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Corporate Information

BOARD OF DIRECTORS

Mr. Peeyush Kumar Aggarwal
Mr. Adesh Kumar Jain
Mr. Karan Bhatia

Director
Director
Director

COMPANY SECRETARY AND COMPLIANCE OFFICER

Sakshi Gupta
Company Secretary & Compliance Officer

AUDITORS

M/s RMA & Associates,
Chartered Accountants

BANKERS

Vijaya Bank,
Kamla Nagar
Delhi

REGISTRAR & SHARE TRANSFER AGENTS

Skyline Financial Services Private Limited
D-153/A, 1st Floor,
Okhla Industrial Area, Phase -1,
New Delhi-110020

REGISTERED OFFICE

702, Arunachal Building,
19, Barakhamba Road,
Connaught Place,
New Delhi-110 001

B. P. Capital Limited
702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001



NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF B. P. CAPITAL LIMITED WILL BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2013, AT 702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110 001 AT 10:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013 the Statement of Profit and Loss for the financial year ended on that date together with the Reports of the Auditors', Reports of the Directors' and secretarial compliance certificate thereon.
2. To appoint a Director in place of Mr. Karan Bhatia, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re appoint M/s RMA & Associates as the Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting and in this connection to consider, and, if thought fit, to pass with or without modification, the following resolution, as an Ordinary Resolution:

“RESOLVED THAT M/s RMA & Associates, Chartered Accountants, New Delhi, the Company’s retiring auditors, being eligible and offering themselves for reappointment, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company.”

For and on Behalf of the Board

Date: 02nd September, 2013
Place: New Delhi

Sd/-
(Peeyush Kumar Aggarwal)
Chairman

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE 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.
2. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorising their representative to attend and vote at the Annual 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 Friday, 27th September, 2013 to Monday, 30th September, 2013 (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 open 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.

For and on Behalf of the Board

Sd/-
Peeyush Kumar Aggarwal
Chairman

Dated: 02nd September, 2013
Place: New Delhi

Director's Report

Dear Members,

Your Directors are delighted to present the 20th Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2013.

FINANCIAL RESULTS

The Financial Performance of your Company for the year ended March 31, 2013 is summarized below

Particulars	(Amount in Rs. 000's)	
	Financial Year ended	
	31 st March, 2013	31 st March, 2012
Total Income	774	451
Total Expenditure	740	437
Profit before tax	33	14
Provision for tax	15	9
Deferred Tax Liabilities (Assets)	(5)	(4)
Short Provision of tax of earlier years	-	-
Profit after Tax	23	10
Transfer to Reserve Fund	4.6	1.9
Balance Profit/(Loss) of current year	18.4	7.7
Profit/(Loss) b/f of previous year	(1642)	(1650)
Balance of Profit/(Loss) carried to Balance Sheet	(1624)	(1642)
Paid-up Share Capital	30118	30118
Reserves and Surplus Reserve Fund (as per section 45-IC of the RBI Act)	158	153

REVIEW OF OPERATION

During the year under review total revenue of the Company was Rs. 7,73,774/- as against Rs. 4,51,450/- in the previous year. The company earned a net profit (before tax) of Rs. 33,298/- against a net profit (before tax) of Rs. 13,954/- during the previous year. Your Directors are putting in their best efforts to improve the profitability of the Company.

FUTURE PROSPECTS

Your Company continues to be non-banking Investment Company and will continue its efforts in Capital Market as well as in making loans to the potential and sound borrowers. Your Company believes in making those investments, which are characterized by "Lesser risks with adequate returns". Your Directors are optimistic that current year will fetch better returns for the Company.

DIVIDEND

In view of insufficiency of profits, your Directors regret their inability to recommend dividend on equity shares for the year under review.

DIRECTORS

Mr. Karan Bhatia, Director of the Company, retires by rotation at the ensuing Annual General Meeting as per the provisions of Section 256 of the Companies Act, 1956 and being eligible offers himself for re-appointment.

DIRECTOR'S RESPONSIBILILY STATEMENT

In terms of the provisions of Section 217(2AA) of the Companies Act, 1956, and to the best of their knowledge and belief and according to the information and explanations obtained by them and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- i. in preparation of the annual accounts, the applicable accounting standards have been followed;
- ii. the Directors had 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 as the end of Financial Year as on 31st March, 2013 and of the Profit of the Company for that period ;
- iii. the Directors have 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;
- iv . the Directors had prepared the Annual Accounts on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE

A Secretarial Compliance Certificate, furnished by a practicing Company Secretary pursuant to Section 383A of the Companies Act, 1956 and in accordance with Companies (Compliance Certificate) Rules 2001 has been obtained by the company.

AUDITORS' REPORT

Comments made by the Statutory Auditors in the Auditors' Report are self-explanatory and do not require any further clarification.

AUDITORS

M/s RMA & Associates., Chartered Accountants, and Statutory Auditors of the Company, retires at the conclusion of the forthcoming Annual General Meeting, and being eligible, offer themselves for reappointment. The members are requested to appoint them as auditors till the conclusion of next Annual General Meeting.

The Board recommends M/s RMA & Associates., Chartered Accountants, to be reappointed as the Statutory Auditors in the larger interest of the Company. A certificate under Section 224(1B) of the Companies Act, 1956 regarding their eligibility for the proposed appointment has been obtained from them.

PARTICULARS OF EMPLOYEES

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956, read with the

Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy & Technology Absorption: Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy and technology absorption are not quite relevant to its functioning.

Foreign Exchange Earnings and Outgo: There was no Foreign Exchange earnings and outgo during the year under review.

MATERIAL CHANGES ETC.

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company 31st March, 2012 and the date of this Report.

PUBLIC DEPOSITIS

During the year, your Company has not accepted any Deposits under Section 58A and Section 58AA of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975.

LISTING AT BSE

To provide an opportunity to trade and to provide liquidity in its shares to its equity shareholders, the Company has also applied to Bombay Stock Exchange Limited for getting its shares listed at the aforesaid Exchange under the Direct Listing Scheme formulated by BSE during the year under review

CORPORATE GOVERNANCE

The Board of Directors supports the broad principles of Corporate Governance. In addition to the basic governance issues, the Board lays strong emphasis on transparency, accountability and integrity.

As prescribed under the listing agreement of the Stock Exchanges, a separate statement on Corporate Governance is annexed herewith and may be treated as part of the Directors' Report and Annual Report.

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from Banks and various Government Departments. The Board also places on record its appreciation of the devoted services of the employees; support and co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

For and On Behalf of the Board

**Sd/-
Peeyush Kumar Aggarwal
Chairman**

**Place : New Delhi
Date : 02nd September, 2013**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE

B. P. Capital Limited is a NBFC and is engaged mainly in the business of investing in shares, both quoted and unquoted. The industry structure relevant to the Company's operations is mainly concerned with the capital market.

The NBFCs sector is undergoing a significant transformation at present and has come to be recognised as an important element of the financial system. The recent issue in financial sector have highlighted the necessity, importance and significant role, the NBFCs play in development of nation's infrastructure.

In the financial system of India, importance of NBFCs has been much discussed. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the environment.

NBFCs have been actively fuelling the growth of the economy – especially the infrastructure part of the economy and have been supplementing the Banking system effectively and thus enhancing competition and diversification in the financial sector

The NBFCs have attracted substantial investments during the recent years both from the retail and from the wholesale side. The growth also has been significant during this year. The NBFCs have been catalysts in accelerating the growth in the semi urban and rural areas. The projections made by RBI and other Financial forecasts gives substantial growth opportunities for the industry in the coming years.

ECONOMY OVERVIEW

Indian economy is adversely affected by persistent inflation over the last few years. The rising incomes dropped the purchasing power of the population, driving consumption demand in sectors, where supply lagged particularly, in food grain and non food-grain commodities, Sharp increase in international prices of fuels also contributed to inflationary pressure. The Government has been going very slow on various reforms, expected by large investors and market. Market participants were particularly concerned about subsidies—fertilizer, food and fuel; falling rupee against dollar; unreported corruptions; widening current account and fiscal deficits. Net Buys by the Foreign Institutional investors have been declining during the year as compared to these of the earlier years. Economic situations in Euro Zone countries and other priced the Capital Market towards losses.

The NBFCs sector has undergone a significant transformation in the past few years and has come to be recognized as a systemically important element of the financial system. The recent global financial crisis has also highlighted the regulatory imperatives concerning the non-banking financial sector and the risks arising from regulatory gaps, arbitrage and systemic inter-connectedness.

In the multi-tier financial system of India, importance of NBFCs in the Indian financial system is much discussed by various committees appointed by RBI in the past and RBI has been modifying its regulatory and supervising policies from time to time to keep pace with the changes in the system. NBFCs have turned out to be engines of growth and are integral part of the Indian financial system, enhancing competition and diversification in the financial sector, spreading risks specifically

at times of financial distress and have been increasingly recognized as complementary of banking system at competitive prices. Since the 90s crisis the market has seen explosive growth, as per a Fitch Report 1 the compounded annual growth rate of NBFCs was 40% in comparison to the CAGR of banks being 22% only.

OPPORTUNITIES AND THREATS

Capital markets at present are going through turbulent times due to slow-down in domestic economy, slow-down in reforms, uncertain global economic environment, economic crisis faced by a few countries in Europe, fluctuations in currency rates, etc. Although the inflation has remained steady during the year but it is still under pressure due to hike in petrol prices, burden of diesel subsidies, high fiscal deficit, etc. However, we feel that the opportunities will soon arise in the markets upon the corrective policies by the government and better fiscal management which will strengthen the economy.

The NBFC industry holds immense potential and the Government of India's increased focus towards Financial Inclusion has created various opportunities for existing NBFCs to leverage on their established customer base in rural areas. The recent steps by the Government of India to create Infrastructure for NBFC and to provide banking license for NBFCs is a positive signal. The above opportunities have made the Industry highly competitive with the emergence of new category of systematically important NBFCs. alongwith existing local and Multinational players leading to tough competition within the industry.

OUTLOOK

Outlook for the Company is linked to Capital Market. The Board of Directors of the Company believes that Company's Investments in the equity shares of various companies would reasonably perform in the ensuing years.

The role of NBFCs has become increasingly important from both the macro economic perspective and the structure of the Indian financial system. Over a period of time, one has to accept, that it is only those which are big enough and serious about being in the finance business will and must grow. To survive and constantly grow. NBFCs have to focus on their core strengths while improving on weaknesses. They have to constantly search for new products and services in order to remain competitive. The coming years will be testing ground for the NBFCs and only those who will face the challenge and prove themselves will survive in the long run.

For several years, NBFCs have rapidly emerged as an important segment of the Indian Financial System. The sector is now being recognized as complementary to the banking sector due to the implementation of innovative marketing strategies, introduction of tailor made products, customer-oriented services, attractive rates of return on deposits and simplified procedures.

RISK & CONCERNS

As an NBFC, the Company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risk is associated with your Company's business which includes deployment of funds in specific projects, diversification into other business operations, retention of talented personnel, managing effective growth rate, volatility in interest rate, NPAs in portfolio, changes in compliance norms and regulations, contingent liabilities and other legal proceedings. Your Company recognizes the importance of risk management and has invested in people, process and technologies to effectively mitigate the above risks.

Company's performance is closely linked to the Indian Capital Market as the company has investments in both quoted as well as unquoted shares. These investments represent a substantial portion of the company's business and are vulnerable to fluctuations in the stock market. Any

decline in the price of quoted investments may affect its financial position and results of operations. The value of the company's investments may be affected by factors affecting capital markets such as price and volume volatility, interest rates, currency exchange rates, foreign investment, government policy changes, political and economic developments, crude oil prices and economic performance abroad, etc.

The Company's success largely depends upon the quality and competence of its management team and key personnel. Attracting and retaining talented professionals is therefore a key element of the company's strategy. The resignation or loss of key management personnel may have an adverse impact on the Company's business, its future financial performance and the result of its operations.

As a non-deposit taking NBFC, the Company is subjected to regulations by Indian governmental Authorities, including the Reserve Bank of India. Their Laws and regulations impose numerous requirements on the Company including prescribed levels of capital adequacy, solvency requirements and liquid assets. There may be future changes in the regulatory system or in the enforcement of the Laws and regulations that may adversely affect the Company's performance.

Moreover, any slowdown in the economic growth in India could cause the business of the Company to suffer. Recently, the growth of industrial production has been variable. Any slowdown in Indian economy could adversely affect the Company's business.

ADEQUACY OF INTERNAL CONTROL

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.

HUMAN RESOURCE DEVELOPMENT

The Company believes that its people are a key differentiator, especially in knowledge driven, competitive and global business environment. Adapting work culture to suit the dynamic balancing of people requirements and employee needs is an ongoing process. Our people are the company's greatest assets. Your company focuses on increasing the overall productivity per employee in the challenging market conditions. Men are the only active agent and acts as a catalyst in effective utilization of all other M's (Material, Machine and Money).

The Board of Directors of your company would like to place on record their sincere appreciation for the efforts and contribution made by all the employees of the Company in the challenging environment. Your Directors take this opportunity to thank all employees for rendering impeccable services to every constituent of Company, customers and shareholders. The Company has a well-defined appraisal system to assess and reward the employees appropriately and also to gauge the potentials of the individuals.

INTEREST AND BORROWINGS

The company continues to be debt free and hence incurs no interest cost.

SEGMENT-WISE PERFORMANCE

The Company is into single reportable segment only.

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.

APPRECIATION

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from the shareholders, bankers and other government agencies during the year under review.

Your Directors also wish to place on record their deep sense of appreciation of the unstinted efforts and contribution made by employees at all levels resulting in the successful performance during the year.

For and on Behalf of the Board

**Sd/-
Peeyush Kumar Aggarwal
Chairman**

**Date: 02nd September, 2013
Place: New Delhi**

Report on Corporate Governance

In compliance with the Corporate Governance reporting requirements as per the format prescribed by the Securities and Exchange Board of India and incorporated in Clause 49 of the Listing Agreement with the Stock Exchanges, the Company's policies on Corporate Governance and compliance thereof, upto March 31, 2013 is enumerated below for information of the shareholders and investors of the company:

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.

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 benefitted by the experience and skills of the Board of Directors.

The Board of Directors consists of three members, comprising of one Non Executive Promoter Director and two Non Executive Independent Directors. The Board's composition meets the stipulated requirements of clause 49 of the listing agreement of the Stock Exchanges.

The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large. The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the company: www.bpcapital.in. All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the Board of 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, Seven Board Meetings were held on 09th May, 2012, 14th August, 2012, 1st September, 2012, 29th September 2012, 09th November, 2012, 13th February, 2013 and 19th March, 2013.

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

Name	Category	Designation	No. of Board Meetings attended	Last AGM attended
Mr. Peeyush Kumar Aggarwal	Non Executive & Non-Independent	Non Executive Promoter Director	7	Yes
Mr. Adesh Kumar Jain	Non Executive & Independent	Director	7	Yes
Mr. Karan Bhatia	Non Executive & Independent	Director	7	Yes

Board Committees:

I. Audit Committee

The role and terms of reference of the Audit Committee are in accordance with Clause 49 of the Listing Agreement and Section 292 A of the Companies Act, 1956. This, inter alia, includes the overview of Company's financial process, review of quarterly, half yearly and annual financial statements, review of internal control and internal audit systems.

During the year under review, Five Audit Committee Meetings were held on 09th May, 2012, 14th August, 2012, 1st September, 2012, 09th November, 2012 and 13th February, 2013. The Committee is headed by a Non Executive Independent Director. The Chairman of the Audit Committee was present at the last AGM held on 29.09.2012.

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

Name of the Director	Category	Nos. of Meetings Attended
Mr. Adesh Kumar Jain	Chairman & Independent Director	5
Mr. Peeyush Kumar Aggarwal	Non Executive & Non-Independent Director	5
Mr. Karan Bhatia	Non Executive & Independent Director	5

II. Shareholders'/Investors' Grievances Committee:

All matters related to transfer/ transmission of shares and Investor grievances have been entrusted to the Shareholders'/Investors' Grievances Committee. The Committee also oversees the performance of the Registrar and Transfer Agents of the Company.

The Shareholders'/Investors' Grievances Committee comprises of the following Directors:

Name of Members	Status
Mr. Peeyush Kumar Aggarwal	Chairman
Mr. Adesh Kumar Jain	Member
Mr. Karan Bhatia	Member

In order to expedite transfer of shares in physical form, the Board has authorized Sky Line Financial Services Pvt. Ltd., the Share Transfer Agent to approve the transfer up to 10,000 shares in any one case at a time. The Committee meets as per the requirements from time to time.

Annual General Meetings

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

Year	Date	Venue	Time
2010	30.09.2010	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi – 110001	10.00 A.M.
2011	30.09.2011	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi - 110001	10.00 A.M.
2012	29.09.2012	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001	10.30 A.M.

All Resolutions proposed for the above said meetings were duly passed by show of hands. During the year under review, no special resolution was passed and no resolution was passed through postal ballot.

Statutory Disclosures

No transactions of material nature have been entered into by the Company with any of the Promoters, Directors, their related companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company.

The Company has not been penalized, nor have any strictures been imposed by the Stock Exchanges, SEBI or any statutory authority, during the last three years, on any matter relating to capital market.

SHAREHOLDERS' INFORMATION

Calendar for the financial year ending 31st March, 2014

Financial Reporting for the	Tentative time frame
First quarter ended 30th June, 2013	First fortnight of August, 2013
Second quarter ending 30th September, 2013	First fortnight of November, 2013
Third quarter ending 31st December, 2013	First fortnight of February, 2014
Fourth quarter ending 31st March, 2014	By the end of May, 2014

Listing on Stock Exchanges

The Delhi Stock Exchange Ltd,
DSE House, 3/1, Asaf Ali Road,
New Delhi – 110002.

The Calcutta Stock Exchange Ltd
7, Lyons Range, Kolkata 700 001

Listing at BSE

To provide an opportunity to trade and to provide liquidity in its shares to its equity shareholders, the Company has also applied to Bombay Stock Exchange Limited for getting its shares listed at the aforesaid Exchange under the Direct Listing Scheme formulated by BSE during the year under review

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 Delhi Stock Exchange Ltd. (DSE) & Calcutta Stock Exchange (CSE). Since there was no trading in the shares of the company at CSE & DSE, the share price market data are not available.

Share Transfer System

In compliance with SEBI Guidelines, the Registration of Share transfers in physical form as well as in electronic form have been assigned to Skyline Financial Services Pvt. Ltd. In order to ensure timely registration of transfer and return of certificates, the Company monitors the Registrars work closely on regular basis.

Means of Communication

The quarterly un-audited financial results are sent to both the Stock Exchanges where the Company's shares are listed i.e. DSE & CSE immediately after the Board meetings.

Ministry of Corporate Affairs (MCA)

The Company has periodically file all the necessary documents with the MCA.

Address for Correspondence

B. P. Capital Ltd
702, Arunachal Building,
19, Barakhamba Road,
Connaught Place, New Delhi – 110001
Phones: 011 – 43571040, Fax: 011 - 43571047

Address of the Registrar

Skyline Financial Services Pvt Ltd
D-153/A, 1st Floor, Okhla Industrial Area
Phase -1, New Delhi-110020.

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
702, Arunachal Building,
19, Barakhamba Road,
Connaught Place, New Delhi – 110001

The Company is also maintaining a separate e-mail id. investor@bpcapital.in for registering the investor Complaints and grievances.

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. During the year under review, B. P. Capital Limited got itself registered with SEBI under the SCORES system.
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 Ltd. (NSDL) and Central Depository Services (India) Ltd. (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 March 31, 2013, shares comprising approximately 81.39 % of the Company's Equity Share Capital have been dematerialised.

Status on Dematerialised Shares (Equity ISIN No. INE 947C 01010)

Shares Held through	Percentage of Holding
NSDL	53.87
CDSL	27.52
Physical	18.61
Total	100.00

Shareholding Pattern of the Company as on 31st March, 2013

Category	No. of Shares held	% of share holding
A. Promoters' holding		
Promoters		
Indian Promoters	4,24,400	14.09
Foreign Promoters	Nil	Nil
2. Persons Acting in Concert	Nil	Nil
Sub-total (A)	4,24,400	14.09
B. Non-Promoters' holding		
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. FII's	Nil	Nil
Sub-total	Nil	Nil
4. Non Institutional Investors		
a. Bodies Corporate		
b. individuals	8,56,800	28.45
-Individual shareholders holding nominal share capital up to Rs. 1 Lakh	4,97,900	16.53
-Individual shareholders holding nominal share capital up in excess of Rs. 1 Lakh	12,29,500	40.82
	3200	0.11
c. Any Other (HUF)		
Sub-total (B)	25,87,400	85.91
Grand Total (A)+(B)	30,11,800	100.00

For and on Behalf of the Board

Dated : 02nd September, 2013
Place: New Delhi

Sd/-
Peeyush Kumar Aggarwal
Chairman



AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

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, 2013 as stipulated in Clause 49 of the Listing Agreement of the said company with the stock exchanges.

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 Agreement.

We state that as per the report given by the Registrars & Share transfer agents of the Company to the Investor's Grievance committee, as on March 31, 2013, there were no investor grievance matters against the Company remaining unattended/pending for more than 30 days.

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
Chartered Accountants
Firm Reg. No. 000978N**

Sd/-
**Pankaj Chander
Partner
Membership No. 89065**

**Place : New Delhi
Dated : 30th May, 2013**



B. P. CAPITAL LIMITED

REGD. CUM CORPORATE OFFICE: 702, Arunachal Building,
19, Barakhamba Road, Connaught Place, New Delhi – 110001
Phone: 011-43571040, 43571041, Fax : 011-43571047

Confirmation of compliance of Code of Conduct and Ethics

To,

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

In compliance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges relating to Corporate Governance, I confirm that, on the basis of confirmations/declarations received, all the Directors and senior management personnel of the company have complied with the Code of Conduct framed by the company during the year 2012-13.

For B. P. Capital Limited

**Place: New Delhi
Dated : 30th May, 2013**

**Sd/-
Peeyush Kumar Aggarwal
Chairman**



INDEPENDENT AUDITOR'S REPORT

**The Members,
B. P. CAPITAL LIMITED
NEW DELHI**

Report on the Financial Statements

We have audited the accompanying financial statements of **B. P. CAPITAL LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") Issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:-
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books [and proper returns adequate for the purposes of our audit have been received from branches not visited by us];
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account [and with the returns received from branches not visited by us];
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

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

**Place: New Delhi
Dated : 30th May, 2013**

Sd/-
**Pankaj Chander
Partner
M. No. 89065**

B. P. CAPITAL LIMITED

ANNEXURE TO THE AUDITORS' REPORT

- (i) (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) These fixed assets have been physically verified at reasonable intervals by the management and no material discrepancy was noticed on such verification.
- (c) The company has not sold any assets during the year.
- (ii) (a) The company does not have any inventory. Therefore, the clause relating to physical verification of inventory at reasonable intervals by the management is not applicable.
- (b) As the company does not have any inventory, the clause relating to procedures of physical verification of inventory followed by the management in relation to the size of the company and the nature of its business is not applicable.
- (c) As the company does not have any inventory, the clause relating to maintenance of proper records of inventory and notice of any material discrepancy on physical verification is not applicable.
- (iii) (a) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (b) Since the company has not granted any loans, secured or unsecured, as above the clause relating to rate of interest and other terms and conditions of such loans is not applicable.
- (c) Since the company has not granted any loans, the clause relating to regular receipt of the principal amount and interest is not applicable.
- (d) Since the company has not granted any loans, the clause relating to overdue amount of more than Rupees One Lac is not applicable.
- (e) The company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (f) Since the company has not taken any loans, secured or unsecured, as above the clause relating to rate of interest and other terms and conditions of such loans is not applicable.
- (g) Since the company has not taken any loans, the clause relating to regular payment of the principal amount and interest is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the company has not entered into any contract or arrangement that need to be entered in the register maintained in pursuance of section 301 of the Act.
- (b) Since the company has not entered into any such transactions during the financial year, the clause relating to such transactions at prices which are reasonable having regard to the prevailing market prices at the relevant time is not applicable.
- (vi) The company being a "Non Banking Financial Company", provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act are not applicable to the company.
- (vii) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.

- (viii) Maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.
- (ix) (a) According to the information and explanations given to us, and on the basis of our examination of the books of account, undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and any other statutory dues if any, as applicable to it, have been regularly deposited by the company with the appropriate authorities during the year.
- (b) According to the information and explanations given to us, there are no dues of income tax / sales tax / wealth tax / service tax / custom duty / excise duty / cess which have not been deposited on account of any dispute.
- (x) The accumulated losses of the company at the end of the financial year covered by our audit do not exceed fifty percent of its net worth.
- (xi) According to the information and explanations given to us, the company has neither taken any loan from a financial institution or bank nor issued debentures during the financial year under audit. Hence, the clause relating to repayment of dues to a financial institution or bank or debenture holders is not applicable to the company.
- (xii) The company has not granted any loan or advance against the security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) Proper records have been maintained of the transactions and contracts of dealing or trading in shares, securities, debentures and other investments held by the company and timely entries have been made therein. Shares, securities, debentures and other securities have been held by the company in its own name except to the extent of the exemption, if any, granted under section 49 of the Act.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) According to the information and explanations given to us, the company has not obtained any term loans.
- (xvii) According to the information and explanations given to us, we report that short term funds have not been used for long term investments.
- (xviii) The company has not made preferential allotment of shares during the period covered by our audit to the parties and companies listed in the Register maintained under section 301 of the Act.
- (xix) The company has not issued debentures during the period covered by our audit.
- (xx) The company has not raised money by way of public issues during the period covered by our audit.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

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

**Place: New Delhi
Dated : 30th May, 2013**

**Sd/-
Pankaj Chander
Partner
M. No. 89065**

B. P. CAPITAL LIMITED

702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110001

BALANCE SHEET AS AT 31ST MARCH, 2013

PARTICULARS	Notes	As At 31.03.2013 <u>Amt. In Rs.</u>	As At 31.03.2012 <u>Amt. In Rs.</u>
EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	3,01,18,000	3,01,18,000
(b) Reserves and Surplus	2	(14,66,021)	(14,89,030)
(2) Share Application money pending allotment			
		-	-
(3) Non-Current Liabilities			
(a) Deferred Tax Liabilities (Net)		10,551	15,158
(4) Current Liabilities			
(a) Other Current Liabilities	3	18,67,580	18,68,353
(b) Short-Term Provisions	4	14,897	8,632
Total Equity & Liabilities		<u>3,05,45,007</u>	<u>3,05,21,113</u>
ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible assets	5	85,219	1,06,776
(ii) Intangible Assets			
(b) Non-current investments	6	17,85,000	17,85,000
(c) Long term loans and advances	7	3,79,858	3,79,858
(2) Current Assets			
(a) Current investments	8	2,79,82,000	2,79,82,000
(b) Trade receivables		-	-
(c) Cash and cash equivalents	9	3,12,930	2,67,479
(d) Other current assets		-	-
Total Assets		<u>3,05,45,007</u>	<u>3,05,21,113</u>

Significant Accounting Policies

14 to 22

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

Auditor's Report

As per our separate report of even date attached

For RMA & Associates**Chartered Accountants****Firm Reg. No. 000978N**

Sd/-

(Pankaj Chander)**Partner****M.No. 89065****Place: New Delhi****Date: 30th May, 2013****For B. P. CAPITAL LIMITED**

Sd/-

Peeyush Kumar Aggarwal**Director**

Sd/-

Karan Bhatia**Director**

Sd/-

Sakshi Gupta**Company Secretary**

B. P. CAPITAL LIMITED

702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110001

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2013

PARTICULARS	Notes	As At	As At
		31.03.2013	31.03.2012
		<u>Amt. In Rs.</u>	<u>Amt. In Rs.</u>
INCOME			
Revenue from operations		7,73,774	4,51,450
	Total	<u>7,73,774</u>	<u>4,51,450</u>
EXPENSES			
Employee Benefit Expenses	10	5,88,365	3,30,396
Financial Costs	11	-	-
Depreciation and Amortization Expense	12	21,559	21,559
Other Administrative Expenses	13	1,30,552	85,541
	Total	<u>7,40,476</u>	<u>4,37,496</u>
Profit before exceptional & extraordinary items & tax		<u>33,298</u>	<u>13,954</u>
Profit before extraordinary items and tax		<u>33,298</u>	<u>13,954</u>
Profit before tax		33,298	13,954
Tax expense:			
(1) Provision for Current Tax		14,897	8,632
(2) Deferred tax benefit		4,607	4,322
Profit(Loss) from the period from continuing operations		<u>23,008</u>	<u>9,644</u>
Transfer to Mandatory "Reserve Fund" [Sec.45C,RBI ACT]		4,602	1,929
Profit/(Loss) for the period		<u>18,406</u>	<u>7,715</u>
Earning per equity share:			
(1) Basic		0.006	0.003
(2) Diluted		0.006	0.003

Significant Accounting Policies

14 to 22

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

Auditor's Report

As per our separate report of even date attached

For RMA & Associates**Chartered Accountants****Firm Reg. No. 000978N****For B. P. CAPITAL LIMITED**

Sd/-
(Pankaj Chander)
Partner
M.No. 89065

Sd/-
Peeyush Kumar Aggarwal
Director

Sd/-
Karan Bhatia
Director

Place: New Delhi
Date: 30th May, 2013

Sd/-
Sakshi Gupta
Company Secretary

B. P . CAPITAL LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2013

	Year ended March 31,	
	2013	2012
A. Cash Flow From Operating Activities:		
Net Profit before tax and extraordinary items	33,298	13,954
Adjustments for:		
Depreciation	21,559	21,559
Loss on sale of Fixed Assets	-	-
Preliminary expenses written off	-	-
Public issue expenses written off	-	-
Operating cash flow before changes in working capital	54,857	35,513
Cash Flow in Working Capital Activities:		
(Increase)/Decrease in Sundry Debtors	-	-
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Loans & Advances	-	-
Increase/(Decrease) in Current Liabilities	(773)	(5,467)
Advance Tax/Tax Adjustment	-	-
Cash provided by / (used in) operating activities	54,084	30,046
Less: Income Tax Paid	8,632	8,290
Net cash provided by / (used in) operating activities	45,452	21,756
B. Cash Flow From Investing Activities:		
Sale/(Purchase) of fixed assets	-	-
(Increase)/Decrease in investments	-	-
Net cash provided by / (used in) investing activities	-	-
C. Cash Flow From Financing Activities:		
Unsecured loans during the year	-	-
Repayment of Unsecured Loans	-	-
Net cash provided by / (used in) financing activities	-	-
Net increase / (decrease) in cash and cash equivalents during the year [(A) + (B) + (C)]	45,452	21,756
Cash and Cash Equivalents:		
Opening Balance	267,478	245,722
Closing Balance	312,930	267,478

Auditor;s Certificate:

1. We have examined the above Cash Flow Statement of B. P . Capital Limited for the year ended 31.03.2013
2. The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchange and is based on and in agreement with the books and records of the company and also the Statement of Profit and Loss and Balance Sheet of the company covered by our report of even date to the members of the Company.

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

Sd/-
(Pankaj Chander)
Partner
M.No. 89065

Place: New Delhi
Date: 30th May, 2013

**Mandatory Reserve Fund [S.45-IC, RBI ACT]
in the statement of profit and loss**

Balance as per last financial statements	1,53,407	1,51,478
Special Reserve U/s 45IC of RBI Act,	4,602	1,929
Closing Balance	1,58,009	1,53,407
Total	(14,66,021)	(14,89,029)

Note : 3 Other Current Liabilities

Other Current Liabilities	18,67,580	18,68,353
	18,67,580	18,68,353

Note : 4 Short-Term Provision

b) Provisions:

Provision for taxation (A.Y. 2012-13)	-	8,632
Provision for taxation (A.Y. 2013-14)	14,897	-
	14,897	8,632

(Statement Showing Depreciation Forming Part of Financial Statement As On 31.03.2013 as per Companies Act1956)

Note : 5

FIXED ASSETS

(Amount in Rs.)

Particulars	Rate of DEP SLM %	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as on 1.4.12	Addn. during the Year	Sales/ Adj. during the 31.3.13	Total Cost as on 31.3.13	Dep. up to 01.04.12	Dep. for the current year	Dep. Adj.	Total as on 31.3.13	W.D.V. as on 31.3.13	W.D.V. as on 31.3.12
Furniture & Fixture	6.33	1,80,750	-	-	1,80,750	1,49,600	11,441	-	1,61,041	19,710	31,150
Office Equipments	4.75	2,12,999	-	-	2,12,999	1,37,373	10,117	-	1,47,490	65,510	75,626
TOTAL (RS.)		3,93,749	-	-	3,93,749	2,86,973	21,559	-	3,08,532	85,219	1,06,776
PREVIOUS YEAR		3,93,749	-	-	3,93,749	2,65,413	21,559	-	2,86,972	1,06,777	

Note : 6 Non Current Investment

Non-trade investments valued at cost – investment in shares/securities

Quoted :

- in fully paid up equity shares 2,38,000 (previous year 59,500) equity shares of Rs. 10/- each in North Eastern Carrying Corporation Limited (Bonus Share 178500 allotted on 17.12.2012)	17,85,000	17,85,000
	<u>17,85,000</u>	<u>17,85,000</u>

Note : 7 : Loans and Advances

(Unsecured, Considered Good)

(Advance recoverable in cash or in kind or for value to be received)

Loans and Advances to related parties	-	-
Loans and Advances due by directors or others officers of the company including by private-companies/firms in which they are interested	-	-
Advance Recoverables	3,59,869	3,59,869
TDS / Self Assessment Tax	19,989	19,989
	<u>3,79,858</u>	<u>3,79,858</u>

Note : 8 Current investments

Non-trade investments valued at cost – investment in shares/securities

Unquoted :

- in fully paid up equity shares	2,79,82,000	2,79,82,000
	<u>2,79,82,000</u>	<u>2,79,82,000</u>

Note :9 Cash & Cash Equivalent**Cash-in-Hand**

Cash Balance	3,12,930	2,67,479
	<u>3,12,930</u>	<u>2,67,479</u>

Bank Balance

Vijaya Bank	-	-
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Total	<u>3,12,930</u>	<u>2,67,479</u>
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Note : 10 Employee Benefit Expenses

Salaries	5,71,000	3,12,000
Food and Beverages at workplace	17,365	18,396
	<u>5,88,365</u>	<u>3,30,396</u>

Note :11 Financial Cost

Bank Charges & Commission	-	-
	<u>-</u>	<u>-</u>

Note : 12 Depreciation and Amortization Expense

Depreciation	21,559	21,559
	21,559	21,559

Note : 13 Other Administrative Expenses

AGM Expenses	23,375	18,485
Audit Fee	14,045	14,045
Fee & Subscription	31,495	3,500
Legal & Professional Charges	33,723	26,346
Miscellaneous Expenses	2,156	1,385
Postage and Couriers Expenses	9,812	8,795
Printing & Stationery Exp.	15,946	12,985
	1,30,552	85,541

14. Corporate information

B. P. CAPITAL LIMITED Company incorporated under the provisions of the Companies Act, 1956. The company is engaged in the business as Non Banking Finance Company.

15. Basis of preparation

- The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP).
- The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956.
- The company follows the Mercantile System of Accounting recognizing Income and Expenditure on accrual basis.
- The directors have certified that there are no outstanding expenses not provided for and nor there are income which have fallen due but not accounted for. The accounts are prepared on historical cost basis and as a going concern.
- The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

16. Summary of significant accounting policies

From the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

- **Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the

management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

- **Fixed Assets**

Fixed Assets are stated at cost. Depreciation of fixed assets is calculated at the rates prescribed under Schedule XIV to the Companies Act, 1956.

- **Depreciation**

Depreciation on fixed assets is provided on straight-line method at the rates prescribed in Schedule XIV to the Companies Act, 1956.

- **Investment**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

- **Inventories**

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. Work in progress and finished goods are valued at lower of cost and net realizable value.

- **Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

- **Income tax**

- Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years.

17. Deferred Tax Assets & Deferred Tax Liabilities:

Amount in Rs.

Particulars	Deferred Tax Liability as at 01.04.2012	Current Year Charged/(Earned)	Deferred Tax Liability as at 31.03.2013
On account of difference Between book & Tax Depreciation.	15,158	(4,607)	10,551
Total	15,158	(4,607)	10,551

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

18. Related Party Disclosures

(A) Related parties and key management personal

- i. Mr. Peeyush Kumar Aggarwal
- ii. Mr. Adesh Kumar Jain
- iii. Mr. Karan Bhatia

(B) No transactions have taken place with related parties during the financial year.

There are no related parties with whom transactions have taken place during the year.

19. The company is a Small and Medium-sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly, the company has complied with the Accounting Standards as applicable to a Small and Medium-sized Company.

20. The company has not received any intimation from “suppliers” regarding their status under Micro Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been furnished.

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

22. Debit and credit balances standing in the name of the parties are subject to balance confirmation and reconciliation.

Auditors Report

As per our report of even date attached

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

FOR B. P. CAPITAL LIMITED

Sd/-
Pankaj Chander
Partner
Secretary
M. No. 89065

Sd/-
Director

Sd/-
Director

Sd/-
Company

Place: New Delhi
Dated: 30th May, 2013

B. P. CAPITAL LIMITED

Regd. Office: 702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI 110001

ATTENDANCE SLIP 20TH ANNUAL GENERAL MEETING

To be handed over at the entrance of the meeting venue.

Name of the attending member (In block letters)
Mr./Mrs./Miss _____ Name of the proxy (in
block letters to be filled in by Proxy attending instead of the member)

No. of shares held: _____ Ledger Folio No. _____

DP Id No.* _____ Client Id.* _____

I hereby record my presence at the **TWENTIETH ANNUAL GENERAL MEETING** on Monday, the 30th Day of September, 2013, at **702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI 110001 at 10.30 A.M.**

Member's Signature

Proxy's Signature

Note: 1. Shareholders / proxies are requested to bring the attendance slip with them.

2. Additional/Duplicates attendance slips will not be issued the meeting hall.
*Applicable for investors holding share in electronics form.

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B. P. CAPITAL LIMITED

Regd. Office: 702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI 110001

PROXY FORM

I/We _____ of _____ being a
member/ Members of **B. P. CAPITAL LIMITED** hereby Appoint _____ of

as my / our proxy to attend and vote for me /us on my / our behalf at the **TWENTIETH ANNUAL GENERAL MEETING** on Monday, the 30th Day of September, 2013, at **702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI 110001** and at any adjournment thereof.

No. of Shares held: _____ Ledger Folio No.: _____

DP. Id No.* _____

Client Id.* _____

Signature: _____

Date : _____

Affix
Re. 1 Revenue
Stamp

Note: The Proxy, to be effective, should be deposited at the Company's registered office not later than 48 Hours before the commencement of aforesaid meeting. Proxy need not be a member of the Company.

* Applicable for investors holding shares in electronic form.