

CORPORATE GOVERNANCE REPORT

1. Name of the Listed Entity: M/s. B.P. Capital Limited
 2. Quarter ended: 31st December, 2015

I. Composition of Board of Directors

Title of the Director (Mr. / Ms.)	Name of PAN ⁵ & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁶	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 September, 2014 to 29th September, 2019	6	Audit Committee-Nil Stakeholder Committee-1	Audit Committee-1 Stakeholder Committee-1

§ Pan Number of any Director would not be displayed on the website of Stock Exchange.

[§] Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating then with hypen.

* 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) [§]
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

& 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	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
1) 13.08.2015	1) 10.11.2015	1) 20 Days (i.e. maximum gap between 2 consecutive meetings held on 13.08.2015 and 03.09.2015)
2) 03.09.2015		2) 26 Days (i.e. maximum gap between 2 consecutive meetings held on 03.09.2015 and 30.09.2015)
3) 30.09.2015		3) 40 Days (i.e. maximum gap between 2 consecutive meetings held on 30.09.2015 and 10.11.2015)

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: 10.11.2015	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: 1) 13.08.2015 2) 03.09.2015	1) 20 days (i.e. gap between last 2 consecutive meetings held on 13.08.2015 and 03.09.2015). 2) 67 days (i.e. gap between last 2 consecutive meetings held on 03.09.2015 and 10.11.2015).



2. Nomination & Remuneration Committee Dates of Nomination & Remuneration Committee Meeting held during relevant quarter: 10.11.2015	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: Nil	
3. Stakeholders Relationship Committee Dates of Stakeholders Relationship Committee Meeting held during relevant quarter: Nil	N.A.	Dates of Stakeholders Relationship Committee Meeting held during previous quarter: 14.09.2015	
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

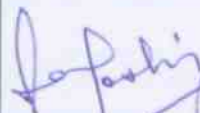
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations. "Yes" may be indicated. Similarly, in case the Listed Entity has no Related Party Transactions, the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

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

VI Affirmation

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. 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 subsequent quarter(s) of that financial year, this information may not be given by Listed Entity and instead a statement "same as previous quarter" may be given.