



B. P. CAPITAL LIMITED

CIN NO. : L74899HR1994PLC072042

REGD.OFFICE: Plot No- 138, Roz- Ka-MeolIndustrial Area,
Sohna(Distt. Mewat), Haryana-122103
Phones: 0124-2362471

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

Dated: 21.10.2023

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 September, 2023

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 September, 2023 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 Digitally signed by SAKSHI GUPTA
Date: 2023.10.21 13:54:18 +05'30'

**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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
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
1	Mr	Aditya Aggarwal	BJYPA0236L	08982957	Executive Director	Chairperson	MD	17-09-1995
2	Mr	Ajay Sharma	APDPS0032C	03344008	Non-Executive - Independent Director	Not Applicable		02-05-1973
3	Mrs	Madhu Sharma	BSYPS5514G	06947852	Non-Executive - Independent Director	Not Applicable		07-01-1955
4	Mr	Rachit Garg	AZSPG7226K	07574194	Non-Executive - Non Independent Director	Not Applicable		30-10-1987

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active

I. Composition of Board of Directors												
Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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	NA		23-02-2022	29-09-2022			1	0	2	0		
2	NA		01-09-2021	29-09-2021		60	3	3	1	4		
3	NA		30-09-2020	24-08-2022		60	6	5	6	2		
4	NA		15-07-2022	29-09-2023			2	0	1	1		

Text Block	
Textual Information(1)	<p>Mr. Aditya Aggarwal was appointed as an Additional Director w.e.f 23-02-2022 and he was regularised as a Director liable to retire by rotation and further was appointed as a Managing Director of the Company in the EGM held on 29-03-2022 whose term of office is liable to retire by rotation. He was reappointed as a Director liable to retire by rotation in the Annual General Meeting held on 29-09-2022 as per the provisions of Section 152 of the Companies Act, 2013.</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> <p>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 intermittent 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. Further she was reappointed as an independent Director of the Company for a second term of 05 years with effect from 24th August, 2022. Her reappointment 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 29-09-2022.</p> <p>Mr. Rachit Garg was appointed as an Additional Director w.e.f 15-07-2022 and he was regularised as a Director liable to retire by rotation in the AGM held on 29-09-2022. He was reappointed as a Director liable to retire by rotation in the Annual General Meeting held on 29-09-2023 as per the provisions of Section 152 of the Companies Act, 2013.</p> <p>The composition of Board of Directors is in compliance with the requirements of Regulation 17(1) of SEBI(LODR) Regulations, 2015</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	08982957	Aditya Aggarwal	Executive Director	Member	15-07-2022		
3	06947852	Madhu Sharma	Non-Executive - Independent Director	Member	30-09-2020		

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	07574194	Rachit Garg	Non-Executive - Non Independent Director	Member	15-07-2022		

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	08982957	Aditya Aggarwal	Executive Director	Member	23-02-2022		
3	07574194	Rachit Garg	Non-Executive - Non Independent Director	Member	15-07-2022		

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								
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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	29-05-2023				Yes	4	4	2
2		12-08-2023	74		Yes	4	4	2
3		29-08-2023	16		Yes	4	4	2

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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	29-05-2023				Yes	3	3	2	0
2	Audit Committee	12-08-2023	74			Yes	3	3	2	0
3	Audit Committee	28-08-2023	15			Yes	3	3	2	0
4	Nomination and remuneration committee	29-05-2023				Yes	3	3	2	0
5	Nomination and remuneration committee	28-08-2023	90			Yes	3	3	2	0
6	Stakeholders Relationship Committee	07-04-2023				Yes	3	3	1	0

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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	08-07-2023	91			Yes	3	3	1	0
8	Stakeholders Relationship Committee	28-08-2023	50			Yes	3	3	1	0

Text Block	
Textual Information(1)	<p>1. The members present at the meetings of the Audit Committee held on 29-05-2023, 12-08-2023 and 28-08-2023 are:</p> <ul style="list-style-type: none">(a) Mr. Ajay Sharma(Chairman)(b) Mr. Aditya Aggarwal(Member)(c) Ms. Madhu Sharma (Member) <p>2. The members present at the meetings of the Stakeholders Relationship Committee held on 07-04-2023 , 08-07-2023 and 28-08-2023 are:</p> <ul style="list-style-type: none">(a) Mr. Ajay Sharma(Chairman)(b) Mr. Aditya Aggarwal(Member)(c) Mr. Rachit Garg (Member) <p>3. The members present at the meetings of the Nomination and Remuneration Committee held on 29-05-2023 and 28-08-2023 are:</p> <ul style="list-style-type: none">(a) Mr. Ajay Sharma(Chairman)(b) Mr. Rachit Garg (Member)(c) Ms. Madhu Sharma (Member)

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	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block	
Textual Information(1)	At the 30th Annual General Meeting of the Company held on Friday, September 29, 2023, the Company has obtained approval of Members for Material Related Party Transactions covered under Item No. 3 of the Notice (dated August 29, 2023) of the Annual General Meeting.

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 1000 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

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	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided			Textual Information(1)	

Text Block	
Textual Information(1)	The company has no Subsidiary Company

Annexure III		
1	Name of signatory	SAKSHI GUPTA
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	SHATRUGHAN SAHU		
Designation	CFO		
Place	HARYANA		
Date	20-10-2023		

Text Block	
Textual Information(1)	The company has not given any loan or other form of debt, any guarantee/comfort letter or any security either directly or indirectly in connection with loan availed, if any, by any of the persons mentioned herein

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

Signatory Details	
Name of signatory	SAKSHI GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	HARYANA
Date	20-10-2023

