

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

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

Date: 10.10.2019

Subject: Submission of Corporate Governance Report for the quarter and half year ended 30th September, 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 half year ended 30th September, 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.

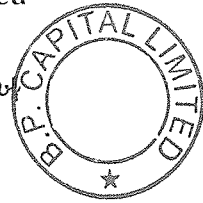
This is for your information and records please.

Thanking You.

Yours Truly,
For B. P. Capital Limited

Ramesh Kumar Gupta

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	
Scrip code	536965
NSE Symbol	N.A
MSEI Symbol	N.A
ISIN	INE947C0I010
Name of the entity	B. P. CAPITAL LTD
Date of start of financial year	01-04-2019
Date of end of financial year	30-03-2020
Reporting Quarter	Half Yearly
Date of Report	30-09-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

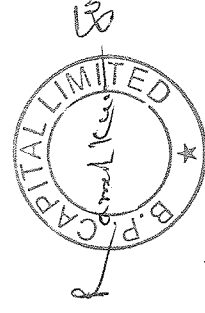


Annexure I

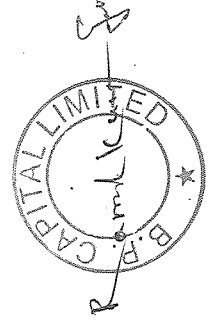
Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

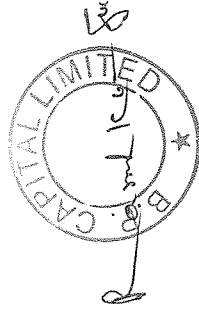
		Disclosure of notes on composition of board of directors explanatory											Textual Information(I)					
		Whether the listed entity has a Regular Chairperson											No	Yes				
		Whether Chairperson is related to MD or CEO											No	Yes				
Sr	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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(I) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(I) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee including this listed entity (Refer Regulation 26(I) 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	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	13-02-2017	29-09-2017		60	1	1	1			
3	Mr	VIJAY AGGARWAL	AAABPA9364J	02771373	Non-Executive - Non Independent Director	Not Applicable		14-11-1970	13-02-2017	29-09-2017		1	0	0	1			
4	Mrs	ANURADHA SRIVASTAV	AYTTS8193D	07913962	Non-Executive - Independent Director	Not Applicable		08-11-1968	24-08-2017	29-09-2017		60	1	1	0			



Text Block	
<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 a Non Executive Director liable to retire by rotation on 13-02-2017. His term of office as a Director 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>	<p>Textual Information(1)</p>



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

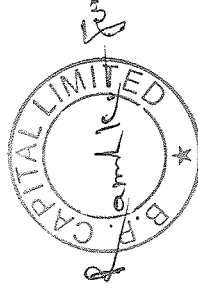


Annexure 1 Text Block

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.

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			Remarks
			Category 1 of directors	Category 2 of directors	Yes	
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	



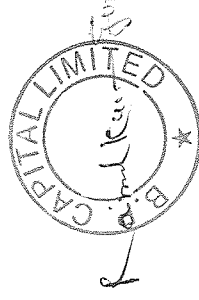
Nomination and remuneration committee							
		Whether the Nomination and remuneration committee has a Regular Chairperson				Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02756275	HITESH GUPTA	Non-Executive - 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		



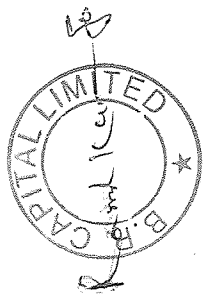
Stakeholders Relationship Committee							
Sr	DIN Number	Name of Committee members	Whether the Stakeholders Relationship Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors			
1	02771373	VIJAY AGGARWAL	Non-Executive - Non 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							
					No		
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



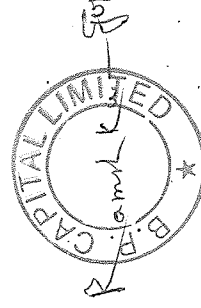
Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

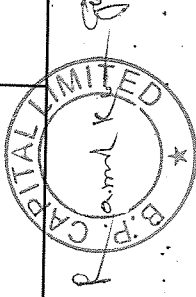
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	29-05-2019				Yes		
2	13-06-2019		14		Yes		
3		12-08-2019	59		Yes	4	2
4		30-08-2019	17		Yes	4	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)	Textual Information(1)		No. of Independent Directors attending the meeting*
							Number of Directors present*		
1	Audit Committee	29-05-2019				Yes			
2	Audit Committee	12-08-2019	74			Yes	3		2
3	Audit Committee	30-08-2019	17			Yes	3		2
4	Stakeholders Relationship Committee	19-04-2019				Yes	3		1
5	Stakeholders Relationship Committee	13-07-2019	84			Yes	3		1
6	Nomination and remuneration committee	30-08-2019				Yes	3		2



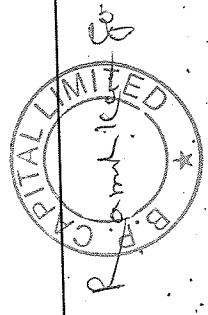
Text Block

1. The members present at the meetings of the Audit Committee held on 29-05-2019, 12-08-2019 and 30-08-2019 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 19-04-2019 and 13-07-2019 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 30-08-2019 are:
 - (a) Mr. Hitesh Gupta (Chairman)
 - (b) Mr. Vijay Aggarwal (Member)
 - (c) Mrs. Anuradha Srivastav (Member)

Textual Information(1)



Annexure 1

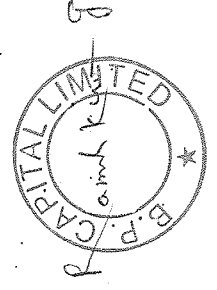
V. Related Party Transactions

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	



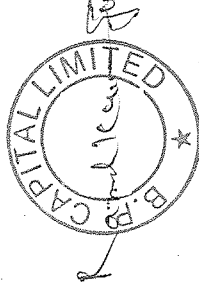
Annexure 1

VI. Affirmations		
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

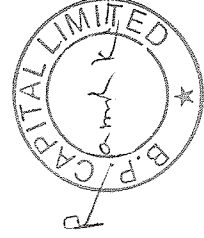


Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	RAMESH KUMAR GUPTA
2	Designation	Managing Director



Annexure III					
III. Affirmations					
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes		
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes		
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes		
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes		
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes		
Any other information to be provided					



Annexure III	
1	Name of signatory RAMESH KUMAR GUPTA
2	Designation Managing Director



Signatory Details	
Name of signatory	RAMESH KUMAR GUPTA
Designation of person	Managing Director
Place	HARYANA
Date	10-10-2019

