



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: 20.01.2025

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 31st December, 2024.

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 31st December, 2024 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: 2025.01.20
12:46:52 +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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	31-12-2024
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	Ajay Sharma	APDPS0032C	03344008	Non-Executive - Independent Director	Not Applicable		02-05-1973
2	Mrs	Madhu Sharma	BSYPS5514G	06947852	Non-Executive - Independent Director	Not Applicable		07-01-1955
3	Mr	Rachit Garg	AZSPG7226K	07574194	Non-Executive - Non Independent Director	Not Applicable		30-10-1987
4	Mr	Peeyush Kumar Aggarwal	AACPA6470C	00090423	Executive Director	Chairperson	MD	06-10-1963

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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		01-09-2021	29-09-2021		60	2	2	1	2			
2	NA		30-09-2020	24-08-2022		60	5	4	4	2			
3	NA		15-07-2022	28-09-2024			2	0	2	1			
4	NA		02-09-2024				5	0	7	0			

Text Block

Textual Information(1)

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.

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.

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 28-09-2024 as per the provisions of Section 152 of the Companies Act, 2013.

Mr. Peeyush Kumar Aggarwal was appointed as an Additional Director and Managing Director by the Board of Directors in its meeting held on 02-09-2024 and further he was regularised as a Director and appointed as a Managing Director of the Company for a period of 5 years w.e.f 02-09-2024 by the shareholders of the company in the AGM held on 28-09-2024.

The composition of Board of Directors is in compliance with the requirements of Regulation 17(1) of SEBI(LODR) Regulations, 2015

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	07574194	Rachit Garg	Non-Executive - Non Independent Director	Member	02-09-2024		
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	00090423	Peeyush Kumar Aggarwal	Executive Director	Member	02-09-2024		
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							Textual Information(1)	
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	12-08-2024				Yes	4	4	2
2	02-09-2024		20		Yes	4	4	2
3		13-11-2024	71		Yes	4	4	2

Text Block	
Textual Information(1)	Mr. Peeyush Kumar Aggarwal was appointed as an Additional Director & Managing Director in the Board Meeting held on 02-09-2024 and Mr. Aditya Aggarwal resigned as the Director and Managing Director of the company on 02-09-2024.

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	12-08-2024				Yes	3	3	2	0
2	Audit Committee	31-08-2024	18			Yes	3	3	2	0
3	Audit Committee	13-11-2024	73			Yes	3	3	2	0
4	Nomination and remuneration committee	28-08-2024				Yes	3	3	2	0
5	Stakeholders Relationship Committee	06-07-2024				Yes	3	3	1	0
6	Stakeholders Relationship Committee	28-08-2024	52			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	10-10-2024	42			Yes	3	3	1	0

Text Block

Textual Information(1)

1. The members present at the meetings of the Audit Committee held on 12-08-2024 & 31-08-2024 are:

- (a) Mr. Ajay Sharma(Chairman)
- (b) Mr. Aditya Aggarwal(Member)
- (c) Ms. Madhu Sharma (Member)

The members present at the meetings of the Audit Committee held on 13-11-2024 are:

- (a) Mr. Ajay Sharma(Chairman)
- (b) Mr. Rachit Garg(Member)
- (c) Ms. Madhu Sharma (Member)

2. The members present at the meetings of the Nomination and Remuneration Committee held on 28-08-2024 are:

- (a) Mr. Ajay Sharma(Chairman)
- (b) Mr. Rachit Garg (Member)
- (c) Ms. Madhu Sharma (Member)

3. The members present at the meetings of the Stakeholders Relationship Committee held on 06-07-2024 & 28-08-2024 are:

- (a) Mr. Ajay Sharma(Chairman)
- (b) Mr. Aditya Aggarwal(Member)
- (c) Mr. Rachit Garg (Member)

The members present at the meetings of the Stakeholders Relationship Committee held on 10-10-2024 are:

- (a) Mr. Ajay Sharma(Chairman)

(b) Mr. Peeyush Kumar Aggarwal(Member)

(c) Mr. Rachit Garg (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 31st Annual General Meeting of the Company held on September 28, 2024, the Company has obtained the approval of Members for Material Related Party Transactions covered under Item No. 4 of the Notice (dated 02-09-2024) 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

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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	SAKSHI GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	HARYANA
Date	20-01-2025

