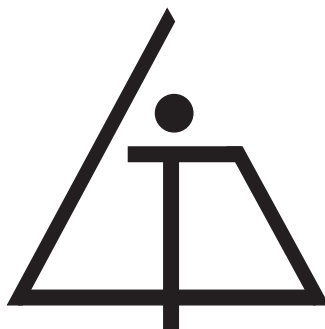


19TH ANNUAL REPORT

2011-2012



B. P. CAPITAL LIMITED

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



BOARD OF DIRECTORS

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

Director
Director
Director

COMPLIANCE OFFICER

Peeyush Kumar Aggarwal
Compliance Officer

AUDITORS

M/s RMA & Associates,
Chartered Accountants

BANKERS

Vijaya Bank,
Kamla Nagar
Delhi

REGISTRAR & SHARE TRANSFER AGENTS

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

REGISTERED OFFICE

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



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**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF B. P. CAPITAL LIMITED WILL BE HELD ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2012, 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, 2012 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, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re appoint M/s RMA & Associates as the Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting and in this connection to consider, and, if thought fit, to pass with or without resolution, the following resolution, as an Ordinary Resolution:
"RESOLVED THAT M/s RMA & Associates, Chartered Accountants, New Delhi, the Company's retiring auditors, being eligible and offering themselves for reappointment, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company."

For and on Behalf of the Board

Sd/

**(Peeyush Kumar Aggarwal)
Chairman**

Date : 01st September, 2012

Place: New Delhi

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorising their representative to attend and vote at the Annual General Meeting
3. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 26th September, 2012 to Saturday, 29th September, 2012 (both days inclusive) for the purpose of the AGM.
5. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
7. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
8. The members are requested to intimate changes if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
9. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.

For and on Behalf of the Board

Sd/

**(Peeyush Kumar Aggarwal)
Chairman**

Date : 01st September, 2012

Place: New Delhi

**DIRECT REPORT****Dear Members**

Your Directors are delighted to present the 19th Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2012.

FINANCIAL RESULTS

The Financial Performance of your Company for the year ended March 31, 2012 is summarized below
(Amount in Rs. 000's)

Particulars	Financial Year ended	
	31 st March, 2012	31 st March, 2011
Total Income	451	458
Total Expenditure	437	445
Profit before tax	14	13
Provision for tax	9	8
Deferred Tax Liabilities (Assets)	(4)	(4)
Short Provision of tax of earlier years	-	-
Profit after Tax	10	9
Transfer to Reserve Fund	1.9	1.7
Balance Profit/(Loss) of current year	7.7	7
Profit/(Loss) b/f of previous year	(1650)	(1657)
Balance of Profit/(Loss) carried to Balance Sheet	(1642)	(1650)
Paid-up Share Capital	30118	30,118
Reserves and Surplus Reserve Fund (as per section 45-IC of the RBI Act)	153	151

REVIEW OF OPERATION

During the year under review total revenue of the Company was Rs. 4,51,450/- as against Rs. 4,58,250/- in the previous year. The company earned a net profit (before tax) of Rs. 13,954/- against a net profit (before tax) of Rs. 12,998 during the previous year. Your Directors are putting in their best efforts to improve the profitability of the Company.

FUTURE PROSPECTS

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

DIVIDEND

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

**DIRECTORS**

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

DIRECTOR'S RESPONSIBILILY STATEMENT

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

- i. in preparation of the annual accounts, the applicable accounting standards have been followed;
- ii. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as the end of Financial Year as on 31st March, 2012 and of the Profit of the Company for that period ;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv . the Directors had prepared the Annual Accounts on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE

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

AUDITORS' REPORT

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

AUDITORS

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

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

PARTICULARS OF EMPLOYEES

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

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

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

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

**MATERIAL CHANGES ETC.**

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

PUBLIC DEPOSITIS

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

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.

Date : 01st September, 2012
Place: New Delhi

For and on Behalf of the Board
Sd/
(Peeyush Kumar Aggarwal)
Chairman



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) Industry Structure and Economic Outlook

B. P. CAPITAL LIMITED is a Non Banking Finance Company (NBFCs) and is also listed at the Delhi Stock Exchange Limited and Calcutta Stock Exchange Limited.

Non Banking Financial Companies are an integral part of the country's financial system because of their complementary as well as competitive role. They act as a critical link in the overall financial system catering to a large market of niche customers. As a result of consolidation and restructuring in the financial sector and liberalisation and globalisation of markets only few strong NBFC's now remain in business. However, competition continues to be intense, as the Indian and foreign banks have entered the retail lending business in a big way, thereby exerting pressure on margins. NBFC's can sustain in this competitive environment only through optimization of funding costs, identification of potential business areas, widening geographical reach and use of technology, cost efficiencies, strict credit monitoring and raising of level of customer service.

There has been a number of causes behind growth of Indian economy in last couple of years. A number of market reforms have been instituted by Indian government and a significant amount of foreign direct investment has been made in India. Much of this amount has been invested into several businesses including knowledge process outsourcing industries.

The Indian capital markets in which the Company operates is a secondary market. SEBI, being a regulatory body for the secondary market, has taken various measures for the development of the market. Market determined prices, screen based nationwide trading, and dematerialisation and electronic transfer of shares has improved the integrity of the market. Risk management systems of the exchanges have been strengthened by introduction of mark-to-market margin, intraday trading limits, circuit breakers etc. to control the excessive volatility. Enforcement of various disclosure requirements for investors, intermediaries and issuers has improved transparency in the market. During the year, SEBI has introduced KYC registration agency (KRA) to reduce the paper work and to provide the option to the investors to register with single intermediary without repeating the KYC formalities for registering with different brokers. SEBI and Exchange(s) are taking regular initiatives for development of products and services in the market

On the regulatory front, NBFCs are regulated by the Reserve Bank of India (RBI) almost at par with banks. All the prudential norms for asset classification, income recognition, provisioning, etc. are applicable to NBFCs in India. The Company's main object is Non Banking Finance activities and the market for this activity offers high potential for growth.

b) Opportunities and Threats

The performance of capital market is in correlation with the economic growth of the country as well as global economy, performance of various sectors, inflation, global market, etc. Instability of any of the factors may affect the market adversely. The capital market operation involves inbuilt risk and uncertainty, which carries various opportunities and threats to the investors.

Ever since 2008, the global economy has not found enough strength to stand firm on its feet. F.Y. 2012 has been another tough year and can at best be defined as wobbly. For the financial services market, which has strong correlation to state of the global economy, 2011 started on a good note. However, hopes of further improvement were dashed with every positive news negated by calamities – natural (the tsunami in Japan) as well as man-made (the European debt crisis, political and social unrest in oil-rich countries which drove oil crude prices sharply up, etc.). India too, unlike in 2008, could not remain untouched as economic growth slowed considerably (down to 6.1% on Q3FY12 against 8.4% in FY11) and runaway inflation has been forcing the RBI to adopt a tough monetary stance. With borrowing becoming unaffordable, India Inc. has been going slow on capacity addition and higher debt servicing costs have dented profitability. Also, scams of all hues and color in both government and corporate quarters spooked investors' confidence.



The uncertainties and volatility in the financial market is a continuing threat to the organizational performance. Your Company's business is exposed to risks from fluctuation of Stock Market. However, the twin features of foresightedness and focused analysis of the market has challenged the threat to adverse performance.

c) Outlook

India continues to urbanise at a strong pace driven by a combination of up trending consumption, robust job creation and growing financial penetration. The Government had liberalized investments made by registered foreign institutional investors (FIIs) under the portfolio investment scheme. Earlier, these investments required Government approval.

Agriculture to pose a moderate 2-3% growth. Industrial growth is expected at 7-8%. Service Sector will continue to be the engine to growth with a lead of 9%. Monetary policy will tend to be cautionary open with the repo rate to be lowered sequentially by 100-150 bps during the course of the year. The micro and macroeconomic factors in the economy, movements in the interest rates, fluctuations in the currency rates and the movement in the crude oil prices has made investments. Your Company is perfectly poised to leverage this opportunity which will help the company to generate its wealth on a sustainable basis.

The outlook for the Company is bright in future depending on the performance of the securities market. Barring unforeseen circumstances, the Company expects to perform satisfactorily during the next year 2012-13.

d) Risks and Concerns

Company's performance is closely linked to the Indian Capital Market and consequently to the risks associated with market operations. The value of the company 's investments may be affected by factors affecting capital markets such as price and volume volatility, interest rates, currency exchange rates, foreign investment, government policy changes, political and economic developments, crude oil prices and economic performance abroad.

The financial services sector is affected by a variety of factors linked to economic development in India and rest of the world global fund flows and politics. Any economic event across the globe can have a direct or indirect impact on the Company's performance / operation. The Company's operation involves inbuilt risk due to uncertain economic conditions and unforeseen events beyond the Company's control.

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Your Company is exposed to the normal industry risks factors of interest rate volatility, economic .cycle, credit risk, liquidity risk and operational risk. There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increased use of technology and staff turnover. The Company manages these risks by conservative financial profile, cost reduction measures and prudent business practices.

e) 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.

f) 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.

g) Financial

During the current financial year, i.e. 2011-2012, the total revenue of your company is recorded to Rs. 4,51,450/- as compared to Rs. 4,58,250/- in the previous Financial Year 2010-2011. The Profits before tax for the Financial year 2011-2012 are Rs. 13,954/- as against profit of Rs. 12,998/- in the Financial Year 2010-2011.

Interest and Borrowings

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

h) Segment-Wise Performance

The Company is into single reportable segment only.

i) Corporate Governance

The report on Corporate Governance along with Auditor's Certificate on its compliance is annexed and forms part of the Annual Report.

j) 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.

k) 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.

Date : 01st September, 2012
Place: New Delhi

For and on Behalf of the Board

Sd/
(Peeyush Kumar Aggarwal)
Chairman



Report on Corporate Governance

In compliance with the Corporate Governance reporting requirements as per the format prescribed by the Securities and Exchange Board of India and incorporated in Clause 49 of the Listing Agreement with the Stock Exchanges, the Company's policies on Corporate Governance and compliance thereof, for the year ended March 31, 2012 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.

The certificate of Corporate Governance from the statutory auditors of the company confirming compliance of the conditions of Corporate Governance is annexed hereto.

Board of Directors

The Company is managed by well- qualified professionals. All directors are suitably qualified, experienced and competent .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.

During the year under review, six Board Meetings were held on 13th May, 2011, 10th August, 2011, 1st September, 2011, 30th September, 2011, 12th November, 2011 and 13th February, 2012.

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

Name	Category	Designation	No. of Board Meetings attended	Last AGM attended
Mr. Peeyush Kumar Aggarwal	Non Executive & Non-Independent	Non Executive Promoter Director	6	Yes
Mr Adesh Kumar Jain	Non Executive & Independent	Director	6	Yes
Mr Karan Bhatia	Non Executive & Independent	Director	6	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 13th May, 2011, 10th August, 2011, 1st September, 2011, 12th November, 2011 and 13th February, 2012.



The Committee is headed by a Non Executive Independent Director. 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 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
2009	30.09.2009	308, Pratap Chambers, Gurudwara Road, Karol Bagh, New Delhi - 110005	09.30 A.M.
2010	30.09.2010	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, N. Delhi 110 001	10.00 A.M.
2011	30.09.2011	702, Arunachal Building, 19, Barakhamba Road, Connaught Place, N. Delhi 110 001	10.00 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.

Auditors Certificate on Corporate Governance

As required by Clause 49 of the Listing Agreement, the Statutory Auditors' Certificate is provided in this Annual Report.

CEO / CFO Certification

A certificate on the financial statements of the Company was placed and considered by the Board.

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

Annual General Meeting of The Company

Day & Date	29 th September, 2012
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, 2013

Financial Reporting for the	Tentative time frame
First quarter ended 30 th June, 2012	First fortnight of August, 2012
Second quarter ending 30 th September, 2012	First fortnight of November, 2012
Third quarter ending 31 st December, 2012	First fortnight of February, 2013
Fourth quarter ending 31 st March, 2013	First fortnight of May, 2013

Date Of Book Closure

From 26th September, 2012 to 29th September, 2012 (both days Inclusive) for the purpose of Annual General Meeting

Listing on Stock Exchanges**The Delhi Stock Exchange Association Ltd****DSE House**

3/1, Asaf Ali Road
New Delhi 110 002

The Calcutta Stock Exchange Ltd

7, Lyons range
Kolkata 700 001


ISIN No

Demat International Security Identification Number (ISIN) in NSDL and CDSL for equity shares: INE 947C 01010.

Stock Market Data

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

Share Transfer System

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

Shareholding Pattern of the Company as on 31st March, 2012

Category	No. of Shares held	% of share holding
A. Promoters' holding		
1. Promoters		
a. Indian Promoters	4,24,400	14.09
b. Foreign Promoters	Nil	Nil
2. Persons Acting in Concert	Nil	Nil
Sub-total (A)	4,24,400	14.09
B. Non-Promoters' holding		
3. Institutional Investors		
a. Mutual Funds & UTI	Nil	Nil
b. Banks, Financial Institutions, Insurance Companies (Central/State Government Institutions/Non-government Institutions)	Nil	Nil
c. FIs	Nil	Nil
Sub-total	Nil	Nil
4. Non Institutional Investors		
a. Bodies Corporate	8,56,800	28.45
b. individuals		
- Individual shareholders holding nominal share capital up to Rs. 1 lakh	4,97,900	16.53
- Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	12,29,500	40.82
c. Any Other (HUF)	3200	0.11
Sub-total (B)	25,87,400	85.91
Grand Total (A)+(B)	30,11,800	100.00

**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.

Means of Communication

The quarterly un-audited financial results are sent to Stock Exchanges where the Company's shares are listed immediately after the Board meetings. The notice of the AGM alongwith Annual Report is sent to the shareholders well in advance of the AGM.

Address for Correspondence**B. P. Capital Ltd.**

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

Phones: 011 - 43571040

Fax: 011 - 43571047

Address of the Registrar

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

For and on Behalf of the Board

Sd/

**(Peeyush Kumar Aggarwal)
Chairman**

Date : 01st September, 2012

Place: New Delhi



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, 2012 as stipulated in Clause 49 of the Listing Agreement of the said company with the stock exchange es.

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, 2012, 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 : 01st September, 2012

Confirmation of compliance of Code of Conduct and Ethics

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

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

**For and on Behalf of the Board
Sd/
(Peeyush Kumar Aggarwal)
Chairman**

Date : **01st September, 2012**
Place: **New Delhi**



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

AUDITOR'S REPORT

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

1. We have audited the attached Balance Sheet of **B. P. CAPITAL LIMITED** as at 31st March 2012, the Statement of Profit & Loss and Cash flow statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, 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 purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of such books;
 - (c) The Balance Sheet, the Statement of Profit & Loss and the Cash flow statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, the Statement of Profit & Loss and the Cash flow statement dealt with by this report complies with the mandatory Accounting Standards referred in section 211 [3C] of the Companies Act, 1956;
 - (e) On the basis of written representations received from the directors as at 31st March 2012 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2012 from being appointed as director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - (f) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - (ii) In the case of the Statement of Profit & Loss, of the profit of the company for the year ended on that date; and
 - (iii) In the case of Cash Flow Statement, of the cash flow of the company for the year ended on that date.

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

Place: New Delhi
Dated : 1st Septmeber, 2012

Head Office : 1479, Lawyers Chamber, Kashmere Gate, Delhi- 110006
Branch Office : 201 A.G.C.R Enclave, 1st Floor, Opp. Karkardooma Courts, Delhi- 110092, Phone : 43563818

**ANNEXURE TO THE AUDITORS' REPORT**

(Referred to in paragraph 3 of our report of even date to the members of M/s. B. P. Capital Limited)

- (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 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 : 1st Septmeber, 2012**



B. P. CAPITAL LIMITED
702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110001
BALANCE SHEET AS AT 31ST MARCH, 2012

PARTICULARS	Notes	As At 31.03.2012 <u>Amt. In Rs.</u>	As At 31.03.2011 <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	-14,89,030	-14,98,674
(2) Share Application money pending allotment			
(3) Non-Current Liabilities			
(a) Deferred Tax Liabilities (Net)		15,158	19,480
(4) Current Liabilities			
(a) Other Current Liabilities	3	18,68,353	18,73,820
(b) Short-Term Provisions	4	8,632	8,290
Total Equity & Liabilities		<u>3,05,21,113</u>	<u>3,05,20,916</u>
ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible assets	5	1,06,776	1,28,336
(b) Non-current investments	6	17,85,000	17,85,000
(c) Long term loans and advances	7	3,79,858	3,79,858
(2) Current Assets			
(a) Current investments	8	2,79,82,000	2,79,82,000
(b) Trade receivables		-	-
(c) Cash and cash equivalents	9	2,67,479	2,45,722
(d) Other current assets		-	-
Total Assets		<u>3,05,21,113</u>	<u>3,05,20,916</u>

See Significant Accounting Policies 14 to
 The accompanying notes are an integral part 23
 of the financial statements.

Auditor's Report
 As per our separate report of even date attached
For RMA & Associates
Chartered Accountants
Firm Reg. No. 000978N

For B. P. CAPITAL LIMITED

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

Sd/-
Peeyush Kumar Aggarwal
Director

Sd/-
Karan Bhatia
Director

Place: New Delhi
Date: 1st September, 2012



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, 2012

PARTICULARS	Notes	As At 31.03.2012 <u>Amt. In Rs.</u>	As At 31.03.2011 <u>Amt. In Rs.</u>
INCOME			
Revenue from operations		4,51,450	4,58,250
Total		4,51,450	4,58,250
EXPENSES			
Employee Benefit Expenses	10	3,30,396	3,08,200
Financial Costs	11	-	272
Depreciation and Amortization Expense	12	21,559	22,495
Other Administrative Expenses	13	85,541	1,14,285
Total		4,37,496	4,45,252
Profit before exceptional & extraordinary items & tax		13,954	12,998
Profit before extraordinary items and tax		13,954	12,998
Profit before tax		13,954	12,998
Tax expense:			
(1) Provision for Current Tax		8,632	8,290
(2) Deferred tax benefit		4,322	4,274
Profit(Loss) from the period from continuing operations		9,644	8,982
Transfer to Mandatory "Reserve Fund" [Sec.45C,RBI ACT]		1,929	1,796
Profit/(Loss) for the period		7,716	7,186
Earning per equity share:			
(1) Basic		0.003	0.002
(2) Diluted		0.003	0.002

See Significant Accounting Policies
The accompanying notes are an integral part
of the financial statements.

14 to
23

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

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

(Pankaj Chander)
Partner
M.No. 89065

Place: New Delhi
Date: 1st September, 2012

For B. P. CAPITAL LIMITED

Sd/-
Peeyush Kumar Aggarwal
Director

Sd/-
Karan Bhatia
Director



**B. P. CAPITAL LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2012**

	Year ended March 31,	
	2012	2011
A. Cash Flow From Operating Activities:		
Net Profit before tax and extraordinary items	13,954	12,998
Adjustments for:		
Depreciation	21,559	22,495
Loss on sale of Fixed Assets	-	-
Preliminary expenses written off	-	-
Public issue expenses written off	-	-
Operating cash flow before changes in working capital	35,513	35,493
Cash Flow in Working Capital Activities:		
(Increase)/Decrease in Sundry Debtors	-	-
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Loans & Advances	-	-
Increase/(Decrease) in Current Liabilities	(5,467)	1,806,813
Advance Tax/Tax Adjustment	-	-
Cash provided by / (used in) operating activities	30,046	1,842,306
Less: Income Tax Paid	8,290	8,222
Net cash provided by / (used in) operating activities	21,756	1,834,084
B. Cash Flow From Investing Activities:		
Sale/(Purchase) of fixed assets	-	-
(Increase)/Decrease in investments	-	(1,785,000)
Net cash provided by / (used in) investing activities	-	(1,785,000)
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)]	21,756	49,084
Cash and Cash Equivalents:		
Opening Balance	245,722	196,638
Closing Balance	267,479	245,722

For B. P. CAPITAL LIMITED

Sd/-
Peeyush Kumar Aggarwal
Director

Sd/-
Karan Bhatia
Director

Auditor;s Certificate:

- We have examined the aboce Cash Flow Statement of Goyal Achal Sampatti Vikas and Niyojan Nigam Ltd. for the year ended 31.03.2012.
- The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Excvhange and is based on and in agreement with the books and records of the company and also the Statement of Profit and Loss and Balance Sheet of the company covered by our report of even date to the members of the Company.

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

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

Place: New Delhi
Date: 1st September, 2012



B. P. CAPITAL LIMITED

Notes forming part of Financial Statements for the year ended 31st March, 2012

	As On 31.03.2012 <u>Amt.In (Rs.)</u>	As On 31.03.2011 <u>Amt.In (Rs.)</u>
Note - 1: Share Capital		
Authorized Share Capital :		
1,50,00,000 (1,50,00,000) Equity Shares of Rs 10 each	<u>15,00,00,000</u>	<u>15,00,00,000</u>
Issued , Subscribed and fully paid up shares :		
30,11,800 (30,11,800) Equity Shares of Rs 10 each fully paid up	3,01,18,000	3,01,18,000
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

NIL NIL

Details of Shareholders holding more than 5% equity shares in the company

	31.03.2012		31.03.2011	
Ashwani Plaha	24,55,00	8.15%	24,55,00	8.15%
C. N. Flour Mills Private Limited	24,47,00	8.12%	24,47,00	8.12%
Dhiru Reaestates Private Limited	41,65,00	13.83%	41,65,00	13.83%
Peeyush Kumar Aggarwal	42,44,00	14.09%	42,44,00	14.09%
Santosh Pradhan	27,15,00	9.01%	27,15,00	9.01%
Satish Garg	36,79,00	12.21%	36,79,00	12.21%


B. P. CAPITAL LIMITED

Notes forming part of Financial Statements for the year ended 31st March, 2012

	As On 31.03.2012 Amt.In (Rs.)	As On 31.03.2011 Amt.In (Rs.)
Note : 2 Reserves & Surplus		
Security Premium Account :		
Opening Balance :	-	-
Add : additions During the year	-	-
Closing Balance	<u>-</u>	<u>-</u>
Surplus/Deficit in the statement of profit and loss		
Balance as per last financial statements	-16,50,152	-16,57,338
Profit (-Loss) after tax for the year	7,716	7,186
Short Provision of Income Tax of earlier years	-	-
Closing Balance	<u>-16,42,436</u>	<u>-16,50,152</u>
Mandatory Reserve Fund [S.45-IC, RBI ACT] in the statement of profit and loss		
Balance as per last financial statements	1,51,478	1,49,682
Special Reserve U/s 451C of RBI Act,	1,929	1,796
Closing Balance	<u>1,53,407</u>	<u>1,51,478</u>
Total	<u>-14,89,030</u>	<u>-14,98,674</u>
Note : 3 Other Current Liabilities		
Other Current Liabilities	18,68,353	18,73,820
	<u>18,68,353</u>	<u>18,73,820</u>
Note : 4 Short-Term Provision		
b) Provisions:		
Provision for taxation (A.Y. 2011-12)	-	8,290
Provision for taxation (A.Y. 2012-13)	8,632	-
	<u>8,632</u>	<u>8,290</u>

Note : 5
FIXED ASSETS

PARTICULARS	RATE OF DEPR.% S.L.M.	GROSS BLOCK				DEPRECIATION			
		COST AS ON 01.04.2011	ADDITIONS DURING THE YEAR	SALES/ADJUSTED DURING THE YEAR	TOTAL COST AS ON 31.03.2012	DEPRECIATION UP TO 01.04.2011	DEPRECIATION FOR THE CURRENT YEAR	DEPRECIATION ADJUSTMENT	TOTAL AS ON 31.03.2012
Furniture & Fixture	6.33	1,80,750	-	-	1,80,750	1,38,156	11,441	-	1,49,600
Office Equipments	4.75	2,12,999	-	-	2,12,999	1,27,255	10,117	-	1,37,373
TOTAL (RS.)		3,93,749	-	-	3,93,749	2,65,413	21,559	-	2,86,973
PREVIOUS YEAR		4,70,649	-	63,600	4,07,049	3,19,818	22,495	63,600.00	2,76,713

Note : 6 Non Current Investment

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

Quoted :

- in fully paid up equity shares

 59,500 (previous year 59,500) equity shares in
N.E.C.C.Limited

17,85,000

17,85,000

17,85,000
17,85,000



	As On 31.03.2012 Amt.In (Rs.)	As On 31.03.2011 Amt.In (Rs.)
Note : 7 : Loans and Advances		
(Unsecured, Considered Good)		
(Advance recoverable in cash or in kind or for value to be received)		
Advance Recoverables	3,59,869	3,59,869
TDS / Self Assessment Tax	<u>19,989</u>	<u>19,989</u>
	<u>3,79,858</u>	<u>3,79,858</u>
Note : 8 Current investments		
Non-trade investments valued at cost – investment in shares/securities		
Unquoted :		
- in fully paid up equity shares	2,79,82,000	2,79,82,000
	<u>2,79,82,000</u>	<u>2,79,82,000</u>
Note :9 Cash & Cash Equivalent		
Cash-in-Hand		
Cash Balance	<u>2,67,478</u>	<u>2,45,722</u>
	<u>2,67,478</u>	<u>2,45,722</u>
Bank Balance		
Vijaya Bank	-	
	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>
Total	<u>2,67,478</u>	<u>2,45,722</u>
Note : 10 Employee Benefit Expenses		
Salaries	3,12,000	2,91,350
Food and Beverages at workplace	18,396	16,850
	<u>3,30,396</u>	<u>3,08,200</u>
Note :11 Financial Cost		
Bank Charges & Commission	-	272
	<u>-</u>	<u>272</u>
Note : 12 Depreciation and Amortization Expense		
Depreciation	21,559	22,495
	<u>21,559</u>	<u>22,495</u>
Note : 13 Other Administrative Expenses		
Advertisemenr & Publication Expenses	-	18,504
AGM Expenses	18,485	18,375
Audit Fee	14,045	13,788
Fee & Subscription	3,500	22,244
Legal & Professional Charges	26,346	24,875
Miscellaneous Expenses	1,385	1,256
Postage and Couriers Expenses	8,795	4,468
Printing & Stationery Exp.	12,985	10,775
	<u>85,541</u>	<u>1,14,285</u>

For B. P. CAPITAL LIMITED

Sd/-
Peeyush Kumar Aggarwal
Director

Sd/-
Karan Bhatia
Director

**B. P. CAPITAL LIMITED**

Notes to the financial statements for the year ended March 31st , 2012

14. Corporate information

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

15. Basis of preparation

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

16. Summary of significant accounting policies

During 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**

- o 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.
- o Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years.

17. Deferred Tax Assets & Deferred Tax Liabilities:

Particulars	Deferred Tax Liability as at 01.04.2011	Current Year Charged/(Earned)	Amount in Rs. Deferred Tax Liability as at 31.03.2012
On account of difference Between book & Tax Depreciation.	23,754	(4,274)	19,480
Total	23,754	(4,274)	19,480

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

18. Related Party Disclosures

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

- 19. The company is a Small and Medium-sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly, the company has complied with the Accounting Standards as applicable to a Small and Medium-sized Company.
- 20. The company has not received any intimation from "suppliers" regarding their status under Micro Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been furnished.
- 21. The figures of previous years have been recast/regrouped wherever necessary to make them comparable and for the purpose of our audit.
- 22. Debit and credit balances standing in the name of the parties are subject to balance confirmation and reconciliation.
- 23. Additional Information pursuant to provision of circular no. GSR 388(E) dated 15.05.95 of Department of Company Affairs is enclosed.

Auditors Report

As per our report of even date attached

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

Sd/-
Pankaj Chander
Partner

M. No. 89065
Place: New Delhi
Dated: 1st September, 2012

B. P. CAPITAL LIMITED

Sd/-
Director

Sd/-
Director



B. P. CAPITAL LIMITED

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

ATTENDANCE SLIP

For the 19th Annual General Meeting to be held on 29th September, 2012 at 10.30 A.M. at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Regd. Folio no. _____ No. of Shares held _____
DP ID _____ and Client ID _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the company and I hereby record my presence at the 19th Annual General Meeting of B. P. Capital Limited.

*Member's/Proxy's Name *Member's/Proxy's Signature

Fill in as applicable

Note : Shareholders are requested to bring this slip at the meeting duly filled in including folio number.

B. P. CAPITAL LIMITED

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

PROXY FORM

I/We _____ of _____ being a member(s) of the Company, hereby appoint _____ of _____ or failing him _____ of _____ as my /our proxy to vote for me/us, and on my/our behalf at the 19th Annual General Meeting of the Company to be held on 29th day of September, 2012 and at any adjournment thereof.

Signed this _____ day of _____, 2012.

Signature(s) of the Member(s) _____

REGD. FOLIO NO. _____

DP ID _____ and Client ID _____ No. of Shares _____

SPECIMEN SIGNATURE TO PROXY (I) _____

(II) _____

- NOTE:** 1. The Proxy need not be a member of the Company.
2. The Proxy in order to be valid should be duly stamped with revenue stamp of Re. 1/ - & executed by the member(s) & the Proxy should reach the Company's Registered office at least 48 hours before the time fixed for the Annual General Meeting.

Fill in as applicable

BOOK POST

If Undelivered, Please Return To :



B. P. CAPITAL LIMITED

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