NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **92nd Annual General Meeting (AGM)** of the members of **Bombay Potteries and Tiles Limited** will be held on **Wednesday, September 30, 2026, at 11.30 A.M.** at the corporate office of the company **at 301-A, Vedanta building, 3rd floor, 779, Makwana Road, Marol, Andheri (East), Mumbai 400 059, Maharashtra, INDIA** through video conferencing / other audio-visual means to transact the following business:

ORDINARY BUSINESS:

To consider and adopt:

Item No. 1: The Audited Standalone Financial Statements of BPTL for the Financial Year ended March 31, 2026, and the Reports of the Board of Directors and the Statutory Auditors thereon; and

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, including the Balance Sheet as at that date, the Statement of Profit and Loss, the Cash Flow Statement, and the Notes to the Financial Statements, together with the Reports of the Board of Directors and the Statutory Auditors thereon, as circulated to the members, be and are hereby considered, approved, and adopted."

Item No. 2: Re-appointment of Ms. Minal Wadhwa (DIN: 07220456), who retires from office by rotation and, being eligible, offers herself for re-appointment.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **Ms. Minal Wadhwa (DIN: 07220456),** who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Disclosures relating to directors pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (ss-2) are annexed herewith as **"Annexure- A"** to the explanatory statement.

<u>Item No. 3</u>: To appoint M/s. J P K D & Co LLP, Chartered Accountants with Registration No. W100950 as Statutory Auditors of the Company for a period of 5(Five) years:

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, **M/s. J P K D & Co LLP, Chartered Accountants, [Firm Registration No. W100950],** be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of **five (5)** consecutive years, commencing from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the 97th Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the remuneration payable to M/s. J P K D & Co LLP, Statutory Auditors, for the financial year [2026-27], as recommended by the Audit Committee and approved by the Board of Directors, together with applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred in connection with the audit, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Audit Committee thereof, be and are hereby authorised to determine and finalise the remuneration of the Statutory Auditors for subsequent financial years during their tenure, in consultation with the Statutory Auditors, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to make all necessary filings, disclosures and submissions with the Registrar of Companies, Stock Exchanges and other statutory/regulatory authorities and to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution."

<u>Item No 4:</u> Approval For Purchase/Acquisition/Rent of Premises from Harshvardhan Construction, A Related Party

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder, including Sections 188 of the Act, to the extent applicable, other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), including the Audit Committee thereof, for entering into and/or consummating the proposed related party transaction with **Harshvardhan Construction**, a partnership firm and a Related Party of the Company, for purchase/acquisition/Rent of premises situated at **Wadhwa 723 Avenue, Unit No. 504**, **Saug Baug, Marol, Andheri East, Mumbai 400059**, having an estimated area of approximately **968 sq. ft.**, forming part of the project registered under Harshvardhan Construction, for a consideration not exceeding **₹ 3 Crores 25 lakhs (Rupees Three Crore Twenty-Five Lakh only)**, together with applicable taxes, stamp duty, registration charges and other incidental expenses, on such terms and conditions as may be mutually agreed upon.

RESOLVED FURTHER THAT the Members hereby take note that the proposed transaction is proposed to be undertaken in the ordinary course of business and on an arm's-length basis, based on the commercial terms and valuation/price discovery mechanism considered appropriate by the Company, and that Harshvardhan Construction is a Related Party of the Company on account of the commonality of directors/partners and/or such other relationship as more particularly disclosed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute the agreement(s), sale deed(s), conveyance deed(s), application(s), undertaking(s), declaration(s) rent agreement(s) and such other documents and writings as may be necessary or expedient in connection with the proposed acquisition, including finalisation of the area, specifications, consideration, deposit amount, payment terms, possession terms, registration and other terms and

conditions, provided that the aggregate consideration/value of the transaction shall not exceed **₹ 3 Crores 25 lakhs** only

RESOLVED FURTHER THAT the Board be and is hereby authorised to obtain and rely upon such valuation reports, title reports, legal opinions, certificates, approvals and other documents as may be considered necessary or appropriate for completion of the transaction.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make such modifications, amendments, alterations or variations to the terms of the proposed transaction as may be necessary or expedient, provided that such modifications, amendments, alterations or variations are within the overall limits and parameters approved by the Members and are otherwise permissible under applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, desirable or expedient for giving effect to this resolution, including making necessary filings, applications and disclosures with the Stock Exchange(s), Registrar of Companies and other statutory, regulatory or governmental authorities, as may be applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by this resolution to any Director, officer or authorised representative of the Company, as it may deem appropriate."

By order of the Board of Directors
For Bombay Potteries and Tiles Ltd

Sd/-
Hetal Shah
Company Secretary & Compliance Officer
(Membership No: A32113)

Place: Mumbai
Date: September 8, 2026

NOTES:

Pursuant to the General Circular No. 14/2020 dated 8 April, 2020, General Circular No. 17/2020 dated 13 April, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 11/2022 dated 28 December, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 (Collectively "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 and Circular no. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 7 October, 2023 Circular no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars") issued by the Securities and Exchange Board of India ("SEBI") and in Compliance with the applicable provision of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of your Company is being convened and conducted through VC/ OAVM.

2. The Company has facilitated the Members to participate in the EGM through VC facility provided by **Central Depository Services (India) Limited**. The instructions for participation by members are given in the subsequent paragraphs. The facility for joining the EGM through VC/OVAM will be available for up to 1,000 Members, and Members may join on a first-come first-served basis. However, the above restriction shall not be applicable to members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders9 Relationship Committee, Auditors, Scrutinizers, etc. Members can login and join 15 (fifteen) minutes prior to the schedule time of the meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

3. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a

State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

5. Members joining the EGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the EGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to the EGM using the remote e-voting facility may also join the EGM through VC, but shall not be entitled to cast their votes again at the EGM.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.bombaypotteries.com The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e., www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. As per the Companies Act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a Member of the Company. Since the AGM/EOGM is being held through VC as per MCA Circulars and SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM/EGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Similarly, as this AGM/EGM is being held through VC, the route map is not annexed to this Notice.

9. Corporate members may authorize their representatives for casting the votes using remote e- voting facility or for participation and voting in the AGM/EGM using VC. Institutional Investors are encouraged to attend and vote at the EGM through VC. Institutional Investors, who are members of the Company and corporate members intending to attend the EGM through VC or OAVM and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorisation /Power of Attorney to the Scrutiniser by e- mail at csvatsaldoshi@cadoshi.com with a copy marked to cs@bombaypotteries.com

10. 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 AGM/EGM.

11. In line with MCA Circulars and SEBI Circulars, with Notice of the AGM/EGM of the Company inter- alia indicating the process and manner of e-voting are being sent only to those shareholders who have registered their e-mail address with their Depository Participant(s) or Registrar and Share Transfer Agents of the Company for communication, as applicable, upto the cut-off date i.e. Tuesday, September 22, 2026 by electronic mode.

Members may note that the aforesaid documents may also be downloaded from the Company's website under the Investor Relations Section at www.bombaypotteries.com or from the website of BSE Limited at www.bseindia.com. The Notice is also available on the website of Central Depository Services (India) Limited. In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM/EGM Notice (including remote e-voting instructions) electronically. Shareholders are advised to update their mobile no. and email IDs in their demat accounts in order to access e-voting facility.

12. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the members during the AGM/EGM. All the documents referred to in the Notice will also be available for electronic inspection by the members without any fee from the date of circulation of this Notice up to the date of AGM/EGM, i.e., Wednesday, September 30, 2026. Members seeking to inspect such documents may send an email to cs@bombaypotteries.com.

13. Mr. Vatsal Doshi, Practicing Company Secretary (M. No. 12399 and CP No. 22976) has been appointed as the Scrutiniser to scrutinise the remote e-voting and e-voting during the meeting in a fair and transparent manner.

14. Members seeking clarification on the Notice are requested to email cs@bombaypotteries.com on or before Tuesday, September 22, 2026. This would enable the Company to compile the information and provide replies at the meeting.

15. Persons holding the shares on Tuesday, September 22, 2026 (“Record Date”) would be entitled to attend the AGM/EGM.

16. The Shares of the Company are compulsorily traded in dematerialised form as per the directions of the SEBI/Stock Exchanges. Accordingly, members who have not opted for dematerialisation of shares are once again reminded to take steps to dematerialize their holdings. Further, the members may note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, except in case of transmission or transposition of

securities, no transfer of securities shall be processed unless the securities are held in the dematerialized.

17. Members who are yet to register their e-mail address/Mobile Number are requested to register the same with the Depository through their Depository Participants in respect of shares held in dematerialized form. Members holding the shares in physical form may register their e-mail address/Mobile No. by writing to the Company's Registrar and Share Transfer Agent.

18. Non-resident Indian shareholders are requested to immediately inform the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, about the following matters: (a) the change in residential status on return to India for permanent settlement and (b) the particulars of the NRE account with a bank in India, if not furnished earlier.

19. Members holding shares in a single name in physical form are advised to make a nomination in respect of their shareholding in the Company. The Nomination Form NOTICE SH-13, as prescribed by the Government, may be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its Registered Office.

20. Members holding physical shares may kindly note that if they have any dispute against the Company or the Registrar & Share Transfer Agent (RTA) on delay or default in processing the request, they may file for arbitration with the stock exchanges in accordance with SEBI circular.

21. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.

22. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited for facilitating voting through electronic means, as the authorized e-voting agency. The facility to cast the votes by the members using remote e-voting as well as the e-voting system on the date of the AGM/EGM will be provided by Central Depository Services (India) Limited.

23. The remote voting period begins on Friday, September 25, 2026, at 09:00 A.M. IST and ends on Tuesday, September 29, 2026, at 05.00 P.M. IST. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of Tuesday, September 22, 2026, may cast

their votes electronically. The remote e-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter.

To increase the efficiency of the e-voting process, SEBI, vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020, intended 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 should be permitted to cast their votes without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

As required by this Circular, Individual shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Hence, members are advised to update their mobile numbers and email IDs in their respective demat accounts to access e-voting facility.

Pursuant to above said SEBI Circular, login procedure for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

24. **Instructions for Members for Remote e-Voting before AGM/EGM:** In compliance with the provisions of Section 108 of Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of the Regulation 44 of the SEBI Listing Regulations, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services (India) Limited, on all resolutions set forth in this Notice. As per the SEBI circular dated 9 December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

The remote e-voting period begins on Friday, September 25, 2026, at 09:00 A.M IST and ends on Tuesday, September 29, 2026, at 05.00 P.M. IST. The remote e-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Tuesday, September 22, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 22, 2026.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

(i) The voting period begins on Friday, September 25, 2025 at 09:00 A.M.(IST) and ends on Tuesday, September 29, 2025, at 05.00 P.M. (IST). 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 September 22, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-

	Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service**

	provider name and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	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.

OR Date of Birth (DOB)	• 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

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

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

(xv) 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.

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

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

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

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through a Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting,** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to the meeting,** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

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

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

Item No. 3: Appointment of M/s. J P K D & Co LLP as Statutory Auditors of the Company.

The Members of the Company are informed that **M/s. Agarwal Iyer and Associates, Chartered Accountants, [Firm Registration No.159907W]**, the Statutory Auditors of the Company, have tendered their resignation stating their inability to continue as Statutory Auditors due to continuous ill health requiring immediate attention.

Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, has proposed the appointment of **M/s. J P K D & Co LLP, Chartered Accountants, [Firm Registration No. W100950]**, as the Statutory Auditors of the Company for a period of **five (5) consecutive years**, commencing from the conclusion of this Annual General Meeting until the conclusion of the **97th Annual General Meeting**, subject to the approval of the Members of the Company.

The Audit Committee, after considering various parameters including the experience and expertise of the firm, its technical capabilities, professional competence, reputation, independence, resources and suitability for undertaking the statutory audit of the Company, has recommended the appointment of **M/s. J P K D & Co LLP** as the Statutory Auditors of the Company.

The Board of Directors, at its meeting held on June 9, 2026, after considering the recommendation of the Audit Committee, approved and recommended the appointment of M/s. J P K D & Co LLP as the Statutory Auditors of the Company for a term of five consecutive years, for the approval of the Members.

Credentials of the Proposed Statutory Auditors

M/s. J P K D & Co LLP, Chartered Accountants, is a firm of Chartered Accountants having its registered office at C2/701, Sheth Midori, C wing CHSL, Hanuman Tekdi, Dahisar Police Station, Dahisar East, Mumbai 400068, and holding Firm Registration No. W100950 issued by the Institute of Chartered Accountants of India.

The firm has experience in the areas of statutory audit, assurance, accounting, taxation, internal controls and other professional services and has the requisite experience, expertise, infrastructure and professional resources commensurate with the size and requirements of the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. [3] of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

The details of the proposed Statutory Auditors, including their credentials and relevant experience, are set out below:

Particulars	Details
Name of the Audit Firm	M/s. J P K D & Co LLP
Firm Registration No.	W100950
Registered Office	C2/701, Sheth Midori, C wing CHSL, Hanuman Tekdi, Dahisar Police Station, Dahisar East, Mumbai 400068
Partner/Designated Partner responsible for the audit	Piyush Nitin Jadhav
Membership No.	192209
Peer Review Certificate No. and validity	020281/ 30.09.2026
Terms of Appointment	To hold office for a period of **five (5) consecutive years**, commencing from the conclusion of this Annual General Meeting until the conclusion of the **97th Annual General Meeting**, subject to the approval of the Members of the Company.
Proposed Remuneration	As may be determined by the Board of Directors in consultation with the Statutory Auditors.
Relevant industry experience	A firm of Chartered Accountants having experience in the field of statutory audits, internal audits, tax advisory, corporate compliance and other assurance services.

Item No. 4: Approval For Purchase/Acquisition/Rent of Premises from Harshvardhan Construction, A Related Party.

The Board of Directors of the Company, at its meeting held on **September 8, 2026**, considered and approved the proposal for acquisition/purchase/rent of premises situated at **Wadhwa 723 Avenue, Unit No. 504**, **Saug Baug, Marol, Andheri East, Mumbai 400059** having an estimated area of approximately **968 sq. ft.**, forming part of the project registered under **Harshvardhan Construction**, a partnership firm.

The proposed premises are intended to be acquired by the Company for **use as corporate/registered/administrative office/business premises/other purpose as may be decided by the Board of Directors**.

Harshvardhan Construction is a partnership firm and is a Related Party of the Company by virtue of **common directors/partners and/or common ownership/control**, as applicable. Accordingly, the proposed acquisition constitutes a Related Party Transaction ("RPT") and the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations are required to be complied with.

The Audit Committee of the Company has considered the proposed transaction and, subject to the applicable statutory and regulatory requirements, has recommended the transaction to the Board/Members.

The proposed transaction is intended to be undertaken in the **ordinary course of business and on an arm's-length basis**. The consideration has been/will be determined having regard to **prevailing market rates / comparable transactions / another appropriate basis**.

The proposed aggregate consideration for the acquisition is estimated at **₹ 3 Crores 5 lakhs** including applicable taxes, stamp duty, registration charges and other incidental expenses, as specified in the RPT disclosure table below.

The proposed acquisition is subject to satisfactory completion of legal and title due diligence, applicable regulatory approvals, execution and registration of the definitive transaction documents and satisfaction of such other conditions as may be considered necessary by the Company.

The Board is of the view that acquisition of the proposed premises is in the interest of the Company and its Members and that the transaction is commercially beneficial to the Company.

The relevant particulars of the proposed Related Party Transaction, as required under the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations, applicable SEBI circulars and the Company's RPT Policy, are set out below.

RPT DISCLOSURE TABLE

Particulars	**Details**
Name of the Related Party	**Harshvardhan Construction**
Nature of Related Party	Partnership Firm
Nature of relationship with the Company	Related Party due to **common directors/partners and/or common ownership/control**
Name of Director(s)/KMP(s) who are related to the entity	**Mr. Manoj Wadhwa** **Mr. Harshavardhan Wadhwa**
Nature of transaction	Purchase of immovable property/premises

Particulars	Details
Description of property	Premises situated at **Wadhwa 723 Avenue, Unit No. 504**
Project	Project registered under Harshvardhan Construction
Approximate area	**968 sq. ft.**
Purpose of acquisition	**Corporate office/business premises/other**
Estimated transaction value for Purchase/Acquisition Consideration	**₹ Rs. 3 Crores 5 lakhs/-**
Rent/Lease Consideration	**Rs. 42 lakhs 50 thousand per year**
Maximum value of transaction for which approval is sought	**₹ Rs. 3 Crores 25 lakhs /-**
Tenure/ownership	**Freehold/Leasehold – On Rent 5 Years**
Expected date/period of transaction	**October 2026**
Principal terms and conditions	Purchase/acquisition on mutually agreed terms, subject to execution of definitive documents
Basis of consideration	**Prevailing market price**
Whether the transaction is in the ordinary course of business	**Yes**
Whether the transaction is on arm's-length basis	**Yes**
Whether any advance is proposed to be paid	**Yes,** if yes, **₹ 25 Lakhs**
Source of funds	**Internal accruals**
Nature of financial benefit to the Related Party	Consideration payable towards sale/transfer/rent of the premises
Any other material terms	Purchase/acquisition **OR** rent/lease

Particulars	Details
Amount of previous transactions with the Related Party during the current financial year	**₹ 18239157.52/-**
Rationale/benefit to the Company	Acquisition of premises for **[business/corporate/operational]** purposes and long-term use of the Company's resources

BASIS AND RATIONALE FOR THE TRANSACTION

The proposed acquisition is being undertaken with a view to **establish and expand** the Company's premises. It is expected to provide the Company with **operational efficiency/long-term occupation**.

The Company has considered the commercial terms of the proposed acquisition and proposes to acquire the premises at a consideration determined on an arm's-length basis. The Company may obtain an independent valuation/title/legal due diligence report to establish the appropriateness of the consideration and ensure that the interests of the Company and its Members are protected.

INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND THEIR RELATIVES

Except as disclosed below, none of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Mr. Manoj Wadhwa & Mr. Harshvardhan Wadhwa, Directors of BPTL, being **partners with Harshvardhan Construction**, may be deemed to be concerned or interested in the proposed transaction.

Accordingly, the concerned Director(s) and their relatives shall abstain from participating in the relevant discussions and voting, to the extent required under applicable law.

APPROVALS

The proposed transaction is subject to such approvals as may be required under the Companies Act, 2013, SEBI Listing Regulations, the Company's RPT Policy and other applicable laws.

The Audit Committee has considered/recommended the proposed transaction and the Board recommends the resolution set out at Item No.4 for approval by the Members.

The Members are requested to consider and approve the proposed transaction by passing the resolution set out at Item No. 4.

DISCLOSURE REGARDING DOCUMENTS

The relevant agreements, valuation report, title/legal due diligence reports and other documents relating to the proposed transaction, if available, shall be made available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the AGM and shall also be made available electronically in accordance with applicable law.

The Company shall provide such further information relating to the proposed transaction as may be required under applicable law or as may be reasonably requested by the Members.

By order of the Board of Directors
For Bombay Potteries and Tiles Ltd

Sd/-
Hetal Shah
Company Secretary & Compliance Officer
(Membership No: A32113)

Place: Mumbai
Date: September 8, 2026