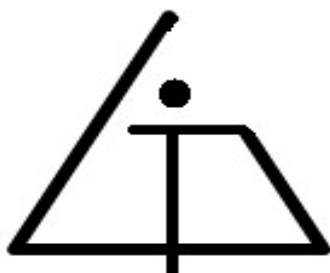


# 26<sup>th</sup> Annual Report

## 2018-2019



### **B. P. CAPITAL LIMITED**

CIN: 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](mailto:bpcapitallimited@gmail.com), Website : [www.bpcapital.in](http://www.bpcapital.in)

# Contents

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Corporate Information	1
2.	Notice	2
3.	Directors' Report	10
4.	Management Discussion & Analysis	19
5.	Independent Auditors' Report	60
6.	Balance Sheet	65
7.	Statement of Profit & Loss	66
8.	Cash Flow Statement	67
9.	Attendance Slip and Proxy Slip	80

## Corporate Information

### **BOARD OF DIRECTORS**

(As on 31<sup>st</sup> March, 2019)

Mr. Ramesh Kumar Gupta	Managing Director	(DIN: 00047724)
Mr. Vijay Aggarwal	Non Executive Director	(DIN: 02771373)
Mr. Hitesh Gupta	Independent Director	(DIN: 02756275)
Mrs. Anuradha Srivastav	Independent Director	(DIN: 07913962)

### **COMPANY SECRETARY AND COMPLIANCE OFFICER**

Sakshi Gupta  
Company Secretary & Compliance Officer

### **CHIEF FINANCIAL OFFICER**

Mr. Shatrughan Sahu  
Chief Financial Officer (CFO)

### **AUDITORS**

M/s RMA & Associates,  
Chartered Accountants  
(Firm Registration No. 000978N)

### **BANKERS**

Vijaya Bank,  
Kamla Nagar  
Delhi-110007

### **REGISTRAR & SHARE TRANSFER AGENTS**

Skyline Financial Services Private Limited  
D-153/A, 1st Floor,  
Okhla Industrial Area, Phase -1,  
New Delhi-110020  
Phone No: 011-40450193-97, Fax No: 26812682  
Email: [admin@skylinerta.com](mailto:admin@skylinerta.com), [parveen@skylinerta.com](mailto:parveen@skylinerta.com)

### **REGISTERED OFFICE**

Plot No. 345, HSIIDC, Footwear Park,  
Sector-17, Bahadurgarh, Jhajjar,  
Haryana - 124507  
Phone: 01276-222501, 02 Fax: 01276-222501  
Email: [bpcapitallimited@gmail.com](mailto:bpcapitallimited@gmail.com), Website: [www.bpcapital.in](http://www.bpcapital.in)

### **CIN NO. OF THE COMPANY**

L74899HR1994PLC072042

**B. P. Capital Limited**  
**CIN: L74899HR1994PLC072042**  
**Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana - 124507**  
**Phone: 01276-222501, 02 Fax: 01276-222501**  
**Email: bpcapitalimited@gmail.com, Website: www.bpcapital.in**

**Notice**

**NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF B. P. CAPITAL LIMITED WILL BE HELD ON MONDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2019, AT PLOT NO. 345, HSIIDC, FOOTWEAR PARK, SECTOR-17, BAHADURGARH, JHAJJAR, HARYANA-124507 AT 09:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

**Ordinary Business:**

- To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31<sup>st</sup> March, 2019 and the Statement of Profit and Loss of the Company and cash flow statement and other Annexures thereof for the financial year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon.
- 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.
- To appoint Statutory Auditors of the Company and in this connection to consider, and, if thought fit, to pass the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory enactment or modification(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s NemaniGarg Agarwal & Co., Chartered Accountants, New Delhi ( Firm Registration No. 010192N), be and is hereby appointed as Statutory Auditors of the Company, to hold office for a period of five consecutive years from the conclusion of 26<sup>th</sup> Annual General Meeting until the conclusion of 31<sup>st</sup> Annual General Meeting of the Company, at such remuneration and out of pocket expenses, etc, as may be mutually agreed between the Board of the Directors of the Company and the said Auditors.”

**Special Business:**

- Approval for Related Party Transaction(s)**

**To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.**

**“RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (including any amendment, modification or re-enactment thereof), and subject to such other approvals from such Authorities as may be required in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties or appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties:

Sr. No	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from April 01, 2019 (Rs. in lacs)
1.	Symbolic Inframart Private Limited	Mr. Ramesh Kumar Gupta and Mr. Vijay Aggarwal are the common Directors of both the Companies	100.00*

\* Expected maximum annual value of transactions per related party over the year

“**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

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

**To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution.**

**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 5 Crores (Rupees Five Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**For and on Behalf of the Board of  
B. P. Capital Limited  
Sd/-  
Ramesh Kumar Gupta  
Chairman  
DIN: 00047724**

**Date: 30<sup>th</sup> August, 2019  
Place: Haryana**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
3. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24<sup>th</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (both days inclusive) for the purpose of the AGM.
5. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
7. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
8. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
9. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
10. Members are requested :
  - i) To quote their folio Nos. in all correspondence.
  - ii) To note that no gifts will be distributed at the meeting.
  - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. **Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.**
12. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
13. ***Members/Promoters holding shares in demat form are requested to submit their Permanent Account Number (PAN), to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details and bank account details as well as to get their shares dematerialized to the company/ RTA, Pursuant to SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018. Please note that as per the aforesaid SEBI's notification, the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a Depository. In view of the above all the shareholders holding shares in physical form are requested to open a de-mat A/c with a Depository participants and get their shares dematerialised.Necessary communication in this regard has already been sent separately to the shareholders by the Company.***
14. ***Members/Promoters holding shares, of the Company in demat form shall provide the details of Bank Account details and E-mail Id to the RTA i.e., Skyline Financial Services Private Limited having registered office is D-153A , 1st Floor, Okhla Industrial Area,Phase -I,New Delhi – 110020 and those holding shares in physical form will provide their Bank A/c details and E-mail Id to the Company.Necessary communication in this regard has already been sent separately to the shareholders by the Company.***
15. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 23<sup>rd</sup>September, 2019 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 26<sup>th</sup>Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut off date, i.e., 23<sup>rd</sup>September, 2019

would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 26<sup>th</sup> AGM on 30<sup>th</sup> September, 2019.

The e-voting period will commence at 09.00 A.M. on 27<sup>th</sup> September, 2019 and will end at 05.00 P.M. on 29<sup>th</sup> September, 2019. The Company has appointed Mr. KundanAgrawal (Membership No. FCS –7631 & CP No. 8325) Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Authorised Agency to provide remote e-voting facility.

**For and on Behalf of the Board  
of B. P. Capital Limited  
Sd/-  
Ramesh Kumar Gupta  
Chairman  
DIN: 00047724**

**Date: 30<sup>th</sup> August, 2019  
Place: Haryana**

### **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has approached CDSL for providing remote e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the AGM of the Company along with printed Attendance Slip and Proxy Form can be downloaded from the link [www.evotingindia.com](http://www.evotingindia.com).

**The remote e-voting period commences on September 27, 2019 (09:00 A.M.) and ends on September 29, 2019 (5:00 P.M.).** During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the said date and time. A member may participate in the general meeting even after exercising his right to vote through e – voting but shall not be allowed to vote again in the annual general meeting.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date, i.e., Monday, September 23, 2019.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2019 may obtain the login ID and password by sending a request at [bpcapitallimited@gmail.com](mailto:bpcapitallimited@gmail.com).

#### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, 27.09.2019 at 09.00 A.M. and ends on Sunday, 29.09.2019 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23.09.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iv) Click on "Shareholders" Tab.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the dematholders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **EVSN** for the B. P. CAPITAL LIMITED on which you choose to vote. The EVSN of B. P. Capital Limited is "**190902008**"
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

#### ITEM NO. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.

M/s. RMA & Associates LLP, Chartered Accountants, had been the statutory auditors of the Company and had been conducting Audit of your company since 2009-10. Pursuant to the provisions of section 139(2) which states that, “No listed Company or a company belonging to such class or classes of Companies as may be prescribed, shall appoint or re-appoint –

- (a) An individual as auditor for more than one term of five consecutive year; and
- (b) An audit firm as auditor for more than two terms of five consecutive years.

In terms of the said provisions and rules framed thereunder, M/s. RMA & Associates LLP, Chartered Accountants, Firm Registration no. 000978N have completed two terms of five consecutive years, therefore, the company has to appoint a fresh Chartered Accountant, to conduct audit of the company.

The Audit Committee, in its meeting held on 12<sup>th</sup> August 2019 had recommended the appointment of M/s. NemaniGarg Agarwal & Co., (Firm's Registration No. 010192N), Chartered Accountants, Delhi as the Statutory Auditors of the Company and the Board of Directors in their meeting held on 30<sup>th</sup> August 2019 have also recommended their appointment as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of 26<sup>th</sup> Annual General Meeting until the conclusion of 31<sup>st</sup> Annual General Meeting of the Company.

The proposed fees payable to NemaniGarg Agarwal & Co is Rs. 35,000/- approximately exclusive of out of pocket expenses that may be incurred by the Statutory Auditors.

#### Brief terms of appointment

The brief terms of appointment of NemaniGarg Agarwal & Co as Statutory Auditors of the Company, interalia, are:

- a) NemaniGarg Agarwal & Co, as Statutory Auditors of the company, shall not hold office of Statutory Auditors for more than two terms of five consecutive years.
- b) The Statutory Auditors shall submit a certificate stating that he is not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

- c) The Statutory Auditors shall conduct the Audit in the manner in which it is laid down under Section 143.
- d) The Statutory Auditors in his report shall specify all the matters as are enumerated in Section 143 and Rule 11 of Companies (Audit and Auditors) Rules, 2014.
- e) In case of fraud, the Statutory Auditors shall report in the manner laid under Rule 13 of Companies (Audit and Auditors) Rules, 2014.

#### **Brief Profile of Nemani Garg Agarwal & Co.**

NemaniGarg Agarwal & Co. is a leading chartered accountancy firm rendering comprehensive professional services which include Audit, Management Consultancy, Tax Consultancy, Accounting Services, Manpower Management, Secretarial Services etc.

NemaniGarg Agarwal & Co. is a professionally managed firm. The team consists of distinguished Chartered Accountants, Corporate Financial Advisors and Tax Consultants. The firm represents a combination of specialized skills, which are geared to offers sound financial advice and personalized proactive services. Those associated with the firm have regular interaction with industry and other professionals which enables the firm to keep pace with contemporary developments and to meet the needs of its clients.

Your company has received written consent of the auditor to such appointment in terms of Section 139 & 141 of the Companies Act, 2013, as amended, and have also obtained a certificate in terms of Rule 3 & 4 of the Companies (Audit & Auditors) Rules, 2014, to the effect that it is eligible for appointment and is not disqualified for appointment under the act, Chartered Accountants Act, 1949, and rules and regulations made thereunder; the proposed appointment is as per the term provided under the Act; the proposed appointment is within the limits laid down by or under the authority of the Act; and that there are no proceedings against the firm or any partner of the firm pending with respect to professional matter of conduct before the Institute of Chartered Accountants of India or other competent authority or court; that they satisfy the criteria as provided under section 141 and other provisions, if any, of the Companies Act, 2013.

Further pursuant to the provisions of section 139 read with Rules framed thereunder, the resolution appointing M/s. NemaniGarg Agarwal & Co as the Auditor is being placed for consideration by the members in the ensuing Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives, in any way and / or manner, deemed to be concerned or interested financially or otherwise, in the Ordinary Resolution as set out in Item no 3 of the Notice.

The Board of Directors recommends the resolution set forth in Item No. 3 for approval of the Member as an Ordinary Resolution.

#### **Item No. 4**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned hereinbelow with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up capital of Rs. Ten Crores or more, prior approval of shareholders must be obtained for entering into following Related Party Transactions:

1. Sale, purchase or supply of any goods or materials,
2. Selling or otherwise disposing of, or buying, leasing of property of any kind,
3. Availing or rendering of any services,
4. Appointment of any agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties,
5. Appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties.

The proviso to Section 188(1) also states that nothing in Section 188(1) will apply to any transaction entered into by the Company in the ordinary course of business and at arm's length basis. Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions.

For the smooth functioning of the operations of the company, the company, from time to time, needs funds. Further, at times the excess funds are deployed in companies in which the Director(s) of the Company are interested. The deployments of funds in such companies are at an arm's length basis. M/s Symbolic Inframart Private Limited had been infusing and intends to infuse funds and intends to involve in other transactions as are mentioned in Section

188(1) of the Companies Act, 2013 and Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 that may become material in nature as these transactions may exceed 10% of the net worth of the Company or may exceed the other perimeters/criteria's as are mentioned in applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto. Mr. Ramesh Kumar Gupta, Managing Director of the Company and Mr. Vijay Aggarwal, Director of the company are also the Directors of M/s Symbolic Inframart Private Limited.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length. Pursuant to the provisions of Section 188(1) of the Companies Act, 2013 and applicable Rules made thereunder and the SEBI (Listing and Disclosure) Regulations, 2015, the following contracts/arrangements/transactions require the approval of the unrelated shareholders of the Company by way of Ordinary resolution:

Sr. No	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from April 01, 2019 (Rs. in lacs)
1	Symbolic Inframart Private Limited	Mr. Ramesh Kumar Gupta and Mr. Vijay Aggarwal are the common Directors of both the Companies	100.00*

\* Expected maximum annual value of transactions per related party over the year

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The members are further informed that members of the Company being a related party or having any interest in the resolution as set out in Item No. 4 shall abstain on voting on this resolution whether the entity is a related party to the particular transaction or not.

Except M/s Symbolic Inframart Private Limited, Promoter and Mr. Ramesh Kumar Gupta, Managing Director and Mr. Vijay Aggarwal, Director of the Company, no other Director or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in passing of this resolution.

The Board of Directors recommends the resolution set forth in Item No. 4 for approval of the Member as an Ordinary Resolution.

#### Item No. 5

In order to make optimum use of funds available, if any, in the future, with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 5 Crores (Rupees Five Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in passing of this resolution.

The Board of Directors recommends the resolution set forth in Item No. 5 for approval of the Member as a Special Resolution.

**For and on Behalf of the Board of**  
**B. P. Capital Limited**  
Sd/-  
**Ramesh Kumar Gupta**  
Chairman

**Date: 30<sup>th</sup> August, 2019**  
**Place: Haryana**

## Director's Report

**Dear Members,**

Your Directors are delighted to present the 26<sup>th</sup> Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31<sup>st</sup> March, 2019.

### 1. Financial Results

The Financial Performance of your Company for the year ended March 31, 2019 is summarized below

(Amount in Rs. Thousand's)

Particulars	Financial Year ended	
	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Total Income	-	1
Total Expenditure	1956	2030
Profit before tax	(1956)	(2029)
Provision for tax	-	-
Deferred Tax Liabilities	1	2
Profit after Tax	(1957)	(2031)
Balance Profit/(Loss) of current year	(1957)	(2031)
Profit/(Loss) b/f of previous year	(3483)	(1453)
Balance of Profit/(Loss) carried to Balance Sheet	(5440)	(3483)
Paid-up Share Capital	30118	30118

### 2. Dividend

In view of losses incurred by the Company, your Directors regret their inability to recommended dividend on equity shares for the year under review.

### 3. Reserves

In view of losses incurred by the Company, no amount is proposed to be transferred to Reserves for the year under review.

### 4. Brief description of the Company's working during the year:

#### A. Review of Operations

During the year under review total revenue of the Company was Rs. NIL as against Rs. 1,144/- in the previous year. The company incurred a net loss (before tax) of Rs. 19,55,916/- against a net profit (before tax) of Rs. 20,28,306/- during the previous year. Your Directors are putting in their best efforts to improve the profitability of the Company.

#### B. Future Prospects

##### Merger

On May 26, 2015, the sole promoter of the Company, Mr. Peeyush Kumar Aggarwal has entered into a Share Purchase Agreement ("SPA") with M/s Symbolic Inframart Pvt Ltd (SIPL), a company incorporated under the Companies Act, 1956 for the sale of his entire shareholding constituting 4,24,400 equity shares of the face value of Rs. 10/- each representing 14.09% of the paid up share capital of the Company at a price of Rs. 10/- per share alongwith the complete change in control to M/s Symbolic Inframart Pvt Ltd,

Pursuant to the above SPA, the Acquirer came out with an Open Offer to the shareholders of the Company to acquire upto 7, 83,068 equity shares of Rs. 10/- each representing 26% of the present issued, subscribed and paid up capital of the company.

The acquirer, M/s Symbolic Inframart Pvt Ltd., is a Special Purpose Vehicle (SPV) of Diamond Group, a footwear manufacturers and marketers of footwear products in India and subsequent to the completion of Takeover Open Offer, proposes to consolidate its flagship company Diamond Footcare Udyog Private Ltd. into the Target Company, i.e., B. P. Capital Ltd., through merger/demerger or acquisition of holding. Your company, B. P. Capital Ltd., has applied to RBI for voluntary surrender of its Certificate of Registration with RBI to discontinue its activities as Non Banking Finance Company and got approval of RBI for the same vide RBI's order dated 06<sup>th</sup> October, 2016

As stated above, Mr. Peeyush Kumar Aggarwal (the erstwhile Promoter) has transferred its 4,24,400 equity shares to M/s Symbolic Inframart Private Limited pursuant to SPA entered into between Mr. Peeyush Kumar Aggarwal and M/s Symbolic Inframart Pvt. Ltd. Subsequent to the completion of open offer, M/s SIPL had appointed its representatives on the Board of B. P. Capital Limited (BPCL) and acquired control of BPCL pursuant to takeover open offer made by M/s SIPL.

Considering the above factors the Diamond Footcare Udyog Private Company (Transferor Company) and B.P. Capital Limited (Transferee Company) filed joint application with Hon'ble National Company Law Tribunal, Chandigarh Bench for the merger of these entity, the first motion application/petition was approved by the Tribunal vide its order dated 23<sup>rd</sup> October, 2018. Later on, the DFUPL (Transferor Company) filed an application with the Hon'ble National Company Law Tribunal, Chandigarh Bench for the withdrawal of the Scheme of Merger between DFUPL and BPCL vide Company Application No. 528/2019 read with CP (CAA) No. 03/Chd/Hry/2019 and the same has been allowed by the Hon'ble National Company Law Tribunal, Chandigarh Bench vide its order dated August 28, 2019 and the Merger Petition was dismissed as withdrawn. Now the Management of the Company is again planning to start the Finance Business and taking all steps to get the license of Non Banking Finance Company from Reserve Bank of India.

**5. Change in the nature of business, if any**

The company had surrendered its Certificate of Registration with Reserve Bank of India (RBI) to discontinue its activities as Non Banking Finance Company, and got the approval for the same vide RBI's order dated 06<sup>th</sup> October, 2016. However, during the year under review, there is no change in the nature of business of the company.

**6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

During the period between the end of the financial year of the company and the date of the report, there are no material changes and commitments which may affect the financial position of the company except to the fact Diamond Footcare Udyog Private Company (Transferor Company) has withdrawn the Scheme of Merger between DFUPL and BPCL vide Company Application No. 528/2019 read with CP (CAA) No. 03/Chd/Hry/2019 and the same has been allowed by the Hon'ble National Company Law Tribunal, Chandigarh Bench vide its order dated August 28, 2019 and the Merger Petition was dismissed as withdrawn.

**7. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future**

During the year, there is no significant and material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operations in future.

**8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements**

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

**9. Details of Subsidiary/Joint Ventures/Associate Companies**

The Company has no Subsidiary. During the year, no company has become or ceased as subsidiary/Joint-venture/Associate of the company.

**10. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement**

During the year, no consolidated financial statements have been prepared by the company as the Company has no subsidiary company.

**11. Public Deposits**

Your Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year under review. The details relating to deposits, covered under Chapter V of the Act is as under-

(a)		accepted during the year	Rs Nil
(b)		remained unpaid or unclaimed as at the end of the year	Rs Nil
(c)		whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	No
	(i)	at the beginning of the year	Rs Nil
	(ii)	maximum during the year	Rs Nil
	(iii)	at the end of the year	Rs Nil

**12. Auditors****A. Statutory Auditors:**

M/s. RMA & Associates LLP, Chartered Accountants, had been the statutory auditors of the Company and had been conducting Audit of your company since 2009-10. Pursuant to the provisions of section 139(2) which states that, "No listed Company or a company belonging to such class or classes of Companies as may be prescribed, shall appoint or re-appoint –

- (a) An individual as auditor for more than one term of five consecutive year; and
- (b) An audit firm as auditor for more than two terms of five consecutive years.

In terms of the said provisions and rules framed thereunder, M/s. RMA & Associates LLP, Chartered Accountants, Firm Registration no. 000978N have completed two terms of five consecutive years, therefore, the company has to appoint a fresh Audit Firm, to conduct audit of the company.

The Audit Committee, in its meeting held on 12th August 2019 had recommended the appointment of M/s. NemaniGarg Agarwal & Co., (Firm's Registration No. 010192N), Chartered Accountants, Delhi as the Statutory Auditors of the Company and the Board of Directors in their meeting held on 30th August 2019 have also recommended their appointment as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of 26<sup>th</sup> Annual General Meeting until the conclusion of 31<sup>st</sup> Annual General Meeting of the Company.

**Brief Profile of NemaniGarg Agarwal & Co.**

NemaniGarg Agarwal & Co. is a leading chartered accountancy firm rendering comprehensive professional services which include Audit, Management Consultancy, Tax Consultancy, Accounting Services, Manpower Management, Secretarial Services etc.

NemaniGarg Agarwal & Co. is a professionally managed firm. The team consists of distinguished Chartered Accountants, Corporate Financial Advisors and Tax Consultants. The firm represents a combination of specialized skills, which are geared to offers sound financial advice and personalized proactive services. Those associated with the firm have regular interaction with industry and other professionals which enables the firm to keep pace with contemporary developments and to meet the needs of its clients.

Your company has received written consent of the auditor to such appointment in terms of Section 139 & 141 of the Companies Act, 2013, as amended, and have also obtained a certificate in terms of Rule 3 & 4 of the Companies (Audit & Auditors) Rules, 2014, to the effect that it is eligible for appointment and is not disqualified for appointment under the act, Chartered Accountants Act, 1949, and rules and regulations made thereunder; the proposed appointment is as per the term provided under the Act; the proposed appointment is within the limits laid down by or under the authority of the Act; and that there are no proceedings against the firm or any partner of the firm pending with respect to professional matter of conduct before the Institute of Chartered Accountants of India or other competent authority or court; that they satisfy the criteria as provided under section 141 and other provisions, if any, of the Companies Act, 2013.

Further pursuant to the provisions of section 139 read with Rules framed thereunder, the resolution appointing M/s. NemaniGarg Agarwal & Co as the Auditor, is being placed for consideration by the members in the ensuing Annual General Meeting.

**Auditors' Report**

The comments on statement of accounts referred to in the report of the Auditors are self explanatory. Auditor Report does not contain any qualification, reservation or adverse remark.

**B. Secretarial Auditors:**

As required under Section 204 of the Companies Act, 2013 and Rules thereunder, the Board has appointed M/s. Kundan Agrawal & Associates, Practising Company Secretaries, as Secretarial Auditor of the Company for the FY 2018-19.

**Annual Secretarial Compliance Report & Secretarial Audit Report**

SEBI Vide its circular bearing no. CIR/CFD/CMD1/27/2019 dated February 8, 2019 mandated that all listed entities in addition to Secretarial Audit, on an annual basis, require a check by the PCS on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder.

In compliance with the said circular, M/s. Kundan Agarwal & Associates, Company Secretaries, the secretarial auditors of the Company examined the compliance of all applicable SEBI Regulations and circulars / guidelines and provided their report. The Secretarial Auditors vide their report dated 29th May 2019, have reported that your company has maintained proper records under the provisions of SEBI Regulations and Circulars / Guidelines issued thereunder.

There are no qualifications, reservations, adverse remarks or disclaimers given by the Secretarial Auditor in the Report except to the fact that the Company has not paid the Annual Listing Fees of BSE.

In order to ensure the proper compliance of SEBI (LODR) Regulations, 2015, the Company had duly paid the outstanding listing fees of BSE and at present no listing fees of BSE is pending.

The company has also obtained a certificate from M/s Kundan Agrawal & Associates, Practising Company Secretary confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such Statutory Authority.

The Annual Secretarial Compliance Report and the Secretarial Audit Report and certificate regarding disqualification of Directors for the F. Y. 2018-19 is provided as ("**Annexure-1(A), 1(B) & 1(C)**") respectively.

**C. Internal Auditor:**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed M/s Sanghi & Co. as Internal Auditor for the financial year 2018-19.

**Internal Financial Control and Their Adequacy**

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

The Company has an adequate internal controls system commensurate with its size and the nature of its business. All the transactions entered into by the Company are duly authorized and recorded correctly. All operating parameters are monitored and controlled. The top management and the Audit Committee of the Board of Directors review the adequacy and effectiveness of internal control systems from time to time.

**14. Share Capital**

<b>A</b>	<b>Issue of equity shares with differential rights:</b>	During the year, company has not issued any equity shares with differential rights.
<b>B</b>	<b>Issue of sweat equity shares</b>	During the year, company has not issued any Sweat equity shares.
<b>C</b>	<b>Issue of employee stock options</b>	During the year, company has not issued employee stock options.
<b>D</b>	<b>Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees</b>	Rs Nil
<b>E</b>	<b>Bonus Shares</b>	No bonus shares were issued during the year under review.

**15. Extract of the annual return (MGT-9)**

The extract of the annual return in Form No. MGT-9 is annexed herewith (“Annexure 2”).

**16. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**A) Conservation of energy**

The requirements of disclosures with regard to Conservation of Energy in terms of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable to the Company since it doesn't own any manufacturing facility.

However, the company has undertaken various energy efficient practices which has strengthened the Company's commitment towards becoming an environment friendly organization. The Company makes all efforts towards conservation of energy, protection of environment and ensuring safety. As far as possible, company is utilizing alternate sources of energy.

**(B) Technology absorption**

The business of the company is not technology driven. No technology has been imported. There is nothing to be disclosed on account of technology absorption.

**(C) Foreign exchange earnings and Outgo during the year:**

	<b>Rs</b>
Foreign Exchange Earned in terms of actual inflows	Nil
Foreign Exchange outgo in terms of actual outflows	Nil

**17. Corporate Social Responsibility (CSR)**

In terms of section 135(1) of the Companies Act, 2013, the provisions of Corporate Social Responsibility are not applicable to the Company.

**18. DIRECTORS AND KEY MANAGERIAL PERSONNEL****A) Changes in Directors and Key Managerial Personnel**

During the year under review, there has been no change in the Directors and Key Managerial Personnel of the Company.

However, Ms. Sakshi Gupta has resigned from the post of Company Secretary w.e.f. 13<sup>th</sup> June, 2019 due to some personal reasons. The Board places on records its deep appreciation for the valuable contribution made by her during her association with the Company.

**B) Director liable to retire by Rotation**

Mr. Ramesh Kumar Gupta, Managing Director of the Company (DIN: 00047724) is liable to retire by rotation as per the provisions of Section 152 (6) of the Companies act, 2013 and rules made thereunder.

**The Brief profile of Mr. Ramesh Kumar Gupta is as under:**

Mr. Ramesh Kumar Gupta, S/o Mr. Om Prakash Gupta, aged 60 years, is a Commerce graduate from prestigious University. He holds an experience of 30 years in the manufacturing and marketing of footwear products. He is known for making prompt but informed decisions for the purpose of exploiting the opportunities at the earliest.

Mr. Ramesh Kumar Gupta does not hold Directorship in any public limited company.

He does not hold any shares in the company. He is not related to any of the Director of the company as per the definition of relative as per Section 2 (77) of the Companies Act, 2013.

**C) Shareholding of Directors**

None of the Directors holds any shares in the Company.

**B. Appointment of Independent Directors**

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, your Company has requisite number of Independent Directors on its Board. Your Company has duly complied with the requirements of the said provisions for appointment of Independent Directors during the year under review.

**C. Declaration by Independent Directors**

Your Company has received necessary declaration from each Independent Director of the Company under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that they meet with the criteria of independence as prescribed under the aforesaid Section and Regulation.

**D. Formal Annual Evaluation**

In compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and Individual Directors including the Chairman of the Board. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The evaluation of Independent Directors was carried out by the entire Board and that of the Chairman and Non – Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

**19. Number of meetings of the Board of Directors**

Six meetings of the Board of Directors were held during the year on 28.05.2018, 13.08.2018, 01.09.2018, 13.11.2018, 13.02.2019, 25.03.2019.

One separate meeting of Independent Directors of the Company was held on 25.03.2019.

**20. Committees of the Board**

The details of committees constituted by the Board as per the requirement of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are:

- \* Audit Committee
- \* Stakeholders' Relationship Committee
- \* Nomination and Remuneration Committee

As per the provisions of SEBI (Listing Obligation and Disclosure Requirements), 2015 the Risk Management Committee was not applicable to the company and therefore the Board decided to dissolve the same.

Details of the said Committees alongwith their charters, compositions and meetings held during the year are provided in the Report of Corporate Governance as a part of this Annual Report.

**Recommendation of Audit Committee**

During the year under review, there were no instances of non-acceptance of any recommendation of the Audit Committee by the Board of Directors.

**21. Board Evaluation**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board Evaluation framework. The Companies Act, 2013 provides that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The performance of the Board was evaluated by the Board on the basis of Performance Evaluation Policy formulated by the Board and after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of Committee meetings, etc. and on such further criteria as is set out in the Performance Evaluation Policy (as per "Annexure-3") formulated by the Nomination and Remuneration Committee and approved by the Board to evaluate the performance of the Board and its Committees.

In a separate meeting of Independent Directors held on 25.03.2019, performance of non-Independent Directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

Based on the outcome of performance evaluation for the financial year 2018-19, further measures/actions have been suggested to improve and strengthen the effectiveness of the Board and its Committees.

## **22. Policy on Directors' Appointment and Remuneration**

Your Company has a policy to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2019, the Board consisted of 4 members and out of which 1 is an Executive Director, 2 are Independent Directors including 1 Woman Director and 1 is a Non Executive Director.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director, and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is attached as "Annexure – 4" to the Board Report. Further the remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company.

## **23. Risk management policy and Internal Control**

The Company has adopted a Risk Management Policy duly approved by the Board and also has in place a mechanism to identify access, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

## **24. Whistle Blower Policy and Vigil Mechanism**

Your Company has established a "Whistle Blower Policy" and Vigil Mechanism for directors and employees to report to the appropriate authorities concerns about the unethical behavior actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the company. The same can be accessed at the link <http://www.bpcapital.in/investor.html>

## **25. Particulars of loans, guarantees or investments under Section 186**

Particulars and details of loans given, investments made or guarantees given and securities provided, if any, are given in the Notes to the Financial Statements.

**26. Contracts and arrangements with related parties**

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website [http://www.bpcapital.in/pdfs/Related\\_Party\\_Transaction.pdf](http://www.bpcapital.in/pdfs/Related_Party_Transaction.pdf) Pursuant to Section 134(3)(h) of the Companies Act, 2013 and Rules made there under, particulars of transactions with related parties as required under section 188(1) of the Companies Act, 2013 are mentioned in the prescribed Form AOC-2 which is annexed herewith as "Annexure-5". The details of the transactions with related parties are provided in Notes to Financial Statements.

**28. Corporate Governance:**

Your Company has been benchmarking itself with well established Corporate Governance practices besides strictly complying with the requirements of Regulation 17 to 27 and any other applicable Regulation of the SEBI under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

A separate "Report on Corporate Governance" together with requisite certificate obtained from Statutory Auditors of the Company, confirming compliance with the provisions of Corporate Governance as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report.

**29. Directors' Responsibility Statement**

Pursuant to Section 134(3)(c) read with 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and belief confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2019, the applicable accounting standards had been followed and no material departures have been made from the same;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year i.e. on 31<sup>st</sup> March, 2019 and of the profit or loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating efficiently; and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**30. Particulars of Employees**

There are no employees employed throughout the financial year who were in receipt of remuneration of Rs. 60 Lacs or more or employed for part of the year who were in receipt of remuneration of Rs. 5 lacs or more a month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014.

Disclosure u/s 197(12) and Rule 5(1) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as "Annexure – 6".

During the year under review, none of the Directors of the Company has received remuneration from the Company. The Nomination and Remuneration Committee of the Company has affirmed in its meeting held on March 25, 2019 has affirmed that the remuneration paid to the Senior Management Employee/KMPs is as per the remuneration policy of the Company.

**32. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder**

Pursuant to the provisions of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

**33. Human Resources**

Your Company treats its “human resources” as one of its most important assets. We focus on all aspects of the employee lifecycle. This provides holistic experience for the employees as well. During their tenure at the Company, employees are motivated through various skill development programs. We create effective dialogue through our communication channels to ensure effective dialogue through our communication channels to ensure that feedback reach the relevant team, including leadership.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

**34. Segment-wise performance**

The Company is into single reportable segment only.

**35. Management Discussion and Analysis**

The Management Discussion and Analysis Report on the business of the Company and performance review for the year ended March 31, 2019, as stipulated in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate report which forms part of the Report.

**36. Acknowledgements**

Your Directors are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express their sincere appreciation for their continues co-operation and assistance. We look forward for their continued support in future.

Your directors would like to express their sincere appreciation for the assistance and cooperation received from banks, customers, vendors, Government, members and employees during the year under review.

Finally, the Directors thank you for your continued trust and support.

**For and on Behalf of the Board  
Of B. P. Capital Limited**

**Date:30<sup>th</sup> August, 2019  
Place: Haryana**

**Sd/-  
Ramesh Kumar Gupta  
Chairman  
DIN: 00047724**

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## INDUSTRY AND ECONOMY OVERVIEW

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

## B.P. CAPITAL LIMITED OVERVIEW

B.P. Capital Limited was registered as NBFC Company with RBI but was not carrying any major activity for long hence the shareholders of the Company are not getting any return on their investment. Further, the Company had also surrendered its NBFC certificate with RBI. Diamond FootcareUdyog Private Limited (DFUPL) is one of the leading footwear manufacturer in India. It has massive manufacturing facility at Footwear Park, Bahadurgarh, Haryana. The management of DFUPL has acquired the management and control of BPCL by giving an open offer in terms of SEBI (SAST) Regulations, 2011 and also decided to surrender the NBFC Licensee of BPCL to initial the footwear business in it. The RBI vide its order dated 6<sup>th</sup> October, 2016 cancelled the NBFC License of BPCL and hence, the management of the two companies decided to implement the plan of merger OF the two companies and transfer the Footwear business of DFUPL to BPCL as a going concern along with its brand and goodwill.

Considering the above factors the Diamond FootcareUdyog Private Company (Transferor Company) and B.P. Capital Limited (Transferee Company) filed joint application with Hon'ble National Company Law Tribunal, Chandigarh Bench for the merger of these entity, the first motion application/petition was approved by the Tribunal vide its order dated 23<sup>rd</sup> October, 2018. Later on, the DFUPL (Transferor Company) filed an application with the Hon'ble National Company Law Tribunal, Chandigarh Bench for the withdrawal of the Scheme of Merger between DFUPL and BPCL vide Company Application No. 528/2019 read with CP (CAA) No. 03/Chd/Hry/2019 and the same has been allowed by the Hon'ble National Company Law Tribunal, Chandigarh Bench vide its order dated August 28, 2019 and the Merger Petition was dismissed as withdrawn. Now the Management of the Company is again planning to start the Finance Business and taking all steps to get the license of Non Banking Finance Company from Reserve Bank of India.

## OPPORTUNITIES AND THREATS

- The reform in the bankruptcy laws for exits of various corporations to release locked up resources for which the Government has already reformulated an 'Insolvency and Bankruptcy Code, 2016' and now, its efficient implementation will matter the most.
- Strengthening of the legal basis for Aadhaar scheme and allow inter-operability to encourage digitalization payments for the efficient functioning of government schemes to achieve inclusion and equity. Now, the Aadhaar scheme has a legal backup through the Aadhaar Act, which is already passed by the Parliament.
- The focus of the government should be on competitive and cooperative federalism which presents a great potential to attract skills, investment and technology.
- The Government should focus on those agendas of structural reforms which are yet to be finished after the demonetisation drive of high-value currencies.
- To again enter into Finance Business and take the license from the Reserve Bank of India to work as Non Banking Finance Company.
- The Growth of the Company might be affected till the time the license from the Reserve Bank of India to work as Non Banking Finance Company has not been obtained because at present the Company does not have any business.

## OUTLOOK

India's economy became the world's fastest growing major economy in the last quarter of 2014, surpassing the People's Republic of China.

The long-term growth prospective of the Indian economy is positive due to its young population, corresponding low dependency ratio, healthy saving and investment rates, and increasing integration into the global economy. The Indian economy has the potential to become the world's 3rd-largest economy by the next decade, and one of the two largest economies by mid-century. The International Monetary Fund (IMF) described the Indian economy as the "bright spot" in the global landscape. India topped the World Bank's growth outlook for the first time in fiscal year 2015-16, during which the economy grew 7.6%. Growth is expected to have declined slightly to 7.1% for the 2016-17 fiscal year. According to the IMF, India's growth is expected to rebound to 7.2% in the 2017-18 fiscal and 7.7% in 2018-19.

India has one of the fastest growing service sectors in the world with an annual growth rate above 9% since 2001, which contributed to 57% of GDP in 2012-13. India has become a major exporter of IT services, Business Process Outsourcing (BPO) services, and software services with \$167.0 billion worth of service exports in 2013-14. This is the

fastest-growing part of the economy. The IT industry continues to be the largest private-sector employer in India. India is the third-largest start-up hub in the world with over 3,100 technology start-ups in 2014–15. The agricultural sector is the largest employer in India's economy but contributes to a declining share of its GDP (17% in 2013–14). India ranks second worldwide in farm output. The industry sector has held a steady share of its economic contribution (26% of GDP in 2013–14). The Indian automobile industry is one of the largest in the world with an annual production of 21.48 million vehicles (mostly two and three wheelers) in 2013–14. India had \$600 billion worth of retail market in 2015 and one of world's fastest growing e-commerce markets.

India's two largest stock exchanges, Bombay Stock Exchange and National Stock Exchange of India, had a market capitalisation of US\$1.71 trillion and US\$1.68 trillion as of February 2015, which rank 11th and 12th in the world according to the World Federation of Exchanges. India is also home to the world's third-largest billionaires pool with 111 billionaires in 2016 and the fourth-largest number of ultra-high-net-worth households that have more than US\$100 million.

According to PWC's Report *The World in 2050*, India's nominal GDP could outpace the United States', making India the world's largest economy as early as 2040. The projection also sees India doubling its GDP from around \$2.2 trillion to about \$5 trillion by 2025. These estimates result from two significant metrics. Firstly, recent economic booms in states like Maharashtra and Karnataka have contributed to an overall national nominal GDP exceeding \$1 trillion in the late 2000s. Secondly, the median age for an Indian citizen is 27, leading projections to estimate a dependency ratio of .4 in the coming decades. These two facets drive diverse private sector growth and contribute to a robust Indian workforce.

By 2025, median Indian household income could approach \$4.1K. The PWC clarifies this as a 125% growth in GDP per capita.

## RISK & CONCERNS

A company in its normal course of working takes on many risks. At present the Company does not have any business however the Company may continue to work as Non-Banking Finance Company. In Non-Banking Finance Company the risks that are most important are operational risk, credit risk and competition risk. The identification, monitoring and mitigation of these risks are integral to the success of the company.

**Operational risk management-** This is a risk that may arise in inadequate internal controls and systems which result in operation errors and may lead to financial losses. The company has automated most of the processes to mitigate this risk to maximum. All company processes have a SOP (Standard Operating Procedure) which ensures clarity and efficiency in all processes. Most processes have been quantified to ensure that they can measure in the most effective way. Frequent review systems of these systems have been set to make sure they are up to date. The board also has an operations review committee looking into operational management.

**Credit risk management-** Credit is the risk that might arise due to a customer's willingness or ability to meet the contractual obligations. The company has always maintained strict credit norms and processes to ensure financial assistance is granted only to able borrowers. This year with the help of technology we were able to make 90% of the process automated and reduced the turn-around time by 60%. This has helped low credit slippages. With the strengthening of the legal system we hope further decrease this.

**Competition risk management-** The financial services space in the country is very competitive. With RBI allowing more types of financial institutions such as small finance bank and payments bank to be formed the competition has become even more severe. This is one of the main risks that the company needs to address. This is only mitigated through active market research and innovation in products. The company is actively involved in market research and is forming the base so that speed to launch new products is drastically reduced. IT will be a big enabler in mitigating the competition risk.

**Liquidity risk-** Liquidity risk is the risk of not honoring liabilities to different financial and nonfinancial institutions. This risk can result in shortfall and cash flow and can permanently damage the credibility of a company. To mitigate this risk there is a special treasury team to manage this issue who reports directly to the managing director. The company has tapped various means of funding such as term loans, working capital limits, nonconvertible debentures and cash credit limits.

## FUTURE PROSPECTS

On May 26, 2015, the sole promoter of the Company, Mr. Peeyush Kumar Aggarwal has entered into a Share Purchase Agreement ("SPA") with M/s Symbolic Inframart Pvt Ltd (SIPL), a company incorporated under the Companies Act, 1956 for the sale of his entire shareholding constituting 4,24,400 equity shares of the face value of Rs. 10/- each representing 14.09% of the paid up share capital of the Company at a price of Rs. 10/- per share alongwith the complete change in control to M/s Symbolic Inframart Pvt Ltd,

Pursuant to the above SPA, the Acquirer came out with an Open Offer to the shareholders of the Company to acquire upto 7, 83,068 equity shares of Rs. 10/- each representing 26% of the present issued, subscribed and paid up capital of the company.

The acquirer, M/s Symbolic Inframart Pvt Ltd., is a Special Purpose Vehicle (SPV) of Diamond Group, a footwear manufacturers and marketers of footwear products in India and subsequent to the completion of Takeover Open Offer, proposes to consolidate its flagship company Diamond Footcare Udyog Private Ltd. into the Target Company, i.e., B. P. Capital Ltd., through merger/demerger or acquisition of holding. Your company, B. P. Capital Ltd., has applied to RBI for voluntary surrender of its Certificate of Registration with RBI to discontinue its activities as Non Banking Finance Company and got approval of RBI for the same vide RBI's order dated 06<sup>th</sup> October, 2016

As stated above, Mr. Peeyush Kumar Aggarwal (the erstwhile Promoter) has transferred its 4,24,400 equity shares to M/s Symbolic Inframart Private Limited pursuant to SPA entered into between Mr. Peeyush Kumar Aggarwal and M/s Symbolic Inframart Pvt. Ltd. Subsequent to the completion of open offer, M/s SIPL had appointed its representatives on the Board of B. P. Capital Limited (BPCL) and acquired control of BPCL pursuant to takeover open offer made by M/s SIPL. Considering the above factors the Diamond Footcare Udyog Private Company (Transferor Company) and B.P. Capital Limited (Transferee Company) filed joint application with Hon'ble National Company Law Tribunal, Chandigarh Bench for the merger of these entity, the first motion application/petition was approved by the Tribunal vide its order dated 23<sup>rd</sup> October, 2019. Later on, the DFUPL (Transferor Company) filed an application with the Hon'ble National Company Law Tribunal, Chandigarh Bench for the withdrawal of the Scheme of Merger between DFUPL and BPCL vide Company Application No. 528/2019 read with CP (CAA) No. 03/Chd/Hry/2019 and the same has been allowed by the Hon'ble National Company Law Tribunal, Chandigarh Bench vide its order dated August 28, 2019 and the Merger Petition was dismissed as withdrawn. Now the Management of the Company is again planning to start the Finance Business and taking all steps to get the license of Non Banking Finance Company from Reserve Bank of India.

### **INTERNAL CONTROL SYSTEM**

The Company has adequate internal audit and control systems. Internal auditors comprising of professional firm of Chartered Accountants has been entrusted with the job to regular conduct the internal audit and report to the management the lapses, if any. Both internal auditors and statutory auditors independently evaluate the adequacy of internal control system. Based on the audit observations and suggestions, follow up, remedial measures are being taken including review thereof. The Audit Committee of Directors in its periodical meetings, review the adequacy of internal control systems and procedures and suggests areas of improvements.

In view of the changes in Companies Act, the Company has taken additional measures from the financial year 2014-15 to strengthen its internal control systems. Some of the additional measures in this regard are strengthening background verification process of new joiners, whistle blower policy and strengthening the process of risk assessment.

The organization is well structured and the policy guidelines are well documented with pre defined authority. The Company has also implemented suitable controls to ensure that all resources are utilized optimally, financial transactions are reported with accuracy and there is strict adherence to applicable laws and regulations. The Company has put in place adequate systems to ensure that assets are safeguarded against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported.

The Audit Committee of Directors in its periodical meetings, reviews the adequacy of internal control systems and procedures and suggests areas of improvements. Needless to mention, that ensuring maintenance of proper accounting records, safeguarding assets against loss and misappropriation, compliance of applicable laws, rules and regulations and providing reasonable assurance against fraud and errors will continue to remain central point of the entire control system.

### **HUMAN RESOURCES**

Human resource is considered as key to the future growth strategy of the Company and looks upon to focus its efforts to further align human resource policies and processes to meet its business needs. The Company aims to develop the potential of every individual associated with the Company as a part of its business goal. Respecting the experienced and mentoring the young talent has been the bedrock for the Company's growth.

Human resources are the principal drivers of change. They push the levers that take futuristic businesses to the next level of excellence and achievement.

### **CAUTIONARY STATEMENT**

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied. Important factors that could make the difference to the Company's operations include cyclical demand and pricing in the Company's principal markets, changes in Government Regulations, tax regimes, economic developments within India and other incidental factors.

**For and On Behalf of the Board  
of B. P. Capital Limited**

**Sd/-**

**Ramesh Kumar Gupta  
Chairman**

**DIN:00047724**

**Date: 30<sup>th</sup> August, 2019  
Place: Haryana**

## Report on Corporate Governance

### Philosophy on Code of Corporate Governance

Your Company stand committed to good Corporate Governance - transparency, accountability, disclosure and independent supervision to increase the value to the stakeholders. The Company is committed to transparency in all its dealings with shareholders, employees, the Government and other parties and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and increasing long-term shareholder value, keeping in view the interests of the company's stakeholders. Your company believes that Corporate Governance is a powerful tool for building trust and long-term relationship with stakeholders, employees, customers and suppliers. The Company has consistently endeavored to be transparent in all areas of its operations.

Corporate Governance to the Company is not just a compliance issue but central guiding principle for everything it does. It's a way of thinking, way of conducting business and a way to steer the organization to take on challenges for now and for the future. The following report on the implementation of the Corporate Governance code is a sincere effort of the Company to follow the Corporate Governance Principles in its letter and spirit.

Your Directors are committed to good Governance practices and the company has been sharing all important information about its various business segments and operations of the company through Directors Report, Quarterly Results, Chairman's Statement and Annual Reports. Further as required by the Listing Agreement, report on Corporate Governance is given below:

### Board of Directors

The Company is managed by well- qualified professionals. All directors are suitably qualified, experienced and competent .The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefited by the experience and skills of the Board of Directors. As on 31<sup>st</sup> March, 2019, the Board of Directors consists of four members, comprising of one Managing Director, one Non Executive Director and Two Non Executive Independent Directors including Women Director. The Board's composition meets the stipulated requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors hold directorship in more than ten public limited companies or act as an Independent Director in more than seven Listed Companies, and act as a member of more than ten or Chairman of more than five Committees as on 31<sup>st</sup> March, 2019 across all public limited companies in which they are Directors.

### Board Meetings

The Board of Directors formulates the business policies of the company, reviews the performance and decides on the main issues concerning the company. During the year under review, Six Board Meetings were held on 28<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 01<sup>st</sup> September, 2018, 13<sup>th</sup> November, 2018, 13<sup>th</sup> February, 2019 and 25<sup>th</sup> March, 2019.

Details of attendance of each Director at various meetings of the Company are as follows:

Name	Category and Designation	No. of Board Meeting		Whether attended last AGM Yes/No	No. of Committees Chairmanship/Member ship of Board Committees* (as on 31st March, 2019)		Number of Directorships Held in other Public Companies	No. of Shares and convertible instruments held by Executive/ Non-Executive Directors
		Held	Attended		Chairman	Members		
Mr. Ramesh Kumar Gupta	Executive and Managing Director	6	6	Yes	0	2	0	NIL
Mr. Vijay Aggarwal	Non Executive and Non Independent Director	6	6	Yes	1	0	0	NIL
Mr. Hitesh Gupta	Non Executive and Independent Director	6	6	Yes	1	1	0	NIL
Mrs. Anuradha Srivastav	Non Executive & Independent Director	6	6	Yes	0	1	0	NIL

\* As per the requirements of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chairmanship and Membership of the Audit Committee and Stakeholders' Relationship Committees in other Public Limited Companies is mentioned only.

The Board of Directors has complete access to any information within the Company. At the Board Meetings, Directors are provided with all the relevant information on important matters, working of the Company as well as related details that require deliberations by the members of the Board.

#### **OUTSIDE DIRECTORSHIPS/COMMITTEE POSITIONS OF DIRECTORS AS ON MARCH 31, 2019**

<b>Name of the Directors</b>	<b>In Listed Companies</b>	<b>Name of the Listed Entity and category</b>	<b>In unlisted Public Limited companies</b>	<b>As Chairman/ Member of Board Committees</b>
Ramesh Kumar Gupta	Nil	Not Applicable	Nil	Not Applicable
Hitesh Gupta	Nil	Not Applicable	Nil	Not Applicable
Vijay Aggarwal	Nil	Not Applicable	Nil	Not Applicable
AnuradhaSrivastav	Nil	Not Applicable	Nil	Not Applicable

a) Private Limited companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.

b) None of the directors is a member in neither more than 10 Committees, nor a Chairman in more than 5 Committees across all the companies in which he is a Director.

#### **Relationship between Directors**

None of the Directors are related to each other as per the definition of "Relative" prescribed in Section 2 (77) of the Companies Act, 2013.

#### **Induction and Familiarisation Programme for Independent Directors**

On appointment, the concerned Directors is issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization programme. The programme aims to familiarize the Directors with their role, rights and responsibilities, nature of business model of the Company, etc.

The Details of the familiarisation programme held for the Independent Directors are available on the Company's website i.e. <http://www.bpcapital.in/investor.html>.

#### **Skill/expertise/competencies of the Board of Directors**

The following is the list of core skills/expertise/competencies identified by the Board of Directors:

- Knowledge of Companies policies and culture including the knowledge of industry in which the Company operates
- Business Strategy, Corporate Governance, Administration, Decision Making
- Financial and Management Skills
- Technical Skills and Specialized Knowledge in relation to Company's business

#### **Certificate from Practising Company Secretary**

The company has obtained a certificate from M/s Kundan Agrawal & Associates, Practising Company Secretary confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such Statutory Authority.

#### **Independent Directors**

The tenure of Independent Directors is in accordance with the Companies Act, 2013 and Listing Regulations.

In the opinion of the Board, and as per the confirmation received from the Independent Directors, the Independent Directors fulfill the conditions specified in the Listing regulations and that of Companies Act, 2013 and are independent of the management.

### **Independent Directors' Meeting**

In compliance with Section 149(8) of the Companies Act, 2013, read alongwith Schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, one separate meeting of Independent Directors of the Company was held on 25<sup>th</sup> March, 2019. The meeting was conducted in an informal manner without the presence of Managing Director, the Non Executive Non Independent Director or any other Management Personnel.

During the year under review, the Independent Directors met inter alia, to:

1. Review the performance of non-independent directors and the Board as a whole.
2. Review the performance of the Chairman of the company, taking into account the views of executive directors and non executive directors.
3. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

### **Performance Evaluation**

In compliance with the provisions of the Companies Act, 2013 and as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted a formal mechanism for evaluation of its performances as well as that of its committees and Individual Directors, including the Chairman of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and other criteria as set out in Performance Evaluation Policy.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### **Information supplied to the Board**

The Board has complete access to all information with the Company, which inter alia includes:-

- Quarterly results and results of operations of the company.
- Financing Plans of the Company
- Minutes of the meeting of the Board of Directors, Committee Meetings, etc
- Details of any agreement entered into by the Company
- Compliance or non compliance of any regulatory or statutory nature or listing requirements and investor grievances, if any

The information pertaining to mandatory items as specified in the listing Regulations, Companies Act, 2013 and other applicable Laws, alongwith other business issues, is regularly provided to the Board, as part of the agenda papers.

### **Board Committees**

#### **I. Audit Committee**

The role and terms of reference of the Audit Committee are in accordance with Regulation 18 and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. This, inter alia, includes the overview of Company's financial reporting process, review of quarterly, half yearly and annual financial statements, review of internal control and internal audit systems, engage consultants who can analyze/review the internal practices and give a report thereon to the audit committee from time to time in respect of Company's Financial Reporting and controls thereto, recommendation for appointment, remuneration and terms of appointment of auditors of the company, review and monitor the auditors' independence, approval of any subsequent modification of transactions with the related parties, scrutiny of inter corporate loans and investments, etc.

During the year under review, Five Audit Committee Meetings were held on 28<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 01<sup>st</sup> September, 2018, 13<sup>th</sup> November, 2018, 13<sup>th</sup> February, 2019. The Committee is headed by a Non Executive Independent Director. The Chairman of the Audit Committee was present at the last AGM held on 29.09.2018.

Details of attendance of each members of the Audit Committee are as under:

Name of the Director	Category	Number of meetings during the financial year 2018-19	
		Held	Attended
Mr. Hitesh Gupta	Non Executive- Independent Director, Chairman	5	5
Mr. Ramesh Kumar Gupta	Executive Director, Member	5	5
Ms. AnuradhaSrivastav	Non Executive- Independent Director, Member	5	5

The Audit Committee Meetings are also attended by the Company Secretary of the Company. The Company Secretary of the Company also acts as the Secretary of the Audit Committee.

The role of the audit committee shall include the following:

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee;

The audit committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses; and
- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

## (6) statement of deviations:

- (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**II. Nomination and Remuneration Committee**

The constitution and terms of reference of the Committee are as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 and Part D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The broad terms of reference of the Nomination and Remuneration Committee (NRC), inter alia, are as follows:

- a. Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of directors, key managerial personnel and other employees..
- b. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- c. Devising a policy on diversity of board of directors.
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal
- e. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

One meeting of Nomination and Remuneration Committee was held on 25<sup>th</sup> March, 2019.

The Composition of the Nomination and Remuneration Committee (NRC) as on March 31, 2019 and the attendance of each member at the Nomination and Remuneration Committee Meetings held during the quarter is as given below:

Name of the Director	Category	Number of meetings during the financial year 2018-19	
		Held	Attended
Mr. Hitesh Gupta	Non Executive & Independent Director, Chairman	1	1
Mr. Vijay Aggarwal	Non Executive & Non Independent Director, Member	1	1
Mrs. Anuradha Srivastav	Non Executive & Independent Director, Member	1	1

**Performance Evaluation**

The Nomination and Remuneration Committee had laid down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and Committees of the Board of Directors. The assessment was carried on the basis of following criteria:

1. Valuable Input Provided;
2. Dedication and Commitment;
3. Industry Knowledge;
4. Raising of Concern;
5. Compliances under Companies Act;
6. Contribution to development of strategy and to risk management.
7. Updates with the latest developments.
8. Communication with other Board members, senior management and others.

**Remuneration of Directors**

During the year under review, none of the Non Executive Directors has entered into pecuniary relationship or transaction with the Company.

The detailed criteria for making remuneration to Non- executive Director is mentioned in the Nomination and Remuneration Policy of the Company and is displayed at the website of the Company at [www.bpcapital.in/investor.html](http://www.bpcapital.in/investor.html).

At present, none of the Executive and Non- Executive Directors is drawing any remuneration from the Company.

As on 31<sup>st</sup> March, 2019, none of the Directors hold any equity shares of the Company.

During the financial year 2018-19, the Company did not come out with any Stock Options plans and such no Stock Options were granted to any of the Directors.

**III. Stakeholders' Relationship Committee:**

In Compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the Board has formed an "Stakeholders' Relationship Committee". Stakeholders' Relationship Committee reviews the redressal of grievances of stakeholders pertaining to the requests/complaints of the shareholders related to transfer/transmission of shares, Dematerialization/ Rematerialisation of shares, non-receipt of annual reports, non-receipt of dividend, recording the change of address and to deal with all related matters. The Minutes of the Committee are circulated to the Board of Directors.

The role of the committee shall inter-alia include the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The committee met 5 times during the year i.e as on 13<sup>th</sup> April, 2018, 17<sup>th</sup> July, 2018, 21<sup>st</sup> September, 2018, 17<sup>th</sup> October, 2018 and 17<sup>th</sup> January, 2019.

The Composition of the Committee as on 31<sup>st</sup> March, 2019 and details of attendance of the Committee members at the meetings are as follows:

Name of Members	Status	Number of meetings during the financial year 2018-19	
		Held	Attended
Mr. Vijay Aggarwal	Non Executive & Non Independent Director, Chairman	5	5
Mr. Hitesh Gupta	Non Executive & Independent Director, Member	5	5
Mr. Ramesh Kumar Gupta	Executive Director, Member	5	5

Ms. Sakshi Gupta, the Company Secretary was the Compliance Officer of the Company. However, due to some personal reasons she resigned w.e.f. 13<sup>th</sup> June, 2019.

Details of Investor complaints received and redressed during the Financial Year 2018-19 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
NIL	2	2	NIL

**Annual General Meetings**

The details of last three Annual General Meetings are as follows:

Year	Date	Venue	Time
2016	30.09.2016	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001	10.30 A.M.
2017	29.09.2017	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001	10.30 A.M.
2018	29.09.2018	Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana - 124507	09:00 A.M.

**Special Resolutions passed during the last three Annual General Meetings:**

The following special resolutions have been passed by the shareholders of the company in the previous three Annual General Meetings:

Sr. No.	Particulars of Special Resolutions passed	AGM/Hon'ble NCLT, Chandigarh convened meeting details
1.	Appointment of Mr. Ramesh Kumar Gupta, as a Managing Director of the Company	24 <sup>th</sup> AGM held held on 29.09.2017
2.	Reclassification of Mr. Peeyush Kumar Aggarwal from Promoter & Promoters Group to Public Category	24 <sup>th</sup> AGM held held on 29.09.2017
3.	Approval of Sceme of Merger	Meeting of shareholders held on 15.12.2018 as per the directions of Hon'ble NCLT, Chandigarh

**Postal Ballot**

During the F.Y. 2017-18, the Company had passed a special resolution on 16.04.2017 through Postal Ballot for shifting of its Registered Office from NCT of Delhi to the State of Haryana and also altered clause II of its Memorandum of Association and during the F.Y. 2018-19, the company had passed a special resolution on 15.12.2018 through Postal Ballot for Approval of Scheme of Merger as per the directions of Hon'ble NCLT, Chandigarh.

**Means of Communication**

The quarterly audited/un-audited financial results are sent to all the Stock Exchanges where the Company's shares are listed i.e. BSE, DSE & CSE immediately after the conclusion of the Board Meetings.

The Company regularly publishes its Audited/Unaudited Financial Results, Notices of Board Meeting, E voting Notice and other Communications in the following Newspapers:

- For English Edition- Financial Express
- For Hindi Edition- Jansatta

The Company's website [www.bpcapital.in](http://www.bpcapital.in) contains a separate section "Investor Relations" where information for shareholders is available. The Company's website displays the information as stipulated under Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016 such as Quarterly/Annual Financial Results, Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern, Policies, Investors' Contact details etc.

In addition, the Company makes use of this website for publishing official news release, if any.

**General Shareholders' Information****Details of 26<sup>th</sup> Annual General Meeting of the Company**

Day & Date	Monday, 30th September, 2019
Time	09:00 A.M.
Venue	Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana - 124507

**Tentative calendar for the financial year ending 31st March, 2019**

Financial Reporting for the	Tentative time frame
First quarter ended 30th June, 2019	First fortnight of August, 2019
Second quarter ending 30th September, 2019	First fortnight of November, 2019
Third quarter ending 31st December, 2019	First fortnight of February, 2020
Fourth quarter ending 31st March, 2020	By the end of May, 2020

**Date of Book Closure**

From 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days Inclusive) for the purpose of 26<sup>th</sup> Annual General Meeting.

**Listing on Stock Exchanges**

Name and Address of the Stock Exchanges	Stock Code
The Bombay Stock Exchange Ltd. (BSE) 1st Floor, P.J. Towers, Dalal Street, Mumbai-400001	Scrip Code -536965/BPCAP
The Delhi Stock Exchange Ltd. (DSE) DSE House, 3/1, Asaf Ali Road, New Delhi – 110002.	File No.- 8211
The Calcutta Stock Exchange Ltd. (CSE) 7, Lyons Range, Kolkata, West Bengal- 700 001	Scrip Code -10012104

**Listing Fees**

The Company has duly paid Listing Fees of the Bombay Stock Exchange (BSE) for the Financial Year 2019-20. No listing Fees of BSE is outstanding as on date.

**CIN Number: L74899HR1994PLC072042****ISIN No.**

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE 947C 01010.

**Stock Market Data**

The Company's equity shares are listed at Bombay Stock Exchange Ltd. (BSE), Delhi Stock Exchange Ltd. (DSE) & Calcutta Stock Exchange Ltd.(CSE). Since there was no trading in the shares of the company at CSE, the share price market data is not available from CSE. Further, DSE has been derecognized by the SEBI, therefore, at present, DSE does not carry on any operations/trading of shares.

The Company's equity shares are listed at Bombay Stock Exchange (BSE) w.e.f 27th December, 2013. The monthly high and low quotations of equity shares traded on the Bombay Stock Exchange Limited during the financial year 2018-19 are as follows:

**Company : [B. P. Capital Ltd 536965](#)**

**Period: April 2018 to March 2019**

All Prices in ₹

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover
Apr 18	14.25	14.25	10.52	11.50	9,400	11	1,07,032
May 18	10.93	10.93	5.86	6.20	24,779	47	1,79,544
Jun 18	6.32	7.11	6.32	7.04	1,15,134	99	7,78,324
Jul 18	7.18	8.64	6.90	8.20	15,652	30	1,22,051
Aug 18	8.05	10.39	7.79	10.39	23,806	55	2,07,867
Sep 18	10.39	15.40	10.39	14.63	34,708	81	4,73,466
Oct 18	13.90	13.90	10.21	12.42	53,225	56	6,11,588
Nov 18	13.04	16.61	11.80	12.50	58,902	93	8,64,865
Dec 18	13.12	13.71	11.09	11.75	48,517	55	6,05,754
Jan 19	11.17	13.00	8.58	9.00	56,611	94	5,74,254
Feb 19	9.45	13.37	9.00	13.37	12,822	22	1,39,302
Mar 19	14.03	14.91	12.28	14.26	52,628	92	7,17,771

\* Spread

H-L : High-Low

C-O : Close-Open

**Source: BSE's Website**

**The Equity Shares of the company have not been suspended from trading by SEBI and/or Exchanges, where the shares of the Company are listed.**

Name and Address of the Registrar and Share Transfer Agent (RTA):

Skyline Financial Services Pvt. Ltd.

D-153/A, 1st Floor

Okhla Industrial Area

Phase -1, New Delhi-110020

Ph. No.:011-40450193-97

Contact Person Details: Mr. Atul/ Mr. Anil

Email Id: [admin@skylinerta.com](mailto:admin@skylinerta.com)

**Share Transfer System**

The Company's equity shares which are in dematerialized form are transferable through the dematerialized system Equity Shares in physical form are processed by Registrar and Share Transfer Agent, M/s. Skyline Financial Services Private Limited and approved by the Shareholders' Relationship Committee of the Board.

**Reconciliation of Share Capital Audit Report**

A practicing Company Secretary carried out reconciliation of share capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit report confirms that the total issued/ paid up capital is in consonance with the total number of shares in physical form and the total number of dematerialized shares held with the depositories.

**Distribution of Shareholding as on 31<sup>st</sup> March, 2019:****Nominal Value of Each Share : Rs. 10**

Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	Shareholding Amount	% to Total Amount
(Rs.)			(Rs.)	
1	2	3	4	5
Up To 5,000	943	70.43	2488510	8.26
5001 To 10,000	175	13.07	1599040	5.32
10001 To 20,000	69	5.15	1166720	3.87
20001 To 30,000	32	2.39	850260	2.82
30001 To 40,000	22	1.64	801210	2.66
40001 To 50,000	19	1.42	926470	3.08
50001 To 1,00,000	32	2.39	2630190	8.73
1,00,000 and Above	47	3.51	19655600	65.26
<b>Total</b>	<b>1339</b>	<b>100.00</b>	<b>30118000</b>	<b>100.00</b>

**Dematerialisation of Shares and Liquidity**

The Company shares are traded in dematerialized form and have to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the de-mat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Limited (NSDL) and Central Depository Services ( India ) Limited (CDSL). M/s. Skyline Financial Services Pvt. Ltd. is the Registrar and Transfer Agent of the Company for the purposes of electronic connectivity for effective dematerialization of shares. As of 31st March, 2019 shares comprising approximately 88.04% of the Company's Equity Share Capital have been dematerialized.

**Status of Dematerialised Shares as on 31<sup>st</sup> March, 2019****(Equity ISIN No. INE 947C 01010)**

Shares Held through	No. of Shares	Percentage of Holding
NSDL	12,26,729	40.73
CDSL	14,24,765	47.31
Physical	3,60,306	11.96
Total	30,11,800	100.00

**Shareholding Pattern of the Company as on 31st March, 2019**

Category	No. of Shares held	% of share holding
<b>A. Promoters' holding</b>		
Promoters		
Indian Promoters	4,24,400	14.09
Foreign Promoters	Nil	Nil
2. Persons Acting in Concert	Nil	Nil
<b>Sub-total (A)</b>	<b>4,24,400</b>	<b>14.09</b>
<b>B. Non-Promoters' holding</b>		
3. Institutional Investors		
a. Mutual Funds & UTI	Nil	Nil
b. Banks, Financial Institutions, Insurance Companies (Central/State Government Institutions/Non-government Institutions)	Nil	Nil
c. FIIs	Nil	Nil
<b>Sub-total</b>	<b>Nil</b>	<b>Nil</b>
4. Non Institutional Investors		
a. Bodies Corporate	99,964	3.32
b. individuals		
-Individual shareholders holding nominal share capital up to Rs. 2 Lakhs	11,90,821	39.54
-Individual shareholders holding nominal share capital up in excess of Rs. 2 Lakhs	10,47,562	34.78
c. Any Other		
NRI	1,03,708	3.45
Hindu Undivided Family	1,36,819	4.54
Clearing Members	8,526	0.28
<b>Sub-total (B)</b>	<b>25,87,400</b>	<b>85.91</b>
<b>Grand Total (A)+(B)</b>	<b>30,11,800</b>	<b>100.00</b>

**ADRs/GDRs/Warrant**

The Company has not issued any ADRs/GDRs/Warrants or any other convertible instruments.

**Commodity Price Risk or Foreign Exchange Risk and Hedging Activities**

The Company is not involved into any activities relating to commodities price risks and hedging thereof.

**Brief profile of the Directors liable to retire by rotation and others**

Brief profile of the Directors who are liable to retire by rotation is furnished in the Directors' Report forming part of this Annual Report.

**Address for Correspondence**

B. P. Capital Ltd  
Plot No. 345, HSIIDC, Footwear Park,  
Sector-17, Bahadurgarh, Jhajjar,  
Haryana - 124507  
Phone: 01276-222501, 02 Fax: 01276-222501  
Email : [bpcapitallimited@gmail.com](mailto:bpcapitallimited@gmail.com)  
Website : [www.bpcapital.in](http://www.bpcapital.in)

**Investor's Correspondence may be addressed to**

The shareholders desiring to communicate with the Company on any matter relating to their shares of the Company may either visit in person or write quoting their Folio Number at the following address:

The Company Secretary,  
B.P. Capital Limited  
Plot No. 345, HSIIDC, Footwear Park,  
Sector-17, Bahadurgarh, Jhajjar,  
Haryana - 124507  
Phone: 01276-222501, 02 Fax: 01276-222501  
Email: [bpcapitallimited@gmail.com](mailto:bpcapitallimited@gmail.com)

**SEBI Complaints Redress System (SCORES)**

SCORES, i.e., a Sebi Complaints Redress System is a centralized web based complaints redress system which serves as a centralised database of all Complaints received enables uploading of Action Taken Reports (ATR's) by the concerned Companies & online viewing by the investors of actions taken on the Complaint & its current status. Your Company, is registered with SEBI under the SCORES system.

**Prohibition of Insider Trading**

In compliance with SEBI's Regulations on Prevention of Insider Trading, the Company has formulated a Code of Conduct for prohibition and prevention of Insider Trading for all the Directors, Officers and the designated employees of the Company. The Code lays down the Guidelines and procedures to be followed and disclosures to be made while dealing with equity shares of the Company.

**CEO/CFO Certification**

The Managing Director and CFO Of the Company has issued certificate pursuant to Regulation 17(8) read with Part B of Schedule II of the Listing Regulations certifying that the financial statements and the cash flow statement do not contain any untrue statements and these statements represent a true and fair view of the Company's affairs. The same is annexed to this Report

**Auditors' Certificate on Corporate Governance**

A Certificate has been obtained from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid down in Schedule V (E) of the SEBI (LODR) Regulations, 2015 in force. The same is annexed to this report.

**Disclosures**

- (i) There were no transactions of the material nature with the related parties during the year that may have potential conflict with the interests of the Company at large. The policy on related party transaction is available in the website of the Company i.e. <http://www.bpcapital.in/investor.html>.
- (ii) There was no instance of non- compliance and no penalties or strictures were imposed on the Company by any Stock Exchanges or SEBI or any other Statutory Authorities on any matter related to the Capital Markets during the last three years.
- (iii) The Company has formulated a Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company. The Whistle Blower Policy/Vigil Mechanism policy is available in the website of the Company i.e. <http://www.bpcapital.in/investor.html>. Further, no employee has been denied access to the Audit Committee.
- (iv) The Company has complied with all the mandatory requirements of Corporate Governance of the Listing Regulations as are applicable to the Company. The Company also endeavors to follow Non-Mandatory requirements.
- (v) The Company is not involved into activities relating to commodity price risks and hedging thereof.

**Details of Compliance with mandatory requirements and adoption of non-mandatory requirements of the Listing Regulations:**

The Company has complied with all the Mandatory requirements as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, including Corporate Governance requirements as specified under Regulation 17 to 27 and Clause (b) to (i) of Sub- Regulation (2) of Regulation 46 of the Listing Regulations as applicable to the Company.

A Certificate from M/s. RMA and Associates, the Statutory Auditors of the company confirming compliance with the conditions of corporate governance as specified under Schedule V (E) of the Listing Regulations is annexed to this Report. Further, the Company has also complied with all requirements about disclosures in the Corporate Governance Report, as specified in sub para (2) to (10) of Clause C of Schedule V of the Listing Regulations.

**Non- Mandatory requirements of Regulation 27(1) and Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

1. The Company has an executive Chairman.

2. The quarterly/half yearly results are not sent to the shareholders. However, the same are published in the newspapers and also posted on the Company's website.
3. The Company's Financial Statement for the Financial Year 2018-19 do not contain any audit qualification.
4. The Internal Auditors report to the Audit Committee.

#### **Disclosure of Accounting Treatment:**

Your Company had adopted Indian Accounting Standards ("Ind AS") notified by the Ministry of Corporate Affairs in the F.Y. 2018-19. The financial statements for the financial year 2018-19 have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognised accounting practices and policies to the extent applicable.

#### **Details of fees paid by the Company to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part as per Clause 10(k), Part C of Schedule V of SEBI (LODR) Regulations, 2015:**

During the year under review, the Company has paid to its Statutory Auditors the total fees of Rs. 32,450/- (inclusive of GST) for Audit and related services. Further, apart from the above fees, no fees had been paid by the Company to any network firm/network entity of which the statutory auditor is a part.

#### **Green Initiative in Corporate Governance**

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement.

Keeping in view the underlying theme, the Company will continue to send various communications and documents like notice calling general meetings, audited financial statements, directors' report, auditor's report etc., in electronic form, to the email address provided by the members to the Depositories or to the Company.

**To support this green initiative in full measure, members/ Promoters who have not registered their E-mail address and PAN Number. so far, are requested to register their E-mail address and PAN Number and their Bank Account details, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to fill their e-mail address and PAN Number and Bank Account Details for our records in the registration form which can be downloaded from the Company's website i.e. www.bpcapital.in for sending the documents in electronic form or else sent a request letter directly to the Company mentioning their E-mail address and PAN No. and Bank Account Details alongwith self attested copy of their PAN Card. Necessary communication in this regard has already been sent separately to the shareholders by the Company.**

#### **Dematerialization of Shares**

**Shareholders are requested to convert their physical holding to demat/electronic form through any of the Depository Participants to avoid any possibility of loss, mutilation etc. of physical share certificates and also to ensure safe and speedy transaction in securities.**

**Further, SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08-06-2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (fourth Amendment) Regulations, 2018 ("The New Regulations") to further amend the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The New Regulations shall come into force on the 180<sup>th</sup> day from the date of its publication in the official gazette i.e. 08.06.2018 (Effective Date of implementation is December 5, 2018). The New Regulations have inter alia amended the Regulation 40 of SEBI (LODR) Regulations, 2015 and as per amended Regulation 40, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulation, you are requested to open a de-mat account with a Depository Participant (DP) and deposit your physical shares with such DP and get your shares de-mat at the earliest to avoid any kind of inconvenience. Necessary communication in this regard has already been sent separately to the shareholders by the Company.**

#### **Consolidation of Multiple Folios**

Shareholders who have multiple folios in identical names, are requested to apply for consolidation of such folios and the relevant share certificates to the Company/its Registrar and Transfer Agent.

**Updation of Registered Address with the Company**

Shareholders are requested to update their addresses registered with the Company directly through the Share Transfer Agent, to receive all communications promptly. Shareholders holding shares in electronic form, are requested to deal only with their Depository Participants in respect of change of address.

**Disclosure with respect to Demat Suspense Account/Unclaimed Suspense Account pursuant to SEBI Circular No. SEBI/LAD-NRO/GN/2015 – NOT APPLICABLE**

**Code of Conduct**

The Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel. The Code of Conduct is also available on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.

**Declaration of Compliance of the Code of Conduct in terms of Schedule V of SEBI ( Listing Obligations and Disclosure Requirements), Regulations, 2015**

“ In terms of Schedule V of SEBI ( Listing Obligations and Disclosure Requirements), Regulations, 2015 and as per affirmation received from the Directors and the Members of Senior Management Personnel of the Company, I hereby declare that Directors & the Members of Senior Management of the Company have complied with the Code Of Conduct during the F.Y. 2018-19.

**For and On Behalf of the Board  
of B. P. Capital Limited  
Sd/-  
Ramesh KumarGupta  
Chairman  
DIN: 00047724**

**Date:30<sup>th</sup> August, 2019  
Place: Haryana**

**AUDITOR' S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE**

To,  
**The Members of**  
**B. P. Capital Limited**

We have examined the compliance of conditions of Corporate Governance by B. P. Capital Limited for the year ended 31st March, 2019 as stipulated in provisions of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 as referred to in Regulation 15(2) and Regulations 17 to 27 and other applicable Regulations and Schedules thereof of the said company with the stock exchanges for the period of Listing Regulations for the period from 01<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the further viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s. RMA & Associates LLP**  
**Chartered Accountants**  
**Firm Reg. No. 000978N/N500062**

**Sd/-**  
**Amit Jain**  
**Partner**

**Membership No. 503109**

**Dated: 29<sup>th</sup> May, 2019**  
**Place: New Delhi**

**CEO/CFO Certification**

This is to certify to the Board that:

- a. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2019 and that to the best of our knowledge and belief state that:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - i. significant changes in internal control over financial reporting during the year, whenever applicable;
  - ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. that there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For B.P. Capital Limited**

**Sd/-**

**Ramesh Kumar Gupta**  
**Managing Director**  
**(DIN: 00047724)**

**Sd/-**

**ShatrughanSahu**  
**Chief Financial Officer**  
**(PAN: BAQPS1603E)**

**Place: Haryana**  
**Date: 29/05/2019**

**Annexure – 1 (A)****Kundan Agrawal & Associates**

Company Secretaries  
 Phone: 91-11-43093900  
 Mobile: 09212467033, 09999415059  
 E-mail: agrawal.kundan@gmail.com

**Secretarial compliance report of B.P. Capital Limited  
 for the year ended 31<sup>st</sup> March 2019**

**We Kundan Agrawal & Associates, Company Secretaries having FRN: S2009DE113700 and office at H-23A, 204, Kamal Tower, (Near Sai Mandir), Vikas Marg, Laxmi Nagar, Delhi-110092 and have examined:**

- (a) all the documents and records made available to us and explanation provided by “B.P. CAPITAL LIMITED”(“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March 2019** (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; not applicable during the period under review.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; not applicable during the period under review.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; not applicable during the period under review.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; not applicable during the period under review.
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; not applicable during the period under review.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 14 – Listing Fees & Other charges	Not Paid	Listing fees payment to BSE is pending.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries

either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
N.A.				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
The necessity of filing of Annual Secretarial Compliance Report has come into force for the first time on February 08 <sup>th</sup> 2019. So this table is not applicable on the company for the Previous Financial Year.				

**For Kundan Agrawal & Associates  
Company Secretaries**

**Place: New Delhi  
Date: 25/05/2019**

**Sd/-  
Kundan Agrawal  
Company Secretary  
Membership No. 7631  
C.P. No. 8325**



## **Kundan Agrawal & Associates**

Phone: 91-11-43093900

Company Secretaries

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

**Form No. MR-3**

### **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2019**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To

The Members

**M/s B. P. CAPITAL LIMITED**

Plot No. 345, HSIIDC, Footwear Park, Sector-17,  
Bahadurgarh, Jhajjar, Haryana Jhajjar 124507

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s B.P. Capital Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that:

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of the financial records and Books of the Company.
- c) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) Indian Stamp Act, 1899;
  - (vii) Indian Contract Act, 1872;
  - (viii) Income Tax Act, 1961 and indirect tax laws;
  - (ix) Applicable Labour Laws; and
  - (x) Other applicable Laws;

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by the management of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Listing Agreements with Stock Exchanges in India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. But it is recommended that some documents, registers, files are maintained in a more improvised manner.
- All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be. But further adherence to the rules and provisions of the act for drafting of minutes will be appreciated.

We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Kundan Agrawal & Associates**  
**Company Secretaries**  
**FRN: S2009DE113700**

**Place: Delhi**  
**Date: 29/05/2019**

**Sd/-**  
**Kundan Agrawal**  
**Company Secretary**  
**Membership No.:- 7631**  
**C.P. No. 8325**

**Kundan Agrawal & Associates**

Company Secretaries

Phone: 91-11-43093900

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS****(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
**The Members of**  
**B. P. Capital Limited**  
**Plot No. 345, HSIIDC, Footwear Park, Sector-17,**  
**Bahadurgarh, Jhajjar, Haryana 124507**

We Kundan Agrawal & Associates, Company Secretaries have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **B. P. Capital Limited** having CIN L74899HR1994PLC072042 and having registered office at Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana 124507 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Ramesh Kumar Gupta	00047724	13.02.2017
2.	Mr. Hitesh Gupta	02756275	13.02.2017
3.	Mr. Vijay Aggarwal	02771373	13.02.2017
4.	Ms. AnuradhaSrivastav	07913962	24.08.2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Kundan Agarwal & Associates**  
**Company Secretaries**  
**FRN: S2009DE113700**

**Sd/-**  
**Kundan Agrawal**  
**Company Secretary**  
**M. No. 7631**  
**COP No. 8325**

**Date: 29/05/2019**  
**Place: Delhi**

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2019**  
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

**I.REGISTRATION & OTHER DETAILS:**

1.	CIN	L74899HR1994PLC072042
2.	Registration Date	24/02/1994
3.	Name of the Company	B.P. Capital Limited
4.	Category/Sub-category of the Company	Company Limited by Shares/Indian Non- Government Company
5.	Address of the Registered office & contact details	Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana 124507 01276-222501,02
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Skyline Financial Services Pvt. Ltd. D-153A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Contact No: 011-40450193-97, Fax No: 26812682

**II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)-

Sl. No.	Name and Description of main products / services	NIC Code of the product/service	% to total turnover of the company
-	-	-	-

- Note : - B. P. Capital Limited surrendered its NBFC's Certificate and the Company is under process of Merger with M/s Diamond Footwear Private Limited. When the proposed scheme of Merger will be approved by the Hon'ble NCLT, Chandigarh, the Company will start Footwear Business.

**III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES- Not Applicable**

Sl. No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
-	-	-	-	-	-

**VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	4,24,400	-	4,24,400	14.09	4,24,400	-	4,24,400	14.09	-

e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):-</b>	<b>4,24,400</b>	<b>-</b>	<b>4,24,400</b>	<b>14.09</b>	<b>4,24,400</b>	<b>-</b>	<b>4,24,400</b>	<b>14.09</b>	<b>-</b>
<b>(2) Foreign</b>									
a)NRIs- Individual	-	-	-	-	-	-	-	-	-
b)Other- Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corporates	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>4,24,400</b>	<b>-</b>	<b>4,24,400</b>	<b>14.09</b>	<b>4,24,400</b>	<b>-</b>	<b>4,24,400</b>	<b>14.09</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non- Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	97,311	11,200	1,08,511	3.60	88,764	11,200	99,964	3.32	(0.28)
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	5,90,108	3,59,506	9,49,614	31.53	5,77,562	3,38,106	9,15,668	30.40	(1.13)

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	12,28,817	42,500	12,71,317	42.21	13,11,715	11,000	13,22,715	43.92	1.71
<b>c) Others (specify)</b>									
Non Resident Indians	1,11,728	-	1,11,728	3.71	1,03,708	-	1,03,708	3.44	(0.27)
Hindu Undivided Family	1,46,230	-	1,46,230	4.86	1,36,819	-	1,36,819	4.54	(0.32)
Clearing Members	-	-	-	-	8,526	-	8,526	0.28	0.28
<b>Sub-total (B)(2):-</b>	<b>21,74,194</b>	<b>4,13,206</b>	<b>25,87,400</b>	<b>85.91</b>	<b>22,27,094</b>	<b>3,60,306</b>	<b>25,87,400</b>	<b>85.91</b>	<b>-</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	21,74,094	4,13,306	25,87,400	85.91	22,27,094	3,60,306	25,87,400	85.91	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>25,98,494</b>	<b>4,13,306</b>	<b>30,11,800</b>	<b>100</b>	<b>26,51,494</b>	<b>3,60,306</b>	<b>30,11,800</b>	<b>100</b>	<b>-</b>

**II) Shareholding of Promoters-**

SIN o.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st-April-2018]			Shareholding at the end of the year [As on 31st-March-2019]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	M/s Symbolic Inframart Private Limited	4,24,400	14.09	-	4,24,400	14.09	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,24,400</b>	<b>14.09</b>	<b>-</b>	<b>-</b>

**iii) Change in Promoters' Shareholding (please specify, if there is no change):** Not Applicable- There are no changes in the promoters' shareholding during the year under review.

**iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl.N o.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [As on 1st-April-2018]		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the Year (1st-April-2018 to 31st-March, 2019)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
<b>1. RajendraNaniwadekar</b>								
	At the beginning of the year	98,777	3.28					
	Date wise Increase / Decrease in	Nil	Nil	20/04/2018	400	Purchase	99,177	3.29

<b>Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)</b>				27/04/2018	1,000	Purchase	1,00,177	3.33
				04/05/2018	3,000	Purchase	1,03,177	3.43
				11/05/2018	2,600	Purchase	1,05,777	3.51
				18/05/2018	3,000	Purchase	1,08,777	3.61
				25/05/2018	3,000	Purchase	1,11,,777	3.71
				01/06/2018	1,000	Purchase	1,12,777	3.74
				22/06/2018	4,985	Purchase	1,17,762	3.91
				29/06/2018	2,000	Purchase	1,19,762	3.98
				06/07/2018	(89,425)	(Sale)	30,337	1.01
				17/08/2018	90,430	Purchase	1,20,767	4.01
				21/09/2018	13,249	Purchase	1,34,016	4.45
				28/09/2018	3,494	Purchase	1,37,510	4.57
				02/11/2018	14,160	Purchase	1,51,670	5.04
				16/11/2018	(3,727)	(Sale)	1,47,943	4.91
				23/11/2018	(501)	(Sale)	1,47,442	4.90
				07/12/2018	(3,000)	(Sale)	1,44,442	4.80
				14/12/2018	7,029	Purchase	1,51,471	5.03
				11/01/2019	(1,050)	(Sale)	1,50,421	4.99
				08/02/2019	7,248	Purchase	1,57,669	5.24
				15/02/2019	(1,000)	(Sale)	1,56,669	5.20
			22/02/2019	1,000	(Sale)	1,55,669	5.17	
			01/03/2019	(2,800)	(Sale)	1,52,869	5.08	
			15/03/2019	15,409	Purchase	1,68,278	5.59	
			22/03/2019	(100 )	(Sale)	1,68,178	5.58	
			29/03/2019	300	Purchase	1,68,478	5.59	
<b>At the end of the year</b>							<b>1,68,478</b>	<b>5.59</b>
<b>2. M Kaveri</b>								
<b>At the beginning of the year</b>	<b>1,26,209</b>	<b>4.19</b>						
<b>Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</b>	Nil	Nil	25/05/2018	700	Purchase	1,26,909	4.21	
			01/06/2018	500	Purchase	1,27,409	4.23	
			10/08/2018	625	Purchase	1,28,034	4.25	
			17/08/2018	1,005	Purchase	1,29,039	4.28	
			24/08/2018	3,481	Purchase	1,32,520	4.40	
			31/08/2018	1,505	Purchase	1,34,025	4.45	
			07/09/2018	200	Purchase	1,34,225	4.46	
			21/09/2018	1,775	Purchase	1,36,000	4.52	
			12/10/2018	600	Purchase	1,36,600	4.54	
			09/11/2018	349	Purchase	1,36,949	4.55	
			30/11/2018	1,757	Purchase	1,38,706	4.61	
			21/12/2018	1,720	Purchase	1,40,426	4.66	
			04/01/2019	3,000	Purchase	1,43,426	4.76	
			01/03/2019	1,500	Purchase	1,44,926	4.81	
15/03/2019	750	Purchase	1,45,676	4.84				
<b>At the end of the year</b>						<b>1,45,676</b>	<b>4.84</b>	
<b>3. Vara Lakshmi G</b>								
<b>At the beginning of the year</b>	<b>1,11,000</b>	<b>3.69</b>						
<b>Date wise Increase / Decrease in</b>	Nil	Nil	Nil	Nil	Nil	Nil	1,11,000	3.69

	Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)								
	At the end of the year						1,11,000	3.69	
<b>4. SeemaYogesh Asher</b>									
	At the beginning of the year	45,700	1.52						
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	25/05/2018	4,999	Purchase	50,699	1.68	
				01/06/2018	6,279	Purchase	56,978	1.89	
				08/06/2018	500	Purchase	57,478	1.91	
				15/06/2018	24,243	Purchase	81,721	2.71	
				22/06/2018	1	Purchase	81,722	2.71	
				29/06/2018	8,279	Purchase	90,001	2.99	
	At the end of the year						90,001	2.99	
<b>5. MuthuManickam HUF</b>									
	At the beginning of the year	64658	2.15						
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	01/06/2018	791	Purchase	65,449	2.17	
				08/06/2018	(25)	Sale	65,424	2.17	
				15/06/2018	(25)	Sale	65,399	2.17	
				14/09/2019	100	Purchase	65,499	2.17	
	At the end of the year						65,499	2.17	
<b>6. Harmit Singh</b>									
	At the beginning of the year	55,000	1.83						
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil	Nil	55,000	1.83	
	At the end of the year	55,000	1.83				55,000	1.83	
<b>7. Mr. YogeshChandrakant Asher</b>									
	At the beginning of the year	54,449	1.81						
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for	Nil	Nil	04/05/2018	5000	Purchase	59,449	1.97	
				29/06/2018	551	Purchase	60,000	1.99	

	increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)								
	At the end of the year						60,000	1.99	
<b>8. Mr. PrafulchandraJamnadasThakrar</b>									
	At the beginning of the year	51,586	1.71						
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil	Nil	51,586	1.71	
	At the end of the year						51,586	1.71	
<b>9. Lakshmi M</b>									
	At the beginning of the year	50,000	1.66						
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil	Nil	50,000	1.66	
	At the end of the year						50,000	1.66	
<b>10. Beena Sharma</b>									
	At the beginning of the year	Nil	Nil						
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)			01/06/2018	50,000	Purchase	50,000	1.66	
	At the end of the year						50,000	1.66	
<b>11. Satya Prakash Jhanwar</b>									
	At the beginning of the year	32,000	1.06						
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer /	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

	bonus/ sweat equity etc.)							
	At the end of the year						32,000	1.06
<b>12. ChetanRasiklal Shah</b>								
	At the beginning of the year	83,235	2.76					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	08/06/2018 15/06/2018 29/06/2018	(7,000) (51,235) (25,000)	(Sale) (Sale) (Sale)	76,235 25,000 0	2.53 0.83 0.00
	At the end of the Year	Nil	Nil				Nil	Nil
<b>13. Narendra Kumar Surana</b>								
	At the beginning of the year	50,000	1.66					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	01/06/2018	(50000)	Sale	Nil	Nil
	At the end of the year						Nil	Nil

v)Shareholding of Directors and Key Managerial Personnel: Not Applicable

Sl.No.	Shareholding of each Directors and each Key Managerial Personnel*	Shareholding at the beginning of the year [As on 1st-April-2018]		Cumulative Shareholding during the Year (1st-April-2018 to 31st-March, 2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year				

- None of the Directors/KMPs hold Shares in the Company as on 01.04.2018 and 31.03.2019.

**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
<b>i) Principal Amount</b>	Nil	Nil	Nil	Nil
<b>ii) Interest due but not paid</b>	Nil	Nil	Nil	Nil
<b>iii) Interest accrued but not due</b>	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>				
<b>* Addition</b>	Nil	Nil	Nil	Nil
<b>* Reduction</b>	Nil	Nil	Nil	Nil
<b>Net Change</b>	Nil	Nil	Nil	Nil
<b>Indebtedness at the end of the financial year</b>				
<b>i) Principal Amount</b>	Nil	Nil	Nil	Nil
<b>ii) Interest due but not paid</b>	Nil	Nil	Nil	Nil
<b>iii) Interest accrued but not due</b>	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl.No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		<b>Mr. Ramesh Kumar Gupta (Managing Director)</b>	
1	<b>Gross salary</b>	Nil	Nil
	<b>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</b>	Nil	Nil
	<b>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961</b>	Nil	Nil
	<b>(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961</b>	Nil	Nil
2	<b>Stock Option</b>	Nil	Nil
3	<b>Sweat Equity</b>	Nil	Nil
4	<b>Commission</b> - as % of profit - others, specify	Nil	Nil
5	<b>Others, please specify</b>	Nil	Nil
	<b>Total (A)</b>	Nil	Nil
	<b>Ceiling as per the Act</b>	Nil	Nil

**B. Remuneration to other directors**

Sl.No..	Particulars of Remuneration	Name of Directors		Total Amount
1	<b>Independent Directors</b>	<b>Mr. Hitesh Gupta</b>	<b>Ms. AnuradhaSrivastav</b>	
	<b>Fee for attending board committee meetings</b>	Nil	Nil	Nil
	<b>Commission</b>	Nil	Nil	Nil
	<b>Others, please specify</b>	Nil	Nil	Nil
	<b>Total (1)</b>	Nil	Nil	Nil
2	<b>Other Non-Executive Directors</b>	<b>Mr. Vijay Aggarwal</b>		
	<b>Fee for attending board committee meetings</b>	Nil		Nil
	<b>Commission</b>	Nil		Nil

	Others, please specify	Nil	Nil
	Total (2)	Nil	Nil
	Total (B)=(1+2)	Nil	Nil
	Total Managerial Remuneration	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil

**C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary	1,20,000	4,22,857	5,42,857
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	1,20,000	4,22,857	5,42,857

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment					
Compounding					

For and on Behalf of the Board of  
B. P. Capital Limited

Date: 30<sup>th</sup> August, 2019  
Place: Haryana

Sd/-  
Ramesh Kumar Gupta  
Chairman  
DIN: 00047724

## **Performance Evaluation Policy**

### **1. Introduction**

The B. P. Capital Limited (“**The Company**”) conducts its operations as per the directions provided by the Board of Directors within the framework laid down by the Companies Act, 2013 (“**the Act**”), the Articles of Association, Listing Agreement with stock exchanges and Code of Conduct and policies formulated by the Company for its internal execution. The Company’s Board of Directors is dedicated to act in good faith; exercise their judgment on an informed basis, in the best interest of the company and its stakeholders.

The Act provides that the Nomination and Remuneration Committee shall formulate the criteria for evaluation of performance of Independent Directors and the Board. Such an evaluation procedure will provide a fine system of checks and balances on the performance of the directors and will ensure that they exercise their powers in a rational manner. The Act further casts an obligation on part of the board of directors for evaluating the performance of independent directors. All the directors on the board of a company, except the independent director whose performance is being evaluated, will assess the performance of the independent director. Accordingly, a report of performance evaluation of each independent director of the company would be prepared, which would determine whether to extend or continue the term of appointment of the concerned independent director or not.

As one of the most important functions of the Board of Directors is to oversee the functioning of Company’s top management, this Board Performance Evaluation process aims to ensure individual directors (“Directors”) and the Board of Directors of the Company (“Board”) as a whole work efficiently and effectively in achieving their functions. This policy aims at establishing a procedure for conducting periodical evaluation of its own performance and individual directors. Hence, it is important that every individual Board Member effectively contributes in the Board deliberations.

### **2. Role of Board and Independent Directors**

In conformity with the requirement of the Act, the performance evaluation of all the Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Independent Directors are duty bound to evaluate the performance of non – independent directors and Board as a whole. The independent directors of the Company shall meet at least once in a year to review the performance of the non-independent directors, performance of Chairperson of the Company and Board as a whole, taking into account the views of executive directors and non-executive directors.

### **3. Evaluation Criteria**

The Board of Directors shall pay regards to the following parameters for the purpose of evaluating the performance of a particular director. In respect of each of the evaluation factors, various aspects have been provided to assist with the evaluation process in respect of performance of Board itself, and individual directors. Such evaluation factors may vary in accordance with their respective functions and duties. Evaluation of Independent Director shall be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director being evaluated.

**Appraisal of each Director of the Company shall be based on the criteria as mentioned herein below.**

#### **Rating Scale:**

<b>Performance</b>	<b>Rating</b>
Excellent	4
Very Good	3
Good	2
Satisfactory	1
Not Satisfactory	0

**Evaluation of Independent Directors**

While evaluating the performance of Independent Directors following points needs to be Considered.

**Name of the Director being assessed:** \_\_\_\_\_

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Attendance and participations in the meetings		
2.	Raising of concerns to the Board		
3.	Safeguard of confidential information		
4.	Rendering independent, unbiased opinion and resolution of issues at meetings.		
5.	Initiative in terms of new ideas and planning for the Company.		
6.	Safeguarding interest of whistle-blowers under vigil mechanism.		
7.	Timely inputs on the minutes of the meetings of the Board and Committee's, if any		
8.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
9.	Contribution to development of strategy and to risk management		
10.	Updatations with latest developments		
11	Communications with Board members, senior management and others		

**Evaluation of Non Independent/ Executive Directors**

While evaluating the performance of Non-Independent Directors/ Executive Directors following point's needs to be considered:

**Name of the Director being assessed:** \_\_\_\_\_

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Leadership initiative		
2.	Initiative in terms of new ideas and planning for the Company		
3.	Professional skills, problem solving and decision making		
4.	Compliance with policies of the Company, ethics, Code of Conduct etc.		
5.	Reporting of frauds, violations etc.		
6.	Motivating employees, providing assistance & directions		
7.	Attendance and presence in meeting of Board, Committee and General Meeting.		
8.	Safeguarding of interest of whistle blowers under vigil mechanism.		
9.	Timely inputs of the minutes of the meetings of the Board and Committee, if any.		
10.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
11.	Contribution to development of strategy and to risk management		
12.	Updatations with latest developments		
13.	Communications with Board members, senior management and others		

**Evaluation of Board of Directors**

While evaluating the Performance of the Board of Directors as a whole, following points needs to be considered:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	The Board of Directors of the company is effective in decision making		
2.	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.		
3.	The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law.		
4.	The Board reviews the organization's performance in carrying out the stated mission on a regular basis.		
5.	The Board of Directors is effective in providing necessary advice and suggestions to the company's management.		
6.	Is the board as a whole up to date with latest developments in the regulatory environment and the market?		
7.	The information provided to directors prior to Board meetings meets your expectations in terms of length and level of detail.		
8.	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.		
9.	The Board Chairman effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the board.		
10.	The Board appropriately considers internal audit reports, management's responses, and steps towards improvement.		
11.	The Board oversees the role of the independent auditor from selection to termination and has an effective process to evaluate the independent auditor's qualifications and performance.		
12.	The Board considers the independent audit plan and provides recommendations.		

**COMMITTEES OF BOARD**

The Board has constituted the following committees:

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Nomination and Remuneration Committee;

For evaluating the performance of each committee, the Board of Directors shall pay regards to the following aspects:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
2.	Compliance with ethical standards & code of conduct of Company		
3.	Committee's accomplishments w.r.t. performance objectives		
4.	Redressal of complaints & grievances		
5.	Coordination with other committees and Board of Directors		
6.	Fulfillment of roles & responsibilities assigned to them		
7.	Adherence to Company's policies and internal procedures		

**Evaluation of Key Management Personnel and Senior Executives**

While evaluating the performance of Key Management Personnel and Senior Executives (other than Directors) following points shall be kept in mind:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Abidance and behavior in accordance with ethical standards & code of conduct of Company.		
2.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws. Applicable to the Company		
3.	Interpersonal and communication skills		
4.	Team work attributes		
5.	Safeguard of confidential information		
6.	Compliance with policies of the Company, ethics, code of conduct, etc.		
7.	Punctuality and other personality related aspects		

**4. Review of the Policy**

The Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company.

**5. Disclosure**

Company will disclose details of its Board Performance Evaluation processes in its Board's report. The Board's report containing such statement shall indicate the manner in which formal evaluation has been made by the Board of its own performance and individual directors of the Company.

**For and on Behalf of the Board  
of B. P. Capital Limited  
Sd/-**

**Date :30<sup>th</sup> August, 2019  
Place: Haryana**

**Ramesh Kumar Gupta  
Chairman  
DIN: 00047724**

**Annexure - 4****NOMINATION & REMUNERATION POLICY****1. Introduction**

Pursuant to Section 178 of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of had constituted the Nomination and Remuneration Committee. The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 read along with the applicable rules thereto and Listing Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

**2. Objective and purpose of the policy**

The objectives and purpose of this policy are:

- 2.1 To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees. This includes, reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluating the CEO's performance in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO's compensation level based on this evaluation; and making recommendations to the board with respect to non-CEO executive officer compensation, and incentive-compensation and equity-based plans that are subject to board approval;
- 2.2 The policy also addresses the following items: Committee member qualifications; Committee member appointment and removal; Committee structure and operations; and Committee reporting to the Board.

2.3 To formulate the criteria for evaluation of performance of all the Directors on the Board;

2.4 To devise a policy on Board diversity; and

2.5 To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

### Definitions

- 'Board' means Board of Directors of the Company.
- 'Directors' means Directors of the Company.
- 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable SEBI listing Regulations, 2015 and/or any other Act/Regulations.
- 'Company' means B. P. Capital Limited.
- 'Independent Director' means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.
- 'Key Managerial Personnel (KMP)' means-
  - (i) the Managing Director or the Chief Executive Officer or the manager and in their absence, a Whole-time Director;
  - (ii) the Company Secretary; and
  - (iii) the Chief Financial Officer

Senior Management means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and Listing as may be amended from time to time shall have the meaning respectively assigned to them therein.

### General

This Policy is divided in three parts: -

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and nomination; and

Part – C covers remuneration and perquisites etc.

### Part – A

#### Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The following matters shall be dealt by the Committee:-

##### (a) Size and composition of the Board:

Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole and ensure compliance of various provision of applicable laws and SEBI listing Regulations, 2015;

##### (b) Directors:

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;

##### (c) Succession plans:

Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;

**(d) Evaluation of performance:**

Make recommendations to the Board on appropriate performance criteria for the Directors.

Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company.

Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

**(e) Remuneration framework and policies:**

The Committee is responsible for reviewing and making recommendations to the Board on:

- (i) the remuneration of the Managing Director, Whole-time Directors and KMPs
- (ii) the total level of remuneration of Non-Executive Directors and for individual remuneration for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees;
- (iii) the remuneration policies for all employees including KMPs, senior management and other employees including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to
- (iv) attract and motivate talent to pursue the Company's long term growth;
- (v) demonstrate a clear relationship between executive compensation and performance; and
- (vi) be reasonable and fair, having regard to best governance practices and legal requirements.
- (vii) The Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and
- (viii) the Company's remuneration reporting in the financial statements.

**PART – B****Policy for appointment and removal of Director, KMPs and Senior Management*****I. Appointment criteria and qualifications***

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his / her appointment.
2. A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.
4. The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director who has attained the age of seventy years and shall not appoint Independent Director who is below age of 21 years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond Seventy years as the case may be.
5. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.

***II. Term / Tenure*****1. Managing Director / Whole-time Director**

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

## 2. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

## III. Retirement

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company with the approval of shareholders by passing a special resolution at the general meeting of the Company.

## PART – C

### Policy relating to the remuneration for Directors, KMPs and other employees

#### A. General

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of Chapter xiii of the Companies Act, 2013 read with schedule v, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### B. Remuneration to KMPs and other employees

The policy on remuneration for KMPs and other employees is as below:-

##### 1. Fixed pay

The remuneration and reward structure for employees comprises two broad components - annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees.

These guidelines are as under:

##### a) Annual remuneration

Annual remuneration refers to the annual compensation payable to the employees of the Company. This comprises two parts - a fixed component, and a performance-linked variable component based on the extent of achievement of the individual's objectives and performance of the business unit. Employee is required to determine his/her key result areas for that particular defined role. The performance-linked variable pay will be directly linked to the performance on individual components of the performance and the overall performance of the business. An employee's variable pay would, therefore, be directly dependent on key performance measures that represent the best interests of shareholders.

The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber, and high potential personnel in a competitive global market. The total remuneration level is to be reset annually based on a comparison with the relevant peer group globally, established through independent compensation surveys, from time to time.

**b) Long-term rewards**

Long-term rewards may be granted to eligible key employees based on their contribution to the performance of the Company, relative position in the organization, and length of service under the supervision and approval of the Committee.

The grant, vesting and other scheme details would be formulated from time to time.

These long-term reward schemes are implemented to attract and retain key talent in the industry.

**2. Minimum remuneration to Managing Director/ Chief Executive officer**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**C. Remuneration/ Setting Fees / Commission to Non-Executive / Independent Directors**

**1. Remuneration/ Setting Fees / Commission**

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made there under.

The remuneration to the Non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Non-Executive Directors/ Independent Director shall be paid a Setting Fees / Commission as may be decided by the Board of Directors from time to time subject to the limits specified in Companies Act, 2013 and other applicable laws/ Regulations.

**2. Stock options**

The Independent Directors shall not be entitled to any stock option of the Company.

**Policy review**

This policy is framed based on the provisions of the Companies Act, 2013 and rules there under and the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.

**For and on Behalf of the Board  
of B. P. Capital Limited  
Sd/-**

**Ramesh Kumar Gupta  
Chairman  
DIN: 00047724**

**Date: 30<sup>th</sup> August, 2019  
Place: Haryana**

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis**

(a) Name(s) of the related party and nature of relationship	<b>Not Applicable</b>
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

(a) Name(s) of the related party and nature of relationship	<b>Symbolic Inframart Pvt Ltd</b>
(b) Nature of contracts/arrangements/transactions	<b>Unsecured Loan</b>
(c) Duration of the contracts / arrangements/transactions	<b>01/04/2018 to 31/03/2019</b>
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Mr. Ramesh Kumar Gupta, Managing Director of the Company & Mr. Vijay Aggarwal, Director of the Company are also the directors of Symbolic Inframart Private Limited. For the smooth functioning of the company as well as for day to day funds requirements, the company had been requesting M/s Symbolic Inframart Pvt Ltd and it has been infusing the required funds. The funds received by the company are repayable on demand and/or as and when the company has surplus funds. During the year under review a sum of Rs. 8,00,000/- had been infused by M/s Symbolic Inframart Pvt Ltd, an amount of Rs 14,85,600/- is outstanding and stands payable to M/s Symbolic Inframart Pvt Ltd at the end of the Financial year 2018-19.
(e) Justification for entering into such contracts or arrangements or transactions	Short Term fund required for day to day transactions
(f) date(s) of approval by the Board	28-05-2018
(g) Amount paid as advances, if any:	Nil
(h) Date on which the ordinary resolution was passed in general meeting as required under first proviso to section 188	29-09-2018

**For and on Behalf of the Board  
Of B. P. Capital Limited**

**Sd/-**

**Ramesh Kumar Gupta  
Chairman**

**DIN: 00047724**

**Date: 29th May, 2019  
Place: Haryana**



**Annexure - 6****DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2018-19 (Rs. In Lacs)	% Increase in Remuneration in the Financial Year 2018-19	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Ramesh Kumar Gupta Managing Director	NIL	Not Applicable	Not Applicable	Net Loss for the financial year 2018-19 is Rs. 19.57 Lacs as compared to Net Loss of Rs. 20.31 Lacs for the financial year 2017-18.
2.	Mr. Hitesh Gupta Independent Director	NIL	Not Applicable	Not Applicable	
3	Mr. Vijay Aggarwal Non Executive Director	NIL	Not Applicable	Not Applicable	Net Loss for the financial year 2018-19 is Rs. 19.57 Lacs as compared to Net Loss of Rs. 20.31 Lacs for the financial year 2017-18.
4.	Mrs. AnuradhaSrivastav Non Excutive-Independent Director	Nil	Not Applicable	Not Applicable	
5.	Ms. Sakshi Gupta Company Secretary	1.20	NIL	Not Applicable	Net Loss for the financial year 2018-19 is Rs. 19.57 Lacs as compared to Net Loss of Rs. 20.31 Lacs for the financial year 2017-18.
6.	Mr. ShartrughanSahu Chief Financial Officer	4.23	NIL	Not Applicable	Net Loss for the financial year 2018-19 is Rs. 19.57 Lacs as compared to Net Loss of Rs. 20.31 Lacs for the financial year 2017-18.

No sitting fee was paid to any of the Directors for attending Board Meeting/Committee Meetings.

- ii. In the financial year, there was no increase in the median remuneration of employees;
- iii. There were 3 permanent employees on rolls of Company as on March 31, 2019;
- iv. Relationship between average increase in remuneration and company performance – During the F.Y. 2018-19, there was no increase in remuneration. The company earned a net loss of Rs. 19.57 Lacsonly for the financial year 2018-19, Further, there was no increase in median remuneration.
- v. a. Variations in the market capitalization of the Company: The market capitalization as on March 31, 2019was Rs.42,948,268/- as compared to market capitalization of Rs. 45,177,000./- on March 31, 2018.
- b. The closing price of the Company's equity shares on the BSE as on March 31, 2019was Rs. 14.26/- per share and as on March 31, 2018 was Rs. 15/- per share.
- vi. The Key Parameters for any variable component of remuneration availed by the Directors – Please refer to the salient features of Remuneration Policy annexed and forming part of this Report.
- vii. Average percentage in increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018-19 was NIL
- viii. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- ix. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- x. None of the employees of the Company are related to any Director of the Company.

**For and on Behalf of the Board  
of B. P. Capital Limited**

Sd/-

**Ramesh Kumar Gupta  
Chairman  
DIN: 00047724**

**Date:30<sup>th</sup> August, 2019**

**Place: Haryana**

**RMA & Associates** (ISO 9001:2000 Firm)  
Chartered Accountants

<b>INDEPENDENT AUDITOR'S REPORT</b>	
<b>TO THE MEMBERS OF B. P. CAPITAL LIMITED</b>	
<b>I. Report on the Audit of the Financial Statements</b>	
<b>1.</b>	<b>Opinion</b>
A.	We have audited the accompanying Financial Statements of B. P. Capital Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").
B.	In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date
<b>2.</b>	<b>Basis for Opinion</b>
	<p>We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.</p> <p>Emphasis on Other Matter</p> <p>We draw attention to the following matters</p> <p style="padding-left: 40px;"><b>(i)</b> The company had recorded the cost of the investment at the face value of the equity shares issued and had not determined the fair value as required by IND AS 109.</p>
<b>3.</b>	<b>Information Other than the Financial Statements and Auditor's Report Thereon</b>
A.	The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon
B.	In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

4.	<b>Management's Responsibility for the Standalone Financial Statements</b>	
	A.	The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
	B.	In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.  The Board of Directors are responsible for overseeing the Company's financial reporting process.
5.	<b>Auditor's Responsibilities for the Audit of the Standalone Financial Statements</b>	
	A.	Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
	B.	As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
		i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
		ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls
		iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
		iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
		v) Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation
	C.	Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

D.	We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
E.	We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
F.	From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication
<b>II. Report on Other Legal and Regulatory Requirements</b>	
1.	As required by Section 143(3) of the Act, based on our audit we report that:
A.	We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
B.	In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
C.	The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
D.	In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
E.	On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
F.	With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
G.	With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
H.	With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
	i) The Company has disclosed the impact of pending litigations, if any on its financial position in its Financial Statements
	ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
	iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2.	As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For and on behalf of**  
**M/s. RMA & Associates LLP**  
**Chartered Accountants**  
**Firm Regn. No. 000978N/N500062**  
**Sd/-**  
**Amit Jain**  
**Partner**  
**M. No. 503109**

**Place: New Delhi**  
**Dated: 29<sup>th</sup> May, 2019**

**B. P. CAPITAL LIMITED**  
**Annexure “A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal Regulatory Requirement’ of our report of even date to the IND AS financial statements of the Company for the year ended March 31, 2019:

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we further state as under:

1. The Company does not have any fixed assets and accordingly, the requirements under paragraph (i) (a) and (b) are not applicable to the Company and hence not commented upon. According to the information and explanations given by the management, there are no immovable properties, included in fixed assets of the Company and accordingly, the requirements under paragraph (i)(c) are not applicable to the Company.
2. There is no inventory in the company and therefore there is no question of physical verification of inventory.
3. Accordingly to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3 (iii) of the order is not applicable.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments guarantees and security.
5. The Company has not accepted any deposits from the public. Therefore, the directive issued by the Reserve Bank of India and the provision of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under does not arise.
6. As informed to us, maintenance of cost records has not been prescribed by the Central Government U/s. 148(1) of the Companies Act, 2013.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the company is regular in depositing undisputed statutory dues within in the prescribed time to the appropriate authorities and there are no arrears of outstanding statutory dues as on the last day of the financial year for a period of more than six months from the date they became payable.  
(b) According to the information and explanation given to us, there are no statutory dues which have not been deposited on account of any dispute.
8. According to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or banks.
9. According to the information & explanation given to us and the records of the Company examined by us the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year.
10. Based on the audit procedures performed and the information and explanations given by the management, we report that no fraud by the company and nor any fraud on the company by its officers or employees has been noticed or reported during the year.
11. No Managerial Remuneration is paid by the company during the year hence provisions of Section 197 read with Schedule V to Companies Act, 2013 are not applicable.
12. In our opinion, the company is not a Nidhi company within the meaning of relevant law.
13. Based on the audit procedures performed and the information and explanations given by the management, all transactions with related parties are in compliance with the provisions of section 177 and 188 of the Companies Act, 2013 and requisite details have been disclosed in the IND AS financial statements as required by the applicable accounting standards.
14. Based on the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or partly convertible debentures u/s 42 of the Companies Act, 2013 during the year.

15. Based on the audit procedures performed and the information and explanations given by the management, the company has not entered in to any non-cash transaction with directors or others in contravention of section 192 of the Companies Act, 2013.
16. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For RMA & Associates, LLP**  
**Chartered Accountants**  
**Firm Registration Number 000978N/N500062**

Sd/-  
(Amit Jain)  
(Partner)  
M. No. 503109

Place: New Delhi  
Date: 29.05.2019

---

**B. P. CAPITAL LIMITED**

**Annexure “B” to the Independent Auditor’s Report of even date on the IND AS financial statements of B. P. CAPITAL LIMITED.**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **B. P. CAPITAL LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the IND AS financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the IND AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of IND AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of IND AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the IND AS financial statements .

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For RMA & Associates, LLP  
Chartered Accountants  
Firm Registration Number 000978N/N500062**

**Place: New Delhi  
Date: 29.05.2019**

**Sd/-  
(Amit Jain)  
(Partner)  
M. No. 503109**

**B. P. CAPITAL LIMITED**

CIN:L74899HR1994PLC072042

PLOT NO. 345, HSIIDC, FOOTWEAR PARK, SECTOR-17, BAHADURGARH, JHAJJAR, HARYANA- 124507

Balance Sheet as at 31st March, 2019

(Amount in Rs.)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment	4	-	-
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Intangible assets		-	-
(e) Financial Assets			
(i) Investments	5	26,749,200	26,749,200
(ii) Loans		-	-
(f) Deferred tax assets (Net)	6	6,655	7,504
(g) Other Non-Current Assets		-	-
		<b>26,755,855</b>	<b>26,756,704</b>
<b>(2) Current assets</b>			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Cash and cash equivalents	7	17,316	158,108
(iv) Bank balances other than iii) above		-	-
(v) Loans		-	-
(c) Other Current Assets	8	27,704,441	28,313,297
		<b>27,721,757</b>	<b>28,471,405</b>
<b>Total Assets</b>		<b>54,477,612</b>	<b>55,228,109</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	9	30,118,000	30,118,000
(b) Others Equity	10	(5,440,161)	(3,483,396)
		<b>24,677,839</b>	<b>26,634,604</b>
<b>Liabilities</b>			
<b>(2) Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Other financial liabilities		-	-
(b) Deferred tax liabilities (Net)			
<b>(3) Current liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables		-	-
(ii) Other financial liabilities	11	29,780,218	28,573,743
(b) Other current liabilities	12	19,555	19,762
(c) Provisions		-	-
(d) Current Tax Liabilities ( Net)	13	-	-
		<b>29,799,773</b>	<b>28,593,506</b>
<b>Total Equity &amp; Liabilities</b>		<b>54,477,612</b>	<b>55,228,109</b>
<b>Summary of significant accounting policies</b>	1-3		

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

For M/s. RMA & Associates LLP  
Chartered Accountants  
Firm Regn. No. 000978N/N500062

For B. P. CAPITAL LIMITED

Sd/-  
Amit Jain  
Partner  
M.No. 503109

Sd/-  
Ramesh Kumar Gupta  
Mg. Director  
DIN :00047724

Sd/-  
Vijay Aggarwal  
Director  
DIN :02771373

Sd/-  
Shatrughan Sahu  
CFO  
PAN: BAQPS1603E

Sd/-  
Sakshi Gupta  
Company Secretary  
M.No. 29348

Place: New Delhi  
Date: 29th May, 2019

**B. P. CAPITAL LIMITED**  
CIN:L74899HR1994PLC072042  
PLOT NO. 345, HSIIDC, FOOTWEAR PARK , SECTOR-17, BAHADURGARH, JHAJJAR, HARYANA- 124507

(Amount in Rs.)			
Particulars	Note No.	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>Continuing Operations</b>			
Revenue from Operations	14	-	-
Other Income	15	-	1,144
<b>Total Income (I)</b>		<b>-</b>	<b>1,144</b>
<b>Expenses</b>			
Changes in Inventory of Finished Goods, Stock In Trade and Work In Progress		-	-
Employee Benefit Expenses	16	678,658	768,120
Finance Cost	17	440	2,997
Depreciation & amortization expenses		-	-
Other expenses	18	1,276,818	1,258,333
<b>Total Expenses (II)</b>		<b>1,955,916</b>	<b>2,029,450</b>
<b>III. Profit / (loss) before Tax (I) - (II)</b>		<b>(1,955,916)</b>	<b>(2,028,306)</b>
<b>IV. Tax expense:</b>			
(1) Current Income Tax		-	-
(2) Deferred Tax		(849)	(2,239)
(3) Short Provision for earlier year		-	253
<b>V.Profit / (loss) for the year from Continuing Operations (III-IV)</b>		<b>(1,956,765)</b>	<b>(2,030,798)</b>
<b>VI. Discontinuing Operations</b>			
Profit / (loss) for the year from discontinued Operations		-	-
Tax Income /(Expense) of discontinuing operations		-	-
<b>VII. Profit /(loss) for the year from discontinued Operations (after tax)</b>		<b>-</b>	<b>-</b>
<b>VIII. Profit / (Loss) for the year (V +VII)</b>		<b>(1,956,765)</b>	<b>(2,030,798)</b>
<b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified to		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>(IX) Other Comprehensive Income for the year</b>		<b>-</b>	<b>-</b>
<b>(X) Total Comprehensive Income for the year (VIII+IX)</b>		<b>(1,956,765)</b>	<b>(2,030,798)</b>
<b>Earning per share for continuing operations [face value of Share RS. 10/- each]</b>			
(Previous Year Rs. 10/- each)			
<b>(i) Basic</b>			
Computed on the basis of total profit for the year		<b>(0.65)</b>	<b>(0.67)</b>
<b>(ii) Diluted</b>			
Computed on the basis of total profit for the year		<b>(0.65)</b>	<b>(0.67)</b>
<b>Summary of significant accounting policies</b>	<b>1-3</b>		

The accompanying notes are an integral part of the financial statements.  
As per our attached report of even date

**For M/s. RMA & Associates LLP**  
Chartered Accountants  
Firm Regn. No. 000978N/N500062

**For B. P. CAPITAL LIMITED**

Sd/-  
Amit Jain  
Partner  
M.No. 503109

Sd/-  
Ramesh Kumar Gupta  
Mg. Director  
DIN :00047724

Sd/-  
Vijay Aggarwal  
Director  
DIN :02771373

Sd/-  
Shatrughan Sahu  
CFO  
PAN: BAQPS1603E

Sd/-  
Sakshi Gupta  
Company Secretary  
M.No. 29348

Place: New Delhi  
Date: 29th May, 2019

**B. P. CAPITAL LIMITED**  
**CIN:L74899HR1994PLC072042**  
**PLOT NO. 345, HSIIDC, FOOTWEAR PARK , SECTOR-17, BAHADURGARH, JHAJJAR, HARYANA- 124507**  
**Cash flow statement for the year ending 31st March, 2019**

(Amount in Rs.)

Particulars		For the year ended		For the year ended	
		31st March, 2019		31st March, 2018	
<b>A)</b>	<b>Cash flow from operating activities</b>				
	<b>Net Operating profit before tax and extra ordinary items</b>		(1,955,916)		(2,028,306)
	Adjustments for:-				
	Depreciation	-	-	-	-
	Profit on sale of Investment	-	-	-	-
	Interest Income	-	-	-	-
	Fair Value of Mutual Fund Investment	-	-	-	-
	Dividend Income	-	-	-	-
	<b>Operating profit before working capital changes</b>		(1,955,916)		(2,028,306)
	(Increase) / Decrease in Other Current Assets	608,856		1,398,800	
	(Increase) / Decrease in Other Bank Balances	-		-	
	(Increase) / Decrease in Trade Recievables	-		-	
	(Increase) / Decrease in Loan Recievables	-		-	
	(Increase) / Decrease in Shot-term other assets	-		-	
	Increase / (Decrease) in Long-term Provision	-		-	
	Increase / (Decrease) in Short -term Provision	-		-	
	Increase / (Decrease) in Other current liabilities	(207)		3,440	
	Increase / (Decrease) in Non-current Trade payable	-		-	
	Increase / (Decrease) in Current Trade payable	-		-	
	Increase / (Decrease) in Non-current Other current liabilities	-		-	
Increase / (Decrease) in Other financial liabilities	1,206,475	1,815,124	604,736	2,006,976	
<b>Cash generated from operations</b>		(140,792)		(21,330)	
Net direct taxes paid		-		(6,570)	
<b>Net cash from Operating Activities</b>		(140,792)		(27,900)	
<b>B)</b>	<b>Cash flow from Investing Activities</b>				
	Purchase of Tangible Assets	-		-	
	(Increase)/Decrease in investments	-		-	
	Redemption of Investments	-		-	
	Sale of Tangible Assets	-		-	
<b>Net cash used in investing activities</b>		-		-	
<b>Net cash from operating and investing activities</b>		(140,792)		(27,900)	
<b>C)</b>	<b>Cash flow from financing activities</b>				
	Proceeds from issuance of preference share capital	-		-	
	Increase/(decrease) Short term borrowings	-		-	
	Interest paid	-		-	
	<b>Net cash from financing activities</b>		-		-
	<b>Net cash from operating, investing &amp; financial activities</b>		(140,792)		(27,900)
<b>Net increase in cash &amp; cash equivalent</b>		(140,792)		(27,900)	
<b>Opening balance of cash &amp; cash equivalent</b>		158,108		186,009	
<b>Closing balance of cash &amp; cash equivalent</b>		17,316		158,108	
<b>Note:</b> Cash and cash equivalents included in the Cash Flow Statement comprise of the following:-					
i)	Cash balance in Hand		12,926		123,416
ii)	Balance with Banks:				
a)	In Current Accounts		4,390		34,692
b)	In Fixed Deposits		-		-
	<b>Total</b>		<b>17,316</b>		<b>158,108</b>

As per our report of even date

**Auditor's Certificate:**

The above Cash Flow Statement has been prepared under the Indirect method as set out in Indian Accounting Standard (IND AS-7).The amendments to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact upon on the financial statements of the Company.

Previous year figures have been re-grouped/re-arranged wherever considered necessary.

For M/s. RMA & Associates LLP  
 Chartered Accountants  
 Firm Regn. No. 000978N/N500062

For B. P. CAPITAL LIMITED

Sd/-  
 Amit Jain  
 Partner  
 M.No. 503109

Sd/-  
 Ramesh Kumar Gupta  
 Mg. Director  
 DIN :00047724

Sd/-  
 Vijay Aggarwal  
 Director  
 DIN :02771373

Sd/-  
 Shatrughan Sahu  
 CFO  
 PAN: BAQPS1603E

Sd/-  
 Sakshi Gupta  
 Company Secretary  
 M.No. 29348

Place: Haryana  
 Date: 29th May, 2019

**B. P. Capital Limited**

**Notes to the IND AS financial statements for the year ended March 31st, 2019**

**1. Corporate information**

B. P. Capital Limited is a Limited Company incorporated under the provisions of the Companies Act, 1956.

**2. Basis of preparation of Financial Statements**

**(i) Statement of compliance:**

The financial statements of the Company for the year ended 31 March 2019 are prepared in all material aspects in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and relevant provisions of the Companies Act, 2013.

**(ii) Basis of Preparation:**

Effective April 1, 2017, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards, with April 1, 2016 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

**(iii) Basis of Measurement**

The IND AS financial statements have been prepared under the historical cost convention except for the following which have been measured at fair value:

- Financial assets and liabilities except borrowings carried at amortised cost

The company had recorded the cost of the investment at the face value of the equity shares issued and had not determined the fair value as required by IND AS 109.

**3. Significant accounting policies:**

**i) Property, plant and equipment:**

The Company does not have any fixed assets and accordingly, there is no depreciation/impairment.

**ii) Cash and cash equivalents:**

Cash and cash equivalents comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are ready convertible into known amounts of cash and which are subject to insignificant risk of change in value.

**iii) Employees Benefits:**

**a) Short term employee benefits**

All employees' benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

**iv) Foreign currency transactions:**

**(a) Functional and presentation Currency**

The Company's IND AS financial statements are presented in INR, which is also the Company's functional and presentation currency as per IND AS 21.

**(b) Transaction and Balance**

Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The resultant exchange differences are recognised in the Statement of profit and loss.

Non-Monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transactions.

**v) Revenue recognition:**

Revenue is recognised to the extent that it is possible that the economic benefits will flow to the company and the revenue can be reliably measured as per IND AS 115.

**vi) Provisions and contingencies****(a) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate as per IND AS 37

**(b) Contingencies**

A disclosure for contingent liability is made when there is possible obligation arising from past event the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

A disclosure for contingent assets is also made when there is possibility of an inflow of economic benefits to the entity which arise from unplanned or other unexpected events.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

**vii) Earnings per share:**

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year as per IND AS 33

**viii) Income Taxes:**

Income tax comprises current tax (including MAT) and deferred tax. Income tax expenses is recognized in net profit in statement of Profit and loss extent to the extent that it relates to items recognised directly in other comprehensive income/equity, in which case it is recognized in other comprehensive income/equity.

Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions of Income Tax Act, 1961. Current tax asset and liabilities are offset when company has a legally enforceable right to set off the recognized amount and also intends to settle on net basis.

Deferred income tax assets and liabilities are recognised for deductible and taxable temporary difference arises between the tax bases of assets and liabilities and their carrying amount in the financial statement

Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that sufficient taxable profit will be available against which those deductible temporary differences can be utilised. Deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax is measured at the tax rates and tax law that that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the year in which those temporary difference is expected to be recovered or settled as per IND AS 12.

**ix) Financial instruments:  
Initial measurement**

Financial instrument is recognised as soon as the company become a party to the contractual provision of the instruments. All Financial assets and financial liabilities are measured at fair value on initial recognition, except for trade receivable which are initially measured at transaction price. Transaction cost that are directly attributable to the acquisition or issue of financial instrument (other than financial measured at fair value through profit or loss) are added or deducted from the value of the financial instrument, as appropriate, on initial recognition.

Financial Instrument sated as financial assets or financial liabilities are generally not offset, and they are only offset when a legal right to set off exist at that and settlement on a net basis is intended as per IND AS 109

**Subsequent measurement****Financial assets:**

Subsequent measurement of financial assets depends on their classification as follows: -

**(a) Financial asset carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within business model whose objective is to hold the asset in order to collect contractual cash flow and the contractual term of the asset give rise on specified dates to cash flow that are solely payment of principal and interest on the principal amount outstanding.

**(b) Financial asset carried at Fair Value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial asset the contractual term of the asset give rise on specified dates to cash flow that are solely payment of principal and interest on the principal amount outstanding.

For all other equity instrument, the company make irrevocable election to present in other comprehensive income subsequent change in fair value. The company makes such election on an instrument- to- instrument basis.

**(c) Financial asset carried at Fair Value through Profit and loss**

A financial asset which is not classified in any of the above category is subsequently measured at fair value through profit and loss.

**Financial liabilities and equity instruments:**

Debts and equity instrument issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement and the definition of a financial liability and an equity instruments.

**a). Equity Instruments**

An equity instrument is any contract that an evidence and residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the company are recognized at the proceeds received, net of direct issue costs.

**b) Financial Liabilities**

All Financial liabilities are subsequently measured at amortised cost using the Effective interest method.

**De-recognition of financial Instrument: -**

A financial asset is primarily derecognized when the contractual right to the cash flow from the financial asset expires and it transfers the financial asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

**x). Impairment****A). Financial Asset**

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

**B). Non-Financial Asset****(a) Property, plant and equipment and Intangible asset**

The Company does not have any fixed assets and accordingly there is no impairment.

**(b) Critical accounting estimates, assumptions and judgements**

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the financial statement. Uncertainty about these assumptions and estimates could result in outcome that require a material adjustment to assets or liabilities affected in future periods.

**i) Income taxes**

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions

**ii) Contingencies**

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

**iii) Allowance for uncollected accounts receivable and advances**

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables and advances are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

**iv) Impairment of non-financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the assets's recoverable amount. An assets's recoverable amount is the higher of an assets's or CGU's fair value less costs of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

**v) Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**vi) Fair value measurement of financial instruments.**

When the fair values of financials assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

B. P. Capital Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2019

4 Property, Plant and Equipment

(Amount In Rs)

Description	Furniture & Fixtures	Office Equipments	Total
<b>Gross carrying value</b>			
<b>As at April 1, 2017</b>	180,750	212,999	393,749
Additions	-	-	-
Disposals	-	-	-
Adjustments	-	-	-
Exchange differences	-	-	-
<b>As at March 31, 2018</b>	<b>180,750</b>	<b>212,999</b>	<b>393,749</b>
Additions	-	-	-
Disposals	-	-	-
Adjustments	-	-	-
Exchange differences	-	-	-
<b>As at March 31, 2019</b>	<b>180,750</b>	<b>212,999</b>	<b>393,749</b>
<b>Accumulated depreciation</b>			
<b>As at April 1, 2018</b>	<b>180,750</b>	<b>212,999</b>	<b>393,749</b>
Charge for the year	-	-	-
Deduction during the year	-	-	-
Exchange differences	-	-	-
<b>As at March 31, 2019</b>	<b>180,750</b>	<b>212,999</b>	<b>-</b>
Charge for the year	-	-	-
Disposals	-	-	-
Exchange differences	-	-	-
<b>As at March 31, 2019</b>	<b>180,750</b>	<b>212,999</b>	<b>-</b>
<b>Net block as at March 31, 2018</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net block as at March 31, 2019</b>	<b>-</b>	<b>-</b>	<b>-</b>

B. P. CAPITAL LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2019

(Amount in Rs.)

Note	Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>5</b>	<b>Investments</b>		
	<b>Investment in equity instruments at cost</b>		
	<b>Unquoted equity instruments (Fully Paid):</b>		
	1) 26,74,920 Equity Shares (Previous Year 26,74,920 ) of Rs.10/- each fully paid in Pioneer Offshore Private Limited	26,749,200	26,749,200
	<b>TOTAL</b>	<b>26,749,200</b>	<b>26,749,200</b>
	(a) Aggregate amount of unquoted investments	26,749,200	26,749,200
	(b) Aggregate amount of quoted investments	-	-
<b>6</b>	<b>Deferred Tax Assets (Net):</b>		
	On temporary difference between the accounting base & tax base		
	<b>Deferred Tax Assets arising on account of</b>		
	Property, plant and equipment	6,655	7,504
	<b>Net Deferred Tax Assets</b>	<b>6,655</b>	<b>7,504</b>
<b>7</b>	<b>Cash and Cash Equivalents</b>		
	Cash and cash equivalents		
	a) Balances with Bank	4,390	34,692
	b) Cash in Hand	12,926	123,416
		<b>17,316</b>	<b>158,108</b>
<b>8</b>	<b>Other Current Assets</b>		
	i) Advances other than Capital Assets		
	c) Other recoverable advances	27,577,452	28,294,809
	ii) Others		
	a) SGST & CGST Receivable	126,989	18,488
	b) TDS Deducted / Self Asst tax Paid	-	-
		<b>27,704,441</b>	<b>28,313,297</b>

B. P. CAPITAL LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2019

(Amount In Rs)

Note	Particulars	As at March 31, 2019	As at March 31, 2018
9	<b>Share Capital</b>		
	<b>a. Authorised</b>		
	1,50,00,000 Equity Shares of RS.10/- each (Previous Year 1,50,00,000 Equity Shares of Rs. 10/- each)	150,000,000	150,000,000
	<b>b. Issued, Subscribed &amp; fully Paid-up Shares</b>		
30,11,800 (Previous Year 30,11,800) Equity Shares of Rs.10/- each fully paid-up	30,118,000	30,118,000	
	<b>Total Issued, Subscribed &amp; fully Paid-up Share Capital</b>	<b>30,118,000</b>	<b>30,118,000</b>
	<b>c. Terms /rights attached to equity shares</b>		
	The company has only one class of equity shares having a face value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend declared, if any is payable in Indian rupees. The dividend if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual General Meeting. The board has not proposed any dividend for current year and previous year. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts including preference shares. The distribution will be in proportion to the number of equity shares held by the shareholders.		
	<b>d. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year</b>		
	<b>Equity Shares</b>		
	<b>Particulars</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
		<b>In Nos.</b>	<b>Amount in Rs.</b>
	At the beginning of the year	3,011,800	30,118,000
	Add : Issued during the year ending	-	-
	<b>Outstanding at the end of the Year</b>	<b>3,011,800</b>	<b>30,118,000</b>
	<b>e. Detail of shareholders holding more than 5% shares in the company</b>		
		<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
		<b>In Nos.</b>	<b>% holding in the Class</b>
	Equity shares of Rs.10/- each fully paid - Symbolic Inframart Private Limited	424,000	14.09%
		<b>In Nos.</b>	<b>% holding in the Class</b>
		424,000	14.09%
	As per records of the company, including its register of shareholders/members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.		

(Amount In Rs)

Note	Particulars	As at 31st March, 2019	As at 31st March, 2018
10	<b>Other Equity</b>		
	<b>a. Retained Earnings</b>		
	Opening balance	(3,483,396)	(1,452,598)
	Add: Net profit/(loss) for the current year	(1,956,765)	(2,030,798)
	<b>Profit available for appropriation</b>	<b>(5,440,161)</b>	<b>(3,483,396)</b>
	Less : Appropriations	-	-
	<b>Closing balance</b>	<b>(5,440,161)</b>	<b>(3,483,396)</b>
	<b>b. Securities premium reserve</b>		
	Opening Balance	-	-
	Change during the Year	-	-
<b>Closing Balance</b>	<b>-</b>	<b>-</b>	
	<b>Total Reserves and Surplus</b>	<b>(5,440,161)</b>	<b>(3,483,396)</b>
	Securities Premium Reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.		

## B. P. CAPITAL LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2019

(Amount In Rs)

Note	Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>11</b>	<b>Other Current Financial liabilities</b>		
	Expense Payable	811,618	328,143
	Others amount payables	28,968,600	28,245,600
		<b>29,780,218</b>	<b>28,573,743</b>
<b>12</b>	<b>Other Current Liabilities</b>		
	<b>Statutory dues</b>		
	TDS Payable	19,555	19,762
	<b>Total other liabilities</b>	<b>19,555</b>	<b>19,762</b>
<b>13</b>	<b>Current Tax Liabilities (Net)</b>		
	Provision of Income Tax	-	-
		-	-
<b>14</b>	<b>Revenue from Operations</b>		
	Service Charges	-	-
		-	-
<b>15</b>	<b>Other income</b>		
	Interest received from Income Tax Refund	-	1,144
	Profit on sale of investment	-	-
		-	<b>1,144</b>
<b>16</b>	<b>Employee Benefit Expenses</b>		
	Salaries	668,857	759,700
	Food and Beverages at workplace	9,801	8,420
		<b>678,658</b>	<b>768,120</b>
<b>17</b>	<b>Finance costs</b>		
	Interest others	-	-
	Bank Service Charges	440	2,997
		<b>440</b>	<b>2,997</b>
<b>18</b>	<b>Other expenses</b>		
	Advertising Expenses	60,211	74,527
	AGM Expenses	19,200	18,250
	Amalgamation Expenses	737,099	-
	Audit Fee	14,750	14,750
	Conveyance Expenses	9,333	8,742
	Fee & Subscription	296,365	930,470
	Interest on Gov. Dues	1,426	5,510
	Legal & Professional Charges	81,289	171,338
	Miscellaneous Expenses	13,172	4,093
	Postage and Couriers Expenses	29,026	19,444
	Printing & Stationery Exp.	14,947	11,209
		<b>1,276,818</b>	<b>1,258,333</b>
	<b>*Payment to Auditors</b>		
	As auditor:		
	Statutory Audit Fee	14,750	14,750
	In other capacity:		
	Other Services (Certification)	17,700	17,700
		<b>32,450</b>	<b>32,450</b>

B. P. CAPITAL LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2019

(Amt In Rs)

Note	Particulars	As at March 31, 2019	As at March 31, 2018
<b>19</b>	<b>The income tax expense consists of the following :</b>		
	Current tax expense for the current year	-	-
	Current tax expense pertaining to previous years	-	-
	Minimum alternative tax (MAT) credit	-	-
	Deferred tax expense/(benefit)	-	-
	<b>Total income tax</b>	-	-
	<b>Reconciliation of tax liability on book profit vis-à-vis actual tax</b>		
	Profit before income taxes	(1,955,916)	(2,028,306)
	Enacted Tax Rate	26.00%	25.75%
	Computed Tax Expense	-	-
	<b>Adjustments in respect of current income tax</b>		
	Tax impact of exempted income	-	-
	Tax impact of expenses which will never be allowed	-	-
	Tax effect of expenses that are not deductible for tax purpose	-	-
	Tax effect due to non taxable income	-	-
	Minimum alternative tax (MAT) credit	-	-
	Previously unrecognised tax losses used to reduce current tax expense	-	-
	Other Temporary Differences	-	-
	<b>Total income tax expense</b>	-	-
	<b>Tax losses</b>		
	No deferred tax asset has been recognised on these unutilized tax losses as there is no evidence that sufficient taxable profit will be available in future against which they can be utilised by the respective entities		
	<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
	Unused tax losses for which no deferred tax has been recognised	-	-
	Potential tax benefit	-	-
	Deferred tax assets in the Company have been recognised to the extent there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which are expected to reverse.		
<b>20</b>	<b>Earnings Per Share</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
	Profit/(loss) attributable to shareholders	(1,956,765)	(2,030,798)
	Weighted average number of equity shares	100,000	100,000
	Nominal value per equity share	10	10
	<b>Weighted average number of equity shares adjusted for the effect</b>	<b>3,011,800</b>	<b>3,011,800</b>
	<b>Earnings per equity share</b>	<b>(0.65)</b>	<b>(0.67)</b>
	Basic	(0.65)	(0.67)
	Diluted	-	-
<b>21</b>	<b>CONTINGENCIES AND COMMITMENTS</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
	<b>(A) Contingent liabilities</b>		
	I. Income Tax	Nil	Nil
	II. Other Legal Cases	Nil	Nil
		-	-
	<b>(B) Capital and other commitments</b>		
	Estimated amount of contracts remaining to be executed on capital account, net of advances and not provided in the books are as follows:		
	<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
	Property, plant and equipment	Nil	Nil
<b>22</b>	<b>LEASES :</b>		
	<b>The Company has not taken any assets on lease</b>		
	<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
	Lease payments for the year recognised in the Statement of Profit and Loss	Nil	Nil

23. Deferred Tax Assets & Deferred Tax Liabilities: In accordance with IND AS 12 – Income Taxes issued by ministry of corporate affairs, the company has accounted for the Deferred Tax

**Amount in Rs.**

Particulars	Deferred Tax As at 01.04.2018	Liability Current Year Charged/ (Earned)	Deferred Tax Assets as at 31.03.2019
On account of difference Between book & Tax Depreciation	7,504	849	6,655
<b>Total</b>	<b>7,504</b>	<b>849</b>	<b>6,655</b>

In accordance with AS 22 issued by ICAI, the company has provided for deferred tax during the year.

24. Directors' Remuneration: Rs. NIL (Previous Year Rs. NIL).

25. During the year under review, the Company i.e. B. P. Capital Limited had received In Principle Approval from BSE for its proposed Merger with Diamond Footcare Udyog Private Limited. Pursuant to In-Principle Approval received from BSE for the proposed scheme of merger of B. P. Capital Limited with Diamond Footcare Udyog Private Limited, the Company had filed a petition of merger on 24.05.2018 with Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench vide application no. CA (CAA) NO.20/Chd/Hry/2018 and Diary No. 1770. The Court convened meeting of the shareholders of the company for approving the scheme of aforesaid Merger will be called upon at such date as the Hon'ble NCLT may direct.

26. Related Party Disclosures

"Related party disclosures as required under IND AS- 24  
"Related Party Disclosures".

(a). Related parties and nature of related party relationships where control exists

Name of the party	Relationship
Mr. Ramesh Kumar Gupta	Managing Director
Mr. Vijay Aggarwal	Director

(b). Related party and nature of related party relationship with whom transactions have taken place:

Name of the party	Relationship
Ms. Sakshi Gupta	Key Managerial Personnel
Mr. Shatrughan Sahu	Key Managerial Personnel
Symbolic Inframart Pvt. Ltd.	Promoter Company

Transitions during the year with related parties

	Amount involved	Nature of transaction	Relation
Ms. Sakshi Gupta	Rs. 1,20,000/-	Salary	KMP (Company Secretary)
Mr. Shatrughan Sahu	Rs. 4,22,857/-	Salary	KMP CFO
Symbolic Inframart Pvt. Ltd.	Rs. 7,00,000/-	Advance Received	Promoter Company

27. The figures of previous years have been recast/regrouped wherever necessary to make them comparable and for the purpose of our audit.

Auditor's Report

As per our report of even date attached

**For M/s.RMA& Associates LLP**  
**Chartered Accountants**  
**Firm Regn No. 000978/N500062**

**For and on behalf of the Board of Directors of B.P.CAPITAL LTD.**

**Sd/-**  
**Amit Jain**  
**Partner**  
**M.No.503109**

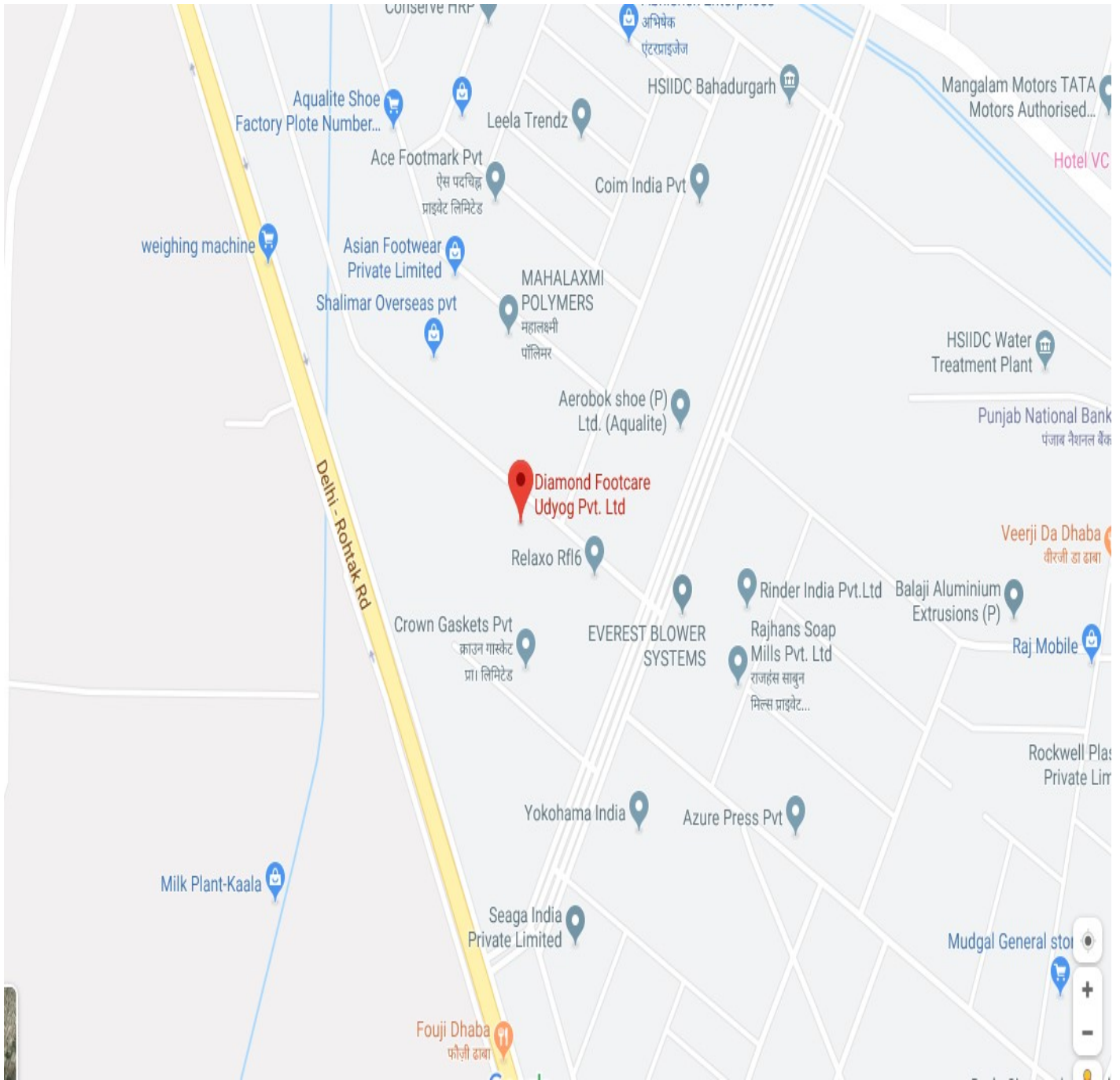
**Sd/-**  
**Ramesh Kumar Gupta**  
**Managing Director**  
**DIN: 00047724**

**Sd/-**  
**Vijay Aggarwal**  
**Director**  
**DIN: 02771373**

**Sd/-**  
**Shatrughan Sahu**  
**CFO**  
**PAN: BAQPS1603E**

**Sd/-**  
**Saksh Gupta**  
**Company Secretary**  
**M.No.29348**

**Place: New Delhi**  
**Date: 29-5-2019**



**B. P. Capital Limited**  
**CIN: L74899HR1994PLC072042**  
**Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana - 124507**  
**Phone: 01276-222501, 02 Fax: 01276-222501**

**E-COMMUNICATION REGISTRATION FORM AND BANK ACCOUNT DETAILS**

Dear Shareholders,

You are aware that majority of the provisions of Companies Act, 2013 have been made effective from 1st April, 2014. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports, Notices and other communications through electronic mode to those shareholders who have registered their email address either with the Company/RTA or with the Depository.

It is a welcome move that would benefit the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This provides a golden opportunity to every shareholder of B.P. Capital Limited to contribute to the cause of 'Green Initiative' by giving their consent to receive various communications from the Company through electronic mode.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company [www.bpcapital.in](http://www.bpcapital.in)

[Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.]

To support this green initiative in full measure, members who have not registered their E-mail address, PAN Number and Bank Account details so far, are requested to register their E-mail address, PAN Number and Bank Account details along with self attested copy of their PAN Card and original cancelled cheque / Bank Passbook / Statement attested by the Bank.

**Best Regards,**  
**Sd/-**  
**Ramesh Kumar Gupta**  
**Managing Director**

**E-COMMUNICATION REGISTRATION FORM AND BANK ACCOUNT DETAILS**

Folio No. /DP ID & Client ID:.....

Name of the 1st Registered Holder:.....

Name of the Joint Holder[s]: (1).....(2).....

Registered Address:.....

E-mail ID (to be registered):..... Mob./Tel. No.:.....

PAN: .....

I/We shareholder(s) of B.P. Capital Limited hereby agree to receive communications from the Company in electronic mode. Please register my above E-mail ID in your records for sending communications in electronic form.

Date: ..... Signature: .....

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.

**Unit: B. P. CAPITAL LIMITED**

Dear Sir,

I/we hereby request you to update my/our below mentioned details in your records with respect to the shareholding in **B. P. CAPITAL LIMITED**

Name of Shareholder(s)			
Folio No.(s)			
PAN	First Holder	Second Holder	Third Holder
Bank Name & Branch Address			
Bank A/c. No.			
IFSC Code			
MICR Code			
Email ID			
DP ID/Client ID			

I/we hereby declare that the particulars given hereinabove are correct and complete.

First Holder                      Second Holder                      Third Holder

Signature of Shareholder(s) - \_\_\_\_\_

**Encl.:** 1. Self- attested copy of PAN card of all the Shareholders in case of joint holding.

2. Original cancelled cheque/Bank Passbook/Statement attested by the Bank.

**B. P. Capital Limited**  
**CIN: L74899HR1994PLC072042**  
**Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana - 124507**  
**Phone: 01276-222501, 02 Fax: 01276-222501**

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting venue)

Name of the Member(s) / Proxy\*: .....(\*Strike off whichever is not applicable)  
Registered address: .....  
E-mail Id: ..... Folio No. /DP ID & Client ID:.....

I/We, being the member (s) of ..... shares of the above named company, hereby record my/our presence at the 26<sup>th</sup>Annual General Meeting of the Company, to be held on Monday, the 30<sup>th</sup> day of September, 2019 at 9.00 a.m. at Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana – 124507.

Signature of the Member/Proxy\*: .....  
(\*strike out whichever is not applicable)

**NOTES:**

- 1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) For the convenience of Members, persons other than Members/Proxies will not be admitted.

**B. P. Capital Limited**  
**CIN: L74899HR1994PLC072042**  
**Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana - 124507**  
**Phone: 01276-222501, 02 Fax: 01276-222501**

**Form No. MGT 11**  
**PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies(Management and Administration) Rules, 2014]

**Name of the Member (s):** .....  
**Registered address:** .....  
**E-mail Id:** ..... **Folio No. /DP ID & Client ID:** .....

I/We, being the member (s) of.....shares of the above named company, hereby appoint

- 1) **Name:** ..... **E-mail Id:** .....  
**Address:** .....  
..... **Signature:** .....or failing him/her
- 2) **Name:** ..... **E-mail Id:** .....  
**Address:** .....  
..... **Signature:** .....or failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup>Annual General Meeting of the Company, to be held on Monday, the 30<sup>th</sup> day of September, 2019 at 9.00 a.m.at Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana – 124507 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Res. No.	Description	For	Against
1.	Adoption of Financial Statements, Board and Auditors' Report for the Financial Year 2018-19.		
2.	Reappointment of Mr. Ramesh Kumar Gupta as a Managing Director of the Company, as a Director liable to retire by rotation		
3.	Appointment of M/s Nemani Garg and Associates (Firm Registration No. 010192N) Chartered Accountants, as the Statutory Auditors of the Company.		
4.	Approval of Related Party Transaction U/s 188 of Companies Act, 2013		
5.	Approval for making loan/investments and giving gurantees or providing securities pursuant to section 186 of the Companies Act, 2013		

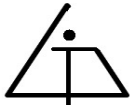
Signed this ..... day of ..... 2019. Signature of Shareholder:.....

**Affix  
Revenue  
Stamp**

**NOTES:**

- 1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

**If undelivered, Please Return to :**



## **B. P. CAPITAL LIMITED**

CIN: 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](mailto:bpcapitallimited@gmail.com), Website : [www.bpcapital.in](http://www.bpcapital.in)