

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: M/s. B. P. CAPITAL LIMITED  
Quarter ending on: 30<sup>th</sup> June, 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	<b>49 I</b>		
A. Composition of Board	49(IA)	Yes	
B. Non-executive Directors' Compensation and disclosures	49(IB)	Yes	Presently, the Company is not paying any sitting fees to Non-Executive Directors.
C. Other provisions as to Board and Committees	49(IC)	Yes	
D. Code of Conduct	49(ID)	Yes	The Company has prepared the Code of Conduct for all the Board members and senior management.
<b>II. Audit Committee</b>	<b>49 II</b>		
A. Qualified & Independent Audit Committee	49(IIA)	Yes	
B. Meeting of Audit Committee	49(IIB)	Yes	
C Powers of Audit Committee	49(IIC)	Yes	
D Role of Audit Committee	49(IID)	Yes	
E Review of Information by Audit Committee	49(IIE)	Yes	
<b>III. Subsidiary Companies</b>	<b>49(III)</b>	N.A.	
<b>IV. Disclosures</b>	<b>49(IV)</b>		
A. Basis of related party transactions	49(IVA)	N.A.	
B. Disclosure of Accounting Treatment	49(IVB)	Yes	While preparing the financial statements, the company is

			diligently following the Accounting Standards and has not adopted a treatment different from that prescribed in Accounting Standards.
C. Board Disclosures	49(IVC)	Yes	
D. Proceeds from public issues, rights issues, preferential issues etc.	49(IVD)	N.A.	
E. Remuneration of Directors	49(IVE)	Yes	Presently, the Company is not paying any remuneration to any of its Directors.
F. Management	49(IVF)	Yes	The Company has been including Management Discussion and Analysis Report as part of its Annual Report.
G. Shareholders	49(IVG)	Yes	
V. CEO/CFO Certification	49(V)	Yes	
VI. Report on Corporate Governance	49(VI)	Yes	A separate section on Corporate Governance is being included in the Annual Report of the Company every year
VII. Compliance	49(VII)	Yes	

For B. P. Capital Limited

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Karan Bhatia  
Director