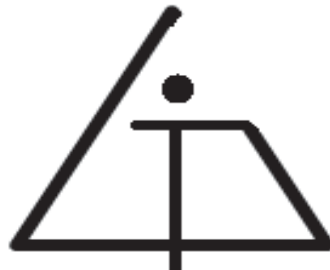


22nd Annual Report 2014-2015



B. P. CAPITAL LIMITED

CIN: L74899DL1994PLC057572

Regd. Office : 702, Arunachal Building, 19, Barakhamba Road,
Connaught Place, New Delhi-110 001

Phone: 011-43571042, 43571043 Fax: 011-43571047

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



Corporate Information

BOARD OF DIRECTORS

Mr. Sachin Garg
Mr. Peeyush Kumar Aggarwal
Mr. Karan Bhatia
Mr. Braham Dutt Sharma
Mrs. Madhu Sharma

Managing Director (DIN : 03320351)
Director (DIN : 00090423)
Independent Director (DIN : 00507412)
Independent Director (DIN : 02157681)
Independent Director (DIN : 06947852)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Sakshi Gupta
Company Secretary & Compliance Officer

AUDITORS

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

BANKERS

Vijaya Bank,
Kamla Nagar
Delhi

REGISTRAR & SHARE TRANSFER AGENTS

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

REGISTERED OFFICE

702, Arunachal Building, 19, Barakhamba Road,
Connaught Place, New Delhi-110 001
Phone: 011-43571042, 43571043, Fax : 011-43571047
Email : bpcapitallimited@gmail.com, Website : www.bpcapital.in

CIN NO. OF THE COMPANY

L74899DL1994PLC057572



B. P. Capital Limited
CIN: L74899DL1994PLC057572
702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001
Phone: 011-43571042, 43571043, Fax : 011-43571047
Email : bpcapitalimited@gmail.com, Website : www.bpcapital.in

Notice

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF B. P. CAPITAL LIMITED WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2015, AT 702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110 001 AT 10:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2015 and the Statement of Profit and Loss of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sachin Garg (DIN 03320351), the Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.
3. 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 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s RMA & Associates, Chartered Accountants, New Delhi, (Registration No. 000978N), the Company's retiring auditors, being eligible and offering themselves for reappointment, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 27th Annual General Meeting of the Company subject to ratification of appointment by the members at every Annual General Meeting at a remuneration as may be agreed upon between the Auditors and the Board of Directors on the recommendations of the Audit Committee of the Board of Directors of the Company .”

Special Business:

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the members hereby accord their consent to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company, to borrow any sum or sums of money (including non-fund based banking facilities), from time to time, whether in Indian rupees or in foreign currency (including external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any, in this respect) from any one or more of the Company's bankers and /or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable sources whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding shall not exceed the sum of Rs. 30 Crores (Rupees Thirty Crores only) at any point of time.



RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

For and on Behalf of the Board

Sd/-
(Peeyush Kumar Aggarwal)
Chairman

Date: 3rd September, 2015
Place: New Delhi

Notes:

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed.
2. 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.
3. 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.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive) for the purpose of the AGM.
6. 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.
7. 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.
8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
9. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
10. 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.



11. Members are requested :
- To quote their folio Nos. in all correspondence.
 - To note that no gifts will be distributed at the meeting.
 - 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.
12. 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.
13. 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.
14. Members 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 to the company / RTA in order to comply with the SEBI guidelines.
15. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 23rd September, 2015 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 22nd Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut off date, i.e., 23rd September, 2015 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 22nd AGM on 30th September, 2015.

The e-voting period will commence at 09.00 A.M. on 27th September, 2015 and will end at 05.00 P.M. on 29th September, 2015. The Company has appointed Mr. Ashish Kumar Friends (Membership No. FCS –5129 & CP No. 4056), 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 Skyline Financial Services Private Limited and NSDL as the Authorised Agencies to provide e-voting facilities.

For and on Behalf of the Board

Date : 3rd September, 2015
Place: New Delhi

Sd/-
Peeyush Kumar Aggarwal
Chairman

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

Item No. 4

In terms of provisions of Sections 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting by way of special resolution, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves. Taking into account the future financial requirements for growth plans and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs, a fresh resolution is proposed providing that, in addition to the Company's existing borrowing, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding Rs. 30 crores, at any point of time. Hence, the members are requested to accord their consent for approving the borrowing power limit of the Board from to Rs. 30 crores.

The Board recommends the special resolution as set out in Item No. 4 of the Notice for approval of the members.



None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the special resolution set out in Item No. 4. The Board of Directors recommends the special resolution for approval by the members.

For and on Behalf of the Board

Date : 3rd September, 2015
Place: New Delhi

Sd/-
Peeyush Kumar Aggarwal
Chairman

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 National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing 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 <https://www.evoting.nsdl.com>.

The e-voting period commences on September 27, 2015 (09:00 A.M.) and ends on September 29, 2015 (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.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Wednesday, September 23, 2015.

The procedure to login to e-Voting website is given below:

Instructions for e-Voting-

1. The Notice of the 22nd Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-Voting is being sent to all the Members.
2. NSDL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-Mail addresses are registered with the Company/Depository Participants. For Members who have not registered their e-Mail address, can use the details as provided in this document.
3. Open email and open PDF file viz; "B P Capital e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password /PIN for e-voting. Please note that the password is an initial password.
4. Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>
5. Click on Shareholder – Login
6. Put User ID and Password as provided in this document and click Login. If you are already registered with NSDL for e-Voting then you can use your existing User ID and Password for the Login.
7. If you are logging in for the first time, the Password change menu will appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
8. Once the home page of e-voting opens. Click on e-voting: Active Voting Cycles.



9. Select “EVEN (Electronic Voting Event Number)” of B P Capital Limited.
10. Once you enter the Cat Vote page will open. Now you are ready for e-voting.
11. Cast your Vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
12. Upon confirmation, the message “Vote cast successfully” will be displayed.
13. Once you have voted on the resolution, you will not be allowed to modify your vote.
14. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csakf1975@gmail.com with a copy marked to bpcapitallimited@gmail.com and evoting@nsdl.co.in. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through “Forget Password” option available on the site to reset the same.

General Instructions:

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>
2. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).
3. The e-voting period commences on Sunday, September 27, 2015 (09:00 a.m IST) and ends on Tuesday, September 29, 2015 (05:00 p.m IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of Wednesday, September 23, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 23, 2015.
5. 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 Wednesday, September 23, 2015 and not casting their vote electronically, may only cast their vote at the 22nd Annual General Meeting.
6. Mr. Ashish Kumar Friends, Practicing Company Secretary (Membership No. FCS - 5129& CP No. 4056) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall immediately after the conclusion voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
8. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer’s Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions
9. The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company www.bpcapital.in and on the website of NSDL immediately after the declaration of the results by the Chairman.



Director's Report

Dear Members,

Your Directors are delighted to present the 22nd Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2015.

1. Financial Results

The Financial Performance of your Company for the year ended March 31, 2015 is summarized below

Particulars	(Amount in Rs. Thousand's)	
	31 st March, 2015	31 st March, 2014
Total Income	1187	2353
Total Expenditure	1142	2318
Profit before tax	45	35
Provision for tax	18	16
Deferred Tax Liabilities (Assets)	(18)	(5)
Short Provision of tax of earlier years	1	1
Profit after Tax	44	23
Transfer to Reserve Fund	9	5
Balance Profit/(Loss) of current year	35	18
Profit/(Loss) b/f of previous year	1606	(1624)
Balance of Profit/(Loss) carried to Balance Sheet	1634	(1606)
Paid-up Share Capital	30118	30118
Reserves and Surplus	171	163
Reserve Fund (as per section 45-IC of the RBI Act)		

2. Dividend

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

3. Reserves

In view of insufficiency of profits, no amount is proposed to be transferred to Reserves for the year under review.

3. 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. 11,86,999/- as against Rs. Rs. 23,53,418/- in the previous year. The company earned a net profit (before tax) of Rs. 45,319/- against a net profit (before tax)of Rs. 35,548/- during the previous year. Your Directors are putting in their best efforts to improve the profitability of the Company.

**B. Future Prospects**

Your Company being an investment Company seeks opportunities in the capital market. The volatility in the stock indices in the financial year under report represents both an opportunity and challenge for the Company. The business of your company is affected by the sentiments prevailing in the stock markets. Your Company believes in making those investments, which are characterized by “Lesser risks with adequate returns”. Your Directors are optimistic that current year will fetch better returns for the Company.

5. Change in the nature of business, if any

During the year, there is no change in the nature of business activity of the company.

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

During the period between the end of the financial year of the company and the date of the report, there are no material changes and commitments which affect the financial position of the company.

Change In Control

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

Pursuant to the above SPA, the Acquirer is in the process of coming out with an Open Offer to the shareholders of the Company.

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

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

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

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

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

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

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

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

**11. 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:

M/s. RMA & Associates, Chartered Accountants, New Delhi, the Statutory Auditors of the Company (Registration No. 000978N), will hold office until the conclusion of the 22nd Annual General Meeting and being eligible, have offered themselves for re-appointment. They have confirmed that their appointment, if made, shall be in accordance with the provisions of Section 139(1) of the Act read with Companies (Audit and Auditors) Rules, 2014 and that they are not disqualified for their reappointment as Statutory Auditors of the Company. They have furnished a certificate of their eligibility and consent under Section 139(1) and 141 of the Companies Act, 2013 and the rules framed there under. They have also confirmed that they hold a valid peer review certificate as prescribed under Clause 41(1)(h) of the Listing Agreement.

The Board of Directors have recommended the reappointment of M/s. RMA & Associates, Chartered Accountants as the Statutory Auditors of the Company to hold office for a period of five years i.e., from the conclusion of ensuing Annual General Meeting till the conclusion of 27th Annual General Meeting subject to ratification by shareholders at each Annual General Meeting.

13. Auditors' Report:

The Auditor report does not contain any qualification, reservation or adverse remark.

14. Share Capital :

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

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

The extract of the annual return in Form No. MGT-9 is annexed herewith (**Annexure 1.**).



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

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

A) Conservation of energy:

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

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

(B) Technology absorption:

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

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

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

17. Corporate Social Responsibility (CSR) :

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

18. DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Changes in Directors and Key Managerial Personnel

Appointment

During the year under review, Mr. Brahm Dutt Sharma, was appointed as an Additional Director in the category of Non-Executive, Independent Director of the Company with effect from 30th May, 2014 and his appointment was regularized as an Independent Director for five consecutive years in the AGM held on 30/09/2014,

Mr. Sachin Garg, was appointed as an Additional Director of the Company with effect from 13th August, 2014 and his appointment was regularized as a Director of the Company whose term of office is liable to determination by retirement of rotation in the AGM held on 30/09/2014. Further he was also appointed as the Managing Director of the Company for a period of five years whose term of office is liable to determination by retirement of Directors by rotation in the AGM held on 30/09/2014.

Mrs. Madhu Sharma was appointed as an Independent Woman Director for a term of five years from the date of her appointment in the AGM held on 30/09/2014 pursuant to the provisions of Section 149 of the Companies Act, 2013.

In the Board Meeting held on 02/09/2014, Mr. Shatrughan Sahu was appointed as Chief Financial Officer and Key Managerial Personnel of the Company.



Cessation

Mr. Adesh Kumar Jain, Independent Director of the Company resigned from the Board with effect from 30th May, 2014.

The Board places on records its deep appreciation for the valuable contribution made by Mr. Adesh Kumar Jain during his association with the Company.

Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sachin Garg, Managing Director of the Company, retires by rotation at the forthcoming AGM, and being eligible, offers himself for re-appointment.

Considering the background and experience of Mr. Sachin Garg, the Board is of the opinion that his reappointment will immensely benefit your Company. The Board recommends his reappointment.

Brief resume of the Mr. Sachin Garg, Managing Director of the Company who is proposed to be re-appointed is mentioned hereinbelow:

Mr. Sachin Garg, aged 35 years, is a fellow Member of the Institute of Chartered Accountants of India. He has rich experience of more than 7 years. He has significant expertise in Corporate Laws, Audit, Finance & Taxation, Capital Markets, Project Management etc. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional.

Details of his other Directorships and Committee Memberships are as follows:

SI. No.	Directorships in other Public Companies	Committee Membership/Chairmanship	
1	Advik Laboratories Limited	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Mangement Committee 	Member Member Member Member
2	Onus Plantations and Agro Limited	Nil	Nil
3.	Onshore Shipping Limited	Nil	Nil

Mr. Sachin Garg has no interest, directly or indirectly, in the capital of the Company and is not related to any of the Directors or the Promoters of the Company.

B. 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 Clause 49(II)(B) of Listing Agreement confirming that they met with the criteria of independence as prescribed under the aforesaid Section and Clause.

C Formal Annual Evaluation



In compliance with the Companies Act, 2013 and Clause 49 of the Listing Agreement, 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.

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

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

19. Number of meetings of the Board of Directors :

Seven meetings of the Board of Directors were held during the year

20. Committees of the Board :

During the year under, in accordance with the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board reconstituted some of its Committees. The Committees are as follows:

- * Audit Committee
- * Stakeholders' Relationship Committee
- * Nomination and Remuneration Committee
- * Risk Management Committee

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.

21. Board Evaluation

Clause 49 of the Listing Agreement 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 Clause 49 of the Listing Agreements ("Clause 49").

The performance of the Board was evaluated by the Board 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.

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.



In a separate meeting of Independent Directors, 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.

22. Policy On Directors' Appointment And Remuneration

Your Company has a policy to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2015, the Board consisted of 5 members and only 1 (One) is an Executive Director, 3 are Independent Directors including 1 Woman Director and 1 (one) is a Non Executive Promoter 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, of the Companies Act, 2013, adopted by the Board, is attached as **Annexure – 2** to the Board Report. Further the remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company.

23. Risk management policy and Internal Control:

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

24. Whistle Blower Policy and Vigil Mechanism

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

23. Particulars of loans, guarantees or investments under Section 186

Particulars and details of loan 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

During the year under review, no contracts/arrangements/transactions, has been entered by the company with related parties.

However, as a matter of Company's policy, all contracts/arrangements/transactions, if any, which will be entered by the company with related parties would be in the ordinary course of business and on an arm's length basis and details and prescribed particulars of all such transactions (if any), will be contained in the Notes to the Financial Statements

26. Secretarial Audit Report

In terms of Section 204(1) of the Companies Act, 2013 and the rules made thereunder, M/s A. K. Friends & Co. was appointed as the Secretarial Auditor to undertake the Secretarial Audit of the Company for the F.Y. 2014-15. The report of the Secretarial Audit in Form No. MR -3 is annexed to and forms part of this Report as per **Annexure - 3**

There are no qualifications, reservations, adverse remarks or disclaimers given by the Secretarial Auditor in the Report.

**27. Corporate Governance:**

Your Company comply with the Securities and Exchange Board of India's guidelines on Corporate Governance in accordance with Clause 49 of the Listing Agreement with the Stock Exchanges. A separate report on Corporate Governance alongwith Auditors' Certificate on the compliance is attached with the Report.

28. Directors' Responsibility Statement:

Pursuant to the provisions contained in Section 134(3)(c) & 134(5) of the Companies Act, 2013, the Board to the best of its knowledge and belief confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards read with requirements set out under schedule III to the Act, have 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 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.

29. 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 – 4**.

30. Internal Auditors & Their Report

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 2014-15.

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.

31. 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.

32. RBI Guidelines

As a Non Deposit taking Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI Laws and regulations and employs its best efforts towards achieving the same.

33. Human Resources

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

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

34. Segment-wise performance

The Company is into single reportable segment only.

35. 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

Sd/-

**Peeyush Kumar Aggarwal
Chairman**

**Date : 3rd September, 2015
Place: New Delhi**



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY AND ECONOMY OVERVIEW

The year 2014 has been a landmark year in the history of Indian Politics as the new NDA government came into power and formed the government with sweeping majority. The first quarter of FY 2014-15 saw a surge in investor sentiments that was triggered by the ascent to power of the NDA. The Central and State elections were a mixed bag. India has a single party majority at the Centre after a long time, resulting in high policy intent, but, moderate action due to constraints. The Government's recent usage of the ordinance route to pass reforms in key issues such as land acquisition, coal auctions, mining and FDI in Insurance, reflects its conviction behind reforms and willingness to act outside of conventional avenues. The Government's flagship initiative "Make in India" aims to promote manufacturing, which currently constitutes approximately 18% of GDP versus a targeted 25%. India's unique combination of democracy, demography and demand would also help make it a suitable manufacturing destination.

The Finance Minister presented the Budget, which addresses some pending concerns, such as (1) laying out a transforming tax regime in terms of GST, GAAR, phased reduction in corporate taxes, abolition of wealth tax, (2) higher public investments to kick start growth, (3) direct benefit/transfers/ Jan Dhan to streamline. India's growth story got a boost with the rebasing of GDP Data. Based on the new series, the real GDP growth stands at 7.4% in FY 2014-15 and 6.9% in FY 2013-14, i.e., approximately 180 bps higher than earlier estimates. While the data shows that growth recovery has been swift and substantial, several on-ground indicators like growth in industrial output, credit and net tax revenues, suggest that activity is still sub par. The new government presented the budget for the FY 2015-16 which focused on growth, weaker sections and social security and at the same time, fiscal responsibility was maintained.

RBI commenced its easing cycle with an inter meeting cut in January, 2015. RBI kept rates unchanged in February 2015 policy and reiterated its guidance "further easing will be dependent on data that confirm continuing disinflationary pressures and sustained high quality fiscal consolidation". The Government and RBI entered into an agreement on a framework for monetary policy. India imports 80% of the crude oil requirements and crude oil imports constitute 30% of India's total import bill. After factoring in petro product exports, a US\$1/bbl decline in oil prices reduced the trade deficit by US\$900 million, annually. If the trend continues, it could deal a blow to the low inflation scenario.

Riding on the wave of optimism, growth picked up during 2014-15 according to figures released by Economic Survey, which pointed out that the service sector, particularly financing, insurance, real estate and business services have been the most dynamic sectors in the economy in recent years. During FY 2013-14, the GDP growth was well below 5% and has shown recovery from the first quarter of FY 2014-15 where the GDP growth rate moved to 5.7%. The World Bank has estimated that the GDP growth for India for the FY 2015-16 would be around 7.5% as per the new series of calculating GDP. The measures and policies taken by the RBI have controlled the inflation in India.

The NBFC sector in India is integral to the financial framework of the country. Compared to the global standards, the size of the industry is relatively small. A favorable monsoon season and high agricultural productivity ensured that credit growth in the tractor and mortgage segments remained high. The persistent challenges in the operating environment resulted in higher delinquency levels for the NBFCs. (Source: ICRA)

The NBFCs continue to play a key role in the development of the country by being present in under-banked and unbanked regions and participating in inclusive growth. The RBI and the Government have taken notable steps in FY 2014-15 to address the economic headwinds.

Looking ahead, it appears that the economy is headed for an up cycle of growth as interest rates are trending downward and inflation has been reigned in. These macro indicators, coupled with buoyant business and consumer sentiments bode well for the near term future of the economy.

The vision of the new government is pragmatic and of inclusive growth which is apparent from more devolution of tax collections to the states, postponing the achievement of 3% fiscal target to FY 2018 thereby making more space for public



investment in the country. Thrust to infrastructure, measures to revive the investment cycle, boost to savings, 'Make in India' initiative, ease of doing business and boosting entrepreneurship are major focus areas of the government.

Industry Developments

The NBFCs saw moderation in rate of asset growth, rising delinquencies resulting in higher provisioning thereby impacting profitability. However, comfortable capitalisation levels and conservative liquidity management, continues to provide comfort to the credit profile of well run NBFCs inspite of the impact on profitability. The revised regulatory framework released in November, 2014 by the RBI focuses on strengthening the structural profile of the NBFC sector. These changes have to be implemented in a phased manner by March 31, 2018. Some of the key changes are:

I. Classification of loan NPAs for NBFCs has also been brought in line with banks. NPA recognition will change in a phased manner to 90 days overdue from the current 180 days overdue for loans and 360 days for hire purchase assets.

II. Increase in Tier I CAR (core CAR) will increase in a phased manner to 10% for NBFC - D and NBFC - ND - SI, thereby increasing loan absorbing capacity and long term capital requirement.

III. Stringent Corporate governance and disclosure norms for accountability, transparency and trust in NBFC sector

IV. Standard asset provisioning will stand increased from 0.25% to 0.40% NBFCs, which historically have been very reliant on bank borrowings, have now started to diversify their resource raising profile to reduce cost of funds. In the current environment financing through bonds, debentures and commercial papers (CPs) are much cheaper as compared to bank borrowings.

The highlights of the reforms introduced by Government of India in their budget for the coming fiscal for the financial sector are as following:

i. Inclusion of NBFCs, having an asset size of Rs 500 crore and above, under the SARFAESI Act and new bankruptcy code will provide a boost to recovery efforts and help rein in asset quality problems over the long run.

ii. Setting up of autonomous bank board bureau marks the initial move towards formalising a holding company structure for public sector banks. This will improve governance, optimise capital contribution by government, and provide greater functional autonomy.

iii. The new Micro Units Development Refinance Agency (MUDRA) Bank for refinancing of microfinance institutions will support micro credit.

Opportunities

The Monetary Policy Framework Agreement between the Government of India and Reserve Bank of India is a vital step to keep inflation below 6%. This is also supported by the steep decline in the international crude oil prices, which controlled food inflation and increased consumption of the basic commodities in rural areas. Government has announced a number of policy measures to achieve the projected GDP growth in 2015-16 like approval of large infrastructure projects, addressing challenges of mining and power sectors, increasing foreign investment limits in Insurance, Railways, Defence manufacturing and Aerospace. Growth in agricultural sector output will drive demand from rural areas.

In view of the aforesaid initiatives of the Government, NBFCs can also look for growth in asset financing and collateral backed lending activities.

The Reserve Bank of India's enhancement of the credit limits through securitisation transactions for both banks and NBFCs, shall provide better opportunities to NBFC's to meet their ongoing capital/funding requirements.

With the improvement in the outlook of the Indian economy and global growth prospectus over the past few months and possibility of a stable and pro- reforms government at the centre, the Indian capital market is expected to perform well a is visible in current rally which has taken the markets to all time high levels. Your Company being an investment Company seeks opportunities in the capital market. The volatility in the stock indices in the financial year under report represents both an opportunity and challenge for the Company. The business of your company is affected by the sentiments prevailing in the stock markets.

Threats

Growth of the Company's asset book, quality of assets and ability to raise funds depend significantly on the economy. Unfavorable events in the Indian economy can affect consumer sentiment and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial services providers, unstable political environment and changes in Government policy / regulatory framework could impact the Company's operations.

The performance of capital market in India has a direct correlation with the prospect of economic growth and political stability. With the Indian growth declining in the past year or two, the level of confidence of corporate has gone down which in turn has an impact on their expansion plans with the result that investment activity is at one of its lowest. Lack of determined



action from Government to jump-start investment cycle and carry on the reforms may continue to affect the financial services sector. Despite great opportunities, there are significant factors presenting threats to our businesses viz.

- i Uncertainty of political situation in the country leading to concerns of diffused focus on growth and reforms;
- ii Slowing economy, tight monetary policy and continued high inflation leading to decelerating investment demand;
- iii regulatory changes across the world impacting the landscape of business;
- iv Increased competition from local and global players operating in India;
- v Attrition of employees caused by strong demand from ever increasing number of market participants

The likely increase in capital mobilisation from the primary market, increase in resource mobilisation by mutual funds and phenomenal growth in secondary market volumes provide significant business opportunities for the Company.

OUTLOOK

The trend in the Stock Market has been bullish but it got boost after the news spread that the NDA front under the leadership of Sh. Narendra Bhai Modi is going to get the absolute majority in Parliamentary election, and finally National Government under the tutelage of Sh. Narendra Bhai Modi sworn on 26th May, 2014, since then the financial and share market are bullish. The bullish trend in the market will continue in coming years as the trend in share market was manifested with SENSEX revolving around 25000 after new NDA Government formed under the leadership of Sh. Narendra Modi who himself is epochal person for infrastructure and industry friendly and it will also have impetus on investment in infrastructure and industry. During the prevailing bullish share market, small and marginal retail clients are timid towards share market, however after the formation of the new government, they have become active in share market. However, in future they shall continue to be active in the share market, as the Government will have to take enormous measures for security of the small investors, small saving and capital formation.

The recovery in Indian economy is likely to be supported by investment activity picking up due to part resolution of staled projects and improved business and consumer confidence. The risks in the external sector have lowered, allowing monetary policy to focus on its core concern of lowering inflation and supporting growth.

With strengthening of the economy and the country's growth prospectus looking positive, we concern to be optimistic about the Company's opportunities and potential profit avenues in the financial services sector. However, the growth curve may not move steadily upwards in the short to medium term, multiple challenges would tamper the speed of growth in various business. Given the inherent linkage of most of our business with the economy and capital markets, our financial performance is subject to fluctuations depending on the pace of economic growth and activity in the capital market.

The outlook for 2014-15 is more positive as businesses and consumer sentiments have both revived in a changing environment. The European markets have firmed up while China is expected to be a turning point in the financial year 2014-15, shifting from a period of rapid economic development to a stable growth phase of around 7.5%.

RISK & CONCERNS

Banks and financial institutions broadly encompass the framework of the Indian financial system. The rapid rise of financial institutions was facilitated by simplified sanction procedures, flexibility and low-cost of operations. However, tighter liquidity conditions, stringent prudential norms and regulatory changes led to the survival of only a handful of Non-Banking Financial Companies (NBFCs) to partner in the financial inclusion of the country.

Being in the financial service sector, we are primarily exposed to various risks like credit risk, market risk, liquidity risk, operations risk, regulatory and compliance risks, reputation risk, completion risk, business continuity risk and general risks arising out of various macro- economic factors.

The stock broking industry has recently witnessed intense competition, falling brokerage rates and the entry of several big players. However, we are hopeful that your Company will be able to take the opportunities of the expanding business opportunities. The Capital market industry in which your Company is operating is subject to extensive regulation. The Company evaluates the technological obsolescence and the associated risk and makes investment accordingly.



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

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

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

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

Date : 3rd September, 2015
Place: New Delhi

Sd/-
Peeyush Kumar Aggarwal
Chairman



Report on Corporate Governance

In compliance with the Corporate Governance reporting requirements as per the format prescribed by the Securities and Exchange Board of India and incorporated in Clause 49 of the Listing Agreement with the Stock Exchanges, the Company's policies on Corporate Governance and compliance thereof, upto March 31, 2015 is enumerated below for information of the shareholders and investors of the company:

Philosophy on code of corporate governance

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

Board of Directors

The Company is managed by well- qualified professionals. All directors are suitably qualified, experienced and competent .The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefited by the experience and skills of the Board of Directors.

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

The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large. The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the company: www.bpcapital.in. All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the Board of Directors.

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, none of the Directors acts as a member of more than ten or Chairman of more than five Committees as on March, 2015 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, Seven Board Meetings were held on 30th May, 2014, 13th August, 2014, 02nd September, 2014, 30th September 2014 13th November, 2014, 12th February, 2015 and 31st March, 2015.

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

Name	Category	Designation	No. of Board Meetings attended	Last attended AGM
Mr. Peeyush Kumar Aggarwal	Non Executive & Non-Independent	Non Executive Promoter Director	7	Yes
Mr. Sachin Garg (appointed w.e.f. 13/08/2014)	Executive Director	Managing Director	5	Yes
Mr. Karan Bhatia	Non Executive & Independent	Independent Director	7	Yes
Mr. Brahm Dutt Sharma (appointed w.e.f. 30/05/2014)	Non Executive & Independent	Independent Director	6	Yes
Mr. Adesh Kumar Jain (resigned w.e.f. 30/05/2014)	Non Executive & Independent	Independent Director	1	Yes
Ms. Madhu Sharma (appointed w.e.f. 30/09/2014)	Non Executive & Independent	Independent Director	4	NA



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.

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 and responsibilities, business model of the Company, etc.

Independent Directors' Meeting

In compliance with Section 149(8) of the Companies Act, 2013, read alongwith Schedule IV of the Companies Act, 2013 and Clause 49(II)(B)(6) of the Listing Agreement with the Stock Exchange, the Independent Directors met once, inter alia, to discuss:

- a) Evaluation of the performance of non – Independent Directors and the Board as a whole,
- b) Evaluation of performance of Chairperson of the Company, taking into account the views of executive directors and non-executive directors.
- c) Evaluation of 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 Clause 49 of the Listing Agreement, the Board during the year 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.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. 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.

Board Committees

I. Audit Committee

The role and terms of reference of the Audit Committee are in accordance with Clause 49 of the Listing Agreement and Section 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, Audit Committee was reconstituted and Mr. Karan Bhatia was appointed as the Chairman of the Committee w.e.f. 30/05/2014. During the year under review, Five Audit Committee Meetings were held on 30th May, 2014, 13th August, 2014, 02nd September, 2014, 13th November, 2014 and 12th February, 2015. The Committee is headed by a Non Executive Independent Director. The Chairman of the Audit Committee was present at the last AGM held on 30.09.2014.



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

Name of the Director	Category	Nos. of Meetings Attended
Mr. Karan Bhatia	Chairman Non Executive & Independent Director	5
Mr. Adesh Kumar Jain (Resigned w.e.f. 30/05/2014)	Non Executive & Independent Director	1
Mr. Peeyush Kumar Aggarwal	Non Executive & Non-Independent Director	5
Mr. Brahm Dutt Sharma (Appointed w.e.f. 30/05/2014)	Non Executive & Independent Director	4

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 Board of Directors has appointed M/s Sanghi & Co., Chartered Accountants as the Internal Auditors of the Company to conduct the internal audit of various records and other operations of the Company. The Audit Committee also assures the Board about the internal control procedures and financial disclosures commensurate with the size of the Company and in conformity with the requirements of Listing Agreement of the Stock Exchanges.

II. Stakeholders' Relationship Committee:

During the year under review, to give effect to the amended Clause 49 of the Listing Agreement, the Shareholders'/Investors' Grievance Committee was renamed as Stakeholders' Relationship Committee. All matters related to transfer/ transmission of shares and Investor grievances have been entrusted to the Stakeholders' Relationship Committee. The Committee also oversees the performance of the Registrar and Transfer Agents of the Company. Further, the Committee reviews the complaints received by the investors and the action taken by the management to sort out these complaints. The Minutes of the Committee are circulated to the Board of Directors.

The Stakeholders' Relationship Committee comprises of the following Directors:

Name of Members	Status
Mr. Peeyush Kumar Aggarwal	Chairman
Mr. Adesh Kumar Jain (resigned w.e.f. 30.05.2015)	Member
Mr. Karan Bhatia	Member
Mr. Brahm Dutt Sharma	Member

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

The Committee meets twice or thrice in a year and as and when the need arises. The Company Secretary also acts as the Secretary of the Committee.



III. Nomination and Remuneration Committee

During the year under review, the Board of Directors have constituted a Nomination and Remuneration Committee pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The broad terms of reference of the Nomination and Remuneration Committee (NRC), inter alia are as follows:

- a. Appointment/re-appointment of Managing Director/Executive Director.
- b. Review the performance of the Managing Director/Executive Director of the company.
- c. Recommend to the Board remuneration including Salary, perquisites and performance bonus to be paid to the Company's Managing Director/Executive Director.
- d. Review of remuneration policy of the Company in line with the market trends to attract and retain the right talent.
- e. Review and approval of revision in remuneration of Top Management Executives of the Company.
- f. Grant of Employees Stock Options to Designated Employees.
- g. Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees.
- h. Formulation of criteria for evaluation of Independent Directors and the Board.
- i. Devising a policy on Board diversity.
- j. 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 their appointment and removal.

The Composition of the Nomination and Remuneration Committee (NRC) is as follows:

Name of Members	Status
Mr. Karan Bhatia	Chairman
Mr. Peeyush Kumar Aggarwal	Member
Mr. Brahm Dutt Sharma	Member

Remuneration Policy

The Nomination and Remuneration Committee while deciding the remuneration package of the Directors and Senior Management Executives ensures that:

- (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully,
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

Remuneration to Directors

During the financial year 2014-15, no Stock Options were granted to any of the Directors. Further, none of the Directors is getting remuneration from the Company.

Mr. Peeyush Kumar Aggarwal, Non executive promoter Director of the Company holds 4,24,400 equity shares of the Company as on 31st March, 2015.

IV. Risk Management Committee

The revised Clause 49 of the Listing Agreement mandates constitution of Risk Management Committee. The Company has a risk management programme which comprises of a series of processes, structures and guidelines to assist the Company to identify, assess, monitor and manage its business risks, including any material changes to its risk profile. The objectives and scope of the Risk Management Committee broadly comprises:



- (i) Oversight of the risk management performed by the executive management,
- (ii) Review of the risk management policy,
- (iii) Reviewing risks and initiating mitigation activities,
- (iv) Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

During the Financial Year 2014-15, the Risk Management Committee met once. The Risk Management Committee comprised of the following Directors of the Company:

Name of Members	Status
Mr. Karan Bhatia	Chairman
Mr. Sachin Garg	Member
Mr. Brahm Dutt Sharma	Member

Annual General Meetings

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

Year	Date	Venue	Time
2012	29.09.2012	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001	10.30 A.M.
2013	30.09.2013	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001	10.30 A.M.
2014	30.09.2014	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001	10.30 A.M.

During the year under review, one special resolution was passed for appointment of Mr. Sachin Garg as the Managing Director of the Company in the Annual General Meeting held on 30.09.2014 and no resolution was passed through postal ballot.

SHAREHOLDERS' INFORMATION

Details of 22nd Annual General Meeting of the Company

Day & Date	Wednesday, 30th September, 2015
Time	10:30 A.M.
Venue	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001

Calendar for the financial year ending 31st March, 2016

Financial Reporting for the	Tentative time frame
First quarter ended 30th June, 2015	First fortnight of August, 2015
Second quarter ending 30th September, 2015	First fortnight of November, 2015
Third quarter ending 31st December, 2015	First fortnight of February, 2016
Fourth quarter ending 31st March, 2016	By the end of May, 2016

Date Of Book Closure

From 24th September, 2015 to 30th September, 2015 (both days Inclusive) for the purpose of Annual General Meeting.



Listing on Stock Exchanges

The Bombay Stock Exchange Ltd.,
1st Floor, P.J. Towers,
Dalal Street,
Mumbai-400001

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

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

Listing at BSE

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

In this regard, your Directors are pleased to inform you that your Company had obtained the listing approval of its equity shares from Bombay Stock Exchange Limited. The equity shares of your Company are now also listed at Bombay Stock Exchange Limited w.e.f 27th December, 2013 apart from Delhi Stock Exchange Limited and Calcutta Stock Exchange Limited.

ISIN No

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

Stock Market Data

The Company's equity shares are listed at Bombay Stock Exchange Ltd. (BSE), Delhi Stock Exchange Ltd. (DSE) & Calcutta Stock Exchange Ltd.(CSE). Since there was no trading in the shares of the company at CSE & DSE, the share price market data are not available.

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 2014-15 are as follows:

Source: BSE's Website -

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
Apr 14	9.00	9.02	8.80	9.00	1,700	19	15,240	1,700	100.00	0.22	0.00
May 14	9.18	9.45	8.50	8.50	517	22	4,537	506	97.87	0.95	-0.68
Jun 14	8.10	8.10	7.28	8.00	2,032	32	15,877	2,026	99.70	0.82	-0.10
Jul 14	8.40	8.40	7.99	7.99	491	14	3,948	426	86.76	0.41	-0.41



Aug 14	8.38	9.00	7.57	7.57	3,124	21	26,255	3,124	100.00	1.43	-0.81
Sep 14	7.94	8.92	7.94	8.92	4,057	36	33,307	4,057	100.00	0.98	0.98
Oct 14	8.51	8.51	8.51	8.51	100	2	851	100	100.00	0.00	0.00
Nov 14	8.10	8.50	8.10	8.50	718	6	5,823	718	100.00	0.40	0.40
Dec 14	8.08	8.40	8.08	8.40	5,001	9	40,408	5,001	100.00	0.32	0.32
Jan 15	7.98	7.98	7.89	7.89	2,501	9	19,822	2,501	100.00	0.09	-0.09
Feb 15	8.00	8.00	7.70	7.70	110	5	850	110	100.00	0.30	-0.30
Mar 15	8.08	8.08	8.08	8.08	20	2	161	20	100.00	0.00	0.00

Share Transfer System

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

Means of Communication

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

The Company also regularly published its audited/unaudited financial results in Business Standard in both English and Hindi edition.

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

Brief resumes of the Directors who are proposed to be appointed/ re-appointed is furnished in the explanatory statement to the notice of the ensuing Annual General Meeting forming part of this Annual Report.

Ministry of Corporate Affairs (MCA)

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

Address for Correspondence

B. P. Capital Ltd
702, Arunachal Building,
19, Barakhamba Road,
Connaught Place,
New Delhi – 110001
Phones: 011 – 43571042-43
Fax: 011 - 43571047

Address of the Registrar

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

Website Address of the Company



www.bpcapital.in

Investor's Correspondence may be addressed to

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

The Company Secretary,
B.P. Capital Limited
702, Arunachal Building,
19, Barakhamba Road,
Connaught Place,
New Delhi – 110001

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

SEBI Complaints Redress System (SCORES)

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

Dematerialization of Shares and Liquidity

The Company shares are traded in dematerialized form and have to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the de – mat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). M/s Skyline Financial Services Pvt. Ltd. is the Registrar and Transfer agent of the company for the purposes of electronic connectivity for effective dematerialization of shares. As of March 31, 2015 shares comprising approximately 82.84 % of the Company's Equity Share Capital have been dematerialised.

Declaration of compliance with the Code of Conduct/Ethics

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

All the Directors and Senior Management have affirmed compliance with the Code of Conduct/Ethics as approved and adopted by the Board of Directors.

CEO/CFO Certification

The Managing Director has issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statements and these statements represent a true and fair view of the Company's affairs.

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 Clause 49 of the Listing Agreement with the Stock Exchanges. The same is annexed to this report.

Disclosures

- (i) There were no transactions of the material nature with the Directors or the management or their subsidiaries or relatives, etc during the year that had potential conflict with the interests of the Company at large. The details of related party transactions, if any, have been reported in the Notes to Accounts.



- (ii) The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and, in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates/judgements made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
- (iii) The Company has formulated a Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company.
- (iv) The Company has well defined Risk Management Policy for its business duly approved by the Board., which is periodically reviewed to ensure management controls risks by means of a properly defined framework.
- (v) The Company has not raised funds from the capital market (public/rights/preferential issues, etc.) during the financial year.
- (vi) There was no instance of non compliance of any matter relating to the capital markets by the Company. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authorities or any matter relating to the Capital Market during the last three years.


Status of Dematerialised Shares as on 31st March, 2015
(Equity ISIN No. INE 947C 01010)

Shares Held through	No. of Shares	Percentage of Holding
NSDL	1006905	33.43
CDSL	1487989	49.41
Physical	516906	17.16
Total	3011800	100.00

Shareholding Pattern of the Company as on 31st March, 2015

Category	No. of Shares held	% of share holding
A. Promoters' holding		
Promoters		
Indian Promoters	4,24,400	14.09
Foreign Promoters	Nil	Nil
2. Persons Acting in Concert	Nil	Nil
Sub-total (A)	4,24,400	14.09
B. Non-Promoters' holding		
3. Institutional Investors		
a. Mutual Funds & UTI	Nil	Nil
b. Banks, Financial Institutions, Insurance Companies (Central/State Government Institutions/Non-government Institutions)	Nil	Nil
c. FIs	Nil	Nil
Sub-total	Nil	Nil
4. Non Institutional Investors		
a. Bodies Corporate	8,42,842	27.98
b. individuals		
-Individual shareholders holding nominal share capital up to Rs. 1 Lakh	5,34,283	17.74
-Individual shareholders holding nominal share capital up in excess of Rs. 1 Lakh	12,02,633	39.93
c. Any Other		
NRI	3342	0.11
Hindu Undivided Family	4300	0.14
Clearing Members	-	-
Sub-total (B)	25,87,400	85.91
Grand Total (A)+(B)	30,11,800	100.00

For and on Behalf of the Board

Date : 3rd September, 2015
Place: New Delhi

Sd/-
Peeyush Kumar Aggarwal
Chairman

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

To,

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

We have examined the compliance of conditions of Corporate Governance by B. P. Capital Limited for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said company with the stock exchanges.

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

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

We state that as per the report given by the Registrars & Share transfer agents of the Company to the Investor's Grievance committee, as on March 31, 2015, there were no investor grievance matters against the Company remaining unattended/pending for more than 30 days.

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

**For M/s. RMA & Associates
Chartered Accountants
Firm Reg. No. 000978N
Sd/-
Pankaj Chander
Partner
Membership No. 89065**

**Place : New Delhi
Dated: 29th May, 2015**

Confirmation of compliance of Code of Conduct and Ethics

To,

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

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

For B. P. Capital Limited

**Sd/-
Peeyush Kumar Aggarwal
Chairman**

**Place: New Delhi
Dated : 29th May, 2015**

**Annexure I**

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015
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	L74899DL1994PLC057572
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	702, Arunachal Building, 19, Barakhmaba Road, Connaught Place, New Delhi-110001 011-43571042-43
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 st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Contact No: 011-64732681-88

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
1	Non Banking Finance Company	6419	100%

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
1	-	-	-	-	-

IV. 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-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	4,24,000	-	4,24,000	14.09	4,24,000	-	4,24,000	14.09	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-



d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	4,24,000	-	4,24,000	14.09	4,24,000	-	4,24,000	14.09	-
(2) Foreign									
a)NRIs-Individual	-	-	-	-	-	-	-	-	-
b)Other-Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corporates	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	4,24,000	-	4,24,000	14.09	4,24,000	-	4,24,000	14.09	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-



Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	829519	31100	860619	28.57	829842	13000	842842	27.98	(0.59)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	134850	398506	533356	17.71	147977	386306	534283	17.74	0.03
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1067580	117600	1185180	39.35	1085033	117600	1202633	39.93	0.58
c) Others (specify)									
Non Resident Indians	3360	-	3360	0.11	3342	-	3342	0.11	-
Hindu Undivided Family	4300	-	4300	0.14	4300	-	4300	0.14	-
Clearing Members	585	-	585	0.02	-	-	-	-	(0.02)
Sub-total (B)(2):-	2040194	547206	2587400	85.91	2070494	516906	2587400	85.91	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	2040194	547206	2587400	85.91	2070494	516906	2587400	85.91	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2464594	547206	3011800	100	2494894	516906	3011800	100	-

II) Shareholding of Promoters-

Sl No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st-April-2014]			Shareholding at the end of the year [As on 31st-March-2015]			% 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	Peeyush Kumar Aggarwal	424400	14.09	-	424400	14.09	-	-
	Total	424400	14.09	-	424400	14.09	-	-


iii) Change in Promoters' Shareholding (please specify, if there is no change): Not Applicable*

Sl.No.	Particulars	Shareholding at the beginning of the year [As on 1st-April-2014]		Cumulative Shareholding during the year (1st-April-2014 to 31 st -March, 2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

*During the year under review, there is no change in the Promoters' Shareholding of the Company.

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

Sl.No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [As on 1st-April-2014]		Cumulative Shareholding during the Year (1st-April-2014 to 31 st -March, 2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.Dhiru Realestates Private Limited					
	At the beginning of the year	416500	13.83	416500	13.83
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the end of the year	416500	13.83	416500	13.83
2. Satish Kumar Garg					
	At the beginning of the year	367900	12.22	367900	12.22
	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
	At the end of the year	367900	12.22	367900	12.22
3.Santosh Pradhan					
	At the beginning of the year	271480	9.01	271480	9.01
	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
	At the end of the year	271480	9.01	271480	9.01
4.C N Floor Mills Private Limited					
	At the beginning of the year	244700	8.12	244700	8.12
	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
	At the end of the year	244700	8.12	244700	8.12
5.Ashwani Plaha					
	At the beginning of the year	201200	6.68	201200	6.68



	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
	At the end of the year	201200	6.68	201200	6.68
6.Soban Singh Aswal					
	At the beginning of the year	127500	4.23	127500	4.23
	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
	At the end of the year	127500	4.23	127500	4.23
7.Pataliputra International Limited					
	At the beginning of the year	109000	3.62	109000	3.62
	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
	At the end of the year	109000	3.62	109000	3.62
8.Ramashish Sahu					
	At the beginning of the year	99500	3.30	99500	3.30
	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
	At the end of the year	99500	3.30	99500	3.30
9.Chandresh Kumar Jain					
	At the beginning of the year	45100	1.50	45100	1.50
	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
	At the end of the year	45100	1.50	45100	1.50
10.Magnum Plasticizer and Allied Products Private Limited					
	At the beginning of the year	30000	1.00	30000	1.00
	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	Nil	Nil
	At the end of the year	30000	1.00	30000	1.00

v) Shareholding of Directors and Key Managerial Personnel:

Sl.No.	Shareholding of each Directors and each Key Managerial Personnel*	Shareholding at the beginning of the year [As on 1st-April-2014]		Cumulative Shareholding during the Year (1st-April-2014 to 31 st -March, 2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. Peeyush Kumar Aggarwal (Director)				



	At the beginning of the year	424400	14.09	424400	14.09
	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
	At the end of the year	424400	14.09	424400	14.09

- No other Directors/KMPs hold Shares in the Company as on 31.03.2014 and 31.03.2015.

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

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



5	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act	Nil	Nil

B. Remuneration to other directors

SI.No..	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	Mr. Karan Bhatia	Mr. Brahm Dutt Sharma	Ms. Madhu Sharma	
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors	Mr. Peeyush Kumar Aggarwal			
	Fee for attending board committee meetings	Nil			Nil
	Commission	Nil			Nil
	Others, please specify	Nil			Nil
	Total (2)	Nil			Nil
	Total (B)=(1+2)	Nil			Nil
	Total Managerial Remuneration	Nil			Nil
	Overall Ceiling as per the Act	Nil			Nil

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

SI.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	N.A.	240000	360000	600000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	Nil	Nil	Nil
2	Stock Option	-	Nil	Nil	Nil
3	Sweat Equity	-	Nil	Nil	Nil
4	Commission	-	Nil	Nil	Nil
	- as % of profit	-	Nil	Nil	Nil
	others, specify...	-	Nil	Nil	Nil
5	Others, please specify	-	Nil	Nil	Nil
	Total	-	240000	360000	600000

**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)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

Annexure - 2

NOMINATION & REMUNERATION POLICY

1. Introduction

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, 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 Clause 49 the listing agreement, 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 listing agreements and/or 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 Agreement 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.

This policy shall be included in the Report of the Board of Directors.

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 listing agreement;

(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 to Non-Executive / Independent Directors

1. Remuneration

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.

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 clause 49 of the Equity Listing Agreement 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.



Form No. MR-3
SECRETARIAL AUDIT REPORT
 FOR THE FINANCIAL YEAR ENDED 31.03.2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT
 FOR THE FINANCIAL YEAR ENDED March 31, 2015

To,
 The Members,
B. P. CAPITAL LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **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.

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 31.03.2015 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 31/03/2015 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;
 - (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;

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited, Delhi Stock Exchange Limited and Calcutta Stock Exchange Limited ;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

* The Company has delayed in filing of some documents with the Registrar of Companies for which additional fees were duly paid as per the provisions of the Companies Act, 2013.



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 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

For A.K. FRIENDS & CO.

Sd/-

AshishKumar Friends
Practising Company Secretary
C. P. No. -4056 M. No. -FCS-5129

Place: New Delhi
 Date: 29.05.2015

Annexure - 4

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 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 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 2014-15 (Rs. In Lacs)	% Increase in Remuneration in the Financial Year 2014-15	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. Sachin Garg Managing Director	NIL	Not Applicable	Not Applicable	Net Profit for the financial year 2014-15 is Rs.0.44 Lacs as compare to Net Profit of Rs. 0.23 Lacs for the financial year 2013-14.
2.	Mr. Peeyush Kumar Aggarwal Non Executive Director	NIL	Not Applicable	Not Applicable	
3.	Mr. Karan Bhatia Independent Director	Not Applicable	Not Applicable	Not Applicable	
4.	Mr. Brahm Dutt Sharma Independent Director	Not Applicable	Not Applicable	Not Applicable	
5.	Mrs. Madhu Sharma Independent Director	Not Applicable	Not Applicable	Not Applicable	
6.	Ms. Sakshi Gupta Company Secretary	2.40	NIL	Not Applicable	Net Profit for the financial year is Rs.0.44 Lacs as compare to Net Profit of Rs. 0.23 Lacs for



					the financial year 2013-14.
7.	Mr. Shartrughan Sahu Chief Financial Officer	3.60	NIL	Not Applicable	Net Profit for the financial year is Rs.0.44 Lacs as compare to Net Profit of Rs. 0.23 Lacs for the financial year 2013-14.

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, 2015;
- iv. Relationship between average increase in remuneration and company performance – During the F.Y. 2014-15, there was no increase in remuneration. The company earned a net profit of Rs. 0.44 Lacs only for the financial year 2014-15, 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, 2015 was Rs. 2,243,35,344 as compared to market capitalization of Rs. 2,71,06,200 on March 31, 2014
 - b) Price Earnings ratio of Company was (900) as at March 31, 2015 and was 808 as at March 31, 2014.
 - c) The closing price of the Company's equity shares on the BSE as on March 31, 2015 was Rs. 8.08 per share.
- vi. The Key Parameters for any variable component of remuneration availed by the Directors – Please refer to the salient features of Remuneration Policy annexed and forming part of this Report.
- vii. Average percentage in increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 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 to KMP and other employees 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.



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

INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We have audited the accompanying financial statements of **B. P. CAPITAL LIMITED** New Delhi ("the Company"), which comprise the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance and Cash Flow Statement of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;



- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") Issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015 we give in the Annexure 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 appears from our examination of those books.
 - c) The Company does not have any branch offices which are audited under Section 143(8) of the Act by branch auditors.
 - d) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - f) There are no observations or comments on the financial transactions or matters which may have any adverse effect on the functioning of the Company.
 - g) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - h) With respect to the other matters included in the Auditor's Report and to the best of our information and according to the explanations given to us :
 - i) As per information furnished to us, the Company does not have any pending litigations which would impact its financial position.
 - ii) As per information furnished to us, the Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii). There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

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

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

**Place: New Delhi
Dated : 29th May, 2015**

**ANNEXURE TO THE AUDITORS' REPORT**Annexure to the Auditors Report of the **B. P. CAPITAL LIMITED**

(In respect of matters specified in paragraphs 3 & 4 of Companies (Auditor's Report) Order, 2015)

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

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
(b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
(c) During the year, the company has not disposed off any of the fixed assets.
2. (a) The company is not dealing in any goods therefore there is no inventory.
(b) As already stated, since the company is not dealing any goods, there is no question of procedure of physical verification of stock.
(c) As already mentioned, the company is not dealing any goods and therefore there is no question of proper records of inventory.
3. (a) The company has not granted any loans, secured or unsecured, to the companies, firms or other parties covered in the register U/s. 189 of the Companies Act, 2013.
(b) As the company has not granted any loans, the question of repayment does not arise.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business, for purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
5. The Company has not accepted any deposits from the public. Therefore, the directive issued by the Reserve Bank of India and the provision of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under does not arise.
6. Maintenance of cost records has not been prescribed by the Central Government U/s. 148(1) of the Companies Act, 2013.
7. (a) As per information and record produced before us, the company is regular in depositing undisputed statutory dues within in the prescribed time to the appropriate authorities.
(b) According to the information and explanation given to us, no undisputed amounts payable on account of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and education cess as at 31.03.2015 for a period of more than six months from the date they become payable.
(c) In our Opinion, there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the companies Act, 1956 (1of 1956) and rules made there under has been transferred to such fund within time
8. The accumulated losses if any, of the company as at the end of the financial year are less than 50% of its net worth.
9. According to the information and explanations given to us, the company has not taken any loan from any financial institution or bank. Therefore question of repayment of dues does not arise.
10. As per information furnished to us, the company has not given any guarantee for loans taken by others from bank or financial institution.
11. The company has not raised any term loan during the period.
12. According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For M/s. RMA & Associates
Chartered Accountants
Firm Regn. No. 000978N
Sd/-
Pankaj Chander
Partner
M. No. 89065

Place: New Delhi
Dated : 29th May, 2015



B. P. CAPITAL LIMITED
702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110001
BALANCE SHEET AS AT 31ST MARCH, 2015

PARTICULARS	Notes	As At 31.03.2015 <u>Amt. In Rs.</u>	As At 31.03.2014 <u>Amt. In Rs.</u>
EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	3,01,18,000	3,01,18,000
(b) Reserves and Surplus	2	-14,62,464	-14,42,954
(2) Share Application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Deferred Tax Liabilities (Net)		-	5,697
(4) Current Liabilities			
(a) Other Current Liabilities	3	9,34,579	16,19,340
(b) Short-Term Provisions	4	17,656	15,839
Total Equity & Liabilities		<u>2,96,07,771</u>	<u>3,03,15,921</u>
ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible assets	5	-	63,660
(ii) Intangible Assets			
(b) Non-current investments	6	17,85,000	17,85,000
(c) Deferred tax assets (Net)		12,383	-
(d) Long term loans and advances	7	19,989	35,158
(2) Current Assets			
(a) Current investments	8	2,73,99,200	2,79,82,000
(b) Trade receivables		-	-
(c) Cash and cash equivalents	9	3,91,199	4,50,103
(d) Other current assets		-	-
Total Assets		<u>2,96,07,771</u>	<u>3,03,15,921</u>

Significant Accounting Policies 13 to
The accompanying notes are an integral part 22
of the financial statements.

Auditor's Report

As per our separate report of even date attached

For RMA & Associates

Chartered Accountants

Firm Reg. No. 000978N

Sd/-

(Pankaj Chander)

Partner

M.No. 89065

For B. P. CAPITAL LIMITED

Sd/-

Peeyush Kumar Aggarwal

Director

DIN :00090423

Sd/-

Karan Bhatia

Director

DIN : 00507412

Place: New Delhi

Date: 29th May, 2015

Sd/-

Sakshi Gupta

Company Secretary

M. No. 29348

Sd/-

Shatrughan Sahu

CFO

**B. P. CAPITAL LIMITED**

702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110001
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2015

PARTICULARS	Notes	As At	As At
		31.03.2015	31.03.2014
		<u>Amt. In Rs.</u>	<u>Amt. In Rs.</u>
INCOME			
Revenue from operations		9,57,000	9,90,728
Other Income		-	-
Profit on sale of investment		2,29,999	13,62,700
Total		11,86,999	23,53,428
EXPENSES			
Employee Benefit Expenses	10	7,55,562	7,28,455
Financial Costs		-	-
Depreciation and Amortization Expense	11	-	21,559
Other Administrative Expenses	12	3,86,118	15,67,866
Total		11,41,680	23,17,880
Profit before exceptional & extraordinary items & tax		45,319	35,548
Exceptional Items		-	-
Profit before extraordinary items and tax		45,319	35,548
Extraordinary Items		-	-
Profit before tax		45,319	35,548
Tax expense:			
(1) Provision for Current Tax		17,656	15,839
(2) Deferred tax benefit		18,080	4,854
(3) Short Provision for earlier year		1,592	1,497
Profit(Loss) from the period from continuing operations		44,151	23,067
Transfer to Mandatory "Reserve Fund" [Sec.45C,RBI ACT]		8,830	4,602
Profit/(Loss) for the period		35,321	18,453
Earning per equity share:			
(1) Basic		0.01	0.01
(2) Diluted		0.01	0.01

Significant Accounting Policies 13 to 22
The accompanying notes are an integral part of the financial statements

Auditor's Report

As per our separate report of even date attached

For RMA & Associates

Chartered Accountants

Firm Reg. No. 000978N

Sd/-

(Pankaj Chander)

Partner

M.No. 89065

For B. P. CAPITAL LIMITED

Sd/-

Peeyush Kumar Aggarwal

Director

DIN :00090423

Sd/-

Karan Bhatia

Director

DIN : 00507412

Place: New Delhi

Date: 29th May, 2015

Sd/-

Sakshi Gupta
Company Secretary
M. No. 29348

Sd/-

Shatrughan Sahu
CFO



B. P. CAPITAL LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

	Year ended March 31,	
	2015	2014
A. Cash Flow From Operating Activities:		
Net Profit before tax and extraordinary items	45,319	35,548
Adjustments for:		
Depreciation	-	21,559
Loss on sale of Fixed Assets	-	-
Preliminary expenses written off	-	-
Public issue expenses written off	-	-
Operating cash flow before changes in working capital	45,319	57,107
Cash Flow in Working Capital Activities:		
(Increase)/Decrease in Sundry Debtors	-	-
(Increase)/Decrease in Inventories	582,800	-
(Increase)/Decrease in Loans & Advances	15,169	344,700
Increase/(Decrease) in Current Liabilities	(684,761)	(248,240)
Advance Tax/Tax Adjustment	-	-
Cash provided by / (used in) operating activities	(41,473)	153,567
Less: Income Tax Paid	17,431	16,394
Net cash provided by / (used in) operating activities	(58,904)	137,173
B. Cash Flow From Investing Activities:		
Sale/(Purchase) of fixed assets	-	-
(Increase)/Decrease in investments	-	-
Net cash provided by / (used in) investing activities	-	-
C. Cash Flow From Financing Activities:		
Unsecured loans during the year	-	-
Repayment of Unsecured Loans	-	-
Net cash provided by / (used in) financing activities	-	-
Net increase / (decrease) in cash and cash equivalents during the year [(A) + (B) + (C)]	(58,904)	137,173
Cash and Cash Equivalents:		
Opening Balance	450,103	312,930
Closing Balance	391,199	450,103

For B. P. CAPITAL LIMITED

Sd/-
Peeyush Kumar Aggarwal
 Director

Sd/-
Karan Bhatia
 Director

Sd/-
Sakshi Gupta
 Company Secretary

Sd/-
Shatrughan Sahu
 CFO

Auditor's Certificate:

- We have examined the above Cash Flow Statement of B. P. Capital Limited for the year ended 31.03.2015.
- The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchange and is based on and in agreement with the books and records of the company and also the Statement of Profit and Loss and Balance Sheet of the company covered by our report of even date to the members of the Company.

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

Place: New Delhi
Date: 29th May, 2015

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

**B. P. CAPITAL LIMITED**

Notes forming part of Financial Statements for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
Note - 1: Share Capital		
Authorized Share Capital :		
1,50,00,000 (1,50,00,000) Equity Shares of Rs. 10/- each	<u>15,00,00,000</u>	<u>15,00,00,000</u>
Issued , Subscribed and fully paid up shares :		
30,11,800 (30,11,800) Equity Shares of Rs. 10/- each fully paid up	<u>3,01,18,000</u>	<u>3,01,18,000</u>
Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period		
At the beginning of the period	30,11,800	30,11,800
Issued during the period	-	-
At the end of the period	30,11,800	30,11,800
Terms/Rights attached to equity shares		
The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.		
Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period and during five years immediately preceding the reporting date		
	NIL	NIL
Details of Shareholders holding more than 5% equity shares in the company		
	31.03.2015	31.03.2014
	No. of shares	No. of shares
	%	%
Ashwani Plaha	2,01,200	2,45,500
	6.68%	8.15%
C. N. Flour Mills Private Limited	2,44,700	2,44,700
	8.12%	8.12%
Dhiru Reaestates Private Limited	4,16,500	4,16,500
	13.83%	13.83%
Peeyush Kumar Aggarwal	4,24,400	4,24,400
	14.09%	14.09%
Santosh Pradhan	2,71,480	2,71,500
	9.01%	9.01%
Satish Garg	3,67,900	3,67,900
	12.22%	12.22%
Note : 2 Reserves & Surplus		
Security Premium Account :		
Opening Balance :	-	-
Add : additions During the year	-	-
Closing Balance	<u>-</u>	<u>-</u>
Surplus/Deficit in the statement of profit and loss		
Balance as per last financial statements	-16,05,577	-16,24,030
Profit (-Loss) after tax for the year	35,321	18,453
Value of Assets transfer from Fixed Assets	63,660	-
Closing Balance	<u>-16,33,916</u>	<u>-16,05,577</u>
Mandatory Reserve Fund [S.45-IC, RBI ACT] in the statement of profit and loss		
Balance as per last financial statements	1,62,622	1,58,009
Special Reserve U/s 45IC of RBI Act,	8,830	4,613
Closing Balance	<u>1,71,452</u>	<u>1,62,622</u>
Total	<u>-14,62,464</u>	<u>-14,42,954</u>



	As On 31.03.2015 Amt. In (Rs.)	As On 31.03.2014 Amt. In (Rs.)
Note : 3 Other Current Liabilities		
Other Current Liabilities	9,34,579	16,19,340
	9,34,579	16,19,340
Note : 4 Short-Term Provision		
b) Provisions:		
Provision for taxation (A.Y. 2014-15)	-	15,839
Provision for taxation (A.Y. 2015-16)	17,656	-
	17,656	15,839
Note : 6 Non Current Investment		
2,38,000 (2,38,000) Equity Shares (Including 1,78,500 bonus shares) of Rs.10/- Each fully paid-up of North Eastern Carrying Corporation Limited	17,85,000	17,85,000
(Market value as at March 31, 2015 Rs. 1,81,71,300 [Rs.67.20] per share)	17,85,000	17,85,000
Note : 7 : Loans and Advances		
(Unsecured, Considered Good)		
(Advance recoverable in cash or in kind or for value to be received)		
Loans and Advances to related parties	-	-
Loans and Advances due by directors or others officers of the company including by private-companies/firms in which they are interested	-	-
Advance Recoverable	-	15,169
TDS / Self Assessment Tax	19,989	19,989
	19,989	35,158
Note : 8 Current investments		
Non-trade investments valued at cost – investment in shares/securities		
Unquoted :		
- in fully paid up equity shares	2,73,99,200	2,79,82,000
	2,73,99,200	2,79,82,000
Note :9 Cash & Cash Equivalent		
Cash-in-Hand		
Cash Balance	3,91,199	4,50,103
	3,91,199	4,50,103



B. P. CAPITAL LIMITED

(Statement Showing Depreciation Forming Part of Financial Statement as on 31.03.2015 as per Company Act, 2013)

Note: 5 Fixed Assets

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	COST AS ON 01.04.2014	ADDITIONS DURING THE YEAR	SALES/ADJ. DURING THE YEAR	TOTAL COST AS ON 31.03.2015	DEPRECIATION UP TO 01.04.2014	DEPRECIATION FOR THE CURRENT YEAR	T/F TO RESERVE	DEPRECIATION ADJUSTMENT	TOTAL AS ON 31.03.15	W.D.V. AS ON 31.03.15	W.D.V. AS ON 31.03.14
Furniture & Fixture	1,80,750	-	-	1,80,750	1,72,482	-	8,268	-	1,80,750	-	8,268
Office Equipments	2,12,999	-	-	2,12,999	1,57,607	-	55,392	-	2,12,999	-	55,392
TOTAL (RS.)	3,93,749	-	-	3,93,749	3,30,089	-	63,660	-	3,93,749	-	63,660
PREVIOUS YEAR	3,93,749	-	-	3,93,749	2,86,973	21,559	-	-	3,08,532	85,220	

For B. P. CAPITAL LIMITED

Sd/-
Peeyush Kumar Aggarwal
Director
DIN :00090423

Sd/-
Karan Bhatia
Director
DIN : 00507412

Sd/-
Shatrughan Sahu
CFO

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



	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
Note : 10 Employee Benefit Expenses		
Salaries	7,46,800	7,09,000
Food and Beverages at workplace	8,762	19,455
	<u>7,55,562</u>	<u>7,28,455</u>
Note : 11 Depreciation and Amortization Expense		
Depreciation	-	21,559
	<u>-</u>	<u>21,559</u>
Note : 12 Other Administrative Expenses		
Advertising Expenses	55,161	56,426
AGM Expenses	38,098	30,750
Audit Fee	14,045	14,045
Conveyance Expenses	6,295	14,962
Fee & Subscription	1,68,784	8,34,759
Interest on TDS	16,968	-
Legal & Professional Charges	34,910	5,65,171
Miscellaneous Expenses	5,642	21,712
Postage and Couriers Expenses	29,265	9,507
Printing & Stationery Exp.	16,950	20,534
	<u>3,86,118</u>	<u>15,67,866</u>

**Notes to the financial statements for the year ended March 31st, 2015****13. Corporate information**

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

14. Basis of preparation

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

15. Summary of significant accounting policies

From the year ended 31 March 2015, the Schedule III notified under the Companies Act 2013, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of Schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

- **Use of estimates**

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

- **Fixed Assets**

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

- **Depreciation**

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



- **Investment**

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

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

- **Inventories**

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

- **Revenue Recognition**

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

- **Income tax**

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

16. Deferred Tax Assets & Deferred Tax Liabilities:

Amount in Rs.

Particulars	Deferred Tax as at 01.04.2014	Liability Current Year Charged/(Earned)	Deferred Tax Assets as at 31.03.2015
On account of difference Between book & Tax Depreciation	5.697	(18,080)	12,383
Total	5.697	(18,080)	12,383

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

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

18. Related Party Disclosures

"Related party disclosures as required under Accounting Standard (AS)-18
"Related Party Disclosures".

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



Name of the party	Relationship
Mr. Sachin Garg	Managing Director
Mr. Peeyush Kumar Aggarwal	Director
Mr. Karan Bhatia	Director
Mr. Brahm Dutt Sharma	Director
Mrs. Madhu Sharma	Director
Ms. Sakshi Gupta	Company Secretary
Mr. Shatrughan Sahu	CFO

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

Name of the party	Relationship
Ms. Sakshi Gupta	Key Managerial Personnel
Mr. Shatrughan Sahu	Key Managerial Personnel

Transitions during the year with related parties

	Key Managerial Person
Ms. Sakshi Gupta	Rs. 2,40,000/-
Mr. Shatrughan Sahu	Rs. 3,60,000/-

19. As per information available with the company, no amount is due to Small Scale Ancillary Industrial Undertakings as at 31st March, 2015.
20. The company has not received any intimation from “suppliers” regarding their status under Micro Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been furnished.
21. The Company is a Small and Medium-sized (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium-size Company.
22. The figures of previous years have been recast/regrouped wherever necessary to make them comparable and for the purpose of our audit.

Auditors Report

As per our report of even date attached

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

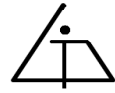
FOR B. P. CAPITAL LIMITED

Sd/-
Pankaj Chander
Partner
M. No. 89065

Sd/-
Peeyush Kumar Aggarwal
Director
DIN : 00090423

Sd/-
Karan Bhatia
Director
DIN : 00507412

Place: New Delhi
Dated: 29th May, 2015



B. P. Capital Limited
CIN: L74899DL1994PLC057572

Regd. Office: 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001
Phone: 011-43571042, 43571043, Fax : 011-43571047
Email : bpcapitalimited@gmail.com, Website : www.bpcapital.in

E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

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

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

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

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

Best Regards,
Sd/-
Sakshi Gupta
Company Secretary

E-COMMUNICATION REGISTRATION FORM

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

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

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

Registered Address:.....

.....

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

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.



B. P. Capital Limited

CIN: L74899DL1994PLC057572

Regd.Office:702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Phone: 011-43571042,43571043, Fax : 011-43571047

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

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 22nd Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2015 at 10.30 a.m. at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001 and at any adjournment thereof.

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: L74899DL1994PLC057572

Regd.Office:702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Phone: 011-43571042,43571043, Fax : 011-43571047

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

Form No. MGT 11

PROXY FORM

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

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

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

1) **Name:** **E-mail Id:**

Address:

..... **Signature:****or failing him/her**

2) **Name:** **E-mail Id:**

Address:

..... **Signature:****or failing him/her**

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2015 at 10.30 a.m. at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:



Res. No.	Description	For	Against
1.	Adoption of Financial Statements, Board and Auditors' Report.		
2.	Re-appointment of Mr. Sachin Garg		
3.	Re-appointment of Statutory Auditors.		
4.	Authorisation for the borrowing limits u/s 180(1)(c) of the Companies Act, 2013		

Signed this day of 2015. Signature of Shareholder:.....

**Affix
Revenue
Stamp**

NOTES:

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

If undelivered, Please Return to :



B. P. CAPITAL LIMITED

CIN: L74899DL1994PLC057572

Regd. Office : 702, Arunachal Building, 19, Barakhamba Road,
Connaught Place, New Delhi-110 001

Phone: 011-43571042, 43571043 Fax: 011-43571047

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