



NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the Company will be held on Thursday, the 16th day of September, 2021 at 3.00 p.m. at Radisson Blu Hotel, National Highway 37, Gotanagar, Guwahati, Assam 781033 with arrangements for 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 31st March, 2021, 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 Balance Sheet as at 31st March, 2021, 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 approve the payment of dividend @ 15.66% per share on the paid-up equity share capital of the Company for the financial year ended 31st March, 2021 and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in terms of the recommendation of the Board of Directors the approval of the members be and is hereby accorded for payment of dividend @ 15.66% per share on the paid-up equity share capital of the Company for the financial year ended 31st March, 2021 and the same be paid to all members whose names appear in the Register of members on the date of the annual general meeting. i.e. 16.09.2021."

3. To appoint a Director in place of Shri Saumendra Kumar Barua (DIN 06503943) 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 Saumendra Kumar Barua (DIN 06503943) be and is hereby re-appointed as Director of the Company liable to retire by rotation."

4. To appoint a Director in place of Shri Harish Madhav (DIN 08489650), 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 Harish Madhav (DIN 08489650) be and is hereby re-appointed as Director of the Company liable to retire by rotation."

5. To appoint a Director in place of Shri M V Ravi Someswarudu (DIN 07309877) 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 M V Ravi Someswarudu (DIN 07309877) be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

6. To authorise the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the financial year 2021-22 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 2021-22.”

As Special Business

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 Kapil Verma (DIN 9056466), who was appointed as an Additional Director w.e.f. 06.02.2021 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 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 ₹60,500/- (Rupees Sixty thousand five hundred only) plus GST & re-imburement of travelling and out-of-pocket expenses at actual payable to M/s Subhadra Dutta & Associates, appointed by the Board of Directors for conduct of cost audit of the cost records of the Company for the financial year 2021-22, 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.”

Dated : 22nd August, 2021

Place : Guwahati

By Order of the Board

Sd/-

(Ruli Das Sen)

Company Secretary

**Notes**

1. *Due to the on-going COVID-19 pandemic and pursuant to MCA Circular No. 20/2021 dated 05.05.2020 & 13.01.2021, members can attend and participate in the AGM through VC/OAVM.*
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. *If physical attendance is rendered totally unfeasible due to the Covid situation/SoPs prevailing at the time of the meeting, the meeting shall be held entirely through VC/OAVM and the venue may then be deemed to be the registered office of the Company.*
4. *In line with the aforesaid MCA Circulars, the Notice of AGM along with Annual Report 2020-21 is being sent through electronic mode to the registered Email addresses of members.*
5. *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.*
6. *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.*
7. *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. 7

Shri Kapil Verma, Deputy Secretary, Ministry of Petroleum & Natural Gas (MoP&NG) was nominated vide MoP&NG letter No. 31033/1/2016-CA/FTS:42979 dated 19.01.2021 as Government Director on the Board of Directors of the Company vice Shri Kashi Nath Jha with immediate effect for a period of three years on co-terminus basis or until further orders whichever is earlier. Shri Kapil Verma (DIN 9056466) aged 44 years was inducted as an Additional Director w.e.f. 06.02.2021, being the date of allotment of DIN, till the conclusion of this Annual General Meeting.

Shri Kapil Verma is an Engineering Graduate (BE in Mechanical Engineering) from Indian Institute of Technology (IIT) Roorkee and belongs to Indian Defence Service of Engineers cadre (IDSE) of Military Engineer Services (2004-batch). Presently Deputy Secretary in MoP&NG, he has served L&T for a year and ONGC for two years. He has served the Army, Navy, Air Force and DRDO, dealing with strategic projects of national importance.

He does not hold any shares in the Company nor does he hold any directorship/membership in the Board of any other Company. He is not related to any Director or other key managerial personnel of the Company.

The Company has received a Notice under section 160 of the Companies Act, 2013, proposing the candidature of Shri Kapil Verma 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 Kashi Nath Jha is interested in this resolution.

Agenda No. 8

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 Subhadra Dutta & Associates, Cost Accountants (Registration No. 000223) as Cost Auditors to conduct audit of the cost records of the Company for the financial year 2021-22 for a professional fee of ₹ 60,500/- (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 2021-22.

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.

