



B. P. CAPITAL LIMITED

CIN NO. : L74899HR1994PLC072042

REGD.OFFICE: Plot No- 138, Roz- Ka- Meo Industrial Area,
Sohna(Distt. Mewat), Haryana-122103

Phones: 0124-2362471

Email : bpcapitallimited@gmail.com, Website : www.bpcapital.in

Dated: 19.10.2021

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 half year ended 30th September, 2021

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, 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

Sakshi Gupta
Company Secretary

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	INE947C01010
Name of the entity	B. P. CAPITAL LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
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(1)								
Whether the listed entity has a Regular Chairperson																				
No																				
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	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 for not providing PAN	Notes for not providing DIN
1	Mr	Sujay Narayan Jha	AEMP72161F	02898548	Executive Director	Not Applicable	MD	07-08-1968	NA	01-09-2021	29-09-2021				0	0	2	0		
2	Mr	Amit Kumar	ABZPK7713J	02546958	Non-Executive - Non-Independent Director	Not Applicable		09-08-1971	NA	01-09-2021	29-09-2021				0	0	1	0		
3	Mr	Ajay Sharma	APDPS0032C	03344008	Non-Executive - Independent Director	Not Applicable		02-05-1973	NA	01-09-2021	29-09-2021			60	2	2	0	4		
4	Ms	Madhu Sharma	BSYP5514G	06947852	Non-Executive - Independent Director	Not Applicable		07-01-1955	NA	30-09-2020	29-12-2020			23	6	5	5	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. 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 for not providing PAN	Notes for not providing DIN
5	Mr	Ramesh Kumar Gupta	AAPGS714G	00047724	Executive Director	Chairperson related to Promoter	MD	15-18-1958	NA		13-02-2017	29-09-2017	01-09-2021		0	0	2	0		
6	Mr	Vijay Aggarwal	AABPA9364J	02771373	Non-Executive - Non-Independent Director	Not Applicable		14-11-1970	NA		13-02-2017	29-12-2020	01-09-2021		0	0	0	1		
7	Mr	Hitesh Gupta	ANZPG4353J	02756275	Non-Executive - Independent Director	Not Applicable		05-07-1989	NA		13-02-2017	29-09-2017	01-09-2021		60	0	0	1	1	

Textual Information(1)	
<p>Text Block</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. He resigned w.e.f. 01-09-2021.</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. He resigned w.e.f. 01-09-2021.</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 29-12-2020 as per the provisions of Section 152 of the Companies Act, 2013. He resigned w.e.f. 01-09-2021.</p> <p>Mrs. Anuratha 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>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 intermitten vacancy arisen due to the resignation of Ms. Anuratha 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.</p> <p>Mr. Sujay Narayan Jha was appointed as an Additional Director w.e.f. 01-09-2021 and he was regularised as a Director and further was appointed as a Managing Director of the company in the AGM held on 29-09-2021.</p> <p>Mr. Amit Kumar was appointed as an Additional Director w.e.f. 01-09-2021 and he was regularised as a Director liable to retire by rotation in the AGM held on 29-09-2021.</p> <p>Mr. Ajay 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 01-09-2021. The appointment of Mr. Ajay 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 29-09-2021.</p>	

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	03344008	Ajay Sharma	Non-Executive - Independent Director	Chairperson	01-09-2021		
2	06947852	Madhu Sharma	Non-Executive - Independent Director	Member	30-09-2020		
3	02898548	Sujay Narayan Jha	Executive Director	Member	01-09-2021		
4	02756275	Hitesh Gupta	Non-Executive - Independent Director	Chairperson	13-02-2017	01-09-2021	
5	00047724	Ramesh Kumar Gupta	Executive Director	Member	13-02-2017	01-09-2021	

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	03344008	Ajay Sharma	Non-Executive - Independent Director	Chairperson	01-09-2021		
2	06947852	Madhu Sharma	Non-Executive - Independent Director	Member	30-09-2020		
3	02546958	Amit Kumar	Non-Executive - Non-Independent Director	Member	01-09-2021		
4	02756275	Hitesh Gupta	Non-Executive - Independent Director	Chairperson	13-02-2017	01-09-2021	
5	02771373	Vijay Aggarwal	Non-Executive - Non-Independent Director	Member	13-02-2017	01-09-2021	

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	03344008	Ajay Sharma	Non-Executive - Independent Director	Chairperson	01-09-2021		
2	02546958	Amit Kumar	Non-Executive - Non-Independent Director	Member	01-09-2021		
3	02898548	Sujay Narayan Jha	Executive Director	Member	01-09-2021		
4	02771373	Vijay Aggarwal	Non-Executive - Non-Independent Director	Chairperson	13-02-2017	01-09-2021	
5	02756275	Hitesh Gupta	Non-Executive - Independent Director	Member	13-02-2017	01-09-2021	
6	00047724	Ramesh Kumar Gupta	Executive Director	Member	13-02-2017	01-09-2021	

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						Yes	
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 I							
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* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	29-06-2021				Yes	2	2
2		12-08-2021	43		Yes	2	2
3		31-08-2021	18		Yes	2	2
4		01-09-2021	0		Yes	2	2

Annexure I								
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* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	12-04-2021				Yes	1	2
2	Audit Committee	29-06-2021	77			Yes	1	2
3	Audit Committee	12-08-2021	43			Yes	1	2
4	Audit Committee	31-08-2021				Yes	1	2
5	Nomination and remuneration committee	31-08-2021				Yes	1	2
6	Nomination and remuneration committee	01-09-2021				Yes	1	2

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)	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* (other than Independent Director)	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	06-04-2021				Yes	2	1
8	Stakeholders Relationship Committee	07-07-2021				Yes	2	1
9	Stakeholders Relationship Committee	31-08-2021				Yes	2	1

Textual Information(1)	
<p>Text Block</p> <p>1. The members present at the meetings of the Audit Committee held on 12-04-2021, 29-06-2021, 12-08-2021 & 31-08-2021 are:</p> <p>(a) Mr. Hitesh Gupta (Chairman)</p> <p>(b) Mr. Ramesh Kumar Gupta (Member)</p> <p>(c) Ms. Madhu Sharma (Member)</p> <p>2. The members present at the meetings of the Stakeholders Relationship Committee held on 06-04-2021, 07-07-2021 & 31-08-2021 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 31-08-2021 & 01-09-2021 are:</p> <p>(a) Mr. Hitesh Gupta (Chairman)</p> <p>(b) Mr. Vijay Aggarwal (Member)</p> <p>(c) Ms. Madhu Sharma (Member)</p>	

Annexure I			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is Not/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 I			
VI. Affirmations			
Sr	Subject	Compliance status (Yes/No)	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 I		
Sr	Subject	Compliance status
1	Name of signatory	SAKSHI GUPTA
2	Designation	Company Secretary and Compliance Officer

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is Not/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	SAKSHI GUPTA
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)

Signatory Details	
Name of signatory	SAKSHI GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	HARYANA
Date	18-10-2021