

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 October, 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 and half year
ended 30th September, 2020

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

Dear Sir,

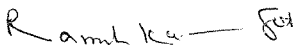
Please find enclosed herewith the Corporate Governance Report for the quarter and half year ended 30th September, 2020 in the prescribed format as per the requirements of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your kind perusal.

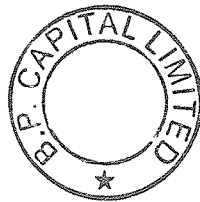
We hope that you will find the above in order.

This is for your information and records please.

Thanking You,

Yours Truly,
For B. P. Capital Limited


Ramesh Kumar Gupta
Managing Director
DIN: 00047724



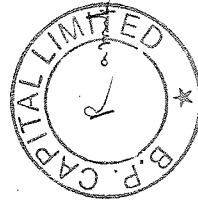
C.C.:

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	Half Yearly
Date of Report	30-09-2020
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(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	Whether special resolution passed? (Refer Reg. 17(LA) 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 entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 17A of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder in listed entities including this listed entity (Refer Regulation 26(C) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	RAMESH KUMAR GUPTA	AUJPG5714G	06047724	Executive Director	Chairperson related to Promoter	MD	15-10-1958	NA		13-02-2017	20-09-2017		1	0	2	0			
2	Mr	HITESH GUPTA	ANZJG4355J	02756275	Non-Executive - Independent Director	Not Applicable		05-07-1989	NA		13-02-2017	20-09-2017		60	1	1	1			
3	Mr	VILAY AGGARWAL	AMBPA9364J	02771373	Non-Executive - Non-Independent Director	Not Applicable		14-11-1978	NA		13-02-2017	20-09-2018		1	0	0	1			
4	Ms	MADHU SHARMA	BSTPSS514G	06947852	Non-Executive - Independent Director	Not Applicable		07-01-1955	NA		30-09-2020			23	6	5	4	3		

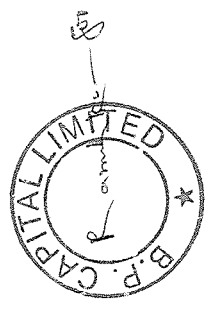


I. Composition of Board of Directors

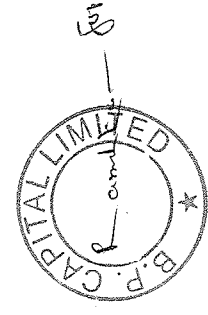
Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

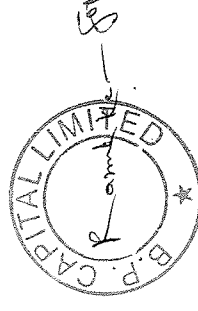
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17A of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	Number of memberships in Audit, Stakeholder Committee, 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 for PAN providing	Notes for DIN providing
5	Ms	ANURADHA SRIVASTAV	AYTSS093D	07913962	Non-Executive -Independent Director	Not Applicable		08-11-1968	NA		24-08-2017	29-09-2017	25-09-2021	60	1	1	1	0		



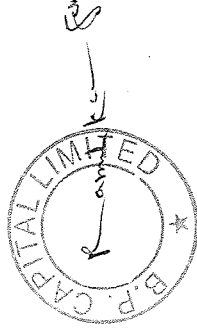
Text Block	
	<p>Textual Information(1)</p> <p>Mr. Ramesh Kumar Gupta was initially appointed as an Additional Director w.e.f. 13-02-2017 as per Section 161 of the Companies Act, 2013. His term of office as a Director was regularised in the AGM held on 29-09-2017 and in the same AGM, he was also appointed 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, 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.</p> <p>Ms. Madhu Sharma is appointed as an Additional Independent Director w.e.f. 30-09-2020 as per Section 149 read with 161 of the Companies Act, 2013 alongwith the Schedules and Rules made thereunder. Her appointment is subject to the approval of the shareholders at the ensuing Annual General Meeting.</p>



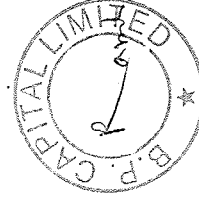
Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)



Annexure 1 Text Block	
Textual Information(1)	<p>Mrs. Anuradha Srivastav 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 its meeting held on 30-09-2020.</p> <p>Ms. Madhu Sharma is appointed as an Additional Independent Director w.e.f. 30-09-2020 as per Section 149 read with 161 of the Companies Act, 2013 alongwith the Schedules and Rules made thereunder. Her appointment is subject to the approval of the shareholders at the ensuing Annual General Meeting</p>



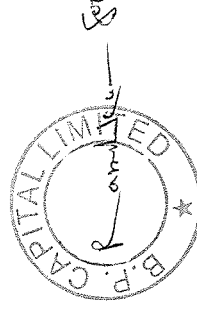
Audit Committee Details						
Sr	DIN Number	Name of Committee members	Whether the Audit Committee has a Regular Chairperson		Date of Appointment	Remarks
			Category 1 of directors	Category 2 of directors		
1	02756275	HITESH GUPTA	Non-Executive - Independent Director	Chairperson	13-02-2017	
2	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	30-09-2020	
3	00047724	RAMESH KUMAR GUPTA	Executive Director	Member	13-02-2017	
4	07913962	ANURADHA SRIVASTAV	Non-Executive - Independent Director	Member	24-08-2017	25-09-2020



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	
4	07913962	ANURADHA SRIVASTAV	Non-Executive - Independent Director	Member	24-08-2017	25-09-2020



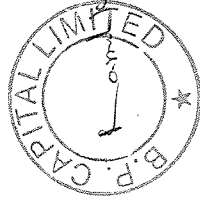
Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes	Remarks
1	02771373	VIJAY AGGARWAL	Non-Executive - Non Independent Director	Chairperson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



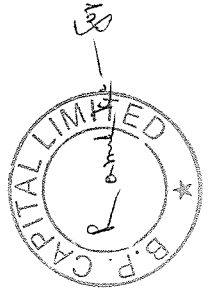
Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



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

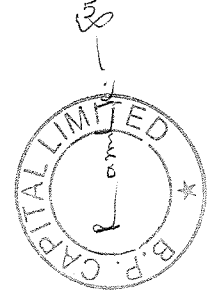
Annexure 1

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*	No. of Independent Directors attending the meeting*	
1		30-07-2020			Yes	4	2	
2		11-09-2020	42		Yes	4	2	
3		30-09-2020	18		Yes	3	1	



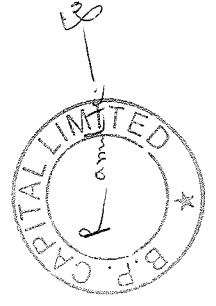
Text Block	
<p>SEBI vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 had relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the Board and Audit Committees of listed entities as is required under Regulation 17(2) and 18(2)(a) of SEBI (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>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> <p>Mrs. Anuradha Srivastav 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 its meeting held on 30-09-2020.</p>	<p>Textual Information(1)</p>



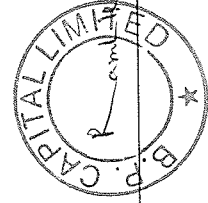
Annexure I

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Disclosure of notes on meeting of committees explanatory					Textual Information(1)		No. of Independent Directors attending the meeting*
			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*			
1	Audit Committee	30-07-2020				Yes	3	2		
2	Audit Committee	11-09-2020	42			Yes	3	2		
3	Nomination and remuneration committee	24-09-2020				Yes	3	2		
4	Stakeholders Relationship Committee	13-07-2020			No Stakeholder Relationship Committee was held in the previous quarter ending 30th June,2020	Yes	3	1		



	<p style="text-align: center;">Text Block</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>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>Textual Information(1)</p> <p>1. The members present at the meetings of the Audit Committee held on 30-07-2020 and 11-09-2020 are:</p> <ul style="list-style-type: none">(a) Mr. Hitesh Gupta (Chairman)(b) Mr. Ramesh Kumar Gupta (Member)(c) Ms. Anuradha Srivastav (Member) <p>2. The members present at the meeting of the Stakeholders Relationship Committee held on 13-07-2020 are:</p> <ul style="list-style-type: none">(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 24-09-2020 are:

(a) Mr. Hitesh Gupta (Chairman)

(b) Mr. Vijay Aggarwal (Member)

(c) Ms. Anuradha Srivastav (Member)

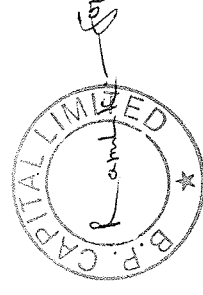


Annexure I			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered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



Annexure 1

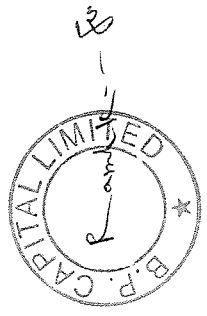
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) 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

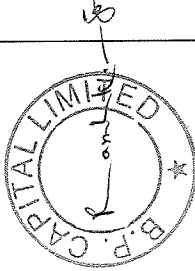


Annexure 1	
Sr	Subject
1	Compliance status ANAMIKA GUPTTA
2	Company Secretary and Compliance Officer



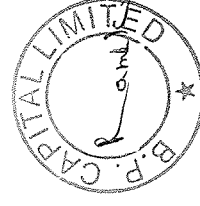
Annexure III					
III. Affirmations					
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business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



Text Block	
	<p>The Board of Directors in its meeting held on 11th September, 2020 has considered the Order No ROC/Delhi/AGM Ext./2020/11538 dated 08.09.2020 issued by Honble ROC - NCT of Delhi & Haryana w.r.t. extension of the due date of the Annual General Meeting for the financial year ended on 31.03.2020 up to 3 Months from the due date of the AGM and the Board decided to avail the said exemption granted by Honble ROC- NCT of Delhi & Haryana.</p> <p>Therefore, as per the above order issued by the Honble ROC NCT of Delhi & Haryana, the Annual General Meeting of the Company for the financial year ended March 31, 2020 shall be held within such extended time, i.e. on or before December 31, 2020 and the date of AGM shall be intimated to the Exchange in due course.</p> <p>However, the Company had duly disclosed the Corporate Governance Report for the F.Y. ended 31st March, 2019 in the Annual Report of F.Y. 2019-20 as per the requirements of SEBI (LODR) Regulations, 2015 which is also displayed at the website of the company and further the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee respectively were duly present in the previous Annual General Meeting of the Company held on 30-09-2019.</p> <p style="text-align: right;"></p>

Textual Information(1)

Annexure III	
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	HARYANA
Date	13-10-2020

