



# B. P. CAPITAL LIMITED

CIN NO. : L74899HR1994PLC072042

REGD.OFFICE: Plot no. 345, HSIIDC, Footwear Park,

Sector-17, Bahadurgarh, Jhajjar, Haryana-124507

Phone: 01276-222501,02, Fax : 01276-222501

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

Dated: 10/04/2019

To,

The Manager (Listing),  
Bombay Stock Exchange Limited,  
1<sup>st</sup> Floor, P. J. Towers,  
Dalal Street, Mumbai - 400001

Subject : Submission of Corporate Governance Report for the quarter and year ended  
31<sup>st</sup> March,2019

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

Dear Sir,

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter and year ended 31<sup>st</sup> March,2019 in the prescribed format as per the requirements of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your kind perusal.

We hope that you will find the above in order.

This is for your information and records please.

Thanking You.

Yours Truly,  
For B. P. Capital Limited

*R. Kumar*

Ramesh Kumar Gupta  
Managing Director  
DIN :- 00047724



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

**General information about company**

Scrip code	536965
NSE Symbol	
MSEI Symbol	
ISIN	INE947C01010
Name of the entity	B. P. CAPITAL LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
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

Whether the listed entity has a Regular Chairperson

No

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 entity (Refer Regulation 25(1) of Listing Regulations)	No of memberships in Audit/ Stakeholder Committee(s) including this entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	RAMESH KUMAR GUPTA	AAJPG5714G	00047724	Executive Director	Chairperson related to Promoter	MD	13-02-2017			1	2	0		
2	Mr	HITESH GUPTA	ANZPG4355J	02756275	Non-Executive - Independent Director	Not Applicable		13-02-2017		60	1	1	1		
3	Mr	VIJAY AGGARWAL	AABPA9364J	02771373	Non-Executive - Independent Director	Not Applicable		13-02-2017			1	0	1		
4	Mrs	ANURADHA SRIVASTAV	AYTPS8193D	07913962	Non-Executive -	Not Applicable		24-08-2017		60	1	1	0		





<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)



**Annexure 1 Text Block**

Please note that during the quarter under review, there was no change in the composition of any of the committees compared to the previous quarter. However for the purpose of validating the sheet, we have to fill in the details of composition of committees and the date of Appointments.

Textual Information(1)

It is to be further noted that although the company does not fall under the ambit of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 and Schedule VII, yet for the purpose of validating the sheet, we have selected 'No' for the Corporate Social Responsibility Committee to have a regular Chairperson. Further, the provisions of constitution of Risk Management Committee are also not applicable to the Company.



Audit Committee Details							
Sr	DIN Number	Name of Committee members	Whether the Audit Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors			
1	07913962	ANURADHA SRIVASTAV	Non-Executive - Independent Director	Member	24-08-2017		
2	02756275	HITESH GUPTA	Non-Executive - Independent Director	Chairperson	13-02-2017		
3	00047724	RAMESH KUMAR GUPTA	Executive Director	Member	13-02-2017		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes		Remarks
					Date of Appointment	Date of Cessation	
1	07913962	ANURADHA SRIVASTAV	Non-Executive - Independent Director	Member	24-08-2017		
2	02756275	HITESH GUPTA	Non-Executive - Independent Director	Chairperson	13-02-2017		
3	02771373	VIJAY AGGARWAL	Non-Executive - Non Independent Director	Member	13-02-2017		



Stakeholders Relationship Committee							
Sr	DIN Number	Name of Committee members	Whether the Stakeholders Relationship Committee has a Regular Chairperson			Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors	Yes		
1	02756275	HITESH GUPTA	Non-Executive - Independent Director	Member	13-02-2017		
2	00047724	RAMESH KUMAR GUPTA	Executive Director	Member	13-02-2017		
3	02771373	VIJAY AGGARWAL	Non-Executive - Non Independent Director	Chairperson	13-02-2017		



Risk Management Committee								
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Whether the Risk Management Committee has a Regular Chairperson		Date of Cessation	Remarks
					No	Date of Appointment		



Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						
						No
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
						Remarks



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



## Annexure 1

### Annexure 1

#### III. Meeting of Board of Directors

Sr	Disclosure of notes on meeting of board of directors explanatory		Textual Information(1) Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter		
1	13-11-2018			
2		13-02-2019	91	
3		25-03-2019	39	



<b>Text Block</b>	
Textual Information(1)	On 25-03-2019, a separate meeting of the Board of Directors of the company was also duly held wherein all the Independent Directors of the company were present.



## Annexure 1

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	Date(s) of meeting of the committee in the previous quarter	Textual Information(1)	
						Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	13-02-2019	Yes	3	13-11-2018	91	
2	Stakeholders Relationship Committee	17-01-2019	Yes	3	17-10-2018	91	
3	Nomination and remuneration committee	25-03-2019	Yes	3			Reason for not providing date
							No meeting of Nomination and Remuneration Committee was held during the previous quarter ending December 31,2018.



**Text Block**

- 13-11-2018 and 13-02-2019 are:
- (a) Mr. Hitesh Gupta (Chairman)
  - (b) Mr. Ramesh Kumar Gupta (Member)
  - (c) Mrs. Anuradha Srivastav (Member)
2. The members present at the meetings of the Stakeholders Relationship Committee held on 17-10-2018 and 17-01-2019 are:
- (a) Mr. Vijay Aggarwal (Chairman)
  - (b) Ms. Hitesh Gupta (Member)
  - (c) Mr. Ramesh Kumar Gupta (Member)
3. The members present at the meetings of the Nomination and Remuneration Committee held on 25-03-2019 are:
- (a) Mrs. Anuradha Srivastav (Member)
  - (b) Mr. Hitesh Gupta (Chairman)
  - (c) Mr. Vijay Aggarwal (Member)

Textual Information(1)



**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	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



## Annexure 1

VI. Affirmations			Compliance status (Yes/No)
Sr	Subject		
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



**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	MS. SAKSHI GUPTA
2	Designation	Company Secretary and Compliance Officer



## 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		<a href="http://www.bpcapital.in/profile.html">http://www.bpcapital.in/profile.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.bpcapital.in/investor.html">http://www.bpcapital.in/investor.html</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.bpcapital.in/about.html">http://www.bpcapital.in/about.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.bpcapital.in/investor.html">http://www.bpcapital.in/investor.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.bpcapital.in/investor.html">http://www.bpcapital.in/investor.html</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.bpcapital.in/investor.html">http://www.bpcapital.in/investor.html</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.bpcapital.in/investor.html">http://www.bpcapital.in/investor.html</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.bpcapital.in/investor.html">http://www.bpcapital.in/investor.html</a>



## 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		<a href="http://www.bpcapital.in/investor.html">http://www.bpcapital.in/investor.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.bpcapital.in/investor.html">http://www.bpcapital.in/investor.html</a>
12	Financial results	Yes		<a href="http://www.bpcapital.in/investor.html">http://www.bpcapital.in/investor.html</a>
13	Shareholding pattern	Yes		<a href="http://www.bpcapital.in/investor.html">http://www.bpcapital.in/investor.html</a>
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)	Yes	
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)	Yes	
20	Approval for material related party transactions	23(4)	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.
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 - Add Notes			



Annexure II	
1	Name of signatory Ms. SAKSHI GUPTA
2	Designation Company Secretary and Compliance Officer



**Annexure II**

III. Affirmations		Compliance status (Yes/No/NA)
Sr	Particulars	
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	Textual Information(I)



<b>Text Block</b>	
Textual Information(1)	The Company does not have any Subsidiary Company.



Annexure II	
1	Name of signatory Ms. Sakshi Gupta
2	Designation Company Secretary and Compliance Officer



**Signatory Details**

Name of signatory	Ms. Sakshi Gupta
Designation of person	Company Secretary and Compliance Officer
Place	HARYANA
Date	10-04-2019



