



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: 10/07/2020

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 ended 30th June, 2020

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 ended 30th June, 2020 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

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, Kolkata,
West Bengal – 700001

General information about company	
Scrp code	536965
NSE Symbol	Not Applicable
MSEI Symbol	Not Applicable
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	Quarterly
Date of Report	30-06-2020
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																				
Whether Chairperson is related to MD or CEO																				
			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 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	Temure 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)	Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed 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	15-10-1958	NA		13-02-2017	29-09-2017		1	0	2	0			
2	Mr	HITESH GUPTA	ANZPG43551	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	AABPA9364J	02771373	Non-Executive - Non Independent Director	Not Applicable		14-11-1970	NA		13-02-2017	29-09-2018		1	0	0	1			
4	Ms	ANURADHA SRIVASTAV	AYTFS8193D	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)	<p>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.</p> <p>Mr. Ramesh Kumar Gupta is appointed as a Chairperson at the respective Board Meetings and he is also the MD of the Company.</p> <p>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.</p> <p>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.</p> <p>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.</p>
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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.
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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		

Risk Management Committee							
Whether the Risk Management 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

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							
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	12-02-2020				Yes	4	2
2	16-03-2020				Yes	4	2

Text Block

Textual Information(1)	<p>1. A separate meeting of Independent Directors of the Company was also held on 16-03-2020 wherein all the Independent Directors were present.</p> <p>2. SEBI vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 had relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the Board and Audit Committees of listed entities as is required under Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations). This relaxation was provided for the meetings held/proposed to be held between the period December 01, 2019 and June 30, 2020.</p> <p>And SEBI further extended the relaxation of maximum time gap between two Board/Audit Committee meetings as provided by its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 till July 31, 2020 vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated 26 June, 2020.</p> <p>Further, SEBI vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated June 24, 2020 had extended the timeline for submission of financial results under Regulation 33 and 52 of the LODR Regulations, to July 31, 2020.</p> <p>Due to outbreak of COVID-19 and sudden lockdown imposed by the Government of India, no Board Meeting and Audit Committee Meeting was held during the quarter ended June 30, 2020. The management of the Company availed the various exemptions granted by SEBI vide its aforesaid Circulars. However, the management of the Company ensures that the Board of Directors and members of Audit Committee shall meet atleast four times a year, as stipulated under Regulations 17(2) and 18(2)(a) of the LODR Regulations.</p>
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Annexure 1

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	Reson 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	12-02-2020				Yes	3	2
2	Nomination and remuneration committee	16-03-2020	32			Yes	3	2
3	Stakeholders Relationship Committee	14-01-2020				Yes	3	1

Text Block

Textual Information(1)	<p>1. The members present at the meetings of the Audit Committee held on 12-02-2020 are:</p> <p>(a) Mr. Hitesh Gupta (Chairman)</p> <p>(b) Mr. Ramesh Kumar Gupta (Member)</p> <p>(c) Ms. Anuradha Srivastav (Member)</p> <p>* SEBI vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 had relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the Board and Audit Committees of listed entities as is required under Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations). This relaxation was provided for the meetings held/proposed to be held between the period December 01, 2019 and June 30, 2020.</p> <p>And SEBI further extended the relaxation of maximum time gap between two Board/Audit Committee meetings as provided by its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 till July 31, 2020 vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated 26 June, 2020.</p> <p>Further, SEBI vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated June 24, 2020 had extended the timeline for submission of financial results under Regulation 33 and 52 of the LODR Regulations, to July 31, 2020.</p> <p>Due to outbreak of COVID-19 and sudden lockdown imposed by the Government of India, no Board Meeting & Audit Committee Meeting was held during the quarter ended June 30, 2020. The management of the Company availed the various exemptions granted by SEBI vide its aforesaid Circulars. However, the management of the Company ensures that the Board of Directors and members of Audit Committee shall meet atleast four times a year, as stipulated under Regulations 17(2) and 18(2)(a) of the LODR Regulations.</p> <p>2. The members present at the meeting of the Stakeholders Relationship Committee held on 14-01-2020 are:</p> <p>(a) Mr. Vijay Aggarwal (Chairman)</p> <p>(b) Mr. Hitesh Gupta (Member)</p> <p>(c) Mr. Ramesh Kumar Gupta (Member)</p> <p>3. The members present at the meetings of the Nomination and Remuneration Committee held on 16-03-2020 are:</p> <p>(a) Mr. Hitesh Gupta (Chairman)</p> <p>(b) Mr. Vijay Aggarwal (Member)</p> <p>(c) Ms. Anuradha Srivastav (Member)</p>
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Annexure 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

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

Annexure 1		
Sr	Subject	Compliance status
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	10-07-2020