

BALGOPAL COMMERCIAL LIMITED

CIN: L43299MH1982PLC368610

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of the Members of M/s. Balgopal Commercial Ltd ("the Company") will be held at the Registered Office of the Company at 901, 9th Floor, Crescent Royale, CTS No. 720 / 42-46, Oshiwara Village, Andheri (West), Near VIP Plaza, Off New Link Road, Mumbai - 400053 on Monday, 30th March, 2026 at 04.00 PM to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1 - APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:-

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

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 if any, (including any statutory modification thereof for the time being in force and as may be enacted from time to time) read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board subject to the approval of members of the company through this general meeting under this resolution) to advance any loan including any loan represented by a book debt ("the Loan"), to, and/or give any guarantee (s) or providing of any security(ies) in connection with any loan taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company, or any other person (in which any director is deemed to be interested) upto an aggregate sum of Rs. 25 Crores (Rupees Twenty-Five Crores only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to take, from time to time, all decisions and such steps as may be necessary and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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Item No 2- TO INCREASE IN THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013:-

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

“RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and any rules made under the Act (which term shall include any committee constituted by the Board or other any person authorized by the Board to exercise the powers conferred on the Board by this resolution), (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the Board of Directors of the Company be and is hereby authorized in term of Section 180 (1)(c) and other provisions, if any, of the Act, to borrow from time to time all such sums of money as they may deem necessary for the purpose of business of the Company notwithstanding that moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans, including working capital facilities obtained from the Company’s banker in the ordinary course of business) (hereinafter referred to as the “Borrowings”) shall exceed the aggregate of the paid- up capital of the Company free reserves and securities premium, that is to say reserves not set apart for any specific purpose provided that the total amount of the borrowings by the Board of Directors, shall not at any time exceed Rs.75 Crore (Rupees Seventy-Five Crore only).

RESOLVED FURTHER THAT the board be and is hereby authorized/ empowered to borrow monies within the above-mentioned limit as approved by the members pursuant to the provisions of Section 180(1)(c) of the Companies Act 2013 and when required by the company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to negotiate with the lending entities and to finalise and execute the documents and deeds as may be applicable for borrowing loan and other financial facilities on such term and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may be arise in this regard as the Board may in its absolute discretion may deem necessary or desirable and it decision shall be final and binding.”

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Item No.3- APPROVAL/RATIFICATION OF MATERIAL RELATED PARTY TRANSACTION(S) WITH NAVDURGA NIWAS PRIVATE LIMITED:-

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 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, Ratification/approval of the Board of Directors, consent of the members of the Company be and is hereby accorded to the Company to ratify/enter/continue into Material related Party Transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/ agreement(s)/memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with “Navdurga Niwas Private Limited”, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, subject to the condition that the total value of all contracts / arrangements / transactions with Navdurga Niwas Private Limited shall not exceed Rs. 1 crore (Rupees One Crore only) to be entered during FY 2026-27, subject to such transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/ agreement(s) memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions, being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT the transactions already entered into by Navdurga Niwas Pvt Ltd dated 20.02.2026 towards execution of sale deed for purchase of land at consideration of Rs 65 Lakhs be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and company secretary, be and are hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities,

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including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects.”

Item No.4- APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH ALLIED COMMODITIES PRIVATE LIMITED:-

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 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, Ratification/approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to enter/continue into Material related Party Transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/transaction(s)/ agreement(s)/ availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with “**Allied Commodities Private Limited**”, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company subject to the condition that the total value of all contracts / arrangements / transactions/ agreement (s) with Allied Commodities Pvt Ltd shall not exceed Rs. 10 crore (Rupees Ten Crore only) to be entered during FY2026-27, subject to such transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/agreement(s) memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions being carried out at arm’s length and in the ordinary course of business of the Company.

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RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

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

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects.”

Item No.5- APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH INTELLECT INFRA EQUIPMENTS PRIVATE LIMITED:-

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 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, Ratification/approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to enter/continue into Material related Party Transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/transaction(s)/ agreement(s)/ availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with “Intellect Infra Equipments Private Limited”, a Related Party within

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the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company subject to the condition that the total value of all contracts / arrangements / transactions/ agreements with Intellect Infra Equipments Private Limited shall not exceed Rs. 25 crore (Rupees Twenty-Five Crore only) to be entered during FY2026-27, subject to such transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/ agreement(s)/ memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

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

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects."

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Item No. 6- APPROVAL/RATIFICATION OF MATERIAL RELATED PARTY TRANSACTION(S) WITH DREAMAX DEVELOPERS PRIVATE LIMITED:-

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 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, Ratification/approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to ratify/enter/continue into Material related Party Transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/agreement(s)/memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with “Dreamax Developers Private Limited”, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company subject to the condition that the total value of all contracts / arrangements / transactions/ agreements/ memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions with Dreamax Developers Pvt Ltd shall not exceed Rs. 25 crore (Rupees Twenty-Five Crore only) to be entered during FY2026-27, subject to such transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/transaction(s)/ agreement(s) memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT the Inter-Corporate Deposit transactions amounting to Rs. 5.78 crores entered into by the Company during F.Y 25-26 with Dreamax Developers Pvt. Ltd. be and are hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make

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representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 7- APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH VIRAJ ENTERPRISE:-

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 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, Ratification/approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to enter/continue into Material related Party Transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/transaction(s)/ agreement(s)/ memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with “**Viraj Enterprise**”, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations subject to the condition that the total value of all contracts / arrangements / transactions/ agreements/ memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions with Viraj Enterprise shall not exceed Rs. 50 crore (Rupees Fifty Crore only) to be entered during FY2026-27, subject to such transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/transaction(s)/ agreement(s) memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any

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other business transactions being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

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

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects."

Item No. 8- APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. VIJAY LALTAPRASAD YADAV:-

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 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Company's policy on Related Party Transactions, recommendation of the Audit Committee of the Company, Ratification/approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to enter/continue into Material related Party Transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/transaction(s)/ agreement(s) (whether by way of an

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individual transaction or transactions taken together or series of transactions or otherwise) with “**Vijay Laltaprasad Yadav**”, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company subject to the condition that the total value of all contracts / arrangements / transactions/ agreements with Vijay Laltaprasad Yadav shall not exceed Rs. 1 crore (Rupees One Crore only) to be entered during FY2026-27, subject to such transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/ agreement(s)/ memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

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

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

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Contact: 9324922533

BALGOPAL COMMERCIAL LIMITED

CIN: L43299MH1982PLC368610

Item No.9- APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. SANDEEP JINDAL:-

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 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, Ratification/approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to enter/continue into Material related Party Transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/transaction(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with **“Sandeep Jindal”**, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company subject to the condition that the total value of all contracts / arrangements / transactions/ agreements with Mr. Sandeep Jindal shall not exceed Rs. 1 crore (Rupees One Crore only) to be entered during FY2026-27, subject to Transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/ agreement(s)/ memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

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

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RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects.”

Item No.10- APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH ACCROW EXPORTS PRIVATE LIMITED:-

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 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to enter/continue into Material related Party Transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/transaction(s)/ agreement(s)/ memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with “**Accrow Exports Private Limited**”, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company subject to the condition that the total value of all contracts / arrangements / transactions/ agreements with Accrow Exports Pvt Ltd shall not exceed Rs. 25 crore (Rupees Twenty-Five Crore only) to be entered during FY2026-27, subject to such contract(s)/Sub Contract(s)/arrangement(s)/transaction(s)/ agreement(s)/ memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and

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conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects.”

Item No.11- APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH INTELLECT INFRACON LLP:-

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 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to enter/continue into Material related Party Transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/transaction(s)/ agreement(s)/ memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with “**Intellect Infracon LLP**”, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company subject to the condition that the total value of all contracts / arrangements / transactions/ agreements with Intellect Infracon LLp shall not exceed Rs. 2 crore (Rupees Two Crore only) to be entered during FY2026-27, subject to such transaction(s)/ contract(s)/Sub Contract(s)/arrangement(s)/ agreement(s)/ memorandum of understanding(s), availing or rendering of services, leasing of assets, reimbursement of expenses, Inter-Corporate Deposits or any other business transactions being carried out at arm’s length and in the ordinary course of business of the Company.

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RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

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

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No.12: Appointment of Mrs. Rashmi Bihani (DIN: 07062288) as an Independent Non Executive Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Rashmi Bihani (DIN: 07062288) who was appointed by the Board of Directors as an Additional Director of the Company, under the category of Independent Director with effect from 12th February, 2026 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act with

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Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five consecutive years from 12th February, 2026 to 11th February, 2031 and whose office shall not, henceforth, be liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary, be and are hereby authorized to file relevant e-forms with the ROC and to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions.”

Date: 06.03.2026
Place: Mumbai

For Balgopal Commercial Ltd
Sd/-
Ankit Ladha
Company Secretary
ICSI Membership No: A74941

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON POLL, INSTEAD OF HIMSELF/HERSELF. THE PROXY SO APPOINTED NEED NOT BE MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 ("Act") and rules framed thereunder, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') is annexed hereto.
2. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by the Institute of Company Secretaries of India, is furnished as an Annexure to the Notice.
3. The Member /Proxies should bring the Attendance Slip duly filled for attending the Meeting.
4. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., Maheshwari Datamatics Pvt Ltd at 23 R. N. Mukherjee Road 5th Floor, Kolkata - 700001
 - a) Email Id
 - b) PAN No
 - c) Unique Identification No.
 - d) Mother's Name
 - e) Occupation
 - f) In case of a minor (Guardian's Name and date of birth of the Member)
 - g) CIN (In case the member is a body corporate)
5. Corporate Shareholders (i.e., other than Individuals/HUF, NRI, etc.) intending to attend EGM through their Authorised Representatives are requested to send a scanned copy (PDF/JPG Format) of their respective Board or Governing Body Resolution/Authorization, etc. authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to csniteshchaudhary@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

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6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
7. All the registers and relevant documents are open to inspection at the Registered Office of the Company on all working days except holidays between 11.00AM - 1.00 P.M up to the date of EGM.
8. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the EGM.
9. Members desirous of obtaining any relevant information with regard to the accounts of the Company are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.
10. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective Depository Participants with whom they are maintaining their demat accounts.
11. Electronic copy of the notice of the Extra Ordinary General Meeting (EGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip will be send to the members whose email-id is registered with the Company/ Depository Participant for communication purposes.
12. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the Meeting.
13. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the Meeting.
14. Members are requested to notify changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, etc. to the concerned Depository Participant/Registrar and Transfer Agent/Company.
15. M/s. Maheshwari Datamatics Pvt. Ltd, having its registered office at 23, R.N Mukherjee Road, 5th Floor, Kolkata – 700001 is appointed as Company's Registrar & Transfer Agents for its share registry (both, physical as well as electronic).
16. In conformity with regulatory requirements, the Company will **NOT** be distributing any gift, gift coupons or cash in lieu of gifts at the EGM or in connection therewith.
17. In accordance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the Extra Ordinary General Meeting is being sent only through electronic mode to those Members whose

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name appears in the Register of Members as on 27th February, 2026 and whose email addresses are registered with the Company or Depositories. Members may note that the Notice of EGM will also be available on the Company's website www.bcommercial.org, website of the BSE Ltd at www.bseindia.com and on the website of Central Depository Services (India) Limited at www.evotingindia.com.

18. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in electronic mode, respectively.
19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 23rd March, 2026, only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through polling paper.
20. 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 23rd March, 2026. A person who is not a member as on cut-off date should treat this notice for information purpose only.
21. A member may participate in the EGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the EGM.
22. Members can opt for only one mode of voting i.e. either by Physical Ballot or E-voting. However, in case Member has voted both through physical as well as E-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
23. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 23rd March, 2026 are requested to send the written / email communication to the Company at info@bcommercial.org by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. The Chairman shall, at the meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all the members.
25. Mr. Nitesh Chaudhary (Practicing Company Secretary) (Membership No. F10010 CP No. 16275) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the Extra Ordinary General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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26. The Results shall be declared at or after the Extra Ordinary General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bcommercial.org and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
27. Members who hold Shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.
28. Members who have not yet surrendered their old Share Certificate(s) for exchange with new Certificate(s) bearing hologram, logo and barcoding are requested to surrender the same to the Company's Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd.
29. The route map showing directions to reach the venue of the EGM is annexed.

30. Voting through Electronic Means

The Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

Voting at the EGM: The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

The process and manner for remote e-voting are as under:

- a) The voting period begins on 27th March, 2026 at 9.00 am and ends on 29th March, 2026 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd March, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has

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been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- d) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- e) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on

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	<p>www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin . The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.ii. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspiii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service</p>

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Contact: 9324922533

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	provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- f) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field

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- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant <BALGOPAL COMMERCIAL LIMITED> on which you choose to vote.
- k) 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.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) 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.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p) 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.
- q) 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
- r) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**

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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz.; info@bcommercial.org, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

The following explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

ITEM NO 01:

APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

The Company is expected to render support for the business requirements of other companies in the Group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company would be unable to extend financial assistance by way of loan, guarantee or security to other entities in the group.

In the light of provisions of Section 185 of the Companies Act, 2013, the Company with the approval of members by way of special resolution would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources, accruals, and or any other appropriate sources, from time to time, only for principal business activities of any other entities in group up to an aggregate sum of Rs.25 crores (Rupees Twenty-Five Crores only). Hence, in order to enable the Company to advance loan to Subsidiaries/ Joint Ventures/associates/other Companies/ Firms in which Directors are interested directly or indirectly under Section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

None of the Directors or any Key Managerial Personnel (KMP) of the Company is, in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 01 of this Notice for approval by the members.

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ITEM NO 02:

APPROVAL TO AVAIL BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013.

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

Keeping in view the Company's existing and future financial requirements to support its business operations, investments and growth plans, the Company may be required to borrow funds from time to time from banks, financial institutions and other sources.

Accordingly, it is proposed to obtain approval of the members of the Company to authorize the Board of Directors to borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium, provided that the total amount so borrowed and outstanding at any point of time shall not exceed ₹75 Crores (Rupees Seventy-Five Crores only).

None of the Directors or any Key Managerial Personnel (KMP) of the Company is, in any way, Concerned or interested (financially or otherwise), either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 02 of this Notice for approval by the members.

Item No: 03-11

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH VARIOUS RELATED PARTIES AS PER ITEM 3-11

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and Section 188 of the Companies Act, 2013 ("the Act") read with the applicable Rules framed thereunder, approval of the Members is required for material related party transactions. The Company, in the ordinary course of its business, proposes to enter into and/or continue various related party transactions. In terms of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions require approval of the Members by way of a resolution, notwithstanding that such transactions are in the ordinary course of business and at arm's length basis. The Audit Committee and the Board of Directors of the Company have reviewed and ratified/approved the material related party transactions mentioned in item 3-11, subject to the approval of the Members. The Board also ratified the earlier transactions entered into by Nav Durga Niwas Pvt Ltd towards execution of sale deed for the purchase of land measuring 4 Decimal with a construction of 100 square feet and land measuring 6 Decimal with a construction 400 square feet at North 24 Parganas, Rajarhat, Kolkata- 700136, for the total consideration of Rs. 65,00,000 and Inter-Corporate Deposit transactions amounting to Rs. 5.78 crores entered into by the Company during F.Y 25-26 with Dreamax Developers Pvt. Ltd. Both the transactions were in the ordinary course of business and at arms length.

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The proposed transactions are necessary for the Company's operational efficiency, business expansion, project execution, treasury management and financial support to subsidiaries. All transactions shall be carried out in the ordinary course of business and on an arm's length basis.

Accordingly, consent of the Members is sought for passing the Ordinary Resolutions as set out in the Notice for approval of material Related Party Transaction to be entered into/ratified with following related parties.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 03-11.

Except as stated in the Annexure A below, none of the Directors, Key Managerial Personnel or their relatives, other than those mentioned herein, are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors therefore recommends the resolution as set out in item no. 3-11 of the notice for approval of members of the Company by way of an Ordinary Resolution.

Annexure-A

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No.HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 , relevant information pertaining to the proposed transactions are as follows:

Sl.No	Description/Particulars	Remarks
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Navdurga Niwas Private Limited- Mr. Sandeep Jindal, Promoter of the company, is the Significant Beneficial Owner of M/s. Navdurga Niwas Private Limited. Company is engaged in real estate activities. Allied Commodities Private Limited -Mr. Sandeep Jindal, Promoter of the company, is the Significant Beneficial Owner of M/s. Allied Commodities Private Limited. Company is engaged in NBFC activities. Intellect Infra Equipments Private Limited - Mr. Sandeep Jindal, Promoter of the company, is the Significant Beneficial Owner of M/s. Intellect Infr.a Equipments Private Limited. Company is engaged in crane rental, warehousing and related services. Dreamax Developers Private Limited - Mr. Vijay Laltaprasad Yadav, Director of the company is Director in Dreamax Developers Private Limited. Company is engaged in real estate activities. Viraj Enterprise - Mr. Vijay Laltaprasad Yadav,Managing Director of the Company is Partner in Viraj Enterprise. Firm is engaged in real estate activities. Vijay Laltaprasad Yadav . - Mr. Vijay Laltaprasad Yadav is the Managing Director of the Company. Sandeep Jindal - Mr. Sandeep Jindal is the Promoter of the Company. Accrow Exports Private Limited . - Mr, Vijay Laltaprasad Yadav, Managing Director of the company holds 75% share in Accrow Exports Private Limited. Company is engaged in trading and related activities.

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		Intellect Infracon LLP. - Mr. Sandeep Jindal, Promoter of the company is the Designated Partner in Intellect Infracon LLP. LLP is engaged in consultancy and film production related activities.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Navdurga Niwas Private Limited - Not Applicable Allied Commodities Private Limited - Not Applicable Intellect Infra Equipments Private Limited - Not Applicable Dreamax Developers Private Limited - Mr. Vijay Laltaprasad Yadav, Managing Director of the Company is also director in Dreamax Developers Private Limited Viraj Enterprise - Mr. Vijay Laltaprasad Yadav, Managing Director of the Company is Partner in Viraj Enterprise Vijay Laltaprasad Yadav. - Managing Director of the Company Sandeep Jindal - Not Applicable Accrow Exports Private Limited. - Mr, Vijay Laltaprasad Yadav, Managing Director of the company holds 75% share in Accrow Exports Private Limited Intellect Infracon LLP- Not Applicable
3	Nature, material terms, tenure, monetary value and particulars of proposed transaction	Any Related Party Transaction as defined under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as mentioned in resolutions and as per the terms mutually agreed between the Company and the related party.
4	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed following for FY 2026-27 on an annual basis. Navdurga Niwas Private Limited - Rs. 1/- Crore (Rupees One Crore) Allied Commodities Private Limited - Rs. 10/- Crore (Rupees Ten Crores) Intellect Infra Equipments Private Limited - Rs. 25/- Crore (Rupees Twenty-Five Crores) Dreamax Developers Private Limited - Rs. 25/- Crore (Rupees Twenty-Five Crores) Viraj Enterprise - Rs. 50/- Crore (Rupees Fifty Crores) Vijay Laltaprasad Yadav. - - Rs. 1/- Crore (Rupees One Crore) Sandeep Jindal - - Rs. 1/- Crore (Rupees One Crore) Accrow Exports Private Limited. - Rs. 25/- Crore (Rupees Twenty-Five Crores) Intellect Infracon LLP. - Rs. 2/- Crore (Rupees Two Crores)
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Navdurga Niwas Private Limited- 178.84% Allied Commodities Private Limited- 1788.43% Intellect Infra Equipments Private Limited- 4471.07% Dreamax Developers Private Limited - 4471.07% Viraj Enterprise-8942.14% Vijay Laltaprasad Yadav-178.84% Sandeep Jindal-178.84% Accrow Exports Private Limited- 4471.07% Intellect Infracon LLP-357.69%

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6	Justification as to why the RPT is in the interest of the Listed Entity	The proposed transactions are necessary for the Company's operational efficiency, business expansion, project execution, treasury management.
7	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Nil
8	Details of the source of funds in connection with the proposed transaction	Not Applicable
9	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds and - Tenure	Not Applicable
10	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
11	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
12	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
13	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

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Item No 12:

Approval for Appointment of Mrs. Rashmi Bihani as Non-Executive Independent Director:

The Board of Directors of the company, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Rashmi Bihani (DIN No: 07062288) as an Additional Non-Executive Independent Director with effect from 12.02.2026, pursuant to provisions of Section 149,150,152 and 161 of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who shall hold office of Director upto the date of ensuing Extra Ordinary General Meeting or within 3 (Three) months of Appointment whichever is earlier.

The Company has received from Mrs. Rashmi Bihani, a consent in writing to act as Director pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 and she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The Company has also received a declaration of Independence from Mrs. Rashmi Bihani.

In the opinion of the Board Mrs. Rashmi Bihani fulfils the conditions specified under the Companies Act, 2013 and SEBI LODR Regulations for appointment as an Independent Director and is independent of the management.

The Board believes that her experience, expertise and knowledge would be beneficial to the Company and recommends the resolution for approval of the members.

Mrs. Rashmi Bihani is interested in resolution set out above with regard to her appointment. The relatives of Mr. Rashmi Bihani may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mrs. Rashmi Bihani is not related to any Director of the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set out at item 12 for approval of the Members as a Special Resolution.

BREIF PROFILE OF DIRECTOR SEEKING APPOINTMENT AT EXTRA ORDINARY GENERAL MEETING IN PURSUANCE OF PROVISIONS OF THE COMPANIES ACT, 2013, AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ARE PROVIDED IN ADDITIONAL INFORMATION SECTION OF THIS NOTICE.

Additional Information:

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS2 on General Meetings)

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Sr. No.	Particulars	Details
1	Name of the Director	Mrs. Rashmi Bihani
2	DIN	07062288
3	Nationality	Indian
4	Date of Birth	15.04.1980
5	Date of first appointment on the Board	12 th February, 2026
6	Qualification	B.Com (Hons), Chartered Accountant
7	Expertise in Specific Functional Areas Skills and Capabilities required for the role and the manner in which the Directors meet the requirements	<p>Mrs. Rashmi Bihani is a Practicing Chartered Accountant with over 10 years of experience in statutory audits, internal audit including Transfer Pricing, SOX assignments and in providing financial advisory services to a diverse client base across a wide range of industries. She was associated with Lodha & Co. for more than 10 years and conducted statutory audits and internal audit of some of the largest public sector companies in India. She also handled various consultancy assignments in fields of taxation, Policy Manuals, ICFR implementation etc. She has delivered many engagement in the following sectors: engineering & project companies, Real Estate, FMCG, Metals, Powers, Broadcasting and Banking Companies.</p> <p>The NRC (Nomination and Remuneration Committee) has determined criteria to be considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the Company.</p>
8	Terms and Conditions of Re-appointment and details of remuneration last drawn	<p>Appointment as an Independent Director for a period of 5 Consecutive Years effective from February 12, 2026 to February 11,2031 and shall not be liable to retire by rotation.</p> <p>Details of remuneration last drawn- Not Applicable</p>

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9	Details of remuneration sought to be paid	She shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company stipulated under Section 197 of the Companies Act, 2013, effective her date of appointment.																											
10	Number of Shares held in the company	NIL																											
11	List of Directorship held in other listed companies	<ol style="list-style-type: none">1. GPT Infraprojects Limited2. United Credit Limited3. Kesoram Industries Limited4. Shree Karni Fabcom Limited																											
12	List of Committees of the Board of Listed Companies	<p>GPT Infraprojects Ltd.: -</p> <table border="1"><thead><tr><th>Sl. No.</th><th>Name(s) of Committee(s) in the Company</th><th>Position Held</th></tr></thead><tbody><tr><td>1</td><td>Audit Committee</td><td>Member</td></tr><tr><td>2</td><td>Nomination & Remuneration Committee</td><td>Member</td></tr></tbody></table> <p>United Credit Ltd</p> <table border="1"><thead><tr><th>Sl. No.</th><th>Name(s) of Committee(s) in the Company</th><th>Position Held</th></tr></thead><tbody><tr><td>1</td><td>Audit Committee</td><td>Member</td></tr><tr><td>2</td><td>Nomination & Remuneration Committee</td><td>Chairman</td></tr></tbody></table> <p>Kesoram Industries Ltd</p> <table border="1"><thead><tr><th>Sl. No.</th><th>Name(s) of Committee(s) in the Company</th><th>Position Held</th></tr></thead><tbody><tr><td>1</td><td>Corporate Social Responsibility Committee</td><td>Member</td></tr><tr><td>2</td><td>Stakeholder's Responsibility Committee</td><td>Member</td></tr></tbody></table>	Sl. No.	Name(s) of Committee(s) in the Company	Position Held	1	Audit Committee	Member	2	Nomination & Remuneration Committee	Member	Sl. No.	Name(s) of Committee(s) in the Company	Position Held	1	Audit Committee	Member	2	Nomination & Remuneration Committee	Chairman	Sl. No.	Name(s) of Committee(s) in the Company	Position Held	1	Corporate Social Responsibility Committee	Member	2	Stakeholder's Responsibility Committee	Member
Sl. No.	Name(s) of Committee(s) in the Company	Position Held																											
1	Audit Committee	Member																											
2	Nomination & Remuneration Committee	Member																											
Sl. No.	Name(s) of Committee(s) in the Company	Position Held																											
1	Audit Committee	Member																											
2	Nomination & Remuneration Committee	Chairman																											
Sl. No.	Name(s) of Committee(s) in the Company	Position Held																											
1	Corporate Social Responsibility Committee	Member																											
2	Stakeholder's Responsibility Committee	Member																											

ADDRESS: 901, 9th Floor, Crescent Royale, CTS No. 720 / 42-46, Oshiwara Village, Andheri (West), Near VIP Plaza, Off New Link Road, Mumbai - 400053

Website: www.bcommercial.org/ **Email ID:** info@bcommercial.org

Contact: 9324922533

BALGOPAL COMMERCIAL LIMITED

CIN: L43299MH1982PLC368610

		Shree Karni Fabcom Limited	
Sl. No.	Name(s) of Committee(s) in the Company	Position Held	
1	Nomination & Remuneration Committee	Member	
2	Audit Committee	Member	
3	Stakeholder's Relationship Committee	Member	
13	Relationship between Directors and KMP of the company	She is not related to any Directors of the company.	

Date: 06.03.2026
Place: Mumbai

For Balgopal Commercial Ltd
Sd/-
Ankit Ladha
Company Secretary
ICSI Membership No: A74941

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BALGOPAL COMMERCIAL LIMITED

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Attendance Slip

(Please fill in attendance slip and hand it over at the entrance of the meeting Hall.)

I, hereby record my presence at the EGM of the Company being held at the Registered Office of the Company at 901, 9th Floor, Crescent Royale, CTS No. 720 / 42-46, Oshiwara Village, Andheri (West), Near VIP Plaza, Off New Link Road, Mumbai - 400053 on Monday, 30th March, 2026 at 4.00 PM. and at any adjournment thereof.

DP-ID*	
No. of shares held	Client ID*
Member / Proxy Name <i>(Please mention in block letters)</i>	Member / Proxy Signature

* Applicable for Members holding Shares in electronic form.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	PERMANENT NUMBER (PAN)	ACCOUNT

The E-Voting facility will be available during the following voting period:

Commencement of E-Voting: From <Friday, 27th March, 2026 at 9.00 AM >

End of E-Voting: Up to <Sunday, 29th March, 2026 at 5.00 PM>

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BALGOPAL COMMERCIAL LIMITED

CIN: L43299MH1982PLC368610

FORM NO MGT-11 - PROXY FORM

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

Name of the member(s)			
Registered Address			
E-mail id			
Registered Folio No.			
DP-ID		Client ID	

I/We, being the member(s) holding _____ equity shares of Balgopal Commercial Limited hereby appoint:

Mr. _____ residing at _____ having email-id _____ as my/our proxy to vote for me/us on my/our behalf at the EGM of the Company scheduled to be held on Monday, 30th March, 2026 at 4.00 pm. at the Registered Office of the Company at 901, 9th Floor, Crescent Royale, CTS No. 720 / 42-46, Oshiwara Village, Andheri (West), Near VIP Plaza, Off New Link Road, Mumbai - 400053 and any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolutions
1.	Approval of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013.
2.	Approval of Loans, Investments, Guarantee or Security under Section 180(1)(c) of the Companies Act, 2013.
3.	Approval/Ratification for Material Related Party Transaction(s) with Navdurga Niwas Private Limited
4.	Approval for Material Related Party Transaction(s) with Allied Commodities Private Limited.
5.	Approval for Material Related Party Transaction(s) with Intellect Infra Equipments Private Limited.
6.	Approval/ Ratification for Material Related Party Transaction(s) with Dreamax Developers Private Limited.
7.	Approval for Material Related Party Transaction(s) with Viraj Enterprise.
8.	Approval for Material Related Party Transaction(s) with Vijay Laltaprasad Yadav.
9.	Approval for Material Related Party Transaction(s) with Sandeep Jindal.
10.	Approval for Material Related Party Transaction(s) with Accrow Exports Private Limited.
11.	Approval for Material Related Party Transaction(s) with Intellect Infracon LLP.
12.	Approval for Appointment of Mrs. Rashmi Bihani as Non-Executive Independent Director.

Signed this _____ day of March, 2026

Signature of the Shareholder _____

Affix Revenue Stamp Re. 1/-

Signature of the proxy holder _____

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Contact: 9324922533

BALGOPAL COMMERCIAL LIMITED

CIN: L43299MH1982PLC368610

Notes:

- The Proxy form duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body registered, be under its seal or be signed by an officer or an attorney duly authorized by it.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.

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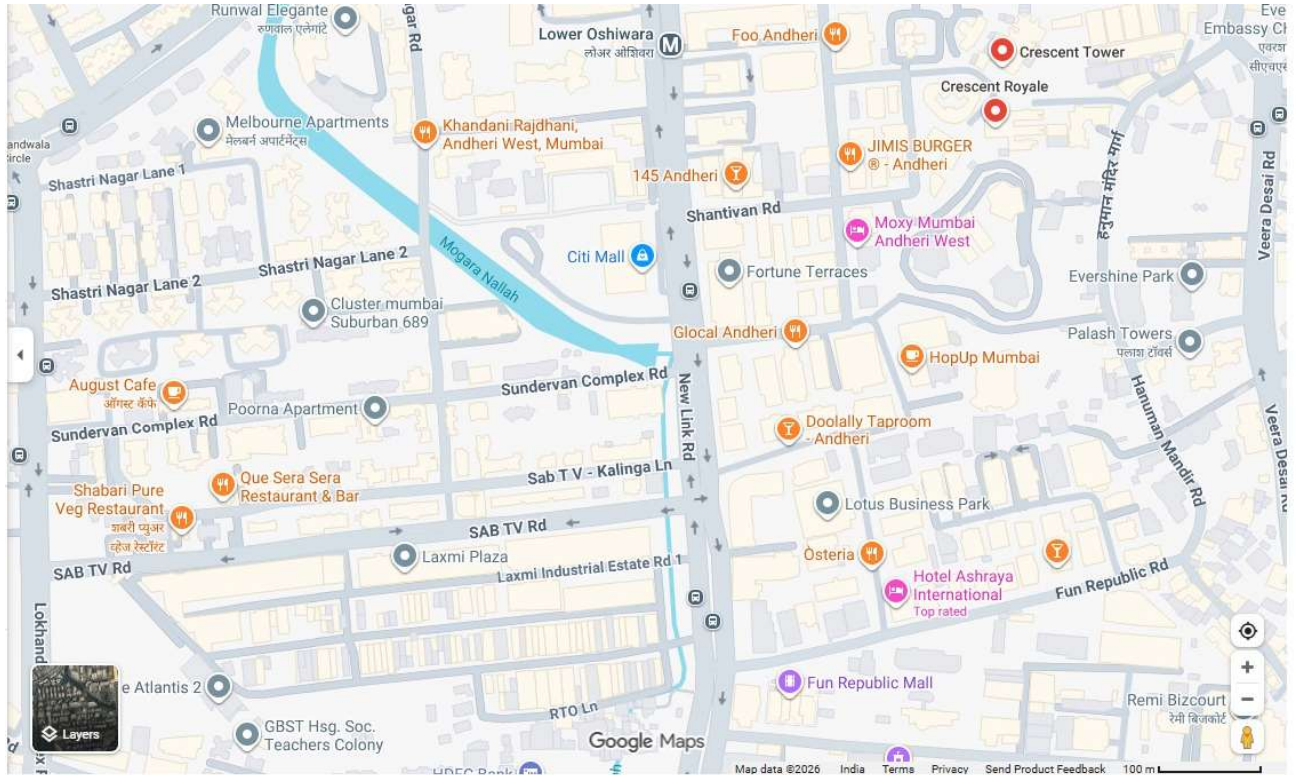
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BALGOPAL COMMERCIAL LIMITED

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Route Map



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