



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: 13th April, 2021

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

Subject: Submission of Corporate Governance Report for the quarter and year ended
31st March, 2021

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

Dear Sir,

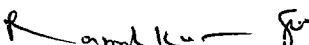
Please find enclosed herewith the Corporate Governance Report for the quarter and year ended 31st March, 2021 in the prescribed format as per the requirements of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your kind perusal.

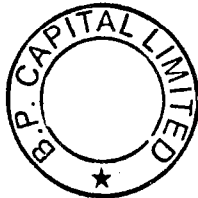
We hope that you will find the above in order.

This is for your information and records please.

Thanking You,

Yours Truly,
For B. P. Capital Limited

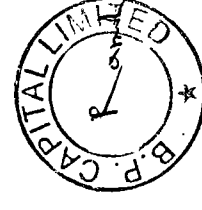

Ramesh Kumar Gupta
Managing Director
DIN: 00047724



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,
Kolkata, West Bengal-700001

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	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
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(I)																			
Whether the listed entity has a Regular Chairperson																			
Whether Chairperson is related to MD or CEO																			
Sr	Title (Mr/Ms)	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. 17A of Listing Regulations)	Date of special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorships held including this entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorships in listed entity including this listed entity (Refer Regulation 17A(I) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committees) including this listed entity (Refer Regulation 26(C) of Listing Regulations)	No of past Chairperson in Audit/ Stakeholder Committees held in listed entities including this listed entity (Refer Regulation 26(C) of Listing Regulations)	Notes for not providing DIN
1	Mr	RAMESH KUMAR GUPTA	AAJRG3714G	00047724	Executive Director	Chairperson Promoter	MD	15-10-1958	NA		13-02-2017	29-09-2017			1	0	2	0	
2	Mr	HITESH GUPTA	ANZPG4355J	02756275	Non-Executive - Independent Director	Not Applicable		05-07-1989	NA		13-02-2017	29-09-2017		60	1	1	1	1	
3	Mr	VIJAY AGGARWAL	AAJBA9364J	02771373	Non-Executive - Independent Director	Not Applicable		14-11-1970	NA		13-02-2017	29-12-2020			1	0	0	1	
4	Ms	MADHU SHARMA	BSTYS5514G	06947832	Non-Executive - Independent Director	Not Applicable		07-01-1955	NA		30-09-2020	29-12-2020		23	6	5	5	3	



Text Block

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.

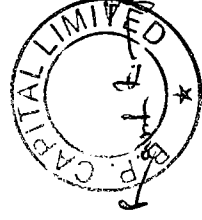
Mr. Ramesh Kumar Gupta is appointed as a Chairperson at the respective Board Meetings and he is also the MD of the Company.

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.

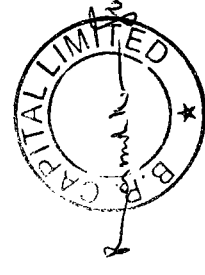
Textual Information(1)

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 29-12-2020 as per the provisions of Section 152 of the Companies Act, 2013.

Mrs. Anuradha Srivastav, who was appointed as an Independent Director of the Company for a term of Five Years (60 months) w.e.f. 24-08-2017 has tendered her resignation from the position of the Independent Director of the Company on 25-09-2020 which was considered and approved by the Board of Directors of the company in their meeting held on 30-09-2020. Thereafter, Ms. Madhu Sharma was appointed as an Additional Director, categorised as an Independent Director of the Company, by the Board of Directors of the Company with effect from 30th September, 2020 in terms of Section 161(1) of the Companies Act, 2013 to fill the intermittent vacancy arised due to the resignation of Ms. Anuradha Srivastav. The appointment of Ms. Madhu Sharma as an Independent Director of the company was duly approved by the shareholders of the company in the Annual General Meeting of the company held on 29.12.2020.



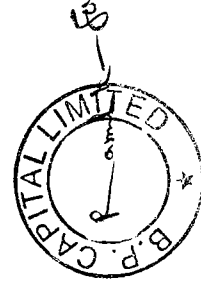
Audit Committee Details								
Sr	DIN Number	Name of Committee members	Whether the Audit Committee has a Regular Chairperson			Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors	Yes			
1	02756275	HITESH GUPTA	Non-Executive - Independent Director	Chairperson		13-02-2017		
2	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member		30-09-2020		
3	00047724	RAMESH KUMAR GUPTA	Executive Director	Member		13-02-2017		



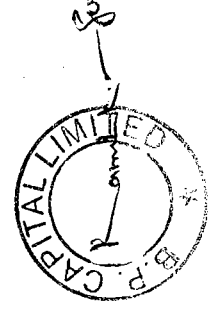
Nomination and remuneration committee						
Whether the Nomination and remuneration committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes	Remarks
1	02756275	HITESH GUPTA	Non-Executive - Independent Director	Chairperson	13-02-2017	
2	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	30-09-2020	
3	02771373	VIJAY AGGARWAL	Non-Executive - Non Independent Director	Member	13-02-2017	



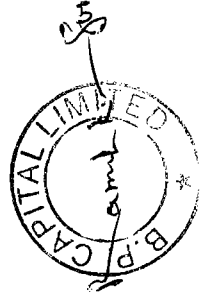
Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes	Remarks
1	02771373	VIJAY AGGARWAL	Non-Executive - Non Independent Director	Chairperson	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	



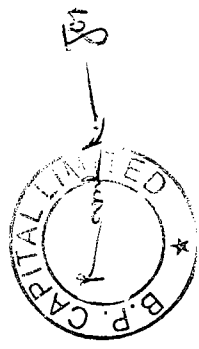
Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
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

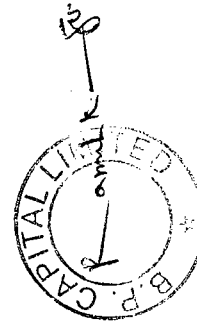


Annexure 1

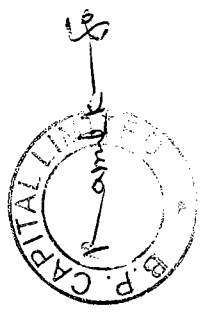
Annexure 1

III. Meeting of Board of Directors

Sr	Disclosure of notes on meeting of board of directors explanatory						Textual Information(1)
	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*	
1	12-11-2020				Yes	4	2
2	30-11-2020		17		Yes	4	2
3	21-12-2020		20		Yes	4	2
4		11-02-2021	51		Yes	4	2
5		30-03-2021	46		Yes	4	2



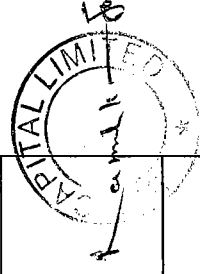
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Textual Information(1)	A separate meeting of Independent Directors of the Company was also held on 30-03-2021 wherein all the Independent Directors were duly present.



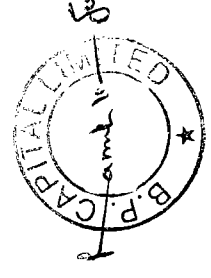
Annexure 1

IV. Meeting of Committees

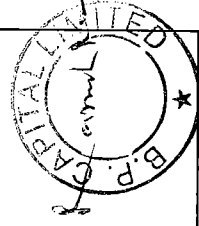
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Textual Information(1)		No. of Independent Directors attending the meeting*
							Number of Directors present*		
1	Audit Committee	12-11-2020				Yes	3	2	2
2	Audit Committee	30-11-2020				Yes	3	2	2
3	Audit Committee	11-02-2021	72			Yes	3	2	2
4	Nomination and remuneration committee	30-11-2020				Yes	3	2	2
5	Nomination and remuneration committee	21-12-2020	20			Yes	3	2	2
6	Nomination and	30-03-2021	98			Yes	3	2	2



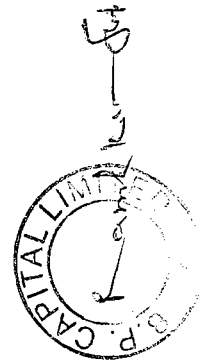
Annexure 1									
IV. Meeting of Committees									
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*	
7	Stakeholders Relationship Committee	08-10-2020				Yes	3	1	
8	Stakeholders Relationship Committee	30-11-2020	52			Yes	3	1	
9	Stakeholders Relationship Committee	06-01-2021	36			Yes	3	1	



Text Block	
<p>Textual Information(1)</p>	<p>1. The members present at the meetings of the Audit Committee held on 12-11-2020 , 30-11-2020 and 11-02-2021 are:</p> <ul style="list-style-type: none">(a) Mr. Hitesh Gupta (Chairman)(b) Mr. Ramesh Kumar Gupta (Member)(c) Ms. Madhu Sharma (Member) <p>2. The members present at the meetings of the Stakeholders Relationship Committee held on 08-10-2020, 30-11-2020 and 06-01-2021 are:</p> <ul style="list-style-type: none">(a) Mr. Vijay Aggarwal (Chairman)(b) Mr. Hitesh Gupta (Member)(c) Mr. Ramesh Kumar Gupta (Member) <p>3. The members present at the meetings of the Nomination and Remuneration Committee held on 30-11-2020, 21-12-2020 and 30-03-2021 are:</p> <ul style="list-style-type: none">(a) Mr. Hitesh Gupta (Chairman)(b) Mr. Vijay Aggarwal (Member)(c) Ms. Madhu Sharma (Member)

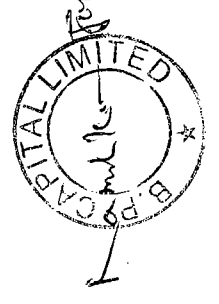


Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered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



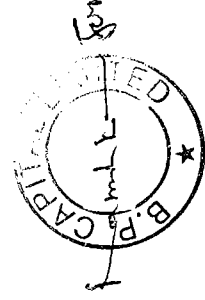
Annexure 1

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	SAKSHI GUPTA
2	Designation	Company Secretary and Compliance Officer

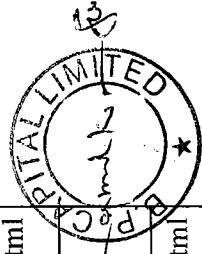


Annexure II

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		http://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	Yes		https://www.bpcapital.in/investor.html



	programmes imparted to independent directors			
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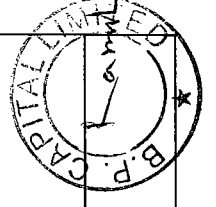


Annexure II

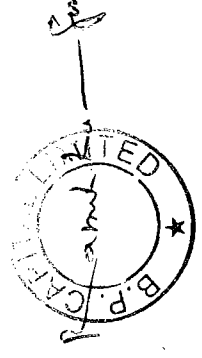
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

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	NA		



relevant financial year			
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

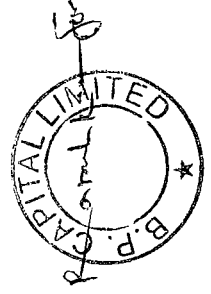


Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	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	



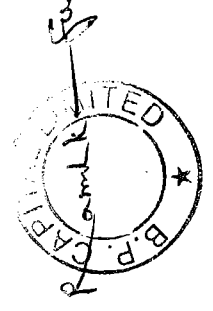
Annexure II

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 fees/compensation/remuneration to any of its Directors.



Annexure II

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



Signatory Details	
Name of signatory	SAKSHI GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	HARYANA
Date	13-04-2021

