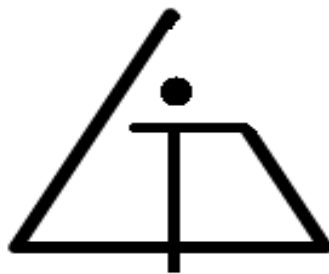


# 29<sup>th</sup> Annual Report

## 2021-2022



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

CIN: L74899HR1994PLC072042

Regd. Office : Plot No 138, Roz Ka Meo Industrial Area,  
Sohna, Mewat, Haryana-122103

Phone: 0124-2362471

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



# Contents

Sr. No.	Particulars	Page No.
1.	Corporate Information	1
2.	Notice	2
3.	Directors' Report	14
4.	Management Discussion & Analysis	23
5.	Independent Auditors' Report	71
6.	Balance Sheet	79
7.	Statement of Profit & Loss	80
8.	Cash Flow Statement	81
9.	Attendance Slip and Proxy Slip	99-100

## **ROUTE MAP FOR THE AGM VENUE**

**Venue: Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103**



## Corporate Information

### **BOARD OF DIRECTORS**

(As on 31<sup>st</sup> March, 2022)

Mr. Aditya Aggarwal	Managing Director	(DIN: 08982957)
Mr. Sachin Garg (Resigned w.e.f. 07/07/2022)	Non Executive Director	(DIN: 03320351)
Mr. Ajay Sharma	Independent Director	(DIN: 03344008)
Mrs. Madhu Sharma	Independent Director	(DIN: 06947852)
Mr. Rachit Garg (Appointed w.e.f. 15/07/2022)	Non Executive Director	(DIN: 07574194)

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

Ms. Sakshi Gupta  
Company Secretary & Compliance Officer

### **CHIEF FINANCIAL OFFICER**

Mr. Shatrughan Sahu  
Chief Financial Officer (CFO)

### **AUDITORS**

Nemani Garg Agarwal & Co.  
Chartered Accountants  
(Firm Registration No. 010192N)

### **BANKERS**

Bank of Baroda,  
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), [info@skylinerta.com](mailto:info@skylinerta.com)

### **REGISTERED OFFICE**

Plot No 138, Roz Ka Meo Industrial Area,  
Sohna, Mewat, Haryana-122103  
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 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103**  
**Phone: 0124-2362471**  
**Email: [bpcapitallimited@gmail.com](mailto:bpcapitallimited@gmail.com), Website: [www.bpcapital.in](http://www.bpcapital.in)**

## Notice

**NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF B. P. CAPITAL LIMITED WILL BE HELD ON THURSDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER, 2022, AT PLOT NO 138, ROZ KA MEO INDUSTRIAL AREA, SOHNA, MEWAT, HARYANA - 122103 AT 10:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

---

### **Ordinary Business:**

1. 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, 2022 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, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Aditya Aggarwal (DIN: 08982957), 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.

### **Special Business:**

3. **Appointment of Mr. Rachit Garg (DIN: 07574194) as a Director of the Company**

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

**“RESOLVED THAT** Mr. Rachit Garg (holding DIN: 07574194) who was appointed as an Additional Director of the Company w.e.f. 15/07/2022 in terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made there under and whose term of office expires at the forthcoming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of director by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company and/or Chief Financial Officer of the company, be and are severally hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution including filing of necessary Forms with the office of Registrar of Companies, NCT of Delhi & Haryana.”

4. **Reappointment of Mrs Madhu Sharma (DIN: 06947852) as an Independent Director of the Company**

**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 Sections 149, 150 and 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and any other applicable law(s), regulation(s), guideline(s) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the approval of the members/shareholders of the Company be and is hereby accorded to re-appoint Ms. Madhu Sharma (DIN: 06947852) as an 'Independent Director' on the Board of the Company, to hold office as an Independent Director of the Company, for a second term of Five (5) years w.e.f. 24<sup>th</sup> August, 2022 up to 23<sup>rd</sup> August, 2027 as recommended/approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on August 12, 2022.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company and/or Chief Financial Officer of the company, be and are severally hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution including filing of necessary Forms with the office of Registrar of Companies, NCT of Delhi & Haryana.”

**5. 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 the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and other applicable provisions, if any of the Listing Regulations, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with related parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including availing or providing unsecured loans or loans and advances, appointment of agent for purchase or sale of goods, materials, services or property or appointment of related parties to any office or place of profit in the company or any other transactions of whatever nature, at arm’s length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% (Ten percent) of the annual consolidated turnover of the company as per the last audited financial statements of the company or Rs. 1,000 Crores (Rupees One Thousand Crores), whichever is lower or such other threshold limits as may be specified by the Listing Regulations or by the Ministry of Corporate Affairs or any other Regulatory Authority from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice and as may be mutually agreed between related parties and the Company such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value up to the maximum of Rs. 175.00 Lacs during the financial year 2022-23.

**FURTHER RESOLVED THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company) be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**For and on Behalf of the Board of  
B. P. Capital Limited  
Sd/-  
Aditya Aggarwal  
Chairman  
DIN: 08982957**

**Date: 01<sup>st</sup> September, 2022  
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 Friday, 23<sup>rd</sup> September, 2022 to Thursday, 29<sup>th</sup> September, 2022 (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 addresses 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. ***The AGM will be held at the said venue by strictly adhering to the Social Distancing Norms and Other Safety Protocols including face masks, hand sanitization etc. as per the latest guidelines / advisories /SOP issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.***

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
  - a. For shares held in electronic form: to their Depository Participants (DPs)
  - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.
17. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Skyline Financial Services Private Limited in case the shares are held in physical form.
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

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 22<sup>nd</sup> September, 2022 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 29<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., 22<sup>nd</sup> September, 2022 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 29<sup>th</sup> AGM on 29<sup>th</sup> September, 2022.

The e-voting period will commence at 09.00 A.M. on 26<sup>th</sup> September, 2022 and will end at 05.00 P.M. on 28<sup>th</sup> September, 2022. The Company has appointed Mr. Kundan Agrawal (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/-  
Aditya Aggarwal  
Chairman  
DIN: 08982957**

**Date: 01<sup>st</sup> September, 2022  
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 26, 2022 (09:00 A.M.) and ends on September 28, 2022 (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., Thursday, September 22, 2022.

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. 22<sup>nd</sup> September, 2022 may obtain the login ID and password by sending a request at [bpcapitallimited@gmail.com](mailto:bpcapitallimited@gmail.com).

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (i) **The e-voting period begins on 26.09.2022 at 09.00 A.M. and ends on 28.09.2022 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 i.e., 22.09.2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL 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., 22.09.2022**.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of **22.09.2022** and not casting their vote electronically, may only cast their vote at the 29<sup>th</sup> Annual General Meeting.
- (iv) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (v) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <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.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 demat holders 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the **B. P. CAPITAL LIMITED** on which you choose to vote. **EVSN of the Company is 220902097.**

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at its email id [agrawal.kundan@gmail.com](mailto:agrawal.kundan@gmail.com) or [cskundanagrawal@gmail.com](mailto:cskundanagrawal@gmail.com) and to the Company at the email address viz; [bpcapitallimited@gmail.com](mailto:bpcapitallimited@gmail.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.RakeshDalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**For and on Behalf of the Board of  
B. P. Capital Limited  
Sd/-  
Aditya Aggarwal  
Chairman  
DIN: 08982957**

**Date: 01<sup>st</sup> September, 2022  
Place: Haryana**

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3**

Mr. Rachit Garg (holding DIN 07574194) was appointed as an Additional Director of the Company by the Board of Directors with effect from 15.07.2022 and in terms of relevant provisions of the Companies Act, 2013, he holds office till the conclusion of the ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Act along with deposit of requisite amount proposing his candidature for the office of director liable to retire by rotation.

Mr. Rachit Garg is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

**His brief profile has been mentioned hereinbelow:**

Mr. Rachit Garg is an MBA Finance & Marketing from UP Technical University, Meerut apart from being a Commerce graduate from Chaudhary Charan Singh University, Meerut. He has a rich experience of over 10 years in legal, Accounts & Finance. He had earlier worked with Geiper Consulting Pvt Ltd. In the Accounts and Finance Department and he specializes in marketing of financial products.

Mr. Rachit Garg does not hold any shares of the Company. He does not have any relationship with any of the existing directors and Key Managerial Personnel.

Apart from B. P. Capital Limited, Mr. Rachit Garg holds directorship and membership of the Committees of the following public limited companies.

Name of the Company	Designation	Details of Committee Membership/Chairpersonship
MPS INFOTECNICS LIMITED	Director	Audit Committee –NIL Nomination and Remuneration Committee –Member Stakeholders Relationship Committee- Chairperson
ONUS PLANTATIONS AND AGRO LIMITED	Director	N.A.
ONSHORE SHIPPING LIMITED.	Director	N.A.
ESHOPPERS INDIA LIMITED	Director	N.A.
SATURN INFOCOM LIMITED	Director	N.A.

The details of Listed Companies from which Mr. Rachit Garg resigned during the past Three years:- NIL

Keeping in view the experience and expertise of Mr. Rachit Garg, the Board considers it desirable that the Company should avail the services of Mr. Rachit Garg and accordingly recommends the Resolution at Item No. 3 as an Ordinary Resolution for the approval by members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rachit Garg is concerned or interested, financially or otherwise in the resolution set out in Item No. 3. The Board of Directors recommends the resolution set out in Item No. 3 for approval by the members as Ordinary Resolution.

**Item No. 4**

In order to fill intermittent casual vacancy arised due to the resignation of Mrs. AnuradhaSrivastav (DIN:07913962), Independent Director of the Company, the Board of Directors in its meeting held on 30/09/2020 had appointed Ms. Madhu Sharma as an Independent Non-Executive Director of the Company for the remaining tenure of Ms. Anuradha Srivastav, i.e. upto 23<sup>rd</sup> August, 2022.

Ms. AnuradhaSrivastav was appointed as an Independent Director of the company w.e.f. 24<sup>th</sup> August, 2017 to hold office for a term of Five consecutive years and she resigned w.e.f. 25<sup>th</sup> September, 2020.

As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director is eligible for re-appointment for a second term of up to 5 years upon passing of a Special resolution by the Shareholders of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable that the Company continues to avail services of Ms. Madhu Sharma as an Independent Director.

As the current term of Ms. Madhu Sharma who was appointed as an Independent Director for a period of 23 months has expired w.e.f 23<sup>rd</sup> August, 2022, your Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee of the Board and her skills, extensive and enriched experience in diverse areas and suitability to the Company and after reviewing declaration of Independence received from Ms. Madhu Sharma, recommends re-appointment of Ms. Madhu Sharma as an Independent Director for a second term of Five (5) years commencing from 24<sup>th</sup> August, 2022 up to 23<sup>rd</sup> August, 2027.

Requisite consent to act as an Independent Director of the Company for a second term of five years and declaration of Independencehas been received from Ms. Madhu Sharma pursuant to provisions of Section 152 of the Companies Act, 2013.

In the opinion of the Board, Ms. Madhu Sharma who is proposed to be re-appointed for the second term as an Independent Director of the Company, fulfils the conditions of Independence specified under Section 149(6), Schedule IV of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is Independent of the management.

#### **Brief Profile of Ms. Madhu Sharma**

Ms. Madhu Sharma (DIN 06947852)aged about 65 years is a Bachelor of Arts from prestigious University. She has an extensive experience of almost 22 years in various aspects of management, viz., the field of marketing and general administration. She has always demonstrated a certain dynamism and foresight seen in the most pragmatic of profession.

Ms. Madhu Sharma holds the following directorship and membership of the Committees of the Board of Directors of the under stated other companies as on 31<sup>st</sup> March, 2022:

Sl. No.	Directorships in other Public Companies	Committee Membership/Chairmanship	
1.	Polar Marmo Agglomerates Limited	Audit Committee Nomination and Remuneration Committee Stakeholder's Relationship Committee	Chairman Chairman Chairman
2.	MPS Infotechnics Limited	Audit Committee Nomination and Remuneration Committee Risk Management Committee Corporate Social Responsibility	Chairman Chairman Member Chairman
3.	Interworld Digital Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Stakeholder's Relationship Committee	Member
		Risk Management Committee	Member
4	RCC Cements Limited	Nomination and Remuneration Committee	Member
5.	Advik Laboratories Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Stakeholder's Relationship Committee	Member

Ms. Madhu Sharma does not hold any shares in the Company and is not related to any of the Directors and KMP of the company.

The details of Listed Companies from which Ms. Madhu Sharma resigned during the past Three years:- NIL

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Madhu Sharma (whose appointment is proposed in the resolution) is in any way concerned or interested, financially or otherwise, in the passing of this resolution.

Your Board recommends the resolution as set out in Item No. 4 for your approval as a Special Resolution.

#### **Item No. 5**

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.
6. Availing unsecured loans
7. Providing loans and advances.

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.

Further, the Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of Rs. 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the SEBI Listing Regulations has been reduced with effect from April 01, 2022.

In view of the changes in the threshold limits, the related party transactions require prior shareholders approval. The Company therefore seeks the approval of the shareholders to approve entering into contracts/arrangements exceeding the threshold limits and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

In light of provisions of Section 188 (1) of the Companies Act, 2013 and rules made thereunder, the Audit committee and Board of Directors of the Company have approved the transactions along with the annual limits that your company may enter with its related parties for the financial year 2022-2023.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.



(a)

Name of the Related Party	Nature of relationship of	Nature of the transaction	Maximum Expected Value of the transactions per annum (Rs.)	Nature, duration of the contract and particulars of the contract or arrangement	Amount of Transactions already entered with Parties till 31.03.2022
Symbolic Inframart Private Limited	Promoter of the Company	Unsecured Loans Received	Upto 50.00 lakhs during the year in addition to opening balance as on 01.04.2022 as decided by of board of directors	Unsecured Loans Received and Payable On Demand By B. P. Capital Ltd.	28.28 Lakhs
M/s. Omkam Global Capital Private Limited	Mr.Peeyush Kumar Aggarwal, Father of Mr Aditya Aggarwal, Director of the company is also a Director of Omkam Global Capital Pvt.. Ltd.	Unsecured Loans Received	Upto 100.00 lakhs during the year in addition to opening balance, if any, as on 01.04.2022 as decided by of board of directors	Unsecured Loans Received and Payable On Demand By B. P. Capital Ltd.	-
Chief Financial Officer	Chief Financial Officer	Remuneration	Remuneration upto Rs. 15.00 lacs p.a. as decided by audit committee.	Nature: Services Duration: NA, subject to resignation/termination of services Particulars: As per the appointment letter	Presently being paidRs. 6.00 lacs p.a. ,which may be increased on account of promotion/increment to be decided by the management.
Company Secretary	Company Secretary	Remuneration	Remuneration upto Rs. 10.00 lacs p.a. as decided by audit committee .	Nature: Services Duration: NA, subject to resignation/termination of services Particulars: As per the appointment letter	Presently being paidRs. 2.40 lacs p.a. ,which may be increased on account of promotion/increment to be decided by the management.
<b>Total</b>			<b>175.00 Lacs</b>		

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

**(b) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:** All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis.

Except Mr. Aditya Aggarwal holding (DIN : 08982957) Managing Director of the company and other related parties to the extent of their shareholding interest in 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. 5 for approval of the Member as an Ordinary Resolution.

**For and on Behalf of the Board of  
B. P. Capital Limited  
Sd/-  
Aditya Aggarwal  
Chairman  
DIN: 08982957**

**Date: 01<sup>st</sup> September, 2022  
Place: Haryana**



## Director's Report

**Dear Members,**

Your Directors are delighted to present the 29<sup>th</sup> Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31<sup>st</sup> March, 2022.

### 1. Financial Results

The Financial Performance of your Company for the year ended March 31, 2022 is summarized below  
(Amount in Hundred)

Particulars	Financial Year ended	
	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2021
Total Income	-	522.00
Total Expenditure	20864.20	16625.42
Profit before tax	(20864.20)	(16103.42)
Provision for tax		-
Deferred Tax Liabilities	(20864.20)	(59.05)
Profit after Tax	(20864.20)	(16162.47)
Balance Profit/(Loss) of current year	(20864.20)	(16162.47)
Profit/(Loss) b/f of previous year	(86187.35)	(70024.88)
Balance of Profit/(Loss) carried to Balance Sheet	(107051.55)	(86187.35)
Paid-up Share Capital	601180.00	301180.00

### 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. 52,200/- in the previous year. The company incurred a net loss (before tax) of Rs. 20,86,420/- against a net loss (before tax) of Rs. 16,10,342/- during the previous year. Your Directors are putting in their best efforts to improve the profitability of the Company.

#### B. 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 InframartPvt 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 InframartPvt 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 InframartPvt 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 FootcareUdyog 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. The management of the company is now exploring the possibilities of new business and is putting necessary efforts in this respect so that the operations of the company can be started again.

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

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**

There are no material changes and commitments 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.

**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 order 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/Joint-venture/Associate Company. 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. Nemani Garg Agarwal & Co., (Firm's Registration No. 010192N), Chartered Accountants, Delhi were appointed 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 in the Annual General Meeting held on 30<sup>th</sup> September, 2019.

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

Nemani Garg 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.

Nemani Garg 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 offer 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.

#### **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, Practicing Company Secretaries, as Secretarial Auditor of the Company for the F.Y. 2021-22.

#### **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 Secretarial Compliance Report & Secretarial Audit Report dated 13<sup>th</sup> May, 2022 & 30<sup>th</sup> August, 2022 respectively, 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 Auditors in its Reports except the following observation:

*The Company has made the late payment of Annual Listing Fees to BSE for the financial year 2021-2022.*

Ourr Explanation to Secretarial Auditor's observation:

The COVID-19 pandemic has severely impacted all the industries throughout the country and the entire economy was facing severe financial hardship. The coronavirus pandemic on India has been largely disruptive in terms of economic activity as well as a loss of human lives. Almost all the sectors have been adversely affected as domestic demand and exports sharply plummeted and consequently, the entire economy is facing severe financial hardships. Our Company being an inseparable part of Indian economy is not an exception to it.

Post the first wave of COVID-19 pandemic, the Industries were reviving from the impact of COVID-19, however, the second wave of COVID-19 since March 2021, has been more severe than the First wave which was in March 2020, and has dented the revival process of the Industries including our company.

Our Company was trying hard to arrange the necessary funds for payment of outstanding listing fees of BSE. However, as there were no operations in the Company and further due to the Corona Virus Pandemic and consequent lockdown imposed by the government the financial position of the company was further affected. Our company faced financial hardships and liquidity crunch due to COVID-19 pandemic and therefore, was unable to pay the outstanding annual listing fees of BSE. However, the management of the company arranged the necessary funds and cleared the outstanding annual listing fees of BSE for the F.Y. 2021-22..

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. 2021-22 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 2021-22.

**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.

**13. Share Capital**

<b>A</b>	<b>Issue of equity shares through Preferential Allotment</b>	During the year under review, the Board of Directors in its meeting held on October 22, 2021 had allotted 30,00,000 Fully Convertible Warrants at an issue price of Rs. 10/- each, convertible into equivalent number of Equity Shares of Rs. 10/- each for an aggregate amount of Rs. 30,00,000/- to the persons belonging to the ‘Non-Promoter’ category on Preferential Basis. Further, the Board of Directors of the Company, at their meeting held on January 20, 2022, has also considered and approved the allotment of 30,00,000 Equity Shares of face value of Rs. 10/- each pursuant to conversion of 30,00,000 Fully Convertible Warrants (‘Warrants’), issued on October 22, 2021 at an issue price of Rs. 10/- each, by way of preferential allotment, to the persons belonging to ‘Non-Promoter’ category. The detailed intimation of the said allotment has already been uploaded at BSE’s webportal vide our letter dated 20/01/2022.
<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.
<b>F</b>	<b>Issue of equity shares with differential rights</b>	During the year, company has not issued any equity shares with differential rights

**Details of Utilisation of funds raised through preferential allotment**

The funds of Rs. 3.00 Crores infused through allotment of 30,00,000 Equity Shares of face value of Rs. 10/- each pursuant to conversion of 30,00,000 Fully Convertible Warrants (‘Warrants’), issued on October 22, 2021 at an issue price of Rs. 10/- each, by way of preferential allotment, to the persons belonging to ‘Non-Promoter’ category, have been fully utilized for the objects and the purpose they have been raised i.e.towards capital expenditure purpose.

**14. Annual Return**

An Extract of the Annual Return in form MGT-9 as of March 31, 2022, pursuant to the sub section (3) of Section 92 of the Companies Act 2013 and forming part of the report is placed at the Company's website under the web link: <http://bpcapital.in/pdfs/areturn/ar21-22.pdf> and is annexed as **(Annexure 2)**.

Further, pursuant to Sections 92 and 134 of the Act, the Annual Return as at March 31, 2022 in Form MGT-7, is available on the website of the Company at the link: <http://bpcapital.in/pdfs/areturn/ar21-22.pdf>

**15. 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:**

	Rs
Foreign Exchange Earned in terms of actual inflows	Nil
Foreign Exchange outgo in terms of actual outflows	Nil

**16. 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.

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

During the year under review, the Board of Directors of the Company at its meeting held on 01/09/2021 had pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 149, 150, 152 and 161 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 appointed Mr. Ajay Sharma (DIN:03344008), as an Additional Director, categorised as Independent Director of the Company w.e.f. 01/09/2021 to hold office for a term of Five consecutive years and had also appointed Mr. Amit Kumar (holding DIN 02546958) and Mr. Sujay Narayan Jha (holding DIN: 02898548) in the same Board meeting held on 01/09/2021.

Further, the approval of shareholders of the company was also obtained by the Board for appointment of the above Directors in the AGM held on 29<sup>th</sup> September, 2021.

Further, during the year under review, Mr. Aditya Aggarwal (DIN: 08982957) was appointed as the Director of the Company and Mr Sachin Garg (DIN: 03320351.) was also appointed as the Director of the company by the Board of Directors in its meeting held on 23/02/2022. The approval of shareholders of the company was also obtained by the Board for appointment of the above Directors and appointment of Mr. Aditya Aggarwal (DIN: 08982957) as the Managing Director of the company in the EGM held on 29<sup>th</sup> March, 2022.

After the year under review, Mr. Rachit Garg (DIN: 07574194) was also appointed as an Additional Director of the company w.e.f. 15/07/2022 to hold the office till the conclusion of the ensuing AGM. The Board has put forward the resolution for approval of shareholders for his appointment in the accompanying notice.

During the year under review, Mr. Ramesh Kumar Gupta, Mr. Vijay Aggarwal and Mr. Hitesh Gupta resigned from the Board of Directors w.e.f. 01/09/2021. Further, Mr. Amit Kumar and Mr. Sujay Narayan Jha also resigned from the post of Director and Managing Director respectively w.e.f. 23/02/2022.

After the year under review, Mr. Sachin Garg resigned from the post of Director w.e.f. 07/07/2022.

#### **B) Shareholding of Directors**

Mr. Aditya Aggarwal, Managing Director holds 15,000 equity shares and Mr. Ajay Sharma, Director holds 10 equity shares of the company. Apart from the above, none of the Directors hold 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.

#### **18. Number of meetings of the Board of Directors**

Ten meetings of the Board of Directors were held during the year on 29.06.2021, 12.08.2021, 31.08.2021, 01.09.2021, 22.10.2021, 12.11.2021, 20.01.2022, 31.01.2022, 23.02.2022, 30.03.2022.

One separate meeting of Independent Directors of the Company was held on 30.03.2022.

#### **19. 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.

#### **20. 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 30.03.2022, 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 2021-22, further measures/actions have been suggested to improve and strengthen the effectiveness of the Board and its Committees.

## **21. 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, 2022, 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.

## **22. 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.

## **23. 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>

#### 24. 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.

#### 25. 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.

#### 26. 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.

#### 27. 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, 2022, 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, 2022 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.

#### 28. 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 30, 2022 has affirmed that the remuneration paid to the Senior Management Employee/KMPs is as per the remuneration policy of the Company.



**29. 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.

**30. 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.

**31. Segment-wise performance**

The Company is into single reportable segment only.

**32. 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, 2022, 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.

**33. 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  
Sd/-  
Aditya Aggarwal  
Chairman  
DIN: 08982957**

**Date: 01<sup>st</sup> September, 2022  
Place: Haryana**

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## INDUSTRY AND ECONOMY OVERVIEW

### Global Economy

The global economy was seen recovering in 2021 after the high market volatility and deep recession in 2020. However, the ongoing Russia-Ukraine crisis led to extensive loss of lives, triggered the biggest refugee crisis in Europe, and severely set back the global recovery. After a strong rebound in 2021, the economic indicators suggest that global activity has slowed. 1 Global growth is projected to decline from 6.1% in 2021 to 3.6% in 2022 and 2023. At the end of 2021, inflation in several regions surged to multi-decadal highs. A key driver of inflation across the world has been the steep surge in energy, food, and commodity prices. Central banks across the world have started tightening their stances and others are expected to follow in response to domestic macroeconomic conditions, including rising inflationary pressures. 2 Brent crude oil prices averaged US\$ 70.89 per barrel in 2021. However, crude oil prices have remained above US\$ 100 per barrel following Russia's full-scale invasion of Ukraine. Sanctions on Russia and other independent corporate actions contributed to falling oil production in Russia and continue to create significant market uncertainties on further oil supply disruptions. These events occurred against a backdrop of low oil inventories and persistent upward oil price pressures. 2 Prices are expected to taper from their record levels and average to US\$ 97.24 per barrel in 2023. Growth across Advanced Economies (AEs) is expected to moderate to 3.3% in 2022 from 5.2% clocked in 2021. The US economic expansion has been facing headwinds from surging inflation and gradual withdrawal of fiscal and monetary policy support. The rebound that was underway in Europe has suffered a setback due to the Russia-Ukraine conflict with inflation at unpredictable levels. Emerging Markets and Developing Economies (EMDEs) are expected to grow at 3.8% as against 6.8% growth recorded in 2021. Developments in China continue to dominate the outlook for Asia, especially for emerging Asia. The risk of new COVID-19 variants in China has led to mobility restrictions and localised lockdowns, which has slowed private consumption. Emerging and Developing Europe, including Russia and Ukraine will see GDP contract significantly owing to higher energy prices and the disruption of trade.

### Indian Economy

India's underlying economic fundamentals remain strong and despite the short-term turbulences caused by the emergence of newer COVID variants, supply-chain disruptions arising out of the Russia-Ukraine crisis, and rising inflation, the impact on the long-term outlook will be marginal. The results of growth-enhancing policies and schemes such as production-linked incentives and increased infrastructure spending will start kicking in from 2023, leading to a stronger multiplier effect on jobs and income, higher productivity, and efficiency—all leading to accelerated economic growth. As per the International Monetary Fund (IMF), India's Gross Domestic Product (GDP) has grown by 8.7% in FY 2021-22, and growth is expected at 8.2% in FY 2022-23. The ongoing vaccination drives, rebound in investment cycle with significant spending on infrastructure, emphasis on manufacturing and stronger digitization, and continued recovery in consumption, accentuated by gradual tapering of work-from-home along with rising rural incomes and affordability will drive significant growth in the Indian economy. However, supply-side bottlenecks persist with rising international crude oil prices and elevated commodity costs. On the monetary side, the RBI has raised the repo rate by 50 basis points to 4.90% from 4.40% earlier to tackle elevated inflation and trigger economic growth.

## RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing 70% to the country's economic activity. With the economic scenario improving on recovering from the COVID-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also launching growth-oriented policies to boost the economy. In view of this, the country witnessed many developments in the recent past, some of which are mentioned below.

- As of July 15, 2022, India's foreign exchange reserves reached US\$ 572.71 billion.
- Private equity-venture capital (PE-VC) sector investments stood at US\$ 34.1 billion, up 28% YoY, across 711 deals through January-June 2022.
- India's merchandise exports stood at US\$ 676.2 billion in FY22. In June 2022, India's merchandise exports stood at US\$ 37.9 billion, recording the highest ever exports in June 2022.
- PMI Services was at 58.9 in May 2022 compared to 57.9 in April 2022.
- In June 2022, the gross Goods and Services Tax (GST) revenue collection stood at Rs. 1.44 trillion (US\$ 18.1 billion).

- According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflow in India stood at US\$ 588.53 billion between April 2000-March 2022.
- In May 2022, the Index of Industrial Production (IIP) stood at 137.7 driven by mining, manufacturing and electricity sectors.
- Consumer Price Index (CPI) inflation stood at 7.01% in June 2022 compared to 7.04% in May 2022.
- In July 2022 (until 21 July 2022), Foreign Portfolio Investment (FPI) outflows stood at Rs. 228,862 crore (US\$ 28.65 billion)
- Wheat procurement in Rabi 2021-22 and anticipated paddy purchase in Kharif 2021-22 would include 1208 lakh (120.8 million) metric tonnes of wheat and paddy from 163 lakh (16.7 million) farmers, as well as a direct payment of MSP value of Rs. 2.37 lakh crore (US\$ 31.74 billion) to their accounts.

## GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over the recent decade, India's rapid economic growth has led to a substantial increase in demand for exports. Moreover, many of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In July 2022, the Union Cabinet chaired by the Prime Minister, Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India and Maldives. This MoU will provide a platform to tap the benefits of IT for court digitisation, and can be a potential growth area for IT companies and start-ups in both the countries.
- India and Namibia entered into an MoU on wildlife conservation and sustainable biodiversity utilisation on July 20, 2022, for establishing the cheetah's habitat in the historical forest range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly-developed artificial intelligence (AI) products and technologies during the first-ever "AI in Defence" (AIDef) symposium and exhibition, organised by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022:
  - Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow.
  - The projects encompass diverse sectors such as Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked an MoU with Lysterra, LLC, a Russia-based company, for the commercialisation of biocapsule, an encapsulation technology for bio-fertilisation on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners, including major trade agreements such as the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar

Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 lakh crore (US\$ 401.49 billion) in the next five years.

- In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 lakh crore (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY2022-23; it is expected to raise Rs. 4 lakh crore (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.

- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

## ROAD AHEAD

Despite continuing geopolitical concerns, rising interest rates in the US and India and high prices of crude oil and few other commodities, economic activity in India is holding up better than anticipated. Electricity consumption, manufacturing PMI, exports, power supply and other high-frequency indicators indicate that the pace of economic activity has fully recovered from the COVID-19 pandemic shock. Economic growth is anticipated to be fueled by the effective implementation of PLI schemes, development of renewable energy sources while diversifying import dependence on crude oil and bolstering of the banking sector. Recent government initiatives to boost revenue will aid in containing the rise in the current account deficit and ensure that any potential fiscal slippage is adequately contained. Overall, the first ten days of July and June were better than the first two months of FY 2022–23, which is a cause for comfort and even cautious optimism in these testing times. According to a Boston Consulting Group (BCG) analysis, India is expected to be the third-largest consumer economy as its consumption may quadruple to US\$ 4 trillion by 2025 due to changes in consumer behaviour and spending patterns. By 2040, India is anticipated to overtake the US to become the second-largest economy in terms of purchasing power parity (PPP), according to a report by PricewaterhouseCoopers.

## B.P. CAPITAL LIMITED OVERVIEW

B.P. Capital Limited was registered as NBFC Company with RBI. Further, the Company had surrendered its NBFC certificate with RBI pursuant to the scheme of merger of B. P. Capital with Diamond FootcareUdyog Private Company. The management of Diamond FootcareUdyog Private Company 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 License of BPCL to initial the footwear business in it. The RBI vide its order dated 6th 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.

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 23rd 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. The management of the company is now planning to start the NBFC activities again and is putting necessary efforts in this respect so that the company can again be registered with RBI as a NBFC and the operations of the company can be started again.

## OPPORTUNITIES AND THREATS

In a vast country like India, with diversified economic structure, multi agency approach is adopted in the financial sector. Both commercial banks and Non Banking Financial Companies have come into play in shaping the economy of the country. NBFCs have an undeniable role in the Indian economy. Almost every sector of the economy has utilized HP and leasing as its source capital from NBFCs. During the last decade, NBFCs have undergone wide volatility and change as an industry and have been witnessing considerable business upheaval over the last decade because of market dynamics, public sentiments and regulatory environment.

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.

## SWOT ANALYSIS

### Strengths

- Simplified sanction procedures, orientation towards customers, attractive rate of returns on deposits, flexibility and timeliness in meeting credit needs of specified sector are some of the strengths of this sector.
- Microfinance firms have also started disbursing emergency loans to help grassroots borrowers tide over the immediate crisis.
- NBFCs, are gearing up to lend afresh, with the credit guarantee programme announced by the government likely to boost their fund flow.
- Knowledge driven and relationship based business model
- Strong financial track record driven by fast growth and low Non Performing Asset.
- Strong relationship with Public, Private as well as Foreign Banks, institutions and investors.
- The RBI's targeted long-term repo operation for smaller firms (TLTRO 2.0) will get a better response now as the risk would be borne by the government fully or partially
- The special liquidity support to lower-rated NBFCs will mean banks don't have to take credit risk and NBFC papers are likely to be lapped up.
- 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.

### Weakness

- A problem post-CRB is that the NBFCs are faced with a growing negative public perception. Investors apart, even banks began shying away from NBFCs. Even good NBFCs are suffering due to the negative perception and even fundamentally sound NBFCs are finding it difficult to raise funds at competitive rates. Currently, NBFCs are going through a painful identity crisis.
- NBFC spreads are also getting squeezed. The villain is the rising incidence of asset-liability mismatch. Most NBFC liabilities are short term funds and these funds are largely locked up in assets with a maturity period of two years and more. They require steady deposit renewals and inflow of fresh deposits to tide over such crisis. Alas, post CRB renewals have declined. In a bid to lure depositors, NBFCs are offering higher interest rates and this is inflating the cost of their funds. It is an unenviable Catch-22 situation.
- Recovery of receivables is another area that is keeping the NBFCs worried. Judicial process for recovery of advances is very slow. At times, cases are dismissed on flimsy technical grounds, and it takes years for the courts to decide recovery cases filed by NBFCs as the dice is heavily loaded against the lender.
- Adding to all these woes, banks and financial institutions have moved on to NBFCs' turf and are proving to be more muscular competitors. Host of banks, Indian and foreign, have started offering financial services such as car finance on more competitive terms. Financial institutions with their retail initiative are proving to be a real challenge for NBFCs. This incursion has already pushed small NBFCs out of their traditional areas.
- Lack of market capitalization leading to low share prices, which are not in line with intrinsic performance of the companies as 80 per cent of shares are held for investment and not trading is identified as a weakness.
- Structural weakness includes those factors like taking time to adjust to changes because of conservatism and dependence on retail resources.

### Opportunities

- The infrastructure segment and road transport segment have good growth opportunities. As NBFCs cater to basic infrastructure industry the opportunities for the sector are great. Infrastructural activities are poised to push commercial vehicle sales, growth in sales of smaller goods carriers such as Light Commercial Vehicles/three Wheelers in metro areas, increasing trend in conversion of cash sales to financed sales are opportunities for top companies.
- With the number of players having been substantially reduced consequent to the stricter entry point norms and imposition of prudential norms by RBI, the market is large enough to meet the needs of existing NBFCs and new entrants like banks and other financial institutions. Consolidation in the NBFC industry has reduced competitive pressure and this is an added opportunity to expand.

- Cashing in on the constraints faced by banks in penetrating the specialized vehicle finance segment which leads to the scope for branch expansion.
- NBFCs have diversified into various fee-based activities' which have synergy with lending activities. Non-fund business such as car rentals, ticketing, Insurance agency, and export import business are considered as thrust areas.
- New segments- self finance colleges, fast food restaurants, privatization of transport buses, two wheeler financing, financing at village level are other Ventures 220.
- IT related industries are another thrust area.
- The concept of NBFCs acting as retailers to the banks is gaining ground and RBI has been issuing directions to banks to extend lines of credit to strong NBFCs for on-lending to priority sector areas.

### **Threats**

The threat feared by government companies are in the other investment opportunities like investment in small savings in post offices, Government guaranteed bonds, Tax-free bonds of RBI by existing and forthcoming depositors. This too is threat only to 25 per cent of companies. As could be inferred, 85 per cent of top companies and same percentage of small companies have identified Competition from banks and financial institutions in commercial vehicle financing - hitherto the forte of NBFCs- is a threat as these competitors have low cost funds. Intensified competition leading to squeeze on spreads, declining margins, undercutting in rates by certain large players, reduction in lending rates, all have a bearing on profitability. Only 8 per cent of top companies and 23 per cent of small companies have considered, NPA as a threat.

Other threat includes Globalisation of Indian market brought several multinational financial service companies into the market resulting in more intense competition. Using weighted average scoring model it is observed that companies ranked their competitors as (1) Financial institutions, (2) Other NBFCs and (3) Banks, in that order. Government companies were least affected by 221 competition, while small companies considered other NBFCs as their chief competitors, top companies considered financial institutions as their threat.

### **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/-  
Aditya Aggarwal  
Chairman  
DIN: 08982957**

**Date: 01<sup>st</sup> September, 2022  
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, 2022, 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, 2022 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, Ten Board Meetings were held on 29<sup>th</sup> June, 2021, 12<sup>th</sup> August, 2021, 31<sup>st</sup> August, 2021, 01<sup>st</sup> September, 2021, 22<sup>nd</sup> October, 2021, 12<sup>th</sup> November, 2021, 20<sup>th</sup> January, 2022, 31<sup>st</sup> January, 2022, 23<sup>rd</sup> February, 2022 and 30<sup>th</sup> March, 2022.

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/Membership of Board Committees* (as on 31st March, 2022)		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	10	4	N.A.	N.A.	N.A.	N.A	NIL
Mr. Vijay Aggarwal	Non Executive and Non Independent Director	10	4	N.A.	N.A.	N.A.	N.A	NIL
Mr. Hitesh Gupta	Non Executive and Independent Director	10	4	N.A.	N.A.	N.A.	N.A	NIL
Mr. Sujay Narayan Jha	Executive and Managing Director	10	5	Yes	N.A.	N.A.	N.A.	NIL

Mr. Amit Kumar	Non Executive and Non Independent Director	10	5	Yes	N.A.	N.A.	N.A.	NIL
Mrs. Madhu Sharma	Non Executive & Independent Director	10	10	No	3	5	5	NIL
Mr. Ajay Sharma	Non Executive and Independent Director	10	6	Yes	4	0	1	10
Mr. Aditya Aggarwal	Executive and Managing Director	10	1	No	0	1	NIL	15000
Mr. Sachin Garg*	Non Executive and Non Independent Director	10	1	No	0	2	NIL	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.

\*\* During the year under review, Mr. Ramesh Kumar Gupta, Mr. Vijay Aggarwal & Mr. Hitesh Gupta resigned from the Directorship of the company w.e.f 01-09-2021 and Mr. Sujay Narayan Jha, Mr Amit Kumar & Mr. Ajay Sharma were appointed as the Directors of the Company w.e.f 01-09-2021.

Further, Mr. Sujay Narayan Jha & Mr Amit Kumar resigned from the Directorship of the company w.e.f. 23-02-2022 and Mr Aditya Aggarwal & Mr. Sachin Garg were appointed as the Directors of the company w.e.f. 23-02-2022.

Further, Mr Sachin Garg also resigned from the Directorship of the company w.e.f. 07-07-2022.

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 31<sup>ST</sup> MARCH, 2022

Name of the Directors	In Listed Companies	Name of the Listed Entity and category	In unlisted Public Limited companies	As Chairman/ Member of Board Committees	
				Chairman	Member
Mr. Aditya Aggarwal	NIL	N.A.	NIL	-	-
Mr. Sachin Garg	NIL	N.A.	Onus Plantations and Agro Ltd.	-	-
Mr. Ajay Sharma	01	Interworld Digital Limited	E-Visesh.Com Ltd.	02	-
Ms. Madhu Sharma	05	1. Advik Laboratories Ltd. 2. RCC Cements Ltd. 3. MPS Infotecnics Ltd. 4. Interworld Digital Ltd. 5. Polar Marmo Agglomerates Ltd.	Nil	03	04

- Private Limited companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.
- 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 as on 31<sup>st</sup> March, 2022

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

Names of Director	Skills/Competencies/expertise
Mr. Aditya Aggarwal	Mr. Aditya Aggarwal, aged about 26 years is MSc, Finance and Management from University of Strathclyde and is a Co-Founder & Director in Mr. Tapster Ltd (Glasgow, Scotland) from 2018 till date. He has more than 04 years of experience in Corporate Finance, Accounting, Security Analysis, Taxation and Auditing. He brings in his expertise in preparing Business plans and strategies, business evaluation, project analysis & financial services. He has tremendous leadership skills.
Mr. Sachin Garg (Resigned w.e.f. 07-07-2022)	Mr. Sachin Garg, aged about 42 years, is a fellow Member of the Institute of Chartered Accountants of India. He has rich experience of more than 15 years. He has significant expertise in Corporate Laws, Audit, Finance & Taxation, Capital Markets, Project Management, Companies Act etc. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional. He has significant expertise in preparing long range business plans using financial modeling, forecasting, and analysis to develop corporate objectives and predict financial outcome. He is Proficient in establishing consistent and appropriate business practices, enhancing controls for credit risks; instituting controls, teamwork and answerability throughout the entity.
Ms. Madhu Sharma	She has extensive experience of more than 20 Years in various aspects of management, viz., the field of marketing and general administration. She has good leadership skills too.
Mr. Ajay Sharma	He has more than two decades of experience in the corporate sector at various levels including stock broking, real estate, marketing and general administration.
Mr. Rachit Garg (Appointed w.e.f 15-07-2022)	Mr. Rachit Garg is a MBA from reputed university and has an experience over 10 years in corporate sector in various fields like finance, legal, management and general administration. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional. He had earlier worked with Geiper Consulting Pvt Ltd. In the Accounts and Finance Department and he specializes in marketing of financial products.

### 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 30<sup>th</sup> March, 2022. 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, Nine Audit Committee Meetings were held on 12<sup>th</sup> April, 2021, 29<sup>th</sup> June, 2021, 12<sup>th</sup> August, 2021, 31<sup>st</sup> August, 2021, 22<sup>nd</sup> October, 2021, 12<sup>th</sup> November, 2021, 20<sup>th</sup> January, 2022, 31<sup>st</sup> January, 2022 and 30<sup>th</sup> March, 2022. The Committee is headed by a Non Executive Independent Director. The Chairman of the Audit Committee was present at the last AGM held on 29.09.2021.

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 2021-22	
		Held	Attended
Mr. Hitesh Gupta	Non Executive- Independent Director, Chairman	9	4
Mr. Ramesh Kumar Gupta	Executive Director, Member	9	4
Ms. Madhu Sharma	Non Executive- Independent Director, Member	9	9
Mr. Sujay Narayan Jha	Executive Director, Member	9	4
Mr Ajay Sharma	Non Executive- Independent Director, Chairman	9	5
Mr. Sachin Garg	Non Executive- Non Independent Director, Member	9	1

*\*\*Mr. Hitesh Gupta, Mr. Ramesh Kumar Gupta resigned from the Directorship of the company w.e.f. 01-09-2021 & Mr Sujay Narayan Jha & Mr Ajay Sharma were appointed as the Directors of the company w.e.f 01-09-2021. Further, Mr Sujay Narayan Jha resigned from the Directorship of the company w.e.f 23-02-2022 and Mr Sachin Garg was appointed as the Director of the company w.e.f 23-02-2022.*

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.

During the year, four meetings of Nomination and Remuneration Committee were held on 31<sup>st</sup> August, 2021, 01<sup>st</sup> September, 2021, 23<sup>rd</sup> February, 2022 and 30<sup>th</sup> March, 2022.

The Composition of the Nomination and Remuneration Committee (NRC) as on March 31, 2022 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 2021-22	
		Held	Attended
Mr. Hitesh Gupta	Non Executive& Independent Director, Chairman	4	2
Mr. Vijay Aggarwal	Non Executive& Non Independent Director, Member	4	2
Mrs. Madhu Sharma	Non Executive& Independent Director, Member	4	4
Mr. Amit Kumar	Non Executive& Non Independent Director, Member	4	1
Mr Ajay Sharma	Non Executive& Independent Director, Chairman	4	2
Mr Sachin Garg	Non Executive& Non Independent Director, Member	4	1

*\*\*Mr. Hitesh Gupta, Mr. Vijay Aggarwal resigned from the Directorship of the company w.e.f. 01-09-2021 & Mr Amit Kumar & Mr Ajay Sharma were appointed as the Directors of the company w.e.f 01-09-2021. Further, Mr Amit Kumar resigned from the Directorship of the company w.e.f 23-02-2022 and Mr Sachin Garg was appointed as the Director of the company w.e.f 23-02-2022.*

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. Updatons 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/http://www.bpcapital.in/investor.html](http://www.bpcapital.in/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, 2022, none of the Directors hold any equity shares of the Company.

During the financial year 2021-22, the Company did not came out with any Employee 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 6 (Six) times during the year i.e on 06<sup>th</sup> April, 2021, 07<sup>th</sup> July, 2021, 31<sup>st</sup> August, 2021, 08<sup>th</sup> October, 2021, 22<sup>nd</sup> October, 2021 and 11<sup>th</sup> January, 2022.

The Composition of the Committee as on 31<sup>st</sup> March, 2022 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 2021-22	
		Held	Attended
Mr. Vijay Aggarwal	Non Executive & Non Independent Director, Chairman	6	3
Mr. Hitesh Gupta	Non Executive&Independent Director, Member	6	3
Mr. Ramesh Kumar Gupta	Executive Director, Member	6	3
Mr. Ajay Sharma	Non Executive&Independent Director, Chairperson	6	3
Mr. Amit Kumar	Non Executive & Non Independent Director, Member	6	3
Mr. Sujay Narayan Jha	Executive Director, Member	6	3
Mr. Sachin Garg	Non Executive & Non Independent Director, Member	6	-
Mr. Aditya Aggarwal	Executive Director, Member	6	-

\*\*Mr. Vijay Aggarwal, Mr. Hitesh Gupta, Mr. Ramesh Kumar Gupta resigned from the Directorship of the company w.e.f. 01-09-2021 & Mr. Amit Kumar, Mr. Sujay Narayan Jha & Mr. Ajay Sharma were appointed as the Directors of the company w.e.f 01-09-2021. Further, Mr. Sujay Narayan Jha & Mr. Amit Kumar resigned from the Directorship of the company w.e.f 23-02-2022 and Mr. Aditya Aggarwal & Mr. Sachin Garg were appointed as the Director of the company w.e.f 23-02-2022.

Details of Investor complaints received and redressed during the Financial Year 2021-22 are as follows:

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

#### Annual General Meetings

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

Year	Date	Venue	Time
2019	30.09.2019	Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana - 124507	09:00 A.M.
2020	29.12.2020	Plot No. 345, HSIIDC, Footwear Park, Sector-17, Bahadurgarh, Jhajjar, Haryana - 124507	09:00 A.M.
2021	29.09.2021	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.	Approval of Scheme of Merger	Meeting of shareholders held on 15.12.2018 as per the directions of Hon'ble NCLT, Chandigarh
2.	Making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporates u/s 186 of Companies Act, 2013	26 <sup>th</sup> AGM held on 30.09.2019
3.	Appointment of Mr. Sujay Narayan Jha (DIN: 02898548) as Managing Director of the company	28 <sup>th</sup> AGM held on 29.09.2021
4.	Shifting of Registered Office of the Company outside the local limits of the city, town or village where such office is presently situated but within the same State	28 <sup>th</sup> AGM held on 29.09.2021
5.	Issuance of 30,00,000 Fully Convertible Warrants on Preferential Basis	28 <sup>th</sup> AGM held on 29.09.2021



## Postal Ballot

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.

During the year under review, no special resolution was passed through postal ballot.

## 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 29<sup>th</sup> Annual General Meeting of the Company

Day & Date	Thursday, 29th September, 2022
Time	10:00 A.M.
Venue	Plot No- 138, Roz- Ka- Meo Industrial Area, Sohna ( Distt. Mewat), Haryana- 122103

### Tentative calendar for the financial year ending 31st March, 2023

Financial Reporting for the	Tentative time frame
First quarter ended 30th June, 2022	First fortnight of August, 2022*
Second quarter ending 30th September, 2022	First fortnight of November, 2022*
Third quarter ending 31st December, 2022	First fortnight of February, 2023*
Fourth quarter ending 31st March, 2023	By the end of May, 2023*

- The above calendar is subject to relaxations provided by Securities and Exchange Board of India (SEBI) from time to time on account of ongoing COVID-19 Pandemic.

## Date of Book Closure

From 23<sup>rd</sup> September, 2022 to 29<sup>th</sup> September, 2022 (both days Inclusive) for the purpose of 29<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

Listing Fees of BSE for the F.Y. 2022-23 is outstanding as on date.

**CIN Number: L74899HR1994PLC072042**

### Annual Return

An Extract of the Annual Return in form MGT-9 as of March 31, 2022, pursuant to the sub section (3) of Section 92 of the Companies Act 2013 and forming part of the report is placed at the Company's website under the web link: <http://bpcapital.in/pdfs/areturn/ar21-22.pdf> and is annexed as **(Annexure 2)**.

Further, pursuant to Sections 92 and 134 of the Act, the Annual Return as at March 31, 2022 in Form MGT-7, is available on the website of the Company at the link: <http://bpcapital.in/pdfs/areturn/ar21-22.pdf>

### ISIN No.

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is **INE947C 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 2021-22 are as follows:

**Company :B. P. Capital Ltd 536965**

**Period: April 2021 to March 2022**

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover
Apr 21	2.28	2.37	2.08	2.37	69,045	19	1,56,321
May 21	2.48	3.58	2.48	2.93	1,33,653	47	3,93,517
Jun 21	3.07	4.94	3.07	4.94	17,008	20	66,278
Jul 21	5.18	8.89	5.18	8.40	64,364	184	4,40,383
Aug 21	8.40	8.70	5.37	7.54	1,17,775	92	7,87,282
Sep 21	7.91	11.43	7.85	8.82	1,46,515	502	14,26,314
Oct 21	9.26	9.85	7.31	8.65	62,862	297	5,28,266
Nov 21	8.50	8.50	7.13	7.69	1,06,873	798	8,26,239
Dec 21	7.89	8.05	5.83	8.05	3,84,437	1,328	25,96,012
Jan 22	8.80	9.29	6.86	7.75	2,39,148	711	19,18,491
Feb 22	7.85	8.39	6.30	7.57	58,706	207	4,35,297
Mar 22	7.00	7.99	6.10	6.61	1,43,823	242	10,40,388

**Source: BSE's Website**

### 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. Anil/Mr. Dinesh  
 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, 2022:

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	1318	75.19	2518890.00	4.19
5001 To 10,000	198	11.29	1773730.00	2.95
10001 To 20,000	82	4.68	1372790.00	2.28
20001 To 30,000	35	2.00	902140.00	1.50
30001 To 40,000	24	1.37	874400.00	1.45
40001 To 50,000	19	1.08	924680.00	1.54
50001 To 1,00,000	33	1.88	2736340.00	4.55
1,00,000 and Above	44	2.51	49015030.00	81.53
<b>Total</b>	<b>1753</b>	<b>100.00</b>	<b>60118000.00</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, 2022 shares comprising approximately 94.17% of the Company's Equity Share Capital have been dematerialized.

### Status of Dematerialised Shares as on 31<sup>st</sup> March, 2022

(Equity ISIN No. INE 947C 01010)

Shares Held through	No. of Shares	Percentage of Holding
NSDL	38,06,452	63.32
CDSL	18,54,442	30.85
Physical	3,50,906	05.83
Total	60,11,800	100.00

**Shareholding Pattern of the Company as on 31st March, 2022**

Category	No. of Shares held	% of share holding
<b>A. Promoters' holding</b>		
Promoters		
Indian Promoters	4,24,400	07.06
Foreign Promoters	Nil	Nil
2. Persons Acting in Concert	Nil	Nil
<b>Sub-total (A)</b>	<b>4,24,400</b>	<b>07.06</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	30,36,884	50.51
b. individuals	13,01,136	21.64
-Individual shareholders holding nominal share capital up to Rs. 2 Lakhs	11,30,552	18.81
-Individual shareholders holding nominal share capital up in excess of Rs. 2 Lakhs		
c. Any Other	4,000	0.07
NRI	98,954	1.65
Hindu Undivided Family	864	0.01
Clearing Members	15,010	0.25
Directors or Directors' Relatives		
<b>Sub-total (B)</b>	<b>55,87,400</b>	<b>92.94</b>
<b>Grand Total (A)+(B)</b>	<b>60,11,800</b>	<b>100.00</b>

**ADRs/GDRs/Warrant**

The Company has not issued any ADRs/GDRs during the year under review. However, during the year under review, the Board of Directors in its meeting held on October 22, 2021 had allotted 30,00,000 Fully Convertible Warrants at an issue price of Rs. 10/- each, convertible into equivalent number of Equity Shares of Rs. 10/- each for an aggregate amount of Rs. 30,00,000/- to the persons belonging to the 'Non-Promoter' category on Preferential Basis. Further, the Board of Directors of the Company, at their meeting held on January 20, 2022, has also considered and approved the allotment of 30,00,000 Equity Shares of face value of Rs. 10/- each pursuant to conversion of 30,00,000 Fully Convertible Warrants ('Warrants'), issued on October 22, 2021 at an issue price of Rs. 10/- each, by way of preferential allotment, to the persons belonging to 'Non-Promoter' category. The detailed intimation of the said allotment has already been uploaded at BSE's webportal vide our letter dated 20/01/2022.

**Details of Utilisation of funds raised through preferential allotment**

The funds of Rs. 03.00 Crores infused through allotment of 30,00,000 Equity Shares of face value of Rs. 10/- each pursuant to conversion of 30,00,000 Fully Convertible Warrants ('Warrants'), issued on October 22, 2021 at an issue price of Rs. 10/- each, by way of preferential allotment, to the persons belonging to 'Non-Promoter' category, have been fully utilized for the objects and the purpose they have been raised i.e.towards capital expenditure purpose.

**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- 138, Roz- Ka- Meo Industrial Area,  
Sohna( Distt. Mewat), Haryana-122103  
Phone: 0124-2362471  
Email : bpcapitallimited@gmail.com  
Website : 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/Compliance Officer,  
B.P. Capital Limited  
Plot No- 138, Roz- Ka- Meo Industrial Area,  
Sohna( Distt. Mewat), Haryana-122103  
Phone: 0124-2362471  
Email : 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) 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. Nemani Garg Agarwal & Co, Chartered Accountants, New Delhi ( Firm Registration No. 010192N), 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 2021-22 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. The financial statements for the financial year 2021-22 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. 46,000/- (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](http://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 alongwithself 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 came 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. 2021-22.

**For and On Behalf of the Board  
of B. P. Capital Limited  
Sd/-  
Aditya Aggarwal  
Chairman  
DIN: 08982957**

**Date: 01<sup>st</sup> September, 2022  
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, 2022 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, 2021 to 31<sup>st</sup> March, 2022.

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. NemaniGarg Agarwal & Co.,  
Chartered Accountants  
FRN: 010192N**

**Sd/-**

**Shashi Kant Nemani  
(Partner)**

**(Membership No. 037222)**

**Date:28/05/2022**

**Place: Haryana**

**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, 2022 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/-**

**Aditya Aggarwal  
Managing Director  
(DIN: 08982957)**

**Sd/-**

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

**Place: Haryana  
Date: 28/05/2022**





## Kundan Agrawal & Associates

Company Secretaries

Phone: 91-11-43093900

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

### Annexure – 1 (A)

#### Secretarial Compliance Report of B.P. Capital Limited for the year ended 31<sup>st</sup> March, 2022

We, Kundan Agrawal & Associates, Company Secretaries having FRN: S2009DE113700 and office at E-21, Office No.301, Jawahar Park, Laxmi Nagar New Delhi-110092 (India) 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, 2022 (“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; **(To the extent applicable on the company for the period under review).**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(To the extent applicable on the company for the period under review).**
- (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; **(To the extent applicable on the company for the period under review).**

and circulars/ guidelines issued thereunder

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

- (a) The entity is listed on Bombay Stock Exchange (BSE), Calcutta Stock Exchange (CSE) and Delhi Stock Exchange (DSE). However, SEBI vide its order dated November 19, 2014 has withdrawn the recognition of DSE. Hence DSE is a non functional Exchange as on date.
- (b) 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 – Annual Listing Fees	Late Payment of Annual Listing fees of BSE for the IF.Y. 2021-22	The Company has paid the Annual Listing Fees to BSE for the financial year 2020-2021 & 2021-22 on 21-09-2021

- (c) 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.
- (d) 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.
1.	The company has been marked under the Additional Surveillance Measure (ASM) Stage 1	No violation of any Regulation	NIL	NIL

- (e) 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
1.	Regulation 14 —Listing Fees	2020-2021	The Company has made the payment of Annual Listing Fees to BSE for the financial year 2020-2021 and therefore, has made the default good	The company made the default good by making the payment of Annual Listing Fees for financial year 2020-2021 to BSE.

For Kundan Agrawal & Associates  
Company Secretaries

Place: Delhi  
Date: 13/05/2022

Sd/-  
Kundan Agrawal  
Company Secretary  
Membership No. 7631  
C.P. No. 8325  
UDIN: F007631D000313310



## Kundan Agrawal & Associates

Phone: 91-11-43093900

Company Secretaries

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

### Annexure - 1 (B)

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2022**  
**[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 138, Roz-Ka-Meo Industrial Area,**  
**Sohna, Mewat, Haryana-122103**

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, 2022 ('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, 2022 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 Compliance Auditors 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 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 some documents, registers, files are needed to be maintained in more improvised and updated 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.
- Due to Covid-19 pandemic, and various preventive and safety guidelines laid down by government, there was a limited access to documents, registers, files etc. of the company. We had received all the necessary information over mails and via other electronic means from the company. So, as per the due-diligence done by us of the available records and documents of company, maintenance of minutes of board meeting and committees and Statutory Registers of the company are in compliance with the applicable secretarial standards and various provisions of The Companies Act, 2013 to much extent, however, further improvement 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.

**Disclaimer:-**

- The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the company.

**Place: Delhi.**  
**Date: 30/08/2022**

**For Kundan Agrawal & Associates**  
**Company Secretaries**  
**FRN: S2009DE113700**  
**Sd/-**  
**Kundan Agrawal**  
**Company Secretary**  
**Membership No. 7631**  
**C.P. No. 8325**  
**UDIN: F007631D000877830**

**Kundan Agrawal & Associates**

Company Secretaries

Phone: 91-11-43093900

Mobile: 09212467033, 09999415059

E-mail: [agrawal.kundan@gmail.com](mailto:agrawal.kundan@gmail.com)**Annexure – 1 (C)****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. 138, Roz- Ka- Meo Industrial Area,  
Sohna, Gurgaon, Haryana-122103

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. 138, Roz- Ka- Meo Industrial Area, Sohna, Gurgaon, Haryana-122103124507 (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, 2022 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	Date of resignation in Company
1.	Mr. Ramesh Kumar Gupta	00047724	13.02.2017	01.09.2021
2.	Mr. Hitesh Gupta	02756275	13.02.2017	01.09.2021
3.	Mr. Vijay Aggarwal	02771373	13.02.2017	01.09.2021
4.	Mr. Madhu Sharma	06947852	30.09.2020	-
5.	Mr. Sujay Narayan Jha	02898548	01.09.2021	23.02.2022
6.	Mr. Amit Kumar	02546958	01.09.2021	23.02.2022
7.	Mr. Ajay Sharma	03344008	01.09.2021	-
8.	Mr. Aditya Aggarwal	08982957	23.02.2022	-
9.	Mr. Sachin Garg	03320351	23.02.2022	-

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 Agrawal & Associates  
Company Secretaries  
FRN: S2009DE113700  
Sd/-  
Kundan Agrawal  
Company Secretary  
M. No. 7631  
COP No. 8325  
DIN: F007631D000313354

Date: 12/05/2022  
Place: Delhi

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2022**  
**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. 138, Roz- Ka- Meo Industrial Area, Sohna, Gurgaon, Haryana-122103 0124-2362471
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 was under the process of Merger with M/s Diamond Footwear Private Limited. However, the Transferor Company i.e., Diamond FootcareUdyog Private Limited had filed an application for withdrawal of the Scheme of merger between Diamond FootcareUdyog Private Limited and B.P. Capital Limited and the same had been allowed by the Hon'ble NCLT, Chandigarh Bench vide its order dated August 28, 2019 and the merger petition was dismissed as withdrawn. The management of the company is now exploring the possibilities of new business and is putting necessary efforts in this respect so that the operations of the company can be started again.

**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-2021]				No. of Shares held at the end of the year [As on 31-March-2022 ]				% 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	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	424400	0	424400	14.09	424400	0	424400	7.06	-7.03
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00

<b>Sub-total(A)(1):-</b>	<b>424400</b>	<b>0</b>	<b>424400</b>	<b>14.09</b>	<b>424400</b>	<b>0</b>	<b>424400</b>	<b>7.06</b>	<b>-7.03</b>
<b>(2) Foreign</b>									
a)NRIs- Individual	0	0	0	0.00	0	0	0	0.00	0.00
b)Other- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c)Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d)Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>424400</b>	<b>0</b>	<b>424400</b>	<b>14.09</b>	<b>424400</b>	<b>0</b>	<b>424400</b>	<b>7.06</b>	<b>-7.03</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non- Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	25307	11200	36507	1.21	3025684	11200	3036884	50.52	49.31
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	579943	315606	895549	29.73	709019	313606	1022625	17.01	-12.72
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1395073	26100	1421173	47.19	1397973	26100	1424073	23.69	-23.50
<b>c) Others (specify)</b>									
Non Resident Indians	87476	0	87476	2.90	4000	0	4000	0.07	-2.83

Hindu Undivided Family	146595	0	146595	4.87	98954	0	98954	1.65	-3.22
Clearing Members	100	0	100	0.00	864	0	864	0.01	0.01
<b>Sub-total (B)(2):-</b>	<b>2234494</b>	<b>352906</b>	<b>2587400</b>	<b>85.91</b>	<b>5236494</b>	<b>350906</b>	<b>5587400</b>	<b>92.94</b>	<b>7.03</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	2234494	352906	2587400	85.91	5236494	350906	5587400	92.94	7.03
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>2658894</b>	<b>352906</b>	<b>3011800</b>	<b>100.00</b>	<b>5660894</b>	<b>350906</b>	<b>6011800</b>	<b>100.00</b>	<b>0.00</b>

**II) Shareholding of Promoters-**

SIN o.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st-April-2021]			Shareholding at the end of the year [As on 31st-March-2022]			% 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	7.06	-	-
	<b>Total</b>	<b>4,24,400</b>	<b>14.09</b>	<b>-</b>	<b>4,24,400</b>	<b>7.06</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):**

SI.No .	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [As on 1st-April-2021]		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the Year (1st-April-2021 to 31st-March, 2022)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1. RajendraNaniwadekar-								
	At the beginning of the year	181354	6.02					
	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	11-06-2021	-100	Sale	181254	3.01
				18-06-2021	-208	Sale	181046	3.01
				25-06-2021	-3000	Sale	178046	2.96
				30-06-2021	-2500	Sale	175546	2.92
				02-07-2021	-2000	Sale	173546	2.89
				09-07-2021	-3573	Sale	169973	2.83
				16-07-2021	-3548	Sale	166425	2.77
				30-07-2021	-1710	Sale	164715	2.74
				06-08-2021	-2	Sale	164713	2.74
				27-08-2021	-1041	Sale	163672	2.72
				03-09-2021	-9415	Sale	154257	2.57
				10-09-2021	-13128	Sale	141129	2.35
				17-09-2021	5793	Purchase	146922	2.44
				30-09-2021	-100	Sale	146822	2.44
				29-10-2021	-124326	Sale	22496	0.37



				31-12-2021	111532	Purchase	134028	2.23
				07-01-2022	-1398	Sale	132630	2.21
				14-01-2022	3	Purchase	132633	2.21
				20-01-2022	-110137	Sale	22496	0.37
				21-01-2022	110137	Purchase	132633	2.21
				22-01-2022	-22496	Sale	110137	1.83
				28-01-2022	22496	Purchase	132633	2.21
				04-03-2022	-10000	Sale	122633	2.04
	<b>At the end of the year</b>						<b>122633</b>	<b>2.04</b>
<b>2. M Kaveri</b>								
	<b>At the beginning of the year</b>	146175	4.85					
	<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>			14-05-2021	-26000	Sale	120175	2.00
				21-05-2021	-15000	Sale	105175	1.75
				18-06-2021	-5000	Sale	100175	1.67
				16-07-2021	-764	Sale	99411	1.65
				30-07-2021	-161	Sale	99250	1.65
				13-08-2021	-4800	Sale	94450	1.57
				10-09-2021	-300	Sale	94150	1.57
				29-10-2021	-94150	Sale	0	0.00
	<b>At the end of the year</b>						<b>0</b>	<b>0</b>
<b>3. Anand Mohan</b>								
	<b>At the beginning of the year</b>	122538	4.07					
	<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>			09/04/2021	1000	Purchase	123538	2.05
				16/04/2021	3450	Purchase	126988	2.11
				03/09/2021	23499	Purchase	150487	2.50
	<b>At the end of the year</b>						<b>150487</b>	<b>2.50</b>
<b>4. DHIRU BUILDERS AND PROMOTERS PVT LTD</b>								
	<b>At the beginning of the year</b>	<b>10</b>	<b>0.0</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	11/03/2022	1000000	Purchase	1000010	16.63
	<b>At the end of the year</b>						<b>1000010</b>	<b>16.63</b>
<b>5. SeemaYogesh Asher</b>								
	<b>At the beginning of the year</b>	<b>90,001</b>	<b>2.99</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	Nil	Nil	Nil	Nil	Nil
	<b>At the end of the year</b>						<b>90,001</b>	<b>1.50</b>
<b>6. Lakshmi M</b>								
	<b>At the beginning of the year</b>	88440	2.94					
	<b>Date wise Increase / Decrease in Shareholding</b>	Nil	Nil	09/04/2021	1	Purchase	88441	1.47

	during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)			14/05/2021	50100	Purchase	138541	2.30
				04/06/2021	125	Purchase	138666	2.31
				03/09/2021	8259	Purchase	146925	2.44
	<b>At the end of the year</b>						<b>146925</b>	<b>2.44</b>
7. MuthuManickam HUF								
	<b>At the beginning of the year</b>	<b>65,499</b>	<b>2.17</b>					
	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	07-05-2021	-10000	Sale	55499	0.92
				14-05-2021	-55499	Sale	0	0.00
	<b>At the end of the year</b>						<b>0</b>	<b>0.00</b>
8. Mr. YogeshChandrakant Asher								
	<b>At the beginning of the year</b>	<b>59,900</b>	<b>1.99</b>					
	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	Nil	Nil
	<b>At the end of the year</b>						<b>59,900</b>	<b>1.00</b>
9. Harmit Singh								
	<b>At the beginning of the year</b>	<b>55,000</b>	<b>1.83</b>					
	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	Nil	Nil
	<b>At the end of the year</b>						<b>55,000</b>	<b>0.91</b>
10. Mr. PrafulchandraJamnadasThakrar								
	<b>At the beginning of the year</b>	<b>51,586</b>	<b>1.71</b>					
	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	30-04-2021	-51586	Sale	0.00	0.00
	<b>At the end of the year</b>						<b>0.00</b>	<b>0.00</b>
11. PATALIPUTRA INTERNATIONAL LIMITED								
	<b>At the beginning of the year</b>	<b>10</b>	<b>0.0</b>					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment	Nil	Nil	11-03-2022	1000000	Purchase	1000010	16.63

	/ transfer / bonus/ sweat equity etc.)							
	At the end of the year						1000010	16.63
12. NEELABH SPINNING MILLS PRIVATE LIMITED								
	At the beginning of the year	10	0.0					
	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	11-03-2022	1000000	Purchase	1000010	16.63
	At the end of the year						1000010	16.63
13. GUTTIKONDA VARA LAKSHMI								
	At the beginning of the year	111000	3.69					
	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	NIL	NIL
	At the end of the year						111000	1.85
14. RAMASWAMY ANAND								
	At the beginning of the year	25880	0.86					
	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	16-04-2021	891	Purchase	26771	0.45
				30-04-2021	45404	Purchase	72175	1.20
				07-05-2021	6050	Purchase	78225	1.30
				14-05-2021	10000	Purchase	88225	1.47
				21-05-2021	23944	Purchase	112169	1.87
				28-05-2021	6800	Purchase	118969	1.98
	At the end of the year						118969	1.98

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-2021]		Cumulative Shareholding during the Year (1st-April-2021 to 31st-March, 2022)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>Mr. Aditya Aggarwal</b>					
	At the beginning of the year	N.A.	N.A.	15000	0.25
	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
	At the end of the year			15000	0.25
<b>Mr. Ajay Sharma</b>					
	At the beginning of the year	N.A.	N.A.	10	0.00
	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
	At the end of the year			10	0.00

\*\*Mr. Ajay Sharma & Mr. Aditya Aggarwal were appointed as the Directors of the company w.e.f. 01/09/2021 & 23/02/2022 respectively.

**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> (Resigned wef 01.09.21)	<b>Mr. Sujay Narayan Jha</b> (Appointed as M.D. wef 29.09.21 and Resigned wef 23.02.22)	<b>Mr. Aditya Aggarwal</b> (Appointed as M.D. wef 29.03.22)	
1	<b>Gross salary</b>	Nil	Nil	Nil	Nil
	<b>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</b>	Nil	Nil	Nil	Nil
	<b>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961</b>	Nil	Nil	Nil	Nil
	<b>(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961</b>	Nil	Nil	Nil	Nil
2	<b>Stock Option</b>	Nil	Nil	Nil	Nil
3	<b>Sweat Equity</b>	Nil	Nil	Nil	Nil
4	<b>Commission</b> - as % of profit - others, specify	Nil	Nil	Nil	Nil
5	<b>Others, please specify</b>	Nil	Nil	Nil	Nil
	<b>Total (A)</b>	Nil	Nil	Nil	Nil
	<b>Ceiling as per the Act</b>	Nil	Nil	Nil	Nil

**B. Remuneration to other directors**

Sl.No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Hitesh Gupta (Resigned wef 01.09.21)	Mr. Ajay Sharma (Appointed wef 01.09.21)	Ms. Madhu Sharma	
1	Independent Directors				
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total (1)</b>	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors	Mr. Amit Kumar (Appointed wef 01.09.21 and Resigned wef 23.02.22)	Mr. Sachin Garg (Appointed wef 23.02.22)	Mr. Vijay Aggarwal (Resigned wef 01.09.21)	
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total (2)</b>	Nil	Nil	Nil	Nil
	<b>Total (B)=(1+2)</b>	Nil	Nil	Nil	Nil
	<b>Total Managerial Remuneration</b>	Nil	Nil	Nil	Nil
	<b>Overall Ceiling as per the Act</b>	Nil	Nil	Nil	Nil

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

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		
		Ms. Sakhi Gupta	Mr. Shatrughan Sahu (CFO)	Total
1	Gross salary	2,40,000	6,00,000	8,40,000
	(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
	<b>Total</b>	2,40,000	6,00,000	<b>8,40,000</b>

**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  
Sd/-

Aditya Aggarwal  
Chairman  
DIN: 08982957

Date: 01<sup>st</sup> September, 2022

Place: Haryana

Annexure –3

## 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:

Performance	Rating
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.	Updations 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/-**

**Aditya Aggarwal  
Chairman**

**DIN: 08982957**

**Date: 01<sup>st</sup> September, 2022**

**Place: Haryana**

## **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**

**Date: 01<sup>st</sup> September, 2022  
Place: Haryana**

**Sd/-  
Aditya Aggarwal  
Chairman  
DIN: 08982957**

**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 InframartPvt Ltd</b>
(b) Nature of contracts/arrangements/transactions	<b>Unsecured Loan</b>
(c) Duration of the contracts / arrangements/transactions	<b>01/04/2021 to 31/03/2022</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. However, Mr. Ramesh Kumar Gupta and Mr Vijay Aggarwal resigned w.e.f 01/09/2021 from the Directorship of the B. P. Capital 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 InframartPvt 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. Nil had been infused by M/s Symbolic InframartPvt Ltd, an amount of Rs 28,27,625/- is outstanding and stands payable to M/s Symbolic Inframart Pvt Ltd at the end of the Financial year 2021-22.
(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	29-06-2021
(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	29-09-2021

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

Date: 28<sup>th</sup> May, 2022  
Place: Haryana

Aditya Aggarwal  
Chairman  
DIN: 08982957

**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 2021-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 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 2021-22 (Rs. In Lacs)	% Increase in Remuneration in the Financial Year 2021-22	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 (Resigned w.e.f. 01/09/2021)	NIL	Not Applicable	Not Applicable	Net Loss for the financial year 2021-22 is Rs. 20.86 Lacs as compared to Net Loss of Rs. 16.16 Lacs for the financial year 2020-21.
2.	Mr. Hitesh Gupta Independent Director (Resigned w.e.f. 01/09/2021)	NIL	Not Applicable	Not Applicable	
3	Mr. Vijay Aggarwal Non Executive Director (Resigned w.e.f. 01/09/2021)	NIL	Not Applicable	Not Applicable	Net Loss for the financial year 2021-22 is Rs. 20.86 Lacs as compared to Net Loss of Rs. 16.16 Lacs for the financial year 2020-21.
4.	Mrs. Madhu Sharma Non Executive-Independent Director	Nil	Not Applicable	Not Applicable	
5	Mr. Amit Kumar Non Executive Director (Appointed w.e.f. 01/09/2021 & Resigned w.e.f. 23/02/2022)	NIL	Not Applicable	Not Applicable	Net Loss for the financial year 2021-22 is Rs. 20.86 Lacs as compared to Net Loss of Rs. 16.16 Lacs for the financial year 2020-21.
6	Mr Sujay Narayan Jha Managing Director (Appointed w.e.f. 01/09/2021 & Resigned w.e.f. 23/02/2022)	NIL	Not Applicable	Not Applicable	Net Loss for the financial year 2021-22 is Rs. 20.86 Lacs as compared to Net Loss of Rs. 16.16 Lacs for the financial year 2020-21.
7	Mr Ajay Sharma Non Executive-Independent Director (Appointed w.e.f. 01/09/2021)	NIL	Not Applicable	Not Applicable	
8	Mr Aditya Aggarwal Managing Director (Appointed w.e.f. 23/02/2022)	Nil	Not Applicable	Not Applicable	Net Loss for the financial year 2021-22 is Rs. 20.86 Lacs as compared to Net Loss of Rs. 16.16 Lacs for the financial year 2020-21.
9	Mr Sachin Garg Non Executive Director (Appointed w.e.f. 23/02/2022)	Nil	Not Applicable	Not Applicable	Net Loss for the financial year 2021-22 is Rs. 20.86 Lacs as compared to Net Loss of Rs. 16.16 Lacs for the financial year 2020-21.
10.	Ms. Sakshi Gupta Company Secretary	2.40 Lacs	NIL	Not Applicable	Net Loss for the financial year 2021-22 is Rs. 20.86 Lacs as compared to Net Loss of Rs. 16.16 Lacs for the financial year 2020-21.
11.	Mr. ShartrughanSahu Chief Financial Officer	6.00 Lacs	NIL	Not Applicable	Net Loss for the financial year 2021-22 is Rs. 20.86 Lacs as compared to Net Loss of Rs. 16.16 Lacs for the financial year 2020-21.

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, 2022;
- iv. Relationship between average increase in remuneration and company performance – During the F.Y. 2021-22, there was no increase in remuneration. The company incurred a net loss of Rs. 20.86 Lac only for the financial year 2021-22. 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, 2022 was Rs.39,737,998/- as compared to market capitalization of Rs.5,993,482/- as on March 31, 2021.
  - b. The closing price of the Company's equity shares on the BSE as on March 31, 2022 was Rs. 06.61 per share and on March 31, 2021 was Rs. 01.99/- per share
  - c. During the year under review, the paid up capital of the company was increased from Rs. 3,01,18,000/- i.e.,30,11,800 equity shares of Rs10/- each to Rs. 6,01,18,000/- i.e.,60,11,800 equity shares of Rs 10/- each.
- 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. 2021-22 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.

**Date:01<sup>st</sup> September, 2022**  
**Place: Haryana**

**For and on Behalf of the Board  
of B. P. Capital Limited**  
**Sd/-**  
**Aditya Aggarwal**  
**Chairman**  
**DIN: 08982957**

**NEMANI GARG AGARWAL & CO.**  
**CHARTERED ACCOUNTANTS**  
**1517, DEVIKA TOWER, 6, NEHRU PLACE,**  
**NEW DELHI- 110 019.Br.Office: Ch. No.5, KamadgiriAppt., Kaushambi, Ghaziabad-201010**  
**Tel.-011-26448022/33;0120-4374727**  
**Email ID: sknemani@sknemani.com,nemani61@gmail.com**

## **Independent Auditors' Report**

**To The Members of B. P. CAPITAL LIMITED**  
**28<sup>th</sup> May, 2022**  
**Report on the Audit of the Financial Statements**

### **Opinion**

We have audited the accompanying financial statements of B. P. CAPITAL LIMITED (“the Company”), which comprise the Balance Sheet as at March 31, 2022, 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 then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its LOSS including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditors' Responsibilities for the Audit of the 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 ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Emphasis of Matters**

We draw attention to:

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

Our opinion is not modified in respect of the above stated matters.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Information Other than the Financial Statements and Auditors' Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available 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.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Management's Responsibility for the Financial Statements**

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 financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

In preparing the financial statements, the 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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Financial Statements**

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 auditors' 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 financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk 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.

- 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

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.

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 auditors' 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.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, 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, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B” to this report.
- g) 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 Auditors’ 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 pending litigations if any on its financial position in its financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There was no delay in transferring the amounts, which was required to be transferred to the investor education and protection fund by the company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The company has not declared or proposed dividend during the year.

**For Nemani Garg Agarwal & Co.**  
*Chartered Accountants*  
Firm’s Registration Number: **010192N**

**Sd/-**  
**(CA. SK Nemani)**  
*Partner*  
Membership Number: 037222  
UDIN: 22037222AKLAGJ1291

Place of Signature: New Delhi  
Date: 28th May, 2022

## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our STANDALONE AUDIT Report to the Members of B. P. CAPITAL LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - (a) The company had no Property, plant and Equipments and Intangible Assets during the year hence provisions of clause 3 (i) (a) to (d) of the above order are not applicable to the company.
  - (b) No Proceedings under Benami Property Transactions (Prohibition) Act, 1988 have been initiated against the company.
- ii.
  - (a) The company had no inventory during the year, hence clause 3(ii) (a) of above order are not applicable to the company.
  - (b) The Company has no sanction of working capital limits in excess of ₹ 5 crore, in aggregate, during the year, from banks or financial institutions on the basis of security of current assets ,hence no requirement of filing quarterly returns or statements with banks
- iii. The Company has made no investments in companies, Limited Liability, Partnerships, and has not granted unsecured loans to other parties, during the year, hence reporting under clause 3(iii) (a) to (f) of the order are not applicable to the company.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company.
- vii. In respect of statutory dues:
  - (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.  
There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
  - (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are NIL.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix.
  - (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest from any lender.
  - (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
  - (c) The Company has not received the term loan during the year.
  - (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
  - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
  - (f) The Company has not raised any loans on the pledge of securities held in its subsidiary, joint ventures or associates companies.
- x.
  - a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

- (b) During the year, the Company has made any preferential allotment of to persons under non promoter category of fully convertible warrants of Rs. 3.00 crore during the year, the requirements of section 42 and 62 of the Companies Act, 2013 have been complied with and the fund raised have been used for the purpose for which the fund were raised but made no private placement of shares or convertible debentures (fully or partly or optionally)
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As per informations provided to us no whistle blower complaints was received by the Company during the year (and upto the date of this report).
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a),(b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has incurred cash loss during the financial year covered by our audit and incurred cash loss during the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than on going projects requiring transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) No amount unspent under sub section (5) of section 135 of Companies Act pursuant to any ongoing project for CSR amount was outstanding for transfer to special Account in compliance with the provision of sub section (6) of section 135 of Companies Act at the end of the Financial Year.

**For Nemani Garg Agarwal & Co.**

*Chartered Accountants*

Firm's Registration Number: **010192N**

**Sd/-**

**(CA. SK Nemani)**

*Partner*

Membership Number: 037222

UDIN: 22037222AKLAGJ1291

Place of Signature: New Delhi

Date: 28th May, 2022

## **Annexure 'B' To the Independent Auditors' Report**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members 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")**

#### **Opinion**

We have audited the internal financial controls with reference to financial statements of B. P. CAPITAL LIMITED ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control with reference to financial statements 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.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements 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 ('ICAI'). 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 with reference to financial statements 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 auditors' judgment, including the assessment of the risks of material misstatement of the 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 with reference to financial statements.



### **Meaning of Internal Financial Controls with reference to Financial Statements**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements 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 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 financial statements.

### **Inherent Limitations of Internal Financial Controls with reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **For Nemani Garg Agarwal & Co.**

*Chartered Accountants*

Firm's Registration Number: **010192N**

**Sd/-**

**(CA. SK Nemani)**

Partner

Membership Number: 037222

UDIN: 22037222AKLAGJ1291

Place of Signature: New Delhi

Date: 28th May, 2022

**B. P. CAPITAL LIMITED**  
**CIN:L74899HR1994PLC072042**  
**PLOT NO. 345, HSIIDC, FOOTWEAR PARK , SECTOR-17, BAHADURGARH, JHAJJAR, HARYANA- 124507**  
**Balance Sheet as at 31st March, 2022**

(Amount in Hundred)

Particulars	Note No.	As at 31st March, 2022	As at 31st March, 2021
<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	267,492.00	267,492.00
(ii) Loans		-	-
(f) Deferred tax assets (Net)		-	-
(g) Other Non-Current Assets		-	-
<b>Total Non-current assets</b>		<b>267,492.00</b>	<b>267,492.00</b>
<b>(2) Current assets</b>			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Cash and cash equivalents	6	868.93	660.25
(iv) Bank balances other than (iii) above		-	-
(v) Loans		-	-
(c) Other Current Assets	7	579,515.80	275,993.05
<b>Total Current assets</b>		<b>580,384.73</b>	<b>276,653.30</b>
<b>Total Assets</b>		<b>847,876.73</b>	<b>544,145.30</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	8	601,180.00	301,180.00
(b) Others Equity	9	(107,051.55)	(86,187.35)
<b>Total Equity</b>		<b>494,128.45</b>	<b>214,992.65</b>
<b>Liabilities</b>			
<b>(2) Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Other financial liabilities		-	-
(b) Deferred tax liabilities (Net)		-	-
<b>Total Non Current Liabilities</b>		<b>-</b>	<b>-</b>
<b>(3) Current liabilities</b>			
(a) Trade payables		-	-
(b) Other current liabilities	10	353,748.28	329,152.65
(c) Short-Term Provision	11	-	-
<b>Total Current Liabilities</b>		<b>353,748.28</b>	<b>329,152.65</b>
<b>Total Equity &amp; Liabilities</b>		<b>847,876.73</b>	<b>544,145.30</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. Nemani Garg Agarwal & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 010192N**  
**Sd/-**  
**Shashi Kant Nemani**  
**Partner**  
**M.No. 037222**  
**UDIN: 22037222AKLAGJ1291**

**For B. P. CAPITAL LIMITED**

<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>Aditya Aggarwal</b>	<b>Sachin Garg</b>	<b>Shatrughan Sahu</b>	<b>Sakshi Gupta</b>
<b>Mg. Director</b>	<b>Director</b>	<b>CFO</b>	<b>Company Secretary</b>
<b>DIN :08982957</b>	<b>DIN :03320351</b>	<b>PAN: BAQPS1603E</b>	<b>M.No. 29348</b>

**Place: New Delhi**  
**Date: 28/05/2022**

**B. P. CAPITAL LIMITED**  
**CIN:L74899HR1994PLC072042**  
**PLOT NO. 345, HSIIDC, FOOTWEAR PARK , SECTOR-17, BAHADURGARH, JHAJJAR, HARYANA- 124507**  
**Statement of Profit & Loss for the Year Ending 31st March, 2022**

(Amount in Hundred)

Particulars	Note No.	As at 31st March, 2022	As at 31st March, 2021
<b>Continuing Operations</b>			
Revenue from Operations	12	-	522.00
Other Income	13	-	-
<b>Total Income (I)</b>		-	<b>522.00</b>
<b>Expenses</b>			
Changes in Inventory of Finished Goods, Stock In Trade and Work In Progress		-	-
Employee Benefit Expenses	14	9,760.45	10,209.36
Finance Cost	15	5.29	10.43
Depreciation & amortization expenses		-	-
Other expenses	16	11,098.46	6,405.63
<b>Total Expenses (II)</b>		<b>20,864.20</b>	<b>16,625.42</b>
<b>III. Profit / (loss) before Tax (I) - (II)</b>		<b>(20,864.20)</b>	<b>(16,103.42)</b>
<b>IV. Tax expense:</b>			
(1) Current Income Tax		-	-
(2) Deferred Tax		-	59.05
(3) Short Provision for earlier year		-	-
<b>V. Profit / (loss) for the year from Continuing Operations (III-IV)</b>		<b>(20,864.20)</b>	<b>(16,162.47)</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>VIII. Profit / (Loss) for the year (V +VII)</b>		<b>(20,864.20)</b>	<b>(16,162.47)</b>
<b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified to profit		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>(IX) Other Comprehensive Income for the year</b>		-	-
<b>(X) Total Comprehensive Income for the year (VIII+IX)</b>		<b>(20,864.20)</b>	<b>(16,162.47)</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>(0.35)</b>	<b>(0.01)</b>
<b>(ii) Diluted</b>			
Computed on the basis of total profit for the year		<b>(0.35)</b>	<b>(0.01)</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. Nemani Garg Agarwal & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 010192N**

**For B. P. CAPITAL LIMITED**

**Sd/-**  
**Shashi Kant Nemani**  
**Partner**  
**M.No. 037222**  
**UDIN: 22037222AKLAGJ1291**

**Sd/-**  
**Aditya Aggarwal**  
**Mg. Director**  
**DIN :08982957**

**Sd/-**  
**Sachin Garg**  
**Director**  
**DIN :03320351**

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

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

**Place: New Delhi**  
**Date: 28/05/2022**

**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, 2022**

(Amount in Hundred)

Particulars		For the year ended 31st March, 2022		For the year ended 31st March, 2021	
<b>A)</b>	<b>Cash flow from operating activities</b>				
	<b>Net Operating profit before tax and extra ordinary items</b>		(20,864.20)		(16,103.42)
	Adjustments for:-				
	Depreciation	-	-	-	-
	Profit on sale of Investment	-	-	-	-
	Interest Income	-	-	-	-
	Fair Value of Mutual Fund	-	-	-	-
	Dividend Income	-	-	-	-
	<b>Operating profit before working capital changes</b>		(20,864.20)		(16,103.42)
	(Increase) / Decrease in Other Current Assets	(303,522.75)		280.12	
	(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 liabilites	24,595.63		16,275.81	
	Increase / (Decrease) in Non-current Trade payable	-		-	
	Increase / (Decrease) in Current Trade payable	-		-	
	Increase / (Decrease) in Non-current Other current liabilites	-		-	
	Increase / (Decrease) in Other financial liabilites	-	(278,927.12)	-	16,555.93
	<b>Cash generated from operations</b>		(299,791.32)		452.51
	Net direct taxes paid		-		-
	<b>Net cash from Operating Activities</b>		(299,791.32)		452.51
<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>		(299,791.32)		452.51
<b>C)</b>	<b>Cash flow from financing activities</b>				
	Proceeds from issuance of preference share capital	300,000.00		-	
	Increase/(decrease) Short term borrowings	-		-	
	Interest paid	-		-	
	<b>Net cash from financing activities</b>		300,000.00		-
	<b>Net cash from operating, investing &amp; financial activities</b>		208.68		452.51
	<b>Net increase in cash &amp; cash equivalent</b>		208.68		452.51
	<b>Opening balance of cash &amp; cash equivalent</b>		660.25		207.74
	<b>Closing balance of cash &amp; cash equivalent</b>		868.93		660.25
	<b>Note:</b> Cash and cash equivalents included in the Cash Flow Statement comprise of the following:-				
	i) Cash balance in Hand		78.60		533.90
	ii) Balance with Banks:				
	a) In Current Accounts		790.33		126.35
	b) In Fixed Deposits		-		-
	<b>Total</b>		<b>868.93</b>		<b>660.25</b>

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.

As per our report of even date

**For M/s. Nemani Garg Agarwal & Co.**

**For B. P. CAPITAL LIMITED**

**Chartered Accountants**

**Firm Reg. No. 010192N**

**Sd/-**

**Shashi Kant Nemani**

**Partner**

**M.No. 037222**

**UDIN: 22037222AKLAGJ1291**

**Place: New Delhi**

**Date: 28/05/2022**

**Sd/-**

**Aditya Aggarwal**

**Mg. Director**

**DIN :08982957**

**Sd/-**

**Sachin Garg**

**Director**

**DIN :03320351**

**Sd/-**

**Shatrughan Sahu**

**CFO**

**PAN: BAQPS1603E**

**Sd/-**

**Sakshi Gupta**

**Company Secretary**

**M.No. 29348**

**B. P. CAPITAL LIMITED**

**Statement of Changes in Equity as at 31st March, 2022**

**A. Equity Share Capital**

(Amount in Hundred)

	Note	Numbers	Amount (Rs.)
Equity Shares of Rs. 10 each issued, subscribed & fully Paid-up			
At 1st April 2021		30,11,800	301,180.00
Issued during the year on preferential basis		30,00,000	300,000.00
<b>At 31st March, 2022</b>		<b>60,11,800</b>	<b>601,180.00</b>

**B. Other Equity**

For the year ended 31st March, 2022

(Amount in Hundred)

Particulars	Reserve and Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
<b>Balance as at April 01, 2020</b>	-	-	<b>(70,024.88)</b>	<b>(70,024.88)</b>
Changes in accounting policy or prior period errors	-	-	-	-
Transfer to retained earnings	-	-	-	-
<b>Restated balance at the beginning of the reporting period</b>				
Profit for the year	-	-	(16,162.47)	(16,162.47)
Other Comprehensive Income for the year	-	-	-	-
<b>Total comprehensive Income for the year</b>	-	-	<b>(16,162.47)</b>	<b>(16,162.47)</b>
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>As at 31st March, 2021</b>	-	-	<b>(86,187.35)</b>	<b>(86,187.35)</b>
				-
<b>As at 1st April, 2021</b>	-	-	(86,187.35)	(86,187.35)
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-
Profit for the year	-	-	(20,864.20)	(20,864.20)
Other Comprehensive Income for the year	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-
<b>Total comprehensive Income for the year</b>	-	-	<b>(20,864.20)</b>	<b>(20,864.20)</b>
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>As at 31st March, 2022</b>	-	-	<b>(107,051.55)</b>	<b>(107,051.55)</b>

**B. P. CAPITAL LIMITED**

**Notes to the IND AS financial statements for the year ended March 31st, 2022**

**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 2022 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 recognized 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 recognized 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 recognized 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 recognized 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) Leases**

The Company, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

**vii) Provisions and contingencies**

**(a) Provisions**

Provisions are recognized 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.

**viii) 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

**ix) 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 recognized 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 recognized 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. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized 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 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.

#### **x) Financial instruments:**

##### **Initial measurement**

Financial instrument is recognized 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 stated 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.

**xi). 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 recognized 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 financial 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2022

4 Property, Plant and Equipment

(Amount In Hundered)

Description	Furniture & Fixtures	Office Equipments	Total
<b>Gross carrying value</b>			
<b>As at April 1, 2020</b>	1,807.50	2,129.99	3,937.49
Additions	-	-	-
Disposals	-	-	-
Adjustments	-	-	-
Exchange differences	-	-	-
<b>As at March 31, 2021</b>	<b>1,807.50</b>	<b>2,129.99</b>	<b>393,749.00</b>
Additions	-	-	-
Disposals	-	-	-
Adjustments	-	-	-
Exchange differences	-	-	-
<b>As at March 31, 2022</b>	<b>1,807.50</b>	<b>2,129.99</b>	<b>393,749.00</b>
<b>Accumulated depreciation</b>			
<b>As at April 1, 2021</b>	1,807.50	2,129.99	3,937.49
Charge for the year	-	-	-
Deduction during the year	-	-	-
Exchange differences	-	-	-
<b>As at March 31, 2022</b>	<b>1,807.50</b>	<b>2,129.99</b>	<b>393,749.00</b>
Charge for the year	-	-	-
Disposals	-	-	-
Exchange differences	-	-	-
<b>As at March 31, 2022</b>	<b>1,807.50</b>	<b>2,129.99</b>	<b>393,749.00</b>
<b>Net block as at March 31, 2021</b>	-	-	-
<b>Net block as at March 31, 2022</b>	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2022

(Amount in Hundred)

Note	Particulars	As at 31st March, 2022	As at 31st March, 2021
<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.1/- each fully paid in Pioneer Offshore Private Limited	267,492.00	267,492.00
	<b>TOTAL</b>	<b>267,492.00</b>	<b>267,492.00</b>
	(a) Aggregate amount of unquoted investments	267,492.00	267,492.00
	(b) Aggregate amount of quoted investments	-	-
<b>6</b>	<b>Cash and Cash Equivalents</b>		
	Cash and cash equivalents		
	a) Balances with Bank in Current Account	790.33	126.35
	b) Cash in Hand	78.60	533.90
		<b>868.93</b>	<b>660.25</b>
<b>7</b>	<b>Other Current Assets</b>		
	i) Advances other than Capital Assets		
	Other Advabce/ Recoverable	273,696.00	274,121.25
	Advance against Property	302,558.90	-
	ii) Others		
	a) GST Receivable	3,260.90	1,871.80
	b) TDS Deposit	-	-
		<b>579,515.80</b>	<b>275,993.05</b>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2022

(Amount In Hundred)

Note	Share Capital	As at 31st March, 2022	As at 31st March, 2021		
8	<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)	1,50,00,000.00	1,50,00,000.00		
	<b>b. Issued, Subscribed &amp; fully Paid-up Shares</b> 60,11,800 (Previous Year 30,11,800) Equity Shares of Rs.10/- each fully paid-up	601,180.00	301,180.00		
	<b>Total Issued, Subscribed &amp; fully Paid-up Share Capital</b>	<b>601,180.00</b>	<b>301,180.00</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>As at 31st March, 2022</b>		<b>As at 31st March, 2021</b>	
		<b>In Nos.</b>	<b>Amount in Hundred</b>	<b>In Nos.</b>	<b>Amount in Hundred</b>
	At the beginning of the year	3,011,800	301,180.00	3,011,800	301,180.00
	Add : Issued during the year ending	3,000,000	300,000.00	-	-
<b>Outstanding at the end of the Year</b>	<b>6,011,800</b>	<b>601,180.00</b>	<b>3,011,800</b>	<b>301,180.00</b>	
<b>e. Detail of shareholders holding more than 5% shares in the company</b>					
<b>Name of Share Holders</b>	<b>As at 31st March, 2022</b>		<b>As at 31st March, 2021</b>		
	<b>In Nos.</b>	<b>% holding in the Class</b>	<b>In Nos.</b>	<b>% holding in the Class</b>	
Equity shares of Rs.10/- each fully paid					
- Symbolic Inframart Private Limited	424,400	7.06%	424,400	14.09%	
- Rajendra Naniwadekar	122,633	2.04%	168,478	5.59%	
- Dhuru Builders and Promoters Pvt. Ltd.	1,000,010	16.63%	-	-	
- Patliputra International Limited	1,000,010	16.63%	-	-	
- Neelabh Spinning Mills Pvt. Ltd.	1,000,010	16.63%	-	-	
As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.					

**Shareholding of Promoters:-**

**Details of shares held by promoters as on 31.03.2022**

S. No.	Promoter's Name	No. of shares	% of total shares	% change during the year
1	Symbolic Inframart Pvt. Ltd.	424,400	7.06	During the F. Y. 2021-22 the company issued preferential allotment 3,00,00,000 equity share of Rs. 10/- each to non promoters hence% of holding reduced from 14.09% to 7.06%.

**Details of shares held by promoters as on 31.03.2021**

S. No.	Promoter's Name	No. of shares	% of total shares	% change during the year
1	Symbolic Inframart Pvt. Ltd.	424,400	14.09	No

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2022

(Amount In Hundred)

Note	Particulars	As at 31st March, 2022	As at 31st March, 2021
9	<b>Other Equity</b>		
	<b>a. Retained Earnings</b>		
	Opening balance	(86,187.35)	(70,024.88)
	Add: Net profit/(loss) for the current year	(20,864.20)	(16,162.47)
	<b>Profit available for appropriation</b>	<b>(107,051.55)</b>	<b>(86,187.35)</b>
	Less : Appropriations	-	-
	<b>Closing balance</b>	<b>(107,051.55)</b>	<b>(86,187.35)</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>(107,051.55)</b>	<b>(86,187.35)</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.			
10	<b>Other Current Liabilities</b>		
	Others Amounts payable	346,355.06	319,222.51
	Statutory dues Payable	298.91	234.36
	Expense Payable	7,094.31	9,695.78
	<b>Total other liabilities</b>	<b>353,748.28</b>	<b>329,152.65</b>
11	<b>Short-Term Provision</b>		
	Provision of Income Tax	-	-
		-	-
12	<b>Revenue from Operations</b>		
	Service Charges	-	522.00
		-	<b>522.00</b>
13	<b>Other income</b>		
	Other Income	-	-
		-	-
14	<b>Employee Benefit Expenses</b>		
	Salaries	9,660.00	10,158.31
	Food and Beverages at workplace	100.45	51.05
		<b>9,760.45</b>	<b>10,209.36</b>
15	<b>Finance costs</b>		
	Interest others	-	-
	Bank Service Charges	5.29	10.43
		<b>5.29</b>	<b>10.43</b>
16	<b>Other expenses</b>		
	Advertising Expenses	563.50	531.31
	AGM Expenses	153.20	145.90
	Audit Fee	275.00	302.00
	Conveyance Expenses	137.25	111.78
	Fee & Subscription	5,652.30	3,474.80
	Interest on Gov. Dues	69.50	-
	Legal & Professional Charges	3,546.09	1,276.55
	Miscellaneous Expenses	451.07	253.89
	Postage and Couriers Expenses	94.75	179.85
	Printing & Stationery Exp.	155.80	129.55
		<b>11,098.46</b>	<b>6,405.63</b>
	<b>*Payment to Auditors</b>		
	As auditor:		
Statutory Audit Fee	275.00	302.00	
In other capacity:			
Other Services (Tax return filing fee)	-	-	
Other Services (Certification)	185.00	-	
	<b>460.00</b>	<b>302.00</b>	

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2022

(Amount In Hundred)

Note		As at March 31, 2022	As at March 31, 2021
17	<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 liability</b>		
	Profit before income taxes	(20,864.20)	(16,103.42)
	Enacted Tax Rate	26.00%	26.00%
	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, 2022</b>	<b>As at March 31, 2021</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.		
18	<b>Earnings Per Share</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
	Profit/(loss) attributable to shareholders	(20,864.20)	(16,162.47)
	Weighted average number of equity shares	6,011,800	3,011,800
	Nominal value per equity share	10	10
	<b>Weighted average number of equity shares adjusted for the effect of Earnings per equity share</b>	<b>6,011,800</b>	<b>3,011,800</b>
	Basic	(0.35)	(0.54)
	Diluted	(0.35)	(0.54)
19	<b>CONTINGENCIES AND COMMITMENTS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
(A)	<b>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, 2022</b>	<b>As at March 31, 2021</b>
	Property, plant and equipment	Nil	Nil
20	<b>LEASES :</b>		
	<b>The Company has not taken any assets on lease</b>		
	<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
	Lease payments for the year recognised in the Statement of Profit and Loss	Nil	Nil

Note-21

Ratios Analysis (2021-22)						REMARKS
Sl. No.	Particulars	Formula	Financial Year 2021-22	Financial Year 2020-21	% Variance	
1	Current Ratio	Current Assets / Current Liability	1.64	0.84	95.20	During FY 2021-2022, the Company has received working capital through preferential allotment and advance given against property in comparison with Equity has increased as compared to preceding year.
2	Debt-to-Equity Ratio	Debts (Long Term and Short Term) / Equity Shareholder Fund	-	-	-	
3	Debt Service Coverage Ratio	EBIDT / Interest+Principal	NA	NA	-	
4	Return on Equity Ratio	Net Income /Shareholder's Equity	-0.04	-0.08	(43.83)	During FY 2021-2022, the Company has increased share capital in comparison with Equity has increased as compared to preceding year.
5	Inventory Turnover Ratio	Cost of Goods Sold / Avg Inventory	NA	NA	-	
6	Receivables turnover	Sales / Trade Receivable	NA	NA	-	
7	Trade Payable Turnover Ratio	Sales / Trade Payable	NA	NA	-	
8	Net Capital Turnover Ratio	Sales/Average Working Capital	NA	NA	-	
9	Net Profit Margin Ratio	Net Income / Net Sales	0	0	-	There is no significant variation in the current ratio as compared to preceding year.
10	Return on Capital Employed	EBIT/ Total Assets - Current Liabilities	(0.04)	(0.07)	(43.63)	During FY 2021-2022, the company has issued share capital of Rs. 3.00 crore and given capital advances for which the return will be reflected in coming years.)
11	Return on Investment	EBIT/Average Operating Assets	-	(0.04)	(100.00)	During FY 2021-2022, the company has issued share capital of Rs. 3.00 crore and given capital advances for which the return will be reflected in coming years.)

**22. Related Party Disclosures as per Ins AS 24:**

The nature of relationship and summary of transactions with related parties are summarized below

**a. Name of the related party and nature of their relationship**

**Name of key managerial personnel (KMP)**

Mr. Ramesh Kumar Gupta

(Resign 01.09.2021)

Mr. Vijay Aggarwal

(Resign 01/09/2021)

Mr. Sujay Narayan Jha

(Appointment 01.09.2021 and Resignation 23.02.2021)

Mr. Amit Kumar

(Appointment 01.09.2021 and Resignation 23.02.2022)

Mr. Aditya Aggarwal

(Appointment 23.02.2022)

Mr. Sachin Garg

(Appointment 23.02.2022)

Mr. Shatrughan Sahu

Ms. Sakshi Gupta

**Designation**

Managing Director

Director

Managing Director

Director

Managing Director

Director

Chief Financial Officer

Company Secretary

**Enterprises over which key management personnel and relatives of such personnel exercise significant influence with whom transactions has been undertaken**

Symbolic Inframart Private Limited

Promoter Company

**Transactions during the year with related parties**

(Rs. In Hundred)

	Key Managerial Personnel/ Director	Key Managerial Personnel (CFO/CS)	Relatives of Key Managerial Personnel	Entities in which KMP/Relatives of KMP can exercise significant influence
Remuneration	-	8400.00 (8898.31)	-	-
Loan Received	-	-	-	Nil (1640.10)
Loan Repaid	-	-	-	-
Personal/Corporate Guarantees obtained to the extent of loan taken by the Company	-	-	-	-

\*Figures in bracket represent preceding year figures

**Closing balances of related parties**

(Rs. In Hundred)

	Key Managerial Personnel/Director	Key Managerial Personnel (CFO/CS)	Relatives of Key Managerial Personnel	Enterprises over which Key Managerial Personnel are able to exercise significant influence
Remuneration Payable	-	700.00 (1400.00)	-	-
Unsecured loan	-	-	-	28276.25 (28276.25)
Security Deposit	-	-	-	-

\*Figures in bracket represent preceding year figures

23. There is nothing to be disclosed under-AS 17 – Segment Reporting since there is no business segment or geographical segment which is a reportable segment based on the definitions contained in the accounting standard.

Deferred Tax has been created as per IND-AS-12 issued by Institute of Chartered Accountants of India.

In accordance with IND AS 12 – Income Taxes issued by ministry of corporate affairs, the company has accounted for the Deferred Tax. Major Components of Deferred Tax Assets and Liabilities are – NIL

24. The debit and credit balances standing in the name of parties are subject to confirmation from them.
25. In the opinion of the Board of Directors, the current assets, loans & advances are fully realizable at the value stated, if realized in the ordinary course of business. The provisions for all known liabilities are adequate in the opinion of board.

**26. Employee Benefits**

Provision of Gratuity, ESI, PF not applicable in the Company.

**27. Ageing of Trade Payable (Creditors)**

As on 31.03.2022

Particulars	Amount of Trade Payable outstanding from due date of payment (Rs. Hundred)				
	Less than 1 Years	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Dues – MSME	-	-	-	-	-
Undisputed Dues – Others	-	-	-	-	-
Disputed dues - MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-

As on 31.03.2021

Particulars	Amount of Trade Payable outstanding from due date of payment (Rs. Hundred)				
	Less than 1 Years	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Dues – MSME	-	-	-	-	-
Undisputed Dues – Others	-	-	-	-	-
Disputed dues - MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-

28. Ageing of Trade Receivable (Debtors) (Amount in Rs. Hundred)

As on 31.03.2022

Particulars	Amount of Trade Receivable outstanding from due date of payment					Total
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade receivables-considered good	-	-	-	-	-	-
Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-
Disputed Trade receivables-considered good	-	-	-	-	-	-
Disputed Trade receivables-considered doubtful	-	-	-	-	-	-

As on 31.03.2021

Particulars	Amount of Trade Receivable outstanding from due date of payment (Rs. Hundred)					Total
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade receivables considered good	-	-	-	-	-	-
Undisputed Trade receivables considered doubtful	-	-	-	-	-	-
Disputed Trade receivables considered good	-	-	-	-	-	-
Disputed Trade receivables considered doubtful	-	-	-	-	-	-

29. **Title Deeds of immovable Property** : The company does not have any immovable properties. Hence the question of title deeds of immovable properties are in the name of the Company does not arise.

30. **Revaluation of Property, Plant and Equipment**: During the financial year, the Company has not re-valued any of its Property, Plant & Equipment.

31. **Disclosure of loans/advances given to Directors/KMP/Related parties:-**

Disclosure w.r.t loans and advances which are:-

a. repayable on demand or

b. without specifying any terms or period of repayment are as follows:

Type of Borrower	As on 31.03.2022		As on 31.03.2021	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-

32. **Capital-Work In Progress** :There is no capital work in progress for tangible or intangible assets.



33. **Benami Properties** :No proceedings has been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988.
34. **Borrowings from Banks/FI on the basis of security of Current Assets:** The Company does not have any borrowings. Hence the question of Quarterly Returns or Statements of Current Assets filed by the Company with Banks/FI, are in agreement with books of accounts does not arise.
35. The company has not been declared as willful defaulter by any bank of financial institution or any other lender.
36. **Transactions with Struck-off Companies** :The company has not entered into any transactions with struck off companies under section 248 of the Companies Act 2013 or Section 560 of Companies Act 1956.
37. **Registration of Charges or Satisfaction** :The company does not have any charges.
38. **Compliance with layers of the companies:-**  
The company has no layer of companies.
39. **Scheme or Arrangement** :During the year, the company has not entered into any scheme or arrangement in terms of Section 230 to 237 of the Companies Act 2013
40. During the year no income was surrendered or disclosed as income in the tax Assessments.
41. The company has not dealt in Crypto Currency during the year.
42. The Company has not advanced or loaned or invested funds to any other person or entities with an understanding that the intermediary will invest or provide any guarantee, security or the like to or on behalf of ultimate beneficiaries.
43. The Company has not received any fund from any person (s) or entity(s), including foreign entities (Funding party) with the understanding that the company shall directly or indirectly investor provide any guarantee, security or the like to or on behalf of funding party.
44. **Use of Borrowed Funds** :The Company has not taken any borrowings from banks and Financial Institutions. Hence the question of its usage does not arise.
45. Debit and credit balances standing in the name of the parties are subject to confirmation from them.
46. In the opinion of the Board, all current assets have a value on realization in the ordinary course of business which is equal to the amount at which they are stated in financial statements.
47. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
48. Previous year figures have been regrouped/ reclassified wherever necessary.

**49-A Financial instruments  
(All amounts in INR Hundred, unless otherwise stated)**

**(i) Fair values hierarchy**

Financial assets and financial liabilities measured at fair value in the statement of financial position are classified into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**(ii) Fair value of instruments measured at amortised cost**

Fair value of instruments measured at amortised cost for which fair value is not ascertainable are disclosed is as follows:

(Rs. In Hundred)

Particulars	Level	March 31, 2022		March 31, 2021	
		Carrying value	Fair value	Carrying value	Fair value
<b>Financial assets</b>					
Loans	Level 3	-	-	-	-
Investments	Level 3	267,492.00	267,492.00	267,492.00	267,492.00
Trade receivable	Level 3	-	-	-	-
Other Current Assets	Level 3	579,515.80	579,515.80	275,993.05	275,993.05
Cash and cash equivalents	Level 3	868.93	868.93	660.25	660.25
<b>Total financial assets</b>		<b>847,876.73</b>	<b>847,876.73</b>	<b>544,145.30</b>	<b>544,145.30</b>
<b>Financial liabilities</b>					
Borrowings	Level 3	-	-	-	-
Trade payables	Level 3	-	-	-	-
Other financial liabilities	Level 3	-	-	-	-
Other Current Liabilities	Level 3	353,748.28	353,748.28	329,152.65	329,152.65
<b>Total financial liabilities</b>		<b>353,748.28</b>	<b>353,748.28</b>	<b>329,152.65</b>	<b>329,152.65</b>

**iii) Financial instruments by category**

(Rs. In Hundred)

Particulars	March 31, 2022			March 31, 2021		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments	-	-	-	-	-	-
Loan - security deposits	-	-	-	-	-	-
Loan - employees	-	-	-	-	-	-
Loan - Other	-	-	-	-	-	-
Other current assets	-	-	579,515.80	-	-	275,993.05
Trade receivables	-	-	-	-	-	-
Cash and cash equivalents	-	-	868.93	-	-	660.25
<b>Total</b>	<b>-</b>	<b>-</b>	<b>580,384.73</b>	<b>-</b>	<b>-</b>	<b>276,653.30</b>
<b>Financial liabilities</b>						
Borrowings	-	-	-	-	-	-
Trade payable	-	-	-	-	-	-
Other Current Liabilities	-	-	353,748.28	-	-	329,152.65
Other financial liabilities	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>353,748.28</b>	<b>-</b>	<b>-</b>	<b>329,152.65</b>

**49-B Financial risk management**

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

**A) Credit risk**

Credit risk is the risk that a counterparty fails to discharge an obligation to the company. The company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans & receivables carried at amortised cost, and
- deposits with banks

## Credit risk management

### Credit risk rating

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- A: Low  
B: Medium  
C: High

(Rs. In Hundred)

Assets under credit risk –

Credit rating	Particulars	March 31, 2022	March 31, 2021
High	Investments	267,492.00	267,492.00
Low	Cash and cash equivalents	868.93	660.25
High	Other Current Assets	579,515.80	275,993.05

### Trade receivables

Company has no trade receivables.

### Other financial assets measured at amortised cost

Other financial assets measured at amortized cost . Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

- B) Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

### Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(Rs. In Hundred)

31 March 2022	Less than 1 year	1-5 year	More than 5 years	Total
Borrowings	-	-	-	-
Trade payable	-	-	-	-
Other financial liabilities	-	-	-	-
Other current liabilities	31,752.11	44,511.54	277,484.63	353,748.28
<b>Total</b>	-	<b>44,511.54</b>	<b>277,484.63</b>	-

31 March 2021	Less than 1 year	1-5 year	More than 5 years	Total
Borrowings	-	-	-	-
Trade payable	-	-	-	-
Other financial liabilities	-	-	-	-
Other current liabilities	19,254.16	309,898.49	-	329,152.65
<b>Total</b>	-	-	-	-

**C) Market risk**  
**a) Interest rate risk**

The Company is not exposed to changes in market interest rates.

**b) Price risk**  
**Exposure**

The Company's exposure to price risk arises is nil

As per our report of even date attached.

**For M/s. Nemani Garg Agarwal & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 010192N**

**For B. P. CAPITAL LIMITED**

**Sd/-**  
**Shashi Kant Nemani**  
**Partner**  
**M.No. 037222**  
**UDIN: 22037222AKLAGJ1291**

**Sd/-**  
**Aditya Aggarwal**  
**Mg. Director**  
**DIN :08982957**

**Sd/-**  
**Sachin Garg**  
**Director**  
**DIN :03320351**

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

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

**Place: New Delhi**  
**Date: 28/05/2022**

**B. P. Capital Limited**  
**CIN: L74899HR1994PLC072042**  
**Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103**  
**Phone: 01276-222501, 02 Fax: 01276-222501**

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

Dear Shareholders,  
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 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103**  
**Phone: 0124-2362471**

**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 29<sup>th</sup>Annual General Meeting of the Company, to be held on Thursday, the 29<sup>th</sup> day of September, 2022 at 10.00 a.m. at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103

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 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103**  
**Phone: 0124-2362471**

**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]

<b>Name of the Member (s):</b> ..... <b>Registered address:</b> ..... <b>E-mail Id:</b> ..... <b>Folio No. /DP ID &amp; Client ID:</b> .....
----------------------------------------------------------------------------------------------------------------------------------------------------

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 29<sup>th</sup>Annual General Meeting of the Company, to be held on Thursday, the 29<sup>th</sup> day of September, 2022 at 10.00 a.m.at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana-122103 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Res. No.	Description	For	Against
1.	Adoption of the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2022 and the Statement of Profit and Loss of the Company and Cash flow statement and other Annexures thereof for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon		
2.	Re-ppointment of Mr. Aditya Aggarwal (DIN: 08982957), 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.		
3.	Appointment of Mr. Rachit Garg (DIN: 07574194) as a Director of the Company.		
4.	Reappointment of Mrs Madhu Sharma (DIN: 06947852) as an Independent Director of the Company.		
5.	Approval for Related Party Transaction(s).		

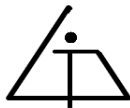
Signed this ..... day of ..... 2022. Signature of Shareholder:.....

<b>Affix Revenue Stamp</b>
------------------------------------

**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 138, Roz Ka Meo Industrial Area,  
Sohna, Mewat, Haryana-122103

Phone: 0124-2362471

Email : [bpcapitallimited@gmail.com](mailto:bpcapitallimited@gmail.com)

Website : [www.bpcapital.in](http://www.bpcapital.in)