



# B. P. CAPITAL LIMITED

**CIN NO. : L74899HR1994PLC072042**

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

Phones: 0124-2362471

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

**Dated:29.10.2025**

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

**Sub: Submission of Integrated Governance Filing for the quarter and half year ended  
30<sup>th</sup>September, 2025**

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

**Dear Sir,**

Pursuant to Regulation 27(2) and Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024 regarding Integrated Governance Filing, please find attached the Integrated Governance Report for the Quarter and Half Year ended 30th September, 2025 as per the format prescribed in the above-mentioned SEBI Circular.

We hope that you will find the above in order.

**Thanking You,  
Yours Truly,  
For B. P. Capital Limited**

**Sakshi Gupta**  
Digitally signed by  
Sakshi Gupta  
Date: 2025.10.29  
17:23:09 +05'30'  
**Sakshi Gupta  
Company Secretary**

**Encl: As above**

**C.C. :**

**The Manager (Listing),  
TheDelhi Stock Exchange Ltd.,  
DSE House, 3/1, Asaf Ali Road,  
New Delhi - 110002**

**The Manager (Listing),  
Calcutta Stock Exchange Limited,  
7, Lyons Range, Kolkatta,  
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	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	Yes	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	NA
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	NA
Risk management committee	Not Applicable	
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	b00386	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

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	Peeyush Kumar Aggarwal	AACPA6470C	00090423	Executive Director	Chairperson	MD	06-10-1963
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

<b>I. Composition of Board of Directors</b>					
<b>Disqualification of Directors under section 164 of the Companies Act, 2013</b>					
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) & reg. 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		02-09-2024				5	0	7	0			
2	NA		01-09-2021	29-09-2021		60	2	2	1	2			
3	NA		30-09-2020	24-08-2022		60	5	4	4	2			
4	NA		15-07-2022	29-09-2025			2	0	2	1			

<b>Text Block</b>	
Textual Information(1)	<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. 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 29-09-2025 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</p>

<b>Audit Committee Details</b>							
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		

<b>Nomination and remuneration committee</b>							
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		

<b>Risk Management Committee</b>							
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

<b>Corporate Social Responsibility Committee</b>							
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

<b>Other Committee</b>						
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. No.	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	28-05-2025				Yes	4	4	2
2		12-08-2025	75		Yes	4	4	2
3		02-09-2025	20		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	28-05-2025				Yes	3	3	2	0
2	Audit Committee	12-08-2025	75			Yes	3	3	2	0
3	Audit Committee	01-09-2025	19			Yes	3	3	2	0
4	Nomination and remuneration committee	01-09-2025				Yes	3	3	2	0
5	Stakeholders Relationship Committee	15-04-2025				Yes	3	3	1	0
6	Stakeholders Relationship Committee	11-07-2025	86			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	01-09-2025	51			Yes	3	3	1	0

<b>Text Block</b>	
Textual Information(1)	1. The members present at the meetings of the Audit Committee held on 28-05-2025 , 12-08-2025 and 01-09-2025 are: (a) Mr. Ajay Sharma(Chairman) (b) Mr. Rachit Garg(Member) (c) Ms. Madhu Sharma (Member) 2. The members present at the meeting of the Nomination and Remuneration Committee held on 01-09-2025 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 15-04-2025, 11-07-2025 and 01-09-2025 are: (a) Mr. Ajay Sharma(Chairman) (b) Mr. Peeyush Kumar Aggarwal(Member) (c) Mr. Rachit Garg (Member)

<b>Annexure 1</b>		
<b>V. Affirmations</b>		
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

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Sakshi Gupta
2	Designation	Company Secretary and Compliance Officer

<b>Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)</b>				
<b>I. Affirmations</b>				
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, BRSR & BRSR core, if applicable, 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	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

<b>Annexure III</b>		
1	Name of signatory	Sakshi Gupta
2	Designation	Company Secretary and Compliance Officer

<b>Details of Cyber security incidence</b>		
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

<b>Signatory Details</b>	
Name of signatory	SAKSHI GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	HARYANA
Date	29-10-2025

<b>Investor Grievance Details</b>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Pioneer Offshore Private Limited	24-06-2012	10.37	0	10.37

<p align="center"><b>Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:</b></p>					
Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	BSE LIMITED	Freezing of Demat Account of Promoter	04-01-2024	The company has defaulted in payment of Annual Listing Fees to BSE as per Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015. And, therefore, BSE has freezed the demat account of its promoter due to non-payment of annual listing fees.	There is no impact on financial, operation or other activities of the company as the provision for listing fees has already been made in the books of accounts. However, the provision for interest on delayed payment has not been made as the company intends to move an application to BSE for waiver of interest on outstanding ALF.
2	BSE LIMITED	Suspension/Restriction of trading of scrip of the Company	17-05-2023	The company has defaulted in payment of Annual Listing Fees to BSE as per Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015. And, therefore, BSE has suspended/restricted the trading of the scrip of the company on BSE's web portal due to non-payment of annual listing fees. However, BSE vide its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.	There is no impact on financial, operation or other activities of the company as the provision for listing fees has already been made in the books of accounts. However, the provision for interest on delayed payment has not been made as the company intends to move an application to BSE for waiver of interest on outstanding ALF

