

General information about company

Scrip code	536965
NSE Symbol	N.A.
MSEI Symbol	N.A.
ISIN	INE947C01010
Name of the entity	B. P. CAPITAL LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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)

Whether the listed entity has a Regular Chairperson

No

Whether Chairperson is related to MD or CEO

Yes

Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 if not provided PAN
MESH /MAR /PTA	AAJPG5714G	00047724	Executive Director	Chairperson related to Promoter	MD	15-10-1958	NA		13-02-2017	29-09-2017			1	0	2	0	
MESH /PTA	ANZPG4355J	02756275	Non-Executive - Independent Director	Not Applicable		05-07-1989	NA		13-02-2017	29-09-2017		60	1	1	1	1	
JAY /GARWAL	AABPA9364J	02771373	Non-Executive - Non Independent Director	Not Applicable		14-11-1970	NA		13-02-2017	29-09-2018			1	0	0	1	
JURADHA /IVASTAV	AYTPS8193D	07913962	Non-Executive - Independent Director	Not Applicable		08-11-1968	NA		24-08-2017	29-09-2017		60	1	1	1	0	

Text Block

Textual Information(1)

Mr. Ramesh Kumar Gupta was initially appointed as an Additional Director w.e.f. 13-02-2017 as per Section 161 of the Companies Act, 2013. His term of office as a Director was regularised in the AGM held on 29-09-2017 and in the same AGM, he was also appointed as the Managing Director of the Company as per Section 203 of the Companies Act, 2013, for a period of 5 years, whose term of office was liable to retire by rotation.

Mr. Ramesh Kumar Gupta is appointed as a Chairperson at the respective Board Meetings and he is also the MD of the Company.

Mr. Hitesh Gupta was initially appointed as an Additional Director w.e.f. 13-02-2017 as per Section 161 of the Companies Act, 2013 to hold the office upto the conclusion of the next AGM. He was appointed as an Independent Director of the Company for a period of 5 years in the AGM held on 29-09-2017.

Mr. Vijay Aggarwal was appointed as an Additional Director on 13-02-2017. His term of office as a Non Executive Director liable to retire by rotation was regularised in the AGM held on 29-09-2017. He was reappointed as a Director liable to retire by rotation in the Annual General Meeting held on 29-09-2018 as per the provisions of Section 152 of the Companies Act, 2013.

Mrs. Anuradha Srivastav was initially appointed as an Additional Director w.e.f. 24-08-2017 as per Section 161 of the Companies Act, 2013 to hold the office upto the conclusion of the next AGM. She was appointed as an Independent Director of the Company for a period of 5 years in the AGM held on 29-09-2017.

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Textual Information(1)

Annexure 1 Text Block

Textual Information(1)

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

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

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**

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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	13-11-2019				Yes	4	2
2	12-12-2019		28		Yes	4	2
3		12-02-2020	61		Yes	4	2
4		16-03-2020	32		Yes	4	2

Text Block

Textual Information(1)

A separate meeting of Independent Directors of the Company was also held on 16-03-2020 wherein all the Independent Directors were present.

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)	
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	13-11-2019				Yes	3	2
2	Audit Committee	12-02-2020	90			Yes	3	2
3	Stakeholders Relationship Committee	12-10-2019				Yes	3	1
4	Stakeholders Relationship Committee	14-01-2020	93			Yes	3	1
5	Nomination and remuneration committee	12-12-2019				Yes	3	2
6	Nomination and remuneration committee	16-03-2020	94			Yes	3	2

Text Block

Textual Information(1)

1. The members present at the meetings of the Audit Committee held on 13-11-2019 and 12-02-2020 are:

- (a) Mr. Hitesh Gupta (Chairman)
- (b) Mr. Ramesh Kumar Gupta (Member)
- (c) Ms. Anuradha Srivastav (Member)

2. The members present at the meetings of the Stakeholders Relationship Committee held on 12-10-2019 and 14-01-2020 are:

- (a) Mr. Vijay Aggarwal (Chairman)
- (b) Mr. Hitesh Gupta (Member)
- (c) Mr. Ramesh Kumar Gupta (Member)

3. The members present at the meetings of the Nomination and Remuneration Committee held on 12-12-2019 and 16-03-2020 are:

- (a) Mr. Hitesh Gupta (Chairman)
- (b) Mr. Vijay Aggarwal (Member)
- (c) Ms. Anuradha Srivastav (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	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**

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 500 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	Anamika 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		https://www.bpcapital.in/profile.html
2	Terms and conditions of appointment of independent directors	Yes		https://www.bpcapital.in/investor.html
3	Composition of various committees of board of directors	Yes		https://www.bpcapital.in/about.html
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.bpcapital.in/investor.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.bpcapital.in/investor.html
6	Criteria of making payments to non-executive directors	Yes		https://www.bpcapital.in/investor.html
7	Policy on dealing with related party transactions	Yes		https://www.bpcapital.in/investor.html
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://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		https://www.bpcapital.in/investor.html
11	email address for grievance redressal and other relevant details	Yes		https://www.bpcapital.in/investor.html
12	Financial results	Yes		https://www.bpcapital.in/investor.html
13	Shareholding pattern	Yes		https://www.bpcapital.in/investor.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.bpcapital.in/investor.html
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.bpcapital.in/investor.html
21	Materiality Policy as per Regulation 30	Yes		https://www.bpcapital.in/investor.html
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.bpcapital.in/investor.html

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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	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)

With respect to Point No. 8, we wish to submit that at present, our Company is not paying any remuneration to its Directors.

Annexure II

1	Name of signatory	Anamika Gupta
2	Designation	Company Secretary and Compliance Officer

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	

Annexure II

1	Name of signatory	Anamika Gupta
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Anamika Gupta
Designation of person	Company Secretary and Compliance Officer
Place	Bahadurgarh
Date	14-05-2020

