



# 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: 14<sup>th</sup> January, 2020

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

Subject: Submission of Corporate Governance Report for the quarter ended 31<sup>st</sup> December,  
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 ended 31<sup>st</sup> December, 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.

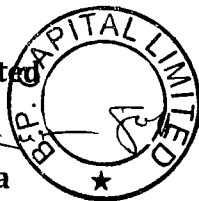
This is for your information and records please.

Thanking You,

Yours Truly,  
For B. P. Capital Limited

*Ramesh Kumar Gupta*

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	Quarterly
Date of Report	31-12-2020
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)**

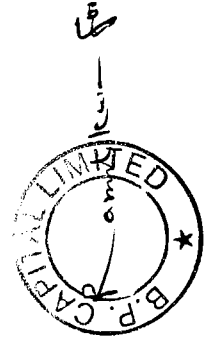
Whether the listed entity has a Regular Chairperson

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	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	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	AABPA9364J	02771373	Non-Executive - Non Independent Director	Not Applicable		14-11-1970	NA		13-02-2017	29-12-2020			1	0	0	1		
4	Ms	MADHU SHARMA	BSYPS5514G	06947852	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.

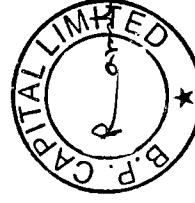
Mr. Ramesh Kumar Gupta is appointed as a Chairperson at the respective Board Meetings and he is also the MD of the Company.

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 intermitent 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.



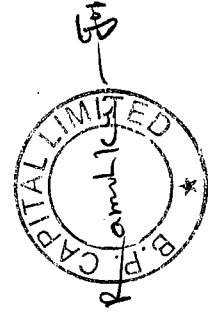
Audit Committee Details							
Sr	DIN Number	Name of Committee members	Whether the Audit Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors			
1	02756275	HITESH GUPTA	Non-Executive - Independent Director	Chairperson	13-02-2017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



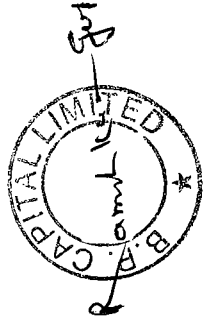
Nomination and remuneration committee						
Whether the Nomination and remuneration committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes	Remarks
1	02756275	HITESH GUPTA	Non-Executive - Independent Director	Chairperson	13-02-2017	
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									
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Whether the Stakeholders Relationship Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
					Yes	No			
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	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**

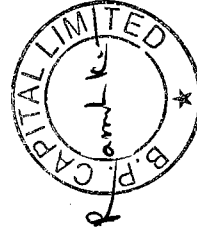
Sr	Disclosure of notes on meeting of board of directors explanatory		Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter					
1	30-07-2020				Yes	4	2
2	11-09-2020		42		Yes	4	2
3	30-09-2020		18		Yes	3	1
4		12-11-2020	42		Yes	4	2
5		30-11-2020	17		Yes	4	2
6		21-12-2020	20		Yes	4	2

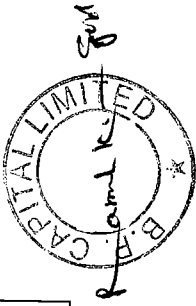


**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Disclosure of notes on meeting of committees explanatory					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		
2	Audit Committee	11-09-2020	42			Yes	3	2
3	Audit Committee	12-11-2020	61			Yes	3	2
4	Audit Committee	30-11-2020	17			Yes	3	2
5	Nomination and remuneration committee	24-09-2020				Yes	3	2
6	Nomination and remuneration committee	30-11-2020	66			Yes	3	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	Nomination and remuneration committee	21-12-2020	20			Yes	3	2	
8	Stakeholders Relationship Committee	13-07-2020				Yes	3	1	
9	Stakeholders Relationship Committee	08-10-2020	86			Yes	3	1	
10	Stakeholders Relationship Committee	30-11-2020	52			Yes	3	1	

**Annexure 1**

**V. Related Party Transactions**

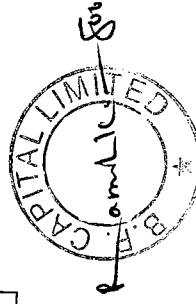
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been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



**Annexure 1**

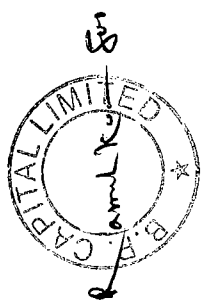
**VI. Affirmations**

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	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	14-01-2021

