

CORPORATE GOVERNANCE REPORT

1. Name of the Listed Entity: M/s. B.P. Capital Limited
 2. Quarter ended: 31st March, 2016

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN ¹ & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ²	Date of Appointment in the current term / cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of posts of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Peeyush Kumar Aggarwal	PAN: AACPA6470C DIN: 00090423	Non- Executive & Non-Independent Director	Date of Appointment at current term: 19.09.2005	N.A	5	Audit Committee-3 Stakeholder Committee-Nil	Audit Committee-1 Stakeholder Committee-3
Mr.	Sachin Garg	PAN: AJGPG9009C DIN: 03320351	Executive Director	Date of Appointment at current term: 30.09.2014 Original date of Appointment: 13.08.2014	N.A	2	Audit Committee-1 Stakeholder Committee-1	Audit Committee-Nil Stakeholder Committee-Nil
Mr.	Karan Bhatia	PAN:AAGPB1742A DIN: 00507412	Non- Executive & Independent Director	Date of Appointment at current term: 30.09.2014 Original date of Appointment: 19.09.2005	5 years From 30th September, 2014 to 29th September, 2019	1	Audit Committee-Nil Stakeholder Committee-1	Audit Committee-1 Stakeholder Committee-Nil
Mr.	Brahm Dutt Sharma	PAN: AAXPS7675L DIN: 02157681	Non- Executive & Independent Director	Date of Appointment at current term: 30.09.2014 Original date of Appointment: 30.05.2014	5 years From 30th September, 2014 to 29th September, 2019	3	Audit Committee-2 Stakeholder Committee-2	Audit Committee-1 Stakeholder Committee-Nil



Ms.	Madhu Sharma	PAN:BSYPS5514G DIN: 06947852	Non-Executive & Independent Director	Date of Appointment at current term: 30.09.2014	5 years From 30th Septemb er, 2014 to 29th Septemb er, 2019	6	Audit Committee-Nil Stakeholder Committee-1	Audit Committee-1 Stakeholder Committee- 1
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§ Pan Number of any Director would not be displayed on the website of Stock Exchange.

⁶ Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen.

* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee Members	Category (Chairperson /Executive / Non executive / independent / Nominee) ⁶
1. Audit Committee	1. Mr. Karan Bhatia	Chairman/Non- Executive/Independent Director
	2. Mr. Peeyush Kumar Aggarwal	Non- Executive/Non-Independent Director
	3. Mr. Brahm Dutt Sharma	Non- Executive/Independent Director
2. Nomination & Remuneration Committee	1. Mr. Karan Bhatia	Chairman/Non- Executive/Independent Director
	2. Mr. Peeyush Kumar Aggarwal	Non- Executive/Non-Independent Director
	3. Mr. Brahm Dutt Sharma	Non- Executive/Independent Director
3. Risk Management Committee (if applicable) (Opted Voluntarily)	1. Mr. Karan Bhatia	Chairman/Non- Executive/Independent Director
	2. Mr. Sachin Garg	Executive/Non-Independent Director
	3. Mr. Brahm Dutt Sharma	Non- Executive/Independent Director
4. Stakeholders Relationship Committee	1. Mr. Peeyush Kumar Aggarwal	Chairman/Non- Executive/ Non-Independent Director
	2. Mr. Karan Bhatia	Non- Executive/Independent Director
	3. Mr. Brahm Dutt Sharma	Non- Executive/Independent Director

⁶ Category of Directors means Executive / Non-Executive / Independent / Nominee. If a Director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10.11.2015	13.02.2016	1) 94 Days (i.e. maximum gap between 2 consecutive meetings held on 10.11.2015 and 13.02.2016)



31.03.2016	2) 46 Days (i.e. maximum gap between 2 consecutive meetings held on 13.02.2016 and 31.03.2016)
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IV. Meeting of Committees

Date(s) of meeting of committee in the relevant quarter	Whether requirement of quorum met (Details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee Dates of Audit Committee Meeting held during relevant quarter: 13.02.2016 31.03.2016	Yes, requirements of quorum was duly met. Details of Member present at the Meeting: 1. Mr.Karan Bhatia (Chairman) 2. Mr. Peeyush Kumar Aggarwal (Member) 3. Mr. Brahm Dutt Sharma (Member)	Dates of Audit Committee Meeting held during previous quarter: 10.11.2015	1) 94 days (i.e. gap between last 2 consecutive meetings held on 10.11.2015 and 13.02.2016). 2) 46 days (i.e. gap between last 2 consecutive meetings held on 13.02.2016 and 31.03.2016).
2. Nomination & Remuneration Committee Dates of Nomination & Remuneration Committee Meeting held during relevant quarter: 31.03.2016	Yes, requirements of quorum was duly met. Details of Member present at the Meeting: 1. Mr.Karan Bhatia (Chairman) 2. Mr. Peeyush Kumar Aggarwal (Member) 3. Mr. Brahm Dutt Sharma (Member)	Dates of Nomination & Remuneration Committee Meeting held during previous quarter: 10.11.2015	



3. Stakeholders Relationship Committee Dates of Stakeholders Relationship Committee Meeting held during relevant quarter: 31.03.2016	Yes, requirements of quorum was duly met. Details of Member present at the Meeting: 1. Mr. Peeyush Kumar Aggarwal - (Chairman) 2. Mr. Karan Bhatia (Member) 3. Mr. Brahm Dutt Sharma (Member)	Dates of Stakeholders Relationship Committee Meeting held during previous quarter: NIL	
4. Risk Management Committee Dates of Risk Management Committee Meeting held during relevant quarter: NIL	N.A.	Dates of Risk Management Committee Meeting: Nil	

* this information has to be mandatorily be given for Audit Committee, for rest of the Committee giving this information is optional

V. Related Party Transaction

Subject	Compliance Status (Yes / No / NA) <small>refer note below</small>
Whether prior approval of audit committee obtained	N.A.
Whether shareholders approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations. "Yes" may be indicated. Similarly, in case the Listed Entity has no Related Party Transactions, the word "N.A." may be indicated

2. If status is "No" details of non-compliance may be given

VI Affirmation

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk Management Committee (applicable to the top 100 listed entities)
- The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For B. P. Capital Limited
 Sakshi Gupta
 Company Secretary & Compliance Officer
 PAN No. BARPG0230N



Note:

information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status <small>(Yes/No/NA) refer note below</small>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		NA
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II Annual Affirmations		
Particulars	Regulation Number	Compliance status <small>(Yes/No/NA) refer note below</small>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	NA
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA



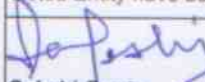
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied


Sakshi Gupta
 Company Secretary & Compliance Officer
 PAN No. BARPG0230N

