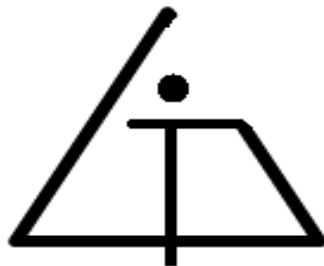


21st Annual Report

2013-2014



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



Corporate Information

BOARD OF DIRECTORS

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

Director
Director
Independent Director
Independent Director

COMPANY SECRETARY AND COMPLIANCE OFFICER

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



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Notice

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF B. P. CAPITAL LIMITED WILL BE HELD ON TUESDAY, THE 30TH DAY OF SEPTEMBER, 2014, AT 702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110 001 AT 10:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014, the Statement of Profit and Loss for the financial year ended on that date together with the Reports of the Auditors' Reports of the Directors' and Secretarial compliance certificate thereon.
2. To appoint a Director in place of Mr. Peeyush Kumar Aggarwal (DIN 00090423), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT M/s RMA & Associates, Chartered Accountants, New Delhi, (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 next Annual General Meeting of the Company 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 an Ordinary Resolution:

“RESOLVED THAT Mr. Sachin Garg (DIN No.03320351) who was appointed as an Additional Director of the Company w.e.f. 13/08/2014 in terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made thereunder and whose term of office expires at the forthcoming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retire of directors by rotation.”

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

“RESOLVED THAT subject to such consents and permissions, as may be necessary, approval of the Company be and is hereby accorded in terms of Section 196 , 197, 203 and other applicable provisions , if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, including any statutory modification or re-enactment thereof (corresponding to Sections 198, 269, 309 and



any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956), Mr. Sachin Garg (DIN No. 03320351) be and is hereby appointed as the Managing Director of the company on the terms and conditions as set out hereunder:-

Terms & Conditions of Appointment:

i) Tenure :

Upto five years as may be decided by the Board of Directors. His period of office shall be liable to determination by retire of directors by rotation

ii) Remuneration:

At present NIL for his tenure of five years. However, the Board or any Committee thereof in its absolute discretion may from time to time will review the salary that may be payable to Mr. Sachin Garg subject to the provisions of Section 196 and 197 and Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

iii) Functions:

Mr. Sachin Garg shall discharge such duties and functions as may be assigned to him by the Board of Directors from time to time.

iv) Sitting Fees:

No sitting fees shall be paid to Mr. Sachin Garg at present to attend the Board Meetings/Committee Meetings of the Directors.

v) Termination:

The appointment of Mr. Sachin Garg as Managing Director may be terminated by either party by giving to the other one month notice in writing.

RESOLVED FURTHER THAT if in future the Company decides to pay remuneration to Mr. Sachin Garg, as Managing Director, the Company shall obtain a fresh approval from the shareholders of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."



6. 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 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Karan Bhatia (DIN 00507412), Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term for five consecutive years from the date of this Annual General Meeting.”

7. 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 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Brahm Dutt Sharma (DIN 02157681), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 with effect from 30th May, 2014 and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting.”

8. 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 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Ms. Madhu Sharma (DIN 06947852), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting.”

For and on Behalf of the Board

Sd/-
(Peeyush Kumar Aggarwal)
Chairman

Date: 2nd September, 2014

Place: New Delhi

Notes:

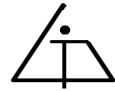
1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed.



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 Saturday, 27th September, 2014 to Tuesday, 30th September, 2014 (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 :
 - i) To quote their folio Nos. in all correspondence.
 - ii) To note that no gifts will be distributed at the meeting.
 - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
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 29th August, 2014 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 21st Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut off date, i.e., 29th August, 2014 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 21st AGM on 30th September, 2014.

The e-voting period will commence at 10.00 A.M. on 22nd September, 2014 and will end at 05.00 P.M. on 24th September, 2014. 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 : 2nd September, 2014
Place: New Delhi

Sd/-
Peeyush Kumar Aggarwal
Chairman



ANNEXURE TO THE NOTICE

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

Item No. 4 & 5

Mr. Sachin Garg was appointed as an Additional Director of the Company by the Board of Directors with effect from 13/08/2014 and in terms of relevant provisions of the Companies Act, 2013 he holds office till the conclusion of this Annual General Meeting.

The Company has received a notice under Section 160 of the Act alongwith deposit of requisite amount proposing his candidature for the office of director liable to retire by rotation.

Mr. Sachin Garg is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. His brief profile has been given below.

The Board considers it desirable to have the benefit of his advice and guidance and recommends the Ordinary Resolution at Item No. 4 for approval of the members.

Except Mr. Sachin Garg, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 4. The Board of Directors recommends the resolution for approval by the members.

Further, Section 203 of the Companies Act, 2013 mandates that every listed company shall have either the Managing Director or Chief Financial Officer or Manager and in their absence, a whole time director as a whole time key managerial personnel.

In order to meet the requirements of Section 203 of the Companies Act, 2013, the Board of Directors of the Company has proposed to appoint Mr. Sachin Garg as a Managing Director of the Company for a period of five years whose term of office is liable to determination by retire of Directors by rotation.

A brief profile of Mr. Sachin Garg is given below:

Mr. Sachin Garg, aged 34 years, is a fellow Member of the Institute of Chartered Accountants of India. He has rich experience of more than 6 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:

Sl. No.	Directorships in other Public Companies	Committee Membership/Chairmanship	
1	Advik Laboratories Limited	Audit Committee Remuneration Committee Share Transfer cum Shareholders Grievance Committee	Member Member Chairman
2	Onus Plantations and Agro Limited	Nil	Nil

In view of inadequacy of profits, the Board of Directors has recommended NIL remuneration at present to Mr. Sachin Garg as specified in the resolution for a period of five years with effect from 30/09/2014.

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 during the last two years prior to his appointment.



Keeping in view the experience and expertise of these persons, the Board considers it desirable that the Company should continue to avail the services of Mr. Sachin Garg and accordingly recommends the Resolution at Item No. 5 for approval by the Members as Special Resolution.

Except Mr. Sachin Garg, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out in Item No. 5. The Board of Directors recommends the resolution for approval by the members.

Item No. 6

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, appointed Mr. Karan Bhatia as Independent Director.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules framed thereunder which came into effect from 01st April, 2014, every listed public company is required to have atleast one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Board has recommended the appointment of Mr. Karan Bhatia as Independent Directors for a term of five years from the date of this annual general meeting.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 alongwith deposit of requisite amount from a member proposing his candidature for the office of Director.

Mr. Karan Bhatia has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Karan Bhatia fulfils the conditions specified in the Act and the Rules framed there under for the appointment as Independent Director and he is Independent of the management. Copies of the draft letter for appointment of Mr. Karan Bhatia would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Karan Bhatia as Independent Director is now being placed before the members for their approval.

A brief profile of Mr. Karan Bhatia is given below:

Mr. Karan Bhatia, is a Bachelor of Commerce and a qualified MBA from reputed Institute of India. He has extensive experience of almost 15 Years in various aspects of management, viz., the field of finance, marketing, taxation matters and general administration.

Mr. Karan Bhatia is a member of Audit Committee and Shareholders/Investors Grievance Committee. Details of his other Directorships and Committee Memberships are as follows:

Sl. No.	Directorships in other Public Companies	Committee Membership/Chairmanship
1	Heritage Corporate Services Limited	Nil

Mr. Karan Bhatia does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

The Board considers that his continue association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Karan Bhatia as an Independent Director of the Company.



Except Mr. Karan Bhatia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 6. The Board of Directors recommends the resolution for approval by the members.

Item No. 7

The Board of Directors of the Company at its meeting held on 30/05/2014 had appointed Mr. Brahm Dutt Sharma as an Additional Director of the Company w.e.f. 30/05/2014 as per Section 161 of the Companies Act, 2013 and Rules made thereunder and as such he holds office upto the date of this Annual General Meeting.

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, appointed Mr. Brahm Dutt Sharma as an Independent Director.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules framed thereunder, which came into effect from 01st April, 2014, every listed public company is required to have atleast one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Board has recommended the appointment of Mr. Brahm Dutt Sharma as an Independent Director for a term of five years from the date of this annual general meeting.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 from a member alongwith deposit of requisite amount proposing his candidature for the office of Director.

Mr. Brahm Dutt Sharma has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Brahm Dutt Sharma fulfils the conditions specified in the Act and the Rules framed there under for the appointment as Independent Director and he is Independent of the management. Copies of the draft letter for appointment of Mr. Brahm Dutt Sharma would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Brahm Dutt Sharma as an Independent Director is now being placed before the members for their approval.

A brief profile of Mr. Brahm Dutt Sharma is given below.

Mr. Brahm Dutt Sharma, aged 51 years, is a member of Bar Council of India. He is a Law Graduate from prestigious Delhi University and has also done M. Com from Delhi University. He has vast experience in the field of Construction and Production. He is specialized in Real estate, Corporate Laws and Taxation matters, etc. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional.

Mr. Brahm Dutt Sharma is a member of Audit Committee and Shareholders/Investors Grievance Committee. Details of his other Directorships and Committee Memberships are as follows:

Sl. No.	Directorships in other Public Companies	Committee Membership/Chairmanship	
1	Advik Laboratories Limited	Audit Committee Remuneration Committee Share Transfer cum Shareholders' Grievance Committee	Member Member Member

Mr. Brahm Dutt Sharma does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

The Board considers that his continue association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Brahm Dutt Sharma as an Independent Director of the Company.



Except Mr. Brahm Dutt Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 7. The Board of Directors recommends the resolution for approval by the members.

Item No. 8

Pursuant to the provisions of Section 149 of the Companies Act, 2013, which came into effect from 01st April, 2014 and Rules framed thereunder, every listed public company is required to have atleast one Woman Director.

The Board has recommended the appointment of Ms. Madhu Sharma as an Independent Woman Director for a term of five years from the date of her appointment. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member alongwith deposit of requisite amount proposing her candidature for the office of Director.

Ms. Madhu Sharma has also given her consent to act as a Director of the Company and has confirmed that she is not disqualified to act as a Director. In the opinion of the Board, Ms. Madhu Sharma fulfils the conditions specified in the Act and the Rules framed there under for her appointment as an Independent Woman Director.

Ms. Madhu Sharma has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Ms. Madhu Sharma fulfils the conditions specified in the Act and the Rules framed there under for the appointment as Independent Director and she is Independent of the management. Copies of the draft letter for appointment of Ms. Madhu Sharma would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Madhu Sharma as an Independent Director is now being placed before the members for their approval.

A brief profile of Ms. Madhu Sharma is given below:

Ms. Madhu Sharma, aged 55 years, is a Bachelor of Arts from prestigious University. She has extensive experience of almost 20 Years in various aspects of management, viz., the field of marketing and general administration.

At present, Ms. Madhu Sharma is not a Director of any other Company.

Ms. Madhu Sharma does not hold by herself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by her.

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

Except Ms. Madhu Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 8. The Board of Directors recommends the resolution for approval by the members.

For and on Behalf of the Board

Date : 2nd September, 2014
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 22, 2014 (10:00 A.M.) and ends on September 24, 2014 (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, Friday, August 29, 2014.

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

1. Open the attached PDF file “**e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of (**B P Capital Limited**). Members can cast their vote online from **September 22, 2014 (10:00 A.M.) till September 24, 2014 (5:00 P.M.)**.
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. 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 attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (**akfriends@rediffmail.com**) with a copy marked to evoting@nsdl.co.in.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.bpcapital.in within two (2) days of



passing of the resolutions at the AGM of the Company and communicated to the BSE Limited, DSE Limited and CSE Limited.

Please 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 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.



Director's Report

Dear Members,

Your Directors are delighted to present the 21st Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2014.

FINANCIAL RESULTS

The Financial Performance of your Company for the year ended March 31, 2014 is summarized below
(Amount in Rs. 000's)

Particulars	Financial Year ended	
	31 st March, 2014	31 st March, 2013
Total Income	2353	774
Total Expenditure	2318	740
Profit before tax	35	33
Provision for tax	16	15
Deferred Tax Liabilities (Assets)	(5)	(5)
Short Provision of tax of earlier years	1	-
Profit after Tax	23	23
Transfer to Reserve Fund	5	5
Balance Profit/(Loss) of current year	18	18
Profit/(Loss) b/f of previous year	(1624)	(1642)
Balance of Profit/(Loss) carried to Balance Sheet	(1606)	(1624)
Paid-up Share Capital	30118	30118
Reserves and Surplus Reserve Fund (as per section 45-IC of the RBI Act)	163	158

REVIEW OF OPERATION

During the year under review total revenue of the Company was Rs. 23,53,428/- as against Rs. Rs. 7,73,774/- in the previous year. The company earned a net profit (before tax) of Rs. 35,548/- against a net profit (before tax) of Rs. 33,298/- during the previous year. Your Directors are putting in their best efforts to improve the profitability of the Company.

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.

**DIVIDEND**

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

DIRECTORS

There is no change in Board of Director of the Company during the year under review.

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

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. As per Section 161(1) of the Companies Act, 2013, Mr. Brahm Dutt Sharma will hold office of Director upto the date of the ensuing AGM. Appropriate resolution seeking your approval for the appointment of Mr. Brahm Dutt Sharma as an Independent Director of the Company for five consecutive years forms part of the notice calling AGM.

Mr. Sachin Garg, was appointed as an Additional Director of the Company with effect from 13th August, 2014. As per Section 161(1) of the Companies Act, 2013. Mr. Brahm Dutt Sharma and Mr. Sachin Garg will hold office of Director upto the date of the ensuing AGM. Appropriate resolution seeking your approval for the appointment of Mr. Sachin Garg as a Director of the Company, liable to retire by rotation and Mr. Brahm Dutt Sharma as an Independent Director of the Company for a term of five years forms part of the notice calling the AGM.

In order to meet the requirements of Section 203 of the Companies Act, 2013, the Board of Directors of the Company has also proposed to appoint Mr. Sachin Garg as a Managing Director of the Company for a period of five years whose term of office is liable to determination by retire of Directors by rotation. Appropriate resolution seeking your approval for the above appointment of Mr. Sachin Garg as a Managing Director of the Company, liable to retire by rotation, forms part of the notice calling the AGM.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, which came into effect from 01st April, 2014 and Rules framed thereunder, every listed public company is required to have atleast one Woman Director. The Board has recommended the appointment of Ms. Madhu Sharma as an Independent Woman Director for a term of five years from the date of her appointment

Mr. Peeyush Kumar Aggarwal, Director of the Company, retires by rotation at the forthcoming AGM, offers himself for re-appointment.

In accordance with the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, which came into effect from April 1, 2014, approval of the Members will be sought at the ensuing Annual General Meeting of the Company for formalizing the appointment of Mr. Karan Bhatia and Mr. Braham Dutt Sharma as an Independent Director of the Company whose office shall not be liable to retire by rotation for a consecutive 5 years from the date of this AGM.

Your Company has received declarations from all the Independent Directors of the Company confirming that they met with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

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.



DIRECTORS' IDENTIFICATION NUMBER (DIN)

The following are the Directors Identification Number (DIN) of your Directors:

Name of Director	Director Identification Number
Mr. Peeyush Kumar Aggarwal	0090423
Mr. Sachin Garg	03320351
Mr. Karan Bhatia	00507412
Mr. Brahm Dutt Sharma	02157681

DIRECTOR'S RESPONSIBILILY STATEMENT

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

- I. in preparation of the annual accounts, the applicable accounting standards have been followed;
- II. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as the end of Financial Year as on 31st March, 2014 and of the Profit of the Company for that period ;
- III. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. the Directors had prepared the Annual Accounts on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE

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

AUDITORS' REPORT

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



AUDITORS

M/s. RMA & Associates, Chartered Accountants, New Delhi, the Statutory Auditors of the Company (Registration No. 000978N), retires as the Auditors at the conclusion of the forthcoming 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 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 from the conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting .

PARTICULARS OF EMPLOYEES

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

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

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

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

MATERIAL CHANGES ETC.

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company 31st March, 2014 and the date of this Report.

PUBLIC DEPOSITIS

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

LISTING AT BSE

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

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.



CORPORATE GOVERNANCE

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

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

ACKNOWLEDGEMENT

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

For and On Behalf of the Board

Sd/-

**Peeyush Kumar Aggarwal
Chairman**

**Place : New Delhi
Date : 02nd September, 2014**



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY AND ECONOMY OVERVIEW

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. However, the industry has witnessed a Compounded Annual Growth Rate (CAGR) of 22% during March 2006 to March 2013, when the country's Gross Domestic Product (GDP) slowed down to 4.5% in financial year 2012-13 from 9.6% in financial year 2006-07. (Source: Reserve Bank of India Report, January 2014)

Retail credit growth for NBFCs slowed considerably in financial year 2013-14 with the sluggish economy and high interest rates adversely affecting the demand for credit. A favourable 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.

India is in transition and if it desires to regain its position as a leading emerging market investment destination, clarity and consistency of policy action is paramount. The election results hold the key. In anticipation, the equity markets have created an all time high and currency markets are buoyant. However, investors, private and foreign, will wait for stability of governance and policy action before committing long term capital to the country. At its core, India is facing a difficult economic situation on the growth, asset quality, inflation and fiscal deficit fronts. Growth is estimated to have bottomed, but recovery is predicated upon clarity of policy matters and decision making by the Government, both factors out of the control of private enterprise. Slower growth has translated into asset quality issues for the banking sector. Gross non performing loans have risen to 3.6% in FY 2013-14 from 2.5% in FY 2012-13, which may have been acceptable, given the capital requirements of Indian banks. However, if one includes restructured assets currently at 9.4%, the asset quality issue is a real concern. Inflation may have peaked out, but structural factors, especially on the food front, need to be adequately tackled. Monsoons will clearly be a variable in FY 2014-15, given the various predictions of a below par monsoon. Lastly, on the fiscal deficit, targets have been met, but many constituents continue to question the quality and means of this achievement.

The RBI and the Government have taken notable steps in FY 2013-14 to address the economic headwinds.

The Government formed the Project Management Group to facilitate large projects, undertook actions on power tariffs, gas price and continued diesel price increases. The RBI initiated efforts at recognizing and cleaning up Non-Performing Assets ("NPA"). On the policy front, it introduced a shift in focus to Consumer Price Inflation (CPI) from Wholesale Price Inflation (WPI), and a move towards inflation targeting. If implemented correctly and in a time bound manner, these collectively have the ability to create a meaningful impact on the economy.

The Government's first GDP estimate for FY 2013-14 estimates growth at 4.9%, largely in line with market expectations. The Interim budget which was the last budget of the UPA-II Government was "not" biased towards populist measures but focused on growth measures, like reduction in excise duties on capital and consumer goods and maintaining the fiscal deficit target within limits. The key to a higher growth would be reviving investments (initially by revival of stalled projects), especially in the private sector and higher domestic savings, especially financial savings, by containing inflation and positive real return.

Debt in the private sector has risen despite India's total debt (private and public) remaining at approximately 139% of GDP, in line with the last 10 years' average. Rising private-sector debt coupled with



repayments to the tune of approximately US\$20 bn annually make the economy vulnerable to international capital flows.

Though the real economy is largely domestic oriented, given its dependence on capital flows, India is open to exchange volatility and its related pitfalls. On the global front, the Federal Reserve reduced its monthly asset purchases with the last reduction for FY 2013-14 being made in February 2014. The monthly purchases are down to US\$ 65bn (US\$ 35 bn Treasury + US\$ 30 bn Mortgage Backed Securities). Global observers expect the tapering to continue in the coming months, leading to a complete wind down by end of Q2 2014-15.

The year ahead will be challenging on the interest rate and credit quality front, however, if India votes a stable Government, we could see an improvement in asset quality and return growth.

OPPORTUNITIES AND THREATS

Opportunities

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 as is visible in current rally which has taken the markets to all time high levels.

This along with the focus of the government on financial inclusion will present ongoing opportunities for financial intermediaries to spread and benefit from the investment culture across the country. The following factors present specific opportunities across our businesses:

- i** Focus on reforms will provide opportunities for sustainable growth of Indian economy leading to investment/capital requirement;
- ii** Globalization- corporate are looking at expanding in overseas/domestic markets through mergers & acquisitions;
- iii** Acquisition/consolidations/restructuring by corporate provides greater opportunities for corporate advisory business;
- iv** Focus on financial inclusion will lead to wider participation from all levels of investors.
- v** growing mid-size segment of corporate activity where the need for customized solutions is particularly high.

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

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 new government formed, 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 stalled 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. The narrowing of the Current Account Deficit (CAD) in FY 2013-14 followed a lower trade deficit due to higher exports as well as moderation in imports. With this background and possibility of a stable and pro-reforms government at the centre, the Indian capital market is expected to perform well as is visible in current rally which has taken the market to all time high levels.

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.

ADEQUACY OF INTERNAL CONTROL

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

HUMAN RESOURCE DEVELOPMENT

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

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

INTEREST AND BORROWINGS

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

SEGMENT-WISE PERFORMANCE

The Company is into single reportable segment only.



CAUTIONARY STATEMENT

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

APPRECIATION

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

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

For and on Behalf of the Board

Sd/-

Date: 02nd September, 2014
Place: New Delhi

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, 2014 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 three members, comprising of one Non Executive Promoter Director and two Non Executive Independent Directors. The Board's composition meets the stipulated requirements of clause 49 of the listing agreement of the Stock Exchanges.

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

Board Meetings

The Board of Directors formulates the business policies of the company, reviews the performance and decides on the main issues concerning the company. During the year under review, Eight Board Meetings were held on 30th May, 2013, 12th August, 2013, 02nd September, 2013, 30th September 2013, 14th November, 2013, 22nd January, 2014, 13th February, 2014 and 31st March, 2014.

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	8	Yes
Mr. Adesh Kumar Jain	Non Executive & Independent	Director	8	Yes
Mr. Karan Bhatia	Non Executive & Independent	Director	8	Yes



Board Committees:

I. Audit Committee

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

During the year under review, Five Audit Committee Meetings were held on 30th May, 2013, 12th August, 2013, 02nd September, 2013, 14th November, 2013 and 13th February, 2014. The Committee is headed by a Non Executive Independent Director. The Chairman of the Audit Committee was present at the last AGM held on 30.09.2013.

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

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

II. Shareholders'/Investors' Grievances Committee:

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

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

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

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



Annual General Meetings

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

Year	Date	Venue	Time
2011	30.09.2011	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi - 110001	10.00 A.M.
2012	29.09.2012	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001	10.30 A.M.
2013	30.09.2013	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001	10.30 A.M.

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

Statutory Disclosures

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

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

SHAREHOLDERS' INFORMATION

Details of 21st Annual General Meeting of the Company

Day & Date	Tuesday, 30th September, 2014
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, 2015

Financial Reporting for the	Tentative time frame
First quarter ended 30th June, 2014	First fortnight of August, 2014
Second quarter ending 30th September, 2014	First fortnight of November, 2014
Third quarter ending 31st December, 2014	First fortnight of February, 2015
Fourth quarter ending 31st March, 2015	By the end of May, 2015

Date Of Book Closure

From 27th September, 2014 to 30th September, 2014 (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 2013-14 are as follows:

Month	High Price	Low Price	No. of Shares
December 2013	9.45	9.00	535
January 2014	25.39	9.92	66978
February 2014	15.30	10.10	3975
March 2014	9.90	8.46	13096



Source: BSE website

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 file all the necessary documents with the MCA.

Address for Correspondence

B. P. Capital Ltd
702, Arunachal Building,
19, Barakhamba Road,
Connaught Place,
New Delhi – 110001
Phones: 011 – 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. During the year under review, B. P. Capital Limited got itself registered with SEBI under the SCORES system.

Dematerialisation of Shares and Liquidity

The Company shares are traded in dematerialized form and have to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the de – mat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). M/s Skyline Financial Services Pvt. Ltd. is the Registrar and Transfer agent of the company for the purposes of electronic connectivity for effective dematerialization of shares. As of March 31, 2014, shares comprising approximately 81.83 % of the Company's Equity Share Capital have been dematerialised.

**Status of Dematerialised Shares as on 31st March, 2014
(Equity ISIN No. INE 947C 01010)**

Shares Held through	Percentage of Holding
NSDL	32.61
CDSL	49.22
Physical	18.17
Total	100.00

**Shareholding Pattern of the Company as on 31st March, 2014**

Category	No. of Shares held	% of share holding
A. Promoters' holding		
Promoters	4,24,400	14.09
Indian Promoters	Nil	Nil
Foreign Promoters		
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	8,60,619	28.57
b. individuals		
-Individual shareholders holding nominal share capital up to Rs. 1 Lakh	5,33,356	17.71
-Individual shareholders holding nominal share capital up in excess of Rs. 1 Lakh	11,85,180	39.35
c. Any Other		
NRI	3360	0.11
Hindu Undivided Family	4300	0.14
Clearing Members	585	0.02
Sub-total (B)	25,87,400	85.91
Grand Total (A)+(B)	30,11,800	100.00

For and on Behalf of the Board

Sd/-

Dated : 02nd September, 2014
Place: New Delhi

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, 2014 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, 2014, there were no investor grievance matters against the Company remaining unattended/pending for more than 30 days.

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

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

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

**Place : New Delhi
Dated: 30th May, 2014**

Confirmation of compliance of Code of Conduct and Ethics

**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 : 30th May, 2014**



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** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the general circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") Issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act is not applicable.
2. As required by section 227(3) of the Act, we report that:-
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956, read with the general circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the companies Act, 2013.
 - e. on the basis of written representations received from the directors as on March 31st, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

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

Sd/-

**Place: New Delhi
Dated : 30th May, 2014**

**Pankaj Chander
Partner
M. No. 89065**

**ANNEXURE TO THE AUDITORS' REPORT**

- (i) (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) These fixed assets have been physically verified at reasonable intervals by the management and no material discrepancy was noticed on such verification.
- (c) The company has not sold any assets during the year.
- (ii) (a) The company does not have any inventory. Therefore, the clause relating to physical verification of inventory at reasonable intervals by the management is not applicable.
- (b) As the company does not have any inventory, the clause relating to procedures of physical verification of inventory followed by the management in relation to the size of the company and the nature of its business is not applicable.
- (c) As the company does not have any inventory, the clause relating to maintenance of proper records of inventory and notice of any material discrepancy on physical verification is not applicable.
- (iii) (a) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (b) Since the company has not granted any loans, secured or unsecured, as above the clause relating to rate of interest and other terms and conditions of such loans is not applicable.
- (c) Since the company has not granted any loans, the clause relating to regular receipt of the principal amount and interest is not applicable.
- (d) Since the company has not granted any loans, the clause relating to overdue amount of more than Rupees One Lac is not applicable.
- (e) The company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (f) Since the company has not taken any loans, secured or unsecured, as above the clause relating to rate of interest and other terms and conditions of such loans is not applicable.
- (g) Since the company has not taken any loans, the clause relating to regular payment of the principal amount and interest is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the company has not entered into any contract or arrangement that need to be entered in the register maintained in pursuance of section 301 of the Act.
- (b) Since the company has not entered into any such transactions during the financial year, the clause relating to such transactions at prices which are reasonable having regard to the prevailing market prices at the relevant time is not applicable.
- (vi) The company being a "Non Banking Financial Company", provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act are not applicable to the company.
- (vii) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
- (viii) Maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.



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

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

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

**Place: New Delhi
Dated : 30th May, 2014**



B. P. CAPITAL LIMITED
702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110001
BALANCE SHEET AS AT 31ST MARCH, 2014

PARTICULARS	Notes	As At 31.03.2014 <u>Amt. In Rs.</u>	As At 31.03.2013 <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	-14,42,954	-14,66,021
(2) Share Application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Deferred Tax Liabilities (Net)		5,697	10,551
(4) Current Liabilities			
(a) Other Current Liabilities	3	16,19,340	18,67,580
(b) Short-Term Provisions	4	15,839	14,897
Total Equity & Liabilities		<u>3,03,15,921</u>	<u>3,05,45,007</u>
ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible assets	5	63,660	85,220
(ii) Intangible Assets			
(b) Non-current investments	6	17,85,000	17,85,000
(c) Long term loans and advances	7	35,158	3,79,858
(2) Current Assets			
(a) Current investments	8	2,79,82,000	2,79,82,000
(b) Trade receivables		-	-
(c) Cash and cash equivalents	9	4,50,103	3,12,929
(d) Other current assets		-	-
Total Assets		<u>3,03,15,921</u>	<u>3,05,45,007</u>

Significant Accounting Policies 13 to
The accompanying notes are an integral part
of the financial statements. 21

Auditor's Report
As per our separate report of even date attached

For RMA & Associates

Chartered Accountants

Firm Reg. No. 000978N

Sd/-

(Pankaj Chander)

Partner

M.No. 89065

Place: New Delhi

Date: 30th May, 2014

For B. P. CAPITAL LIMITED

Sd/-

Peeyush Kumar Aggarwal

Director

DIN :00090423

Sd/-

Karan Bhatia

Director

DIN : 00507412

Sd/-

Sakshi Gupta
Company Secretary
M.No. 29348



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, 2014

PARTICULARS	Notes	As At 31.03.2014 <u>Amt. In Rs.</u>	As At 31.03.2013 <u>Amt. In Rs.</u>
INCOME			
Revenue from operations		9,90,728	7,73,774
Profit on sale of investment		13,62,700	-
Total		<u>23,53,428</u>	<u>7,73,774</u>
EXPENSES			
Employee Benefit Expenses	10	7,28,455	5,88,365
Financial Costs		-	-
Depreciation and Amortization Expense	11	21,559	21,559
Other Administrative Expenses	12	15,67,866	1,30,552
Total		<u>23,17,880</u>	<u>7,40,476</u>
Profit before exceptional & extraordinary items & tax		35,548	33,298
Profit before extraordinary items and tax		35,548	33,298
Profit before tax		35,548	33,298
Tax expense:			
(1) Provision for Current Tax		15,839	14,897
(2) Deferred tax benefit		4,854	4,607
(3) Short Provision for earlier year		1,497	-
Profit(Loss) from the period from continuing operations		23,067	23,008
Transfer to Mandatory "Reserve Fund" [Sec.45C,RBI ACT]		4,613	4,602
Profit/(Loss) for the period		<u>18,453</u>	<u>18,406</u>
Earning per equity share:			
(1) Basic		0.01	0.01
(2) Diluted		0.01	0.01
Significant Accounting Policies	13 to 21		
The accompanying notes are an integral part of the financial statements			

Auditor's Report

As per our separate report of even date attached

For RMA & Associates

Chartered Accountants

Firm Reg. No. 000978N

Sd/-

(Pankaj Chander)

Partner

M.No. 89065

Place: New Delhi

Date: 30th May, 2014

For B. P. CAPITAL LIMITED

Sd/-

Peeyush Kumar Aggarwal

Director

DIN :00090423

Sd/-

Karan Bhatia

Director

DIN : 00507412

Sd/-

Sakshi Gupta

Company Secretary

M.No. 29348



CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

	Year ended March 31,	
	2014	2013
A. Cash Flow From Operating Activities:		
Net Profit before tax and extraordinary items	35,548	33,298
Adjustments for:		
Depreciation	21,559	21,559
Loss on sale of Fixed Assets	-	-
Preliminary expenses written off	-	-
Public issue expenses written off	-	-
Operating cash flow before changes in working capital	57,107	54,857
Cash Flow in Working Capital Activities:		
(Increase)/Decrease in Sundry Debtors	-	-
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Loans & Advances	344,700	-
Increase/(Decrease) in Current Liabilities	(248,240)	(773)
Advance Tax/Tax Adjustment	-	-
Cash provided by / (used in) operating activities	153,567	54,084
Less: Income Tax Paid	16,394	8,632
Net cash provided by / (used in) operating activities	137,173	45,452
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)]	137,173	45,452
Cash and Cash Equivalents:		
Opening Balance	312,930	267,478
Closing Balance	450,103	312,930

For B. P. CAPITAL LIMITED

Sd/-

Peeyush Kumar Aggarwal

Director

DIN : 00090423

Sd/-

Karan Bhatia

Director

DIN : 00507412

Auditor's Certificate:

- We have examined the above Cash Flow Statement of B. P. Capital Limited for the year ended 31.03.2014.
- 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: 30th May, 2014

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

**B. P. CAPITAL LIMITED**

Notes forming part of Financial Statements for the year ended 31st March, 2014

	As On 31.03.2014 <u>Amt.In (Rs.)</u>	As On 31.03.2013 <u>Amt.In (Rs.)</u>
Note - 1: Share Capital		
<u>Authorized Share Capital :</u>		
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

	31.03.2014		31.03.2013	
	No. of shares	%	No. of shares	%
Ashwani Plaha	2,01,200	6.68%	2,45,500	8.15%
C. N. Flour Mills Private Limited	2,44,700	8.12%	2,44,700	8.12%
Dhiru Reaestates Private Limited	4,16,500	13.83%	4,16,500	13.83%
Peeyush Kumar Aggarwal	4,24,400	14.09%	4,24,400	14.09%
Santosh Pradhan	2,71,480	9.01%	2,71,500	9.01%
Satish Garg	3,67,900	12.21%	3,67,900	12.21%

For B. P. CAPITAL LIMITED

Sd/-
Peeyush Kumar Aggarwal
Director
DIN :00090423

Sd/-
Karan Bhatia
Director
DIN : 00507412

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

**B. P. CAPITAL LIMITED**

Notes forming part of Financial Statements for the year ended 31st March, 2014

	As On 31.03.2014 Amt.In (Rs.)	As On 31.03.2013 Amt.In (Rs.)
Note : 2 Reserves & Surplus		
Security Premium Account :		
Opening Balance :	-	-
Add : additions During the year	-	-
Closing Balance	-	-
Surplus/Deficit in the statement of profit and loss		
Balance as per last financial statements	-16,24,030	-16,42,436
Profit (-Loss) after tax for the year	18,453	18,406
Short Provision of Income Tax of earlier years	-	-
Closing Balance	-16,05,577	-16,24,030
Mandatory Reserve Fund [S.45-IC, RBI ACT]		
in the statement of profit and loss		
Balance as per last financial statements	1,58,009	1,53,407
Special Reserve U/s 45IC of RBI Act,	4,613	4,602
Closing Balance	1,62,622	1,58,009
Total	-14,42,954	-14,66,021
Note : 3 Other Current Liabilities		
Other Current Liabilities	16,19,340	18,67,580
	16,19,340	18,67,580
Note : 4 Short-Term Provision		
b) Provisions:		
Provision for taxation (A.Y. 2013-14)	-	14,897
Provision for taxation (A.Y. 2014-15)	15,839	-
	15,839	14,897
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, 2014 Rs. 1,59,93,600 [Rs.67.20] per share)	17,85,000	17,85,000
For B. P. CAPITAL LIMITED		
	Sd/-	Sd/-
	Peeyush Kumar Aggarwal	Karan Bhatia
	Director	Director
	DIN :00090423	DIN : 00507412
	Sd/- Sakshi Gupta Company Secretary M.No. 29348	



B.P. CAPITAL LIMITED
(Statement Showing Depreciation Forming Part of Financial Statement As On 31.03.2014 as per Companies Act1956)

Note : 5

FIXED ASSETS

(Amount in Rs.)

PARTICULARS	RATE OF DEPR .% S.L.M.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		COST AS ON 01.04.2013	ADDITIONS DURING THE YEAR	SALES/ADJ. DURING THE YEAR	TOTAL COST AS ON 31.03.2014	DEPRECIATION UP TO 01.04.2013	DEPRECIATION FOR THE CURRENT YEAR	DEPRECIATION ADJUSTMENT	TOTAL AS ON 31.03.2014	W.D.V. AS ON 31.03.2014	W.D.V. AS ON 31.03.2013
Furniture & Fixture	6.33	1,80,750	-	-	1,80,750	1,61,041	11,441	-	1,72,482	8,268	19,710
Office Equipments	4.75	2,12,999	-	-	2,12,999	1,47,490	10,117	-	1,57,607	55,392	65,510
TOTAL (RS.)		3,93,749	-	-	3,93,749	3,08,531	21,559	-	3,30,090	63,660	85,220
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/-
Sakshi Gupta
Company Secretary
M.No. 29348



Notes forming part of Financial Statements for the year ended 31st March, 2014

	As On 31.03.2014 <u>Amt.In (Rs.)</u>	As On 31.03.2013 <u>Amt.In (Rs.)</u>
Note : 7 : Loans and Advances		
(Unsecured, Considered Good)		
(Advance recoverable in cash or in kind or for value to be received)		
Loans and Advances to related parties	-	-
Loans and Advances due by directors or others officers of the company including by private-companies/firms in which they are interested	-	-
Advance Recoverable	15,169	3,59,869
TDS / Self Assessment Tax	19,989	19,989
	<u>35,158</u>	<u>3,79,858</u>
Note : 8 Current investments		
Non-trade investments valued at cost – investment in shares/securities		
Unquoted :		
- in fully paid up equity shares	2,79,82,000	2,79,82,000
	<u>2,79,82,000</u>	<u>2,79,82,000</u>
Note :9 Cash & Cash Equivalent		
Cash-in-Hand		
Cash Balance	4,50,103	3,12,929
	<u>4,50,103</u>	<u>3,12,929</u>
Bank Balance		
Vijaya Bank	-	-
	<u>-</u>	<u>-</u>
Total	<u>4,50,103</u>	<u>3,12,929</u>

For B. P. Capital Limited

Sd/-

Peeyush Kumar Aggarwal

Director

DIN :00090423

Sd/-

Karan Bhatia

Director

DIN : 00507412

Sd/-

Sakshi Gupta

Company Secretary

M.No. 29348

**B. P. CAPITAL LIMITED**

Notes forming part of Financial Statements for the year ended 31st March, 2014

	As On 31.03.2014 <u>Amt.In (Rs.)</u>	As On 31.03.2013 <u>Amt.In (Rs.)</u>
Note : 10 Employee Benefit Expenses		
Salaries	7,09,000	5,71,000
Food and Beverages at workplace	19,455	17,365
	7,28,455	5,88,365
Note : 11 Depreciation and Amortization Expense		
Depreciation	21,559	21,559
	21,559	21,559
Note : 12 Other Administrative Expenses		
Advertising Expenses	56,426	-
AGM Expenses	30,750	23,375
Audit Fee	14,045	14,045
Conveyance Expenses	14,962	-
Fee & Subscription	8,34,759	31,495
Legal & Professional Charges	5,65,171	33,723
Miscellaneous Expenses	21,712	2,156
Postage and Couriers Expenses	9,507	9,812
Printing & Stationery Exp.	20,534	15,946
	15,67,866	1,30,552

For B. P. Capital Limited

Sd/-	Sd/-
Peeyush Kumar Aggarwal	Karan Bhatia
Director	Director
DIN : 00090423	DIN : 00507412

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

**Notes to the financial statements for the year ended March 31st, 2014****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 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

- **Use of estimates**

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

- **Fixed Assets**

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

- **Depreciation**

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



- **Investment**

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

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

- **Inventories**

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

- **Revenue Recognition**

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

- **Income tax**

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

FOR B. P. CAPITAL LIMITED

Sd/-

Sd/-

Peeyush Kumar Aggarwal
Director
DIN : 00090423

Karan Bhatia
Director
DIN : 00507412



16

Deferred Tax Assets & Deferred Tax Liabilities:

Amount in Rs.

Particulars	Deferred Tax as at 01.04.2013	Liability Current Year Charged/(Earned)	Deferred Tax Liability as at 31.03.2014
On account of difference Between book & Tax Depreciation	10,551	(4,854)	5,697
Total	10,551	(4,854)	5,697

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

17. Related Party Disclosures:

(A) Related parties and key management personal

- i. Mr. Peeyush Kumar Aggarwal
- ii. Mr. Karan Bhatia
- iii. Mr. Braham Dutt Sharma

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

18. The company is a Small and Medium-sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly, the company has complied with the Accounting Standards as applicable to a Small and Medium-sized Company.
19. 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.
20. The figures of previous years have been recast/regrouped wherever necessary to make them comparable and for the purpose of our audit.
21. Debit and credit balances standing in the name of the parties are subject to balance confirmation and reconciliation.

Auditors Report

As per our report of even date attached

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

FOR B. P. CAPITAL LIMITED

Sd/-

Pankaj Chander
Partner
M. No. 89065

Sd/-

Peeyush Kumar Aggarwal
Director
DIN : 00090423

Sd/-

Karan Bhatia
Director
DIN : 00507412

Place: New Delhi
Dated: 30th May, 2014



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
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 Phone: 011-43571042,43571043, Fax : 011-43571047
 Email : bpcapitallimited@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 21st Annual General Meeting of the Company, to be held on Tuesday, the 30th day of September, 2014 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

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 Phone: 011-43571042,43571043, Fax : 011-43571047
 Email : bpcapitallimited@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 21st Annual General Meeting of the Company, to be held on Tuesday, the 30th day of September, 2014 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. Peeyush Kumar Aggarwal		
3.	Re-appointment of Statutory Auditors.		
4.	Appointment of Mr. Sachin Garg as a Director		
5.	Appointment of Mr. Sachin Garg as a Managing Director		
6.	Appointment of Mr. Karan Bhatia as an Independent Director.		
7.	Appointment of Mr. Brahm Dutt Sharma as an Independent Director.		
8.	Appointment of Ms. Madhu Sharma as an Independent Director.		

Signed this day of 2014. 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

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