



NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the Company will be held on Monday, the 15th day of September 2025 at 10.30 a.m. at NRL Centre, 122A, G.S. Road, Christianbasti, Guwahati-781005 through video conference (VC)/other audio-visual means (OAVM) to transact the following business-

As Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at 31.03.2025, the Profit and Loss Account for the year ended on that date, the Board's Report, the Statutory Auditors' Report and the comments of the Comptroller & Auditor General of India thereon and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Financial Statements for the financial year ended 31.03.2025, the Board's Report and their annexures, the Statutory Auditors' Report and the comments thereupon of the Comptroller & Auditor General of India u/s 143(6)(b) of the Companies Act 2013, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Shri Bikram Kairi (DIN 10317249) who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Bikram Kairi (DIN 10317249) be and is hereby re-appointed as Director of the Company liable to retire by rotation."

3. To appoint a Director in place of Shri Bhaskar Jyoti Phukan (DIN 07721895), who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Bhaskar Jyoti Phukan (DIN 07721895) be and is hereby re-appointed as Director of the Company liable to retire by rotation."

4. To appoint a Director in place of Dr Lakshmanan S (DIN 09009335) who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr Lakshmanan S (DIN 09009335) be and is hereby re-appointed as Director of the Company liable to retire by rotation."

5. To authorise the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the financial year 2025-26 in terms of the provisions of Section 142 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) and to pass the following resolution, with or without modification, as an Ordinary Resolution:

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to fix the remuneration of the Statutory Auditors as appointed by the Comptroller and Auditor General of India for the financial year 2025-26."



As Special Business

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

"RESOLVED THAT in accordance with the provisions of Section 160 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), Shri Abhijit Majumder (DIN 10788427) who was appointed as an Additional Director w.e.f. 01.10.2024 be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT in accordance with the provisions of Section 160 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), Shri Ravi Pande (DIN 11176810) who was appointed as an Additional Director w.e.f. 01.07.2025 be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT in accordance with the provisions of Section 160 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), Dr R S Velmurugan (DIN 10175586), who was appointed as an Additional Director w.e.f. 04.08.2025 be and is hereby appointed as a Director of the Company, liable to retire by rotation."

9. 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 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) remuneration amounting to ₹70,000/- (Rupees Seventy thousand only) plus GST & re-imbursement of travelling and out-of-pocket expenses at actual payable to M/s Musib & Co., Cost Accountants (Registration No. 000217), appointed by the Board of Directors for conduct of cost audit of the cost records of the Company for the financial year 2025-26, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary to give effect to this resolution."

By Order of the Board

Sd/-

(Ruli Das Sen)

Company Secretary

Dated: 21st August, 2025

Place: Guwahati



NOTES

1. *In accordance with MCA's General Circular No. 20/ 2020 dated 05.05.2020 read with General Circular No 9/2024 dated 19/09/2024 members of companies whose AGMs are due in the year 2025, can attend and participate in the AGM through VC/OAVM till 30.09.2025.*
2. *Attendance of members through VC or OAVM shall be counted for quorum u/s 103 of the Act and the link for the meeting will be shared separately.*
3. *In line with the aforesaid MCA Circulars, the Notice of AGM along with Annual Report 2024-25 is being sent through electronic mode to the registered Email addresses of members.*
4. *In line with the aforesaid MCA Circulars, the facility of appointment of proxies by members u/s 105 of the Act is not available for the meeting held through VC/OAVM.*
5. *Representative of the members u/s 112 & 113 of the Act may be appointed for the purpose of participation (physical or virtual) in the meeting and necessary authorisation for such representation may be forwarded to the Company.*
6. *The explanatory statement as required under Section 102(1) of the Companies Act, 2013, is annexed and members who wish to inspect the relevant documents referred to therein can send an email to cs.department@bcplindia.co.in up to the date of the meeting.*



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

Agenda No. 6

Shri Abhijit Majumder, Director (Finance), OIL was nominated vide letter No OIL/SEC/37/BCPL dated 01.10.2024 as Director on the Board of Directors of the Company. Shri Abhijit Majumder (DIN 10788427) aged 58 years was inducted as an Additional Director w.e.f. 01.10.2024 till the conclusion of this Annual General Meeting.

Abhijit Majumder is a member of the Institute of Cost & Management Accountants of India, holder of a Bachelor's degree in Economics, Law, a post graduate diploma in Forex Management, ICFAI and an alumni of IICA Valuation Certificate Program. He has an illustrious career spanning over 32 years. His expertise encompasses Financial Management, Corporate Governance & Compliances, Risk Management, Project Management, Corporate Business Development etc. Beginning his journey as a finance professional in 1992, he joined OIL as Senior Officer in 1998. He headed the Project Finance Department in OIL's Bay Exploration Project, served on deputation at Directorate General of Hydrocarbons (Country's upstream Regulator), Finance & Accounts Department of OIL's Field Headquarter, Duliajan. He also played a pivotal role as CFO at HPOIL Gas Private Limited, a Joint Venture CGD (City Gas Distribution) entity of OIL and HPCL.

He does not hold any shares in the Company and is not related to any Director or other key managerial personnel of the Company. He does not hold directorship in any other Company. The Company has received a Notice under section 160 of the Companies Act, 2013, proposing the candidature of Shri Abhijit Majumder as a Director of the Company.

Your Directors recommend the resolution for his appointment as Director liable to retire by rotation, for approval of the shareholders. None of the Directors, key managerial personnel or their relatives, except Shri Abhijit Majumder is interested in this resolution.

Agenda No. 7

Shri Ravi Pande, Deputy Secretary, Ministry of Petroleum and Natural Gas (MoP&NG) was nominated vide letter No. CA-31032/1/2021-PNG-37493 dated 19.06.2025 as Government Director on the Board of Directors of the Company. Shri Ravi Pande (DIN 11176810) aged 49 years was inducted as an Additional Director w.e.f. 01.07.2025 till the conclusion of this Annual General Meeting.

Shri Ravi Pande is currently serving as Deputy Secretary (Corporate Affairs) in the Ministry of Petroleum and Natural Gas (MoP&NG). He holds a Master of Science (Physics) degree and has over 25 years of experience in the Government of India. Prior to his current role, he has served in various capacities across various ministries, including the Ministry of Information & Broadcasting, Department of Telecommunications and Ministry of Defence. Throughout his career, Shri Pande has been involved in diverse domains such as policy formulation, administration, and defence acquisition etc.

He does not hold any shares in the Company and is not related to any Director or other key managerial personnel of the Company. He does not hold directorship in any other Company. The Company has received a Notice under section 160 of the Companies Act, 2013, proposing the candidature of Shri Ravi Pande as a Director of the Company.

Your Directors recommend the resolution for his appointment as Director liable to retire by rotation, for approval of the shareholders. None of the Directors, key managerial personnel or their relatives, except Shri Ravi Pande is interested in this resolution.



Agenda No. 8

Dr R S Velmurugan, Chief General Manager (HR), GAIL was nominated vide GAIL letter No. ND/GAIL/SECTT/2025 dated 04.08.2025 as Director on the Board of Directors of the Company for a period of three years or till further notice from the date of appointment. Dr R S Velmurugan (DIN 10175586) aged 54 years was inducted as an Additional Director w.e.f. 04.08.2025 till the conclusion of this Annual General Meeting.

Dr R S Velmurugan is an electronics engineer of the 1992 batch from NIT, Trichy, MBA in Operations Management, and Doctorate in Management from University of Petroleum & Energy Studies (UPES), Dehradun. He has over 30 years of experience in Oil & Gas Industry, encompassing Human Resources, Learning & Development, Project Management, Operations & Maintenance, Quality, and Skill Development. He played a major role in establishing Skill Development Institute (SDI), Raebareli and has implemented various Skill Development Initiatives as a Task Force member of MoP&NG. He was involved in erection and commissioning of the LLDPE Plant in Petrochemical Complex at GAIL Pata and further contributed in de-bottlenecking of the LLDPE Plant during his initial career stint in GAIL. He has been instrumental in formulating revenue generation training programs for GAIL Training Institute in Oil & Gas sector, specific to City Gas Distribution. He has to his credit several best paper awards for papers published and presented at national and international forums including best research paper award in Doctoral Colloquium conducted by Indian Institute of Management (IIM), Ahmadabad.

He does not hold any shares in the Company and is not related to any Director or other key managerial personnel of the Company. He is a Director in GAIL Mangalore Petrochemicals Limited. The Company has received a Notice under section 160 of the Companies Act, 2013, proposing the candidature of Dr R S Velmurugan as a Director of the Company.

Your Directors recommend the resolution for his appointment as Director liable to retire by rotation, for approval of the shareholders. None of the Directors, key managerial personnel or their relatives, except Dr R S Velmurugan is interested in this resolution.

Agenda No. 9

Pursuant to section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and as recommended by the Audit Committee of the Board, the Board of Directors of the Company has approved the appointment of M/s Musib & Co., Cost Accountants (Registration No. 000217), as Cost Auditors to conduct audit of the cost records of the Company for the financial year 2025-26 for a professional fee of ₹70,000/- (excluding GST). Travelling and out of pocket expenses will be reimbursed at actuals. Accommodation at guest house and local travelling will be provided by BCPL.

The firm has vast experience in cost audit including cost audit assignments in public sector enterprises.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration of the Cost Auditors recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders and accordingly consent of the shareholders is sought for ratifying the remuneration of the Cost Auditors appointed by the Board of Directors for conduct of cost audit for the financial year 2025-26.

Your Directors recommend the resolution for approval of the shareholders. None of the Directors, key managerial personnel or their relatives is concerned/interested in terms of Section 184 of the Companies Act, 2013, in the proposed resolution.