and not disqualified to the appointment as the Auditors of the Company in the terms of the provisions of the Listing Regulations, the Companies Act, 2013 and the Rules made thereunder is obtained. Accordingly, consent of the members is sought for passing an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board of Directors recommends the Ordinary Resolutions as set out at Resolution No.4 of the Notice, for approval by the Shareholders.

**Item No. 5 & 6.**

Pursuant to the provisions of Sections 149,150,152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, at the Ninth Annual General Meeting held on 9<sup>th</sup> September, 2022, Shri Dileep H. Shinde (DIN: 00270687) was appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years from 7<sup>th</sup> August, 2021 to 6<sup>th</sup> August, 2026. As Shri Dileep H. Shinde will complete his current term as an Independent Director of the Company on 6<sup>th</sup> August, 2026, he is eligible for re-appointment for one more term.

Shri Dileep H. Shinde is currently holding the Chairman position of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of the Board. He is also a member of Risk Management Committee and Rights Issue Committee. His directorships in other companies are given in Annexure to this notice. A brief profile of Shri Dileep H. Shinde is given below:

Shri Dileep H. Shinde, graduated from M. S. University of Baroda in Engineering. He also possesses Post Graduate Diploma in Marketing Management from Mumbai. He was working with IFCI Limited as General Manager heading its Regional Office at Ahmedabad. He has overall exposures of 47 years (8 years of Industrial experience, 22 years' experience of Financial Institution and 17 years' experience of private Investment Banking Companies). He has vast experience in the areas such as Project Appraisal of medium and large size manufacturing and infrastructure projects, Risk Assessment, its analysis and mitigation, Analysis of Technology, Project Implementation and Monitoring, Asset Resolution through Restructuring/OTS/ Legal Action, Merchant Banking, Business Development, Resource Mobilization/Fund Raising, Liaison with State/Central Governments, etc.

As on 31<sup>st</sup> March, 2025, Shri Dileep H. Shinde does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Shri Dileep H. Shinde will attain the age of 75 years on 23<sup>rd</sup> September, 2025 and hence continuation on attainment of 75 years requires the approval of members by way of a special resolution.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 29<sup>th</sup> May, 2025 subject to approval of Members at the ensuing Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provision of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Dileep H. Shinde (DIN: 00270687) as an Non-Executive Independent Director of the Company, for the second term of 5 (five) years w.e.f. 7<sup>th</sup> August, 2026 to 6<sup>th</sup> August, 2031, who on attaining the age of 75 (seventy five) years on 23<sup>rd</sup> September, 2025 during the current term of appointment and/or re-appointment, the continuation of such appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Listing Regulations, 2015. Further Shri Dileep H. Shinde shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Shri Dileep H. Shinde, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Shri Dileep H. Shinde confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Shri Dileep H. Shinde is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

In terms with Regulation 25(8) of the SEBI Listing Regulations, Shri Dileep H. Shinde, 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 as an Independent Director of the Company. Shri Dileep H. Shinde has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any authority pursuant to circular dated 20<sup>th</sup> June, 2018 issued by Stock Exchanges pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Shri Dileep H. Shinde 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"). Shri Dileep H. Shinde is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA. In the opinion of the Board, Shri Dileep H. Shinde, fulfils the conditions specified in the Act, Rules framed thereunder and the SEBI Listing Regulations for reappointment as an Independent Director and that he is independent of the management. Details relating to the re-appointment of Shri Dileep H. Shinde as required by the Act, the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of the Institute of Company Secretaries of India (ICSI) are provided in the Annexure to this Notice.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Shri Dileep H. Shinde to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and is independent of the management.

A copy of the draft letter for re-appointment of Shri Dileep H. Shinde setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Saturday, Sundays and Public Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SS-2 issued by the ICSI are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services.

The resolution proposed at Item Nos. 5 & 6 of the notice seeks the approval of the members for the re-appointment of Shri Dileep H. Shinde as Director of the Company not liable to retire by rotation and Independent Director for a second term w.e.f. 7<sup>th</sup> August, 2026 upto 6<sup>th</sup> August, 2031 (both days inclusive).

Further, as per Regulation 17(1A) of SEBI Listing Regulations, continuation of current appointment or continuation of re-appointment as Non-Executive

Independent Director after attaining age of 75 years also requires approval of Members of the Company by way of Special Resolution. Shri Dileep H. Shinde will attain the age of 75 years during the proposed current term on 23<sup>rd</sup> September, 2025, in view of the above, Board of Directors, recommends passing of Special Resolution under Item Nos. 5 & 6 for continuation of his appointment as an Independent Director.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in the item nos. 5 & 6 of the Notice for continuation of re-appointment of Shri Dileep H. Shinde as an Non-Executive Independent Director of the Company.

Except Shri Dileep H. Shinde, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are any way concerned or interested, financially or otherwise, in the resolution set out at Item Nos.5 & 6 of the notice.

The Board of Directors recommends the Special Resolution as set out at Item Nos. 5 & 6 of the Notice of the AGM for approval by the Members.

#### **Item No. 7**

#### **Adoption of Memorandum of Association as per provisions of the Companies Act, 2013:**

The existing Memorandum of Association (MOA) was adopted by the Company at the time of its incorporation on 29<sup>th</sup> June, 2013 and is based on the erstwhile Companies Act, 1956. The adoption of new set of MoA is necessary to bring the existing MoA in line with the new Companies Act, 2013 (the New Act"). Subsequently, some of the clauses were amended/inserted, from time to time, to cater to specific requirements. Consequent to the enactment of the Companies Act, 2013 ("the Act"), the structure/format of the MOA has undergone change, which requires alteration of several clauses of existing MOA of the Company. The Object Clause and the Liability clause of the existing MoA needs to be re-aligned as per Table A of Schedule I of the Companies Act, 2013.

For efficient utilization of resources and more specifically to improve cash flow and profitability of the Company, the Board is considering proposal to diversify into wide range of activities. For the said purpose, object Clause of the Company, which currently is restricted in scope, requires to be more comprehensive in order to cover palette of activities enabling your Company to embark onto new projects and its related activities. Considering the above, Objects Clause in the Memorandum of Association is being modified as set out in this Resolution to facilitate the said diversification enabling the company to enlarge

its area of operations and carry on its business efficiently and economically.

Accordingly, the Board of Directors of the Company ("the Board") at its meeting held on 13<sup>th</sup> August, 2025, recommended for approval of the Members for adoption of altered MOA in substitution of existing MOA with amendment in existing Clause III and IV of the MOA of the Company, so as to make it consistent and align it with the provisions of the Act and also enable the Company to explore various suitable business opportunities and carry on such other businesses to expand its area of operations.

The proposed adoption of new set of MOA of the Company requires approval of the members of the Company by way of a Special Resolution under Section 13 of the Act and would be subject to the approval of the Statutory or Regulatory Authority, as may be necessary. The aforesaid amendment of object clause is also subject to approval of the Registrar of Companies, Mumbai.

Copy of the proposed MOA is available on the website of the Company at [www.bpml.in](http://www.bpml.in) and would be available electronically for inspection by the Members from the date of circulation of this Notice till the date of AGM.

As per the provisions of Section 13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for adoption of altered MOA in substitution of existing MOA.

The Board recommends the Resolution as set at Item No. 7 of this Notice for approval by the Members as a Special Resolution.

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

#### **By Order of the Board of Directors**

(Omprakash Singh)  
**Company Secretary & Compliance Officer**  
 Membership No.FCS-4304.

Place : Mumbai  
 Date : 13<sup>th</sup> August, 2025.

Registered Office:  
 A/7, Trade World, Kamala City,  
 Senapati Bapat Marg, Lower Parel (W),  
 Mumbai - 400013.  
 CIN: L21098MH2013PLC244963



**ANNEXURE TO ITEM NOS. 2, 5 & 6 OF THE NOTICE:**

Information required to be furnished under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2), issued by the Institute of Company Secretaries of India.

Name of the Director	Manish Malpani	Dileep H. Shinde
DIN	00055430	00270687
Age	46 Years	74 Years
Date of Birth	10/09/1979	23/09/1950
Nationality	Indian	Indian
Date of first appointment on the board	9 <sup>th</sup> December, 2023	7 <sup>th</sup> August, 2021
Relationship with other directors and KMPs	There is no relation with other Directors on the Board and KMP	There is no relation with other Directors on the Board and KMP
Qualification	Chartered Accountant and member of ICAI since 2003 and Graduated from M.D.S. University, Rajasthan in 1999. He is also passed Company Secretary (ICSI) in the year 2008.	Bachelor of Engineering and Post Graduate Diploma in Marketing Management.
Terms and condition of appointment/re-appointment	Whole Time Director liable to retire by rotation.	As per the Resolution at item Nos. 5 & 6 of the Notice convening this Meeting read with explanatory statement thereto, Shri Dileep H. Shinde is proposed to be continuation of office even after attaining the Age of 75 years and for re-appointment as a Non-Executive Independent Director.
Remuneration sought to be paid	Entitled to receive Managerial Remuneration as determined by the Board from time to time.	Entitled to sitting fees for attending the Board and Committee meetings and reimbursement of actual expenses incurred for attending the Board and Committee meetings.
Remuneration last drawn	Remuneration paid in 2024-25 is given in the Corporate Governance Report	Remuneration paid in 2024-25 is given in the Corporate Governance Report
Nature of expertise in specific functional areas	He has multifaceted experience in Corporate Finance, Accounts, Commercial Controls, Strategic Management and Information Technology.	He is having rich experience in Finance, Investment Banking, Merger and Acquisition, Project Appraisal and Business & Development.

In case of Independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	<ul style="list-style-type: none"> <li>The role and capabilities as required in the case of an Independent Director are well defined in the Nomination and Remuneration Policy of the Company.</li> <li>The Nomination and Remuneration Committee has evaluated the profile of Shri Dileep H. Shinde and concluded that he possesses the relevant skill, expertise and competencies to discharge the role as Independent Director of the Company.</li> </ul>
Number of shares & % of holding as on 31.03.2025	610 Equity Shares, comprising of 0.00% of the share capital of the Company.	Nil
List of directorships held in other companies	Nil	Nil
Names of the Listed Entities from which resigned in the past 3 years	Nil	Nil
Chairmanships/ memberships of committees in other companies (includes Audit Committee [AC] and Stakeholders Relationship Committee [SRC])	Nil	Nil
Number of Board Meetings attended during the FY 2024-25	Held - 5 Attended - 5	Held - 5 Attended - 5

P.S.: For other details such as number of meetings of the Board/Committees attended during the year and remuneration drawn, please refer to the Corporate Governance Report, which is part of this Annual Report.

**By Order of the Board of Directors**

Omprakash Singh

**Company Secretary & Compliance Officer**

(Membership No.FCS-4304)

Place: Mumbai

Date : 13<sup>th</sup> August, 2025.