

General information about company	
Scrip code	536965
Name of the entity	B. P. Capital Limited
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable



Annexure I														
Annexure I to be submitted by listed entity on quarterly basis														
I. Composition of Board of Directors														
Disclosure of notes on composition of board of directors explanatory												Textual Information(1)		
Is there any change in information of board of directors compare to previous quarter												Yes		
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
1	Mr	RAMESH KUMAR GUPTA	AAJPG5714G	00047724	Executive Director	Chairperson	MD	13-02-2017			1	2	0	
2	Mr	VIJAY AGGARWAL	AABPA9364J	02771373	Non-Executive - Non Independent Director	Not Applicable		13-02-2017			1	0	1	
3	Mr	HITESH GUPTA	ANZPG4355J	02756275	Non-Executive - Independent Director	Not Applicable		13-02-2017		60	1	1	1	
4	Ms	MADHU SHARMA	BSYPS5514G	06947852	Non-Executive - Independent Director	Not Applicable		30-09-2014		60	6	4	2	Textual Information (2)



Annexure I														
Annexure I to be submitted by listed entity on quarterly basis														
I. Composition of Board of Directors														
Sr	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
5	Mr	PEEYUSH KUMAR AGGARWAL	AACPA6470C	00090423	Non-Executive - Non Independent Director	Not Applicable		19-09-2005	13-02-2017		3	2	1	Textual Information (3)
6	Mr	SACHIN GARG	AJGPG9009C	03320351	Executive Director	Not Applicable	MD	30-09-2014	13-02-2017		1	2	0	Textual Information (4)
7	Mr	KARAN BHATIA	AAGPB1742A	00507412	Non-Executive - Independent Director	Not Applicable		30-09-2014	13-02-2017	60	0	0	0	Textual Information (5)



Text Block	
Textual Information(1)	M/s Symbolic Inframart Private Limited (Acquirer) had entered into Share Purchase Agreement (SPA) on May 26, 2015 with Mr. Peeyush Kumar Aggarwal (Seller) to acquire 424,400 Equity Shares representing 14.09% of the paid up equity share capital of the Company. Pursuant to entering into aforesaid SPA, the acquirer made the Takeover Open Offer to acquire 783,068 Equity shares representing 26.00% of the paid up equity share capital of the Company in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011. Hence, pursuant to aforesaid SPA and subsequent open offer made by M/s Symbolic Inframart Private Limited, the Acquirer had appointed its three representatives on the Board of the Company naming Mr. Ramesh Kumar Gupta as Managing Director, Mr. Vijay Aggarwal as Non Executive Non Independent Director and Mr. Hitesh Gupta as an Independent Director of the Company w.e.f. 13.02.2017 and the erstwhile Directors, i.e., Mr. Peeyush Kumar Aggarwal, Mr. Sachin Garg and Mr. Karan Bhatia had resigned from the Board of Directors w.e.f. 13.02.2017.
Textual Information(2)	DATE OF APPOINTMENT IN CURRENT TERM: 30.09.2014 ORIGINAL DATE OF APPOINTMENT:30.09.2014 NUMBER OF MEMBERSHIP IN AUDIT COMMITTEE-3 NUMBER OF MEMBERSHIP IN STAKEHOLDER COMMITTEE-1 NUMBER OF CHAIRPERSON IN AUDIT COMMITTEE:1 NUMBER OF CHAIRPERSON IN STAKEHOLDER COMMITTEE:1
Textual Information(3)	Mr. Peeyush Kumar Aggarwal was appointed as Non executive Director of the company w.e.f. 19.09.2005. He resigned from the Directorship of the company w.e.f. 13.02.2017.
Textual Information(4)	Mr. Sachin Garg was appointed/ designated as Executive Director of the company w.e.f. 30.09.2014. He resigned from the Directorship of the company w.e.f. 13.02.2017.
Textual Information(5)	Mr. Karan Bhatia was designated as an Independent Director of the company w.e.f. 30.09.2014 for a tenure of 5 years. i.e., sixty months. He resigned from the Directorship of the company w.e.f. 13.02.2017 thereby completing the total tenure of 28 months only.



Annexure 1					
II. Composition of Committees					
Disclosure of notes on composition of committees explanatory					Textual Information(1)
Is there any change in information of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Mr. Hitesh Gupta	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Mr. Ramesh Kumar Gupta	Executive Director	Member	
3	Audit Committee	Mrs. Madhu Sharma	Non-Executive - Independent Director	Member	
4	Nomination and remuneration committee	Mr. Hitesh Gupta	Non-Executive - Independent Director	Chairperson	
5	Nomination and remuneration committee	Mr. Vijay Aggarwal	Non-Executive - Non Independent Director	Member	
6	Nomination and remuneration committee	Mrs. Madhu Sharma	Non-Executive - Independent Director	Member	
7	Stakeholders Relationship Committee	Mr. Vijay Aggarwal	Non-Executive - Non Independent Director	Chairperson	
8	Stakeholders Relationship Committee	Mr. Hitesh Gupta	Non-Executive - Independent Director	Member	
9	Stakeholders Relationship Committee	Mr. Ramesh Kumar Gupta	Executive Director	Member	



Text Block	
Textual Information(1)	The Committees of the Company were reconstituted pursuant to the appointment of Mr. Ramesh Kumar Gupta as Managing Director, Mr. Vijay Aggarwal as Non Executive Non Independent Director and Mr. Hitesh Gupta as an Independent Director of the Company w.e.f. 13.02.2017 and resignation of Mr. Peeyush Kumar Aggarwal, Mr. Sachin Garg and Mr. Karan Bhatia w.e.f. 13.02.2017 from the Board of Directors of the Company.



Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			Textual Information(1)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	02-11-2016		
2	12-11-2016		9
3	26-11-2016		13
4		17-01-2017	51
5		13-02-2017	26
6		01-03-2017	15



Text Block	
Textual Information(1)	A meeting of the Independent Directors of the Company was held on 01-03-2017.



Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee		Yes	Members present at the meeting. 1. Mr. Karan Bhatia (Chairman) 2. Mr. Peeyush Kumar Aggarwal (Member) 3. Mrs. Madhu Sharma (Member)	12-11-2016		
2	Audit Committee		Yes	Members present at the meeting. 1. Mr. Karan Bhatia (Chairman) 2. Mr. Peeyush Kumar Aggarwal (Member) 3. Mrs. Madhu Sharma (Member)	26-11-2016	13	
3	Audit Committee	17-01-2017	Yes	Members present at the meeting. 1. Mr. Hitesh Gupta (Chairman) 2. Mr. Ramesh Kumar Gupta (Member) 3. Mrs. Madhu Sharma (Member)		51	
4	Audit Committee	13-02-2017	Yes	Members present at the meeting. 1. Mr. Hitesh Gupta (Chairman) 2. Mr. Ramesh Kumar Gupta (Member) 3. Mrs. Madhu Sharma (Member)		26	
5	Nomination and remuneration committee	13-02-2017	Yes	Members present at the meeting. 1. Mr. Hitesh Gupta (Chairman) 2. Mr. Vijay Aggarwal (Member) 3. Mrs. Madhu Sharma (Member)			
6	Nomination and remuneration committee	01-03-2017	Yes	Members present at the meeting. 1. Mr. Hitesh Gupta (Chairman) 2. Mr. Vijay Aggarwal (Member) 3. Mrs. Madhu Sharma (Member)		15	



Annexure 1							
IV. Meeting of Committees							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
7	Stakeholders Relationship Committee	24-02-2017	Yes	Members present at the meeting. 1. Mr. Vijay Aggarwal (Chairman) 2. Mr. Hitesh Gupta (Member) 3. Mr. Ramesh Kumar Gupta (Member)			



Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	



Annexure I		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)



Text Block	
Textual Information(1)	Constitution of Risk Management Committee is not applicable to the company. However, the Company has constituted the Risk Management Committee voluntarily.



Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.bpcapital.in/profile.html
2	Terms and conditions of appointment of independent directors	Yes		http://www.bpcapital.in/investor.html
3	Composition of various committees of board of directors	Yes		http://www.bpcapital.in/about.html
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.bpcapital.in/investor.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.bpcapital.in/investor.html
6	Criteria of making payments to non-executive directors	Yes		http://www.bpcapital.in/investor.html
7	Policy on dealing with related party transactions	Yes		http://www.bpcapital.in/investor.html
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.bpcapital.in/investor.html



Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.bpcapital.in/investor.html
11	email address for grievance redressal and other relevant details	Yes		http://www.bpcapital.in/investor.html
12	Financial results	Yes		http://www.bpcapital.in/investor.html
13	Shareholding pattern	Yes		http://www.bpcapital.in/investor.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	



Text Block	
Textual Information(1)	<ol style="list-style-type: none"><li data-bbox="529 226 1370 296">1. At present the Company is not paying any Fees/compensation to its Non Executive Directors. The company will take the prior approval of shareholders before paying any such Fees/compensation to its Non Executive Directors.<li data-bbox="529 342 1370 384">2. Constitution of Risk Management Committee is not applicable to the company. However, the Company has constituted the Risk Management Committee voluntarily.



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	



Signatory Details	
Name of signatory	Sakshi Gupta
Designation of person	Company Secretary
Place	New Delhi
Date	13-04-2017



