



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

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

Date: 01.10.2019

Subject: Submission of Scrutinizer's Report for polling and e-voting conducted at the 26th Annual General Meeting of the Company pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: BSE - Scrip Code - 536965; DSE File No. 8211; CSE Scrip Code No.-10012104;
ISIN No: INE947C01010

Dear Sir,

Please find enclosed herewith the disclosure pertaining to the voting results of the 26th Annual General Meeting of the Company in the prescribed format as per the requirements of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 held on Monday, 30th September, 2019 along with the Consolidated Scrutinizer Report for E-voting & Poll 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
(Managing Director)
(DIN: 00047724)

CC:

The Manager (Listing),
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



Kundan Agrawal & Associates

Company Secretaries

Phone: 91-11-43093900

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

CONSOLIDATED SCRUTINISER'S REPORT (E-VOTING & POLL)

REPORT OF SCRUTINIZERS APPOINTED BY THE BOARD OF DIRECTORS FOR 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S B. P. CAPITAL LIMITED (THE COMPANY) HELD ON MONDAY, SEPTEMBER 30, 2019 AT 9:00 A.M. AT PLOT NO.345, HSIIDC, FOOTWEAR PARK, SECTOR-17, BAHADURGARH, JHAJJAR, HARYANA-124507.

The 26th Annual General Meeting of the Members has been held on Monday, September 30, 2019 at 9:00 A.M. At Plot No.345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana-124507, for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the Notice of 26th Annual General Meeting of M/S B. P. Capital Limited dated 30th August, 2019.

The undersigned **Mr. Kundan Agrawal, Practicing Company Secretary** was appointed as the scrutinizer, by the board of directors of M/S B. P. Capital Limited at their Board Meeting held on 30th August, 2019 for their 26th Annual general meeting of the Company held on 30.09.2019. The result of the poll & e-voting conducted for the Annual General Meeting is as under:-

Resolution No. 1

Nature of
Resolution Ordinary Resolution

Subject Matter: To receive, consider and adopt the audited Balance Sheet as at 31st March, 2019 and Statement of Profit & Loss Account and Cash Flow Statement and other annexures thereof for the financial year ended 31st March, 2019 and the reports of Directors and Auditor thereon.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes	
	No. of Shareholders	No. of Shares of Face Value of Rs. 10/- each	No. of Shareholders	No. of votes Ratio	No. of Shareholders	No. of shares with %
By Poll	26	21418 (4.80%)	0	0	0	0
By E- Voting	15	424717 (95.20%)	1	7500 (100%)	0	0
Consolidated Votes	41	446135 (100%)	1	7500 (100%)	0	0



Resolution No. 2

Nature of Resolution Ordinary Resolution

Subject Matter: To appoint a Director in place of Mr. Ramesh Kumar Gupta (DIN 00047724), the Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares with %
By Poll	26	21418 (4.80%)	0	0	0	0
By E- Voting	15	424717 (95.20%)	1	7500 (100%)	0	0
Consolidated Votes	41	446135 (100%)	1	7500 (100%)	0	0

Resolution No. 3

Nature of Resolution Ordinary Resolution

Subject Matter: To appoint M/s Nemani Garg Agarwal & Co., Chartered Accountants, New Delhi, (Registration No. 010192N) as the Statutory Auditors of the Company from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting, at such remuneration as may be agreed between the Board of Directors of the company and the Statutory Auditors.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares with %
By Poll	26	21418 (4.80%)	0	0	0	0
By E- Voting	15	424717 (95.20%)	1	7500 (100%)	0	0
Consolidated Votes	41	446135 (100%)	1	7500 (100%)	0	0



Resolution No. 4

Nature of Resolution Ordinary Resolution

Subject Matter: To approve transactions with related parties.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares with %
By Poll	26	21418 (98.54%)	0	0	0	0
By E- Voting	14	317 (1.46%)	1	7500 (100%)	0	0
Consolidated Votes	40	21735 (100%)	1	7500 (100%)	0	0

Resolution No. 5

Nature of Resolution Special Resolution

Subject Matter: To obtain Consent of Members for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares with %
By Poll	26	21418 (4.80%)	0	0	0	0
By E- Voting	15	424717 (95.20%)	1	7500 (100%)	0	0
Consolidated Votes	41	446135 (100%)	1	7500 (100%)	0	0

Based on the abovementioned details, the Resolution No. **1-5** was duly passed at Annual General Meeting of the company.

Thanking You,
Yours faithfully



Kundan Agrawal
Company Secretary
Membership No.: F7631
C.P. No.: 8325

Dated: 01/10/2019
Place: Delhi



FORM No. MGT - 13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of Companies (Management and Administration) Rules, 2014]

To
The Chairman,
M/S B. P. Capital Limited
Plot No.345, HSIIDC,
Footwear Park, Sector-17,
Bahadurgarh, Jhajjar, Haryana-124507

Subject: For the 26th Annual General Meeting of the Members of the Company held on Monday, September 30, 2019 At 9:00 A.M. At Plot No.345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana-124507

Dear Sir,

I, **Kundan Agrawal**, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of M/S B. P. Capital Limited at their meeting held on 30.08.2019 for the purpose of scrutinizing the poll and ascertaining the requisite majority on poll as per provision of section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereunder for their 26th Annual General Meeting.

1. After the time fixed for closing of the poll by the Chairman, ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers if any, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
4. The result of the Poll is as under:

(a) Resolution No. 1

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2019 and Statement of Profit & Loss Account and Cash Flow Statement and other annexures thereof for the financial year ended 31st March, 2019 and the reports of Directors and Auditors thereon.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
26	21418	100%

(ii) Voted **against** the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 31 but 26 of them polled.

(b) Resolution No. 2

To appoint a Director in place of Mr. Ramesh Kumar Gupta (DIN 00047724), the Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

(i) Voted **infavour** of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
26	21418	100%

(ii) Voted **against** the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil



(iii) **Invalid Votes**

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 31 but 26 of them polled.

(c) Resolution No. 3

To appoint M/s Nemani Garg Agarwal & Co., Chartered Accountants, New Delhi, (Registration No. 010192N) as the Statutory Auditors of the Company from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting , at such remuneration as may be agreed between the Board of Directors of the company and the Statutory Auditors

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
26	21418	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid Votes**

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 31 but 26 of them polled.



(d) Resolution No. 4

To approve transactions with related parties.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
26	21418	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 31 but 26 of them polled.

(d) Resolution No. 5

To obtain Consent of Members for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
26	21418	100%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 31 but 26 of them polled.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The Poll Papers and all other relevant records were sealed and are kept in the safe custody of the Scrutinizer till the Chairman signs the minutes of the Annual General Meeting.

7. The combined results of the votes (electronic and physical) are annexed as **Annexure-1** with this report.

8. All of the above mentioned resolutions have duly passed with requisite majority.

Thank you,

Yours faithfully,



Kundan Agrawal
(Scrutinizer)
Membership No.: 7631
C P No 8325
(Kundan Agrawal & Associates)

Place: Delhi
Date: 01/10/2019

Witness-1

: Etisha
Etisha
Occupation - Job
C-369, Surya Nagar
Ghaziabad, U.P. 201011.

Witness-2

: Shantenu Singh
J-26, 3rd Flr
Laxmi Nagar
Delhi - 110092



Report of Scrutinizer (E-Voting)

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 26th Annual General Meeting of the members of **M/s B. P. Capital Limited("the Company")** held on Monday, September 30, 2019 At 9:00 a.m. at Plot No.345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana-124507.

Dear Sir,

I, **KundanAgrawal**, Practicing Company Secretary, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting as per provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for Annual General Meeting held on Monday, September 30, 2019 at 9:00 a.m. at Plot No.345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana-124507.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of 26th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast in favor or against the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Service (India) Limited (CDSL), for the e-voting process engaged by the Company.

Further to the above, I submit my report as under:-

1. The e-voting period remained open from 27thSeptember; 2019 (9:00 a.m.)to 29th September; 2019 (5:00 p.m.). AGM is on Monday 30th day of September, 2019.
2. The Members of the Company as on the cut-off date i.e. 23rd September 2019 were entitled to vote on the resolution.
3. The Votes cast were unblocked on 30th September, 2019.
4. Thereafter the details containing inter alia, list of Equity Shareholder(s), who voted "for" "against" each of the resolution that were put to vote, were generated from the e-voting website of **Central Depository Service (India) Limited (CDSL)**. i.e. www.evotingindia.com.



THE RESULT OF THE VOTE'S CASTED ELECTRONICALLY IS AS UNDER:

Item No. 1 of the Notice: Ordinary Business

To receive, consider and adopt the Audited Financial Statements of the Company including the Balance Sheet of the Company as at 31stMarch, 2019 and the Statement of Profit & Loss Account of the Company and Cash Flow Statement and other Annexures thereof for the financial year ended 31stMarch, 2019 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
15	424717	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	7500	100%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 2 of the Notice: Ordinary Business

To appoint a Director in place of Mr. Ramesh Kumar Gupta (DIN 00047724), the Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
15	424717	100%



(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	7500	100%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 3 of the Notice: Ordinary Business

Appointment of M/s NemaniGargAgarwal& Co., Chartered Accountants, New Delhi (Firm Registration No.010192N), as Statutory Auditors of the Company to hold office for a term of five years, i.e. , from the conclusion of 26th Annual General Meeting until the conclusion of 31st Annual General Meeting of the Company.

i) Voted **in favour** of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
15	424717	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	7500	100%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil



Item No. 4 of the Notice: Special Business

To approve transactions with related parties

i) Voted **in favour** of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
14	317	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	7500	100%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 5 of the Notice: Special Business

Approval for making loan/investments and giving guarantees or providing securities.

i) Voted **in favour** of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
15	424717	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	7500	100%



(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Thanking You,
Yours faithfully



KundanAgrawal
Scrutinizer
Membership No.: 7631
C P No.: 8325
(KUNDAN AGRAWAL & ASSOCIATES)

Place: Delhi
Date: 01.10.2019

Witness-1

: Shisha
Shisha
Occupation - Job
C-369, Surya Nagar
Ghaziabad, U.P. 201011.

Witness-2 Shisha
: Shantanu Singh
J-26 3rd Floor
Laxmi Nagar
Delhi - 110092