



# B. P. CAPITAL LIMITED

**CIN NO. : L74899HR1994PLC072042**

REGD.OFFICE: Plot No- 138, Roz-Ka-MeolIndustrial Area,  
Sohna (Distt. Mewat), Haryana-122103

Phones: 0124-2362471

Email : bpcapitalimited@gmail.com, Website : www.bpcapital.in

**Dated: 27<sup>th</sup> May, 2023**

**The Manager (Listing),  
Bombay Stock Exchange Limited,  
1st Floor, P. J. Towers,  
DalalStreet,Mumbai – 400001**

**Subject: Submission of Annual Secretarial Compliance Report for the Year Ended 31st March, 2023**

**Ref: BSE Scrip Code– 536965; DSE- File No. 8211; CSE- Scrip Code – 10012104**

Dear Sir,

Please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2023 in the prescribed format as per the requirements of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your kind perusal.

Please note that we are unable to upload the Annual Secretarial Compliance Report for the year ended 31st March, 2023 in the XBRL format at BSE's listing portal as the same is not available at BSE's listing portal. We hereby submit that we shall upload the Annual Secretarial Compliance Report for the year ended 31st March, 2023 in the XBRL format as soon as the same will be made available by BSE at its listing portal.

This is for your information and records please.

**Thanking You.  
Yours Truly,  
For B. P. Capital Limited**

**SAKSHI GUPTA** Digitally signed by SAKSHI GUPTA  
Date: 2023.05.27 18:39:29 +05'30'

**Sakshi Gupta  
Company Secretary**

**Encl : As Above**

**C.C. :  
The Manager (Listing),  
The Delhi Stock Exchange Ltd.,  
DSE House, 3/1, Asaf Ali Road,  
New Delhi – 110002**

**The Manager (Listing),  
Calcutta Stock Exchange Limited,  
7, Lyons Range,  
Kolkatta, West Bengal – 700001**



**Secretarial Compliance Report of M/s B. P. Capital Limited for the year ended 31<sup>st</sup> March, 2023**

We, **Kundan Agrawal & Associates**, Company Secretaries having **FRN: S2009DE113700** and office at **E-21, Office No. 301, Jawahar Park, Laxmi Nagar, New Delhi-110092193** and **have examined:**

- (a) all the documents and records made available to us and explanation provided by "**B. P. Capital Limited**" ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

**For the year ended 31<sup>st</sup> March 2023 ("Review Period") in respect of compliance with the provisions of:**

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable on the company for the period under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable on the company for the period under review)**





- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***(Not applicable on the company for the period under review)***
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- (h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; ***(Not applicable on the company for the period under review)***
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; ***(Not applicable on the company for the period under review)***
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (k) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the review period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

**• Refer Annexure “A” annexed to the Report**

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

**• Refer Annexure “B” annexed to the Report**

I further report that –


- The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.

Further to the matter and as advised in the BSE Notice No. 20230329-21 dated 29th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the part of ongoing Annual Secretarial Audit Report –


S.NO.	Particulars	Compliance Status	Observations/Rem
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		(Yes/No/NA)	arks by PCS*
1	<b>Secretarial Standards:</b> The Compliances of Listed Entity are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	NA
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Listed Entity</li><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars /guidelines issued by SEBI</li></ul>	Yes  Yes	NA  NA
3	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed Entity is maintaining a functional website</li><li>Timely dissemination of the documents/information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li></ul>	Yes  Yes  Yes	NA  NA  NA 



4	<b>Disqualification of Director:</b>  None of the Director of the Company are disqualified under section 164 of the Companies Act, 2013	Yes	NA
5	<b>To examine details related to subsidiaries of Listed Entity:</b>  (a) Identification of material subsidiary companies  (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA  NA	NA  NA
6	<b>Preservation of Documents:</b> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal or records as per policy of preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015	Yes	NA
7	<b>Performance Evaluation:</b> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in the SEBI Regulations.	Yes	NA 




8	<p><b>Related Party Transactions:</b></p> <p>(a) The Listed Entity has obtained prior approval of Audit Committee for all Related Party Transactions.</p> <p>(b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	<p>Yes</p> <p>NA</p>	<p>For the Financial Year 2022-23, the listed entity has obtained approval of shareholders for all the related party transactions.</p>
9	<p><b>Disclosure of events or information:</b></p> <p>The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>NA</p>
10	<p><b>Prohibition of Insider Trading</b></p> <p>The Listed Entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition and Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	<p>NA</p>
11	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>Actions taken against the Listed Entity/ its Promoters/ Directors either by SEBI or by Stock</p>	<p>No</p>	<p>Due to paucity of</p>






	Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) during the F.Y. ending 31 <sup>st</sup> March, 2023	The company has not paid annual listing fees of the stock exchange for the financial year 2022-2023.  The company has been marked under the Graded Surveillance Measure(GSM) Stage 0 by the Bombay Stock Exchange.	funds the Annual Listing Fees to BSE could not be paid. The Company is trying its level best to arrange funds & is expected to pay the fees in very near future.
11	<b>Additional Non-Compliances, if any:</b> No any additional non-compliance observed for all SEBI regulatory/circular/guidance note etc.	NA	NA

**Compliances related to resignation of Statutory Auditors from Listed Entity and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:**

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p><b>i.</b> If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report, for such quarter; or</p> <p><b>ii.</b> If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p><b>iii.</b> If the auditor has signed the limited review</p>	NA	 <p>No Event has been occurred for resignation of the Auditor and hence, the existing Auditor has duly signed the Limited Review Report(LLR)/Audit</p>



	/audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		Report for all four quarters as well as reporting F.Y.
<b>2.</b>	<b>Other Conditions relating to resignation of Statutory Auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the Quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the Company, the Auditor has informed the Audit Committee the details of information/explanation sought and not provided by the Management, as applicable.</p> <p>c) The Audit Committee/Board of Directors as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>NA</p> <p>No Event has been occurred for resignation of the Auditor</p> <p>As there was no event for resignation of Auditor, no information was required to be received and communicated.</p> 
	<p>ii. Disclaimer in case of non-receipt of information:</p>		



## Kundan Agrawal & Associates

Company Secretaries  
Phone: 91-11-43093900  
Mobile: 09212467033, 09999415059  
E-mail: agrawal.kundan@gmail.com

	The Auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/its material subsidiary has not provided information as required by the auditor.	NA	NA
3.	The Listed Entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFR/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	NA

Place: New Delhi  
Date: 27/05/2023

**For Kundan Agrawal & Associates  
Company Secretaries**



**Kundan Agrawal  
Company Secretary  
Membership No. 7631  
C.P. No. 8325  
UDIN: F007631E000398912**

**Annexure "A"**

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: –

Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company)	Management Response	Remarks
Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015-Fees and other Charges to be paid to the recognized stock exchange(s)	Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	Non- payment of Annual Listing Fees to the Bombay Stock Exchange Limited (BSE) for the F.Y. 2022-23	Bombay Stock Exchange Limited (BSE)	The Company has defaulted in payment of Annual Listing Fees to BSE and, therefore, BSE had sent an advisory to the company for payment of outstanding listing fees till 16th May, 2023, failing which the trading of the scrip of the company would be suspended. After the year under review, BSE has suspended the trading of the scrip of the company on BSE's web portal due to non-payment of annual listing fees w.e.f. 17th May, 2023. However, BSE pursuant to its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company	The company has defaulted in payment of Annual Listing Fees to BSE for the F.Y. 2022-23 as per Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	NA	As per the explanations provided to us by the management of the Company, the company is trying to arrange the necessary funds to clear its outstanding listing fees and the company is committed to pay the listing fees in near future.	Due to paucity of funds the Annual Listing Fees to BSE could not be paid. The Company is trying its level best to arrange funds & is expected to pay the fees in very near future.	-
GSM Framework vide Exchange notice no. 20170223-44 dated February 23, 2017	GSM Framework vide Exchange notice no. 20170223-44 dated February 23, 2017	No Violation of any Regulation of SEBI(LODR) Regulations, 2015	Bombay Stock Exchange Limited (BSE)	The company has been marked under the Graded Surveillance Measure(GSM) Stage 0 by the Bombay Stock Exchange.	No Violation of any Regulation of SEBI(LODR) Regulations, 2015	NA	The company is trying to improve its financial position. The management of the company is exploring the market and business opportunities and is putting necessary efforts in this respect so that the operations of the company can be started again	In the absence of any operations during the year under review, there is a decline in the operating activities of the company. The management of the company is exploring the market and business opportunities and is putting necessary efforts in this respect so that the operations of the company can be started again and the financial position & net worth of the company could be improved.	-

**Annexure "B"**

The listed entity has taken the following actions to comply with the observations made in previous reports: –

Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company)	Management Response	Remarks
Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015-Fees and other Charges to be paid to the recognized stock exchange(s)	Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	Late payment of Annual Listing Fees to the Bombay Stock Exchange Limited (BSE) for the F.Y. 2021-22	Bombay Stock Exchange Limited (BSE)	Advisory received from BSE for payment of outstanding listing fees	The company has made the late payment of Annual Listing Fees to BSE for the F.Y. 2021-22 as per Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	NA	The company has made the default good by making the payment of Annual Listing Fees to BSE	The Company has made the payment of Annual Listing Fees to BSE on 21-09-2021 and, therefore, has made the default good.	-
GSM Framework vide Exchange notice no. 20170223-44 dated February 23, 2017	GSM Framework vide Exchange notice no. 20170223-44 dated February 23, 2017	No Violation of any Regulation of SEBI(LODR) Regulations, 2015	Bombay Stock Exchange Limited (BSE)	The company has been marked under the Additional Surveillance Measure (ASM) Stage 1	No Violation of any Regulation of SEBI(LODR) Regulations, 2015	NA	The company is trying to improve its financial position. The management of the company is exploring the market and business opportunities and is putting necessary efforts in this respect so that the operations of the company can be started again	In the absence of any operations during the year under review, there is a decline in the operating activities of the company. The management of the company is exploring the market and business opportunities and is putting necessary efforts in this respect so that the operations of the company can be started again and the financial position & net worth of the company could be improved.	-

**For Kundan Agrawal & Associates  
Company Secretaries**



**Place: New Delhi  
Date:27/05/2023**

**Kundan Agrawal  
Company Secretary  
Membership No. 7631  
C.P. No. 8325**