



NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the Company will be held on Friday, the 25th day of September, 2020 at 3.00 p.m. 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 31st March, 2020, 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.
2. To appoint a Director in place of Dr K K Dwivedi (DIN 07632374) who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Manoj Jain (DIN 07556033), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri R K Dutta (DIN 00205669) who retires by rotation, and being eligible, offers himself for re-appointment.
5. To authorise the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the financial year 2020-21 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 2020-21."

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 Kashi Nath Jha (DIN 08568206), who was appointed as an Additional Director w.e.f. 20.09.2019 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 Saumitra Sarkar (DIN 08401917), who was appointed as an Additional Director w.e.f. 21.11.2019 be and is hereby appointed as a Director of the Company, not 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), Shri Reep Hazarika (DIN 08667195), who was appointed as an Additional Director w.e.f. 01.02.2020 be and is hereby appointed as a Director of the Company, not 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 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 Harish Madhav (DIN 08489650), who was appointed as an Additional Director w.e.f. 16.03.2020 be and is hereby appointed as a Director of the Company, liable to retire by rotation."

10. 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 M V Ravi Someswarudu (DIN 07309877), who was appointed as an Additional Director w.e.f. 22.05.2020 be and is hereby appointed as a Director of the Company, liable to retire by rotation."

11. 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 ₹55,000/- (Rupees Fifty-five Thousand only) plus applicable tax & re-imbursement 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 2020-21, 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."

12. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and to bring the existing Memorandum of Association and Articles of Association in conformity with the Companies Act, 2013, the existing Memorandum of Association and Articles of Association of the Company be and is hereby replaced with the new set of Memorandum of Association and Articles of Association and the said new Memorandum of Association and Articles of Association be and is hereby approved



and adopted as the Memorandum of Association and Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Memorandum of Association and Articles of Association of the Company.”

Dated : 2nd September, 2020

By Order of the Board

Place : Guwahati

Sd/-

(Ruli Das Sen)

Company Secretary

Notes

- (i) *Due to the on-going COVID-19 pandemic and social distancing norms, and pursuant to MCA Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, the 13th Annual General Meeting will be conducted through VC/OAVM and members can attend and participate in the AGM through VC/OAVM only.*
- (ii) *The venue of the meeting is deemed to be the registered office of the company at 6, Bhuvan Road, Uzanbazar, Guwahati 781001.*
- (iii) *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.*
- (iv) *In line with the aforesaid MCA Circulars, the Notice of AGM along with Annual Report 2019-20 is being sent through electronic mode to the registered Email addresses of Members.*
- (v) *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.*
- (vi) *Representative of the members u/s 112 & 113 of the Act may be appointed for the purpose of participation in the meeting through VC or OAVM and necessary authorisation for such representation may be forwarded to the Company.*
- (vii) *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 Kashi Nath Jha, Joint Secretary, Department of Chemicals and Petrochemicals (DCPC) was nominated vide Ministry of Chemicals & Fertilizers letter No. 45012/18/2006-PC-I (FTS. 4530) dated 02.09.2019 as Director on the Board of Directors of the Company in the vacancy caused by cessation of directorship of Smt Aparna Sharma. Shri Kashi Nath Jha (DIN 08568206) aged 49 years was inducted as an Additional Director w.e.f. 20.09.2019 till the conclusion of this Annual General Meeting.

Shri Kashi Nath Jha is a 1994 batch IP &TA&FS officer and MBA (Finance), PGDFM and LLB. Presently Joint Secretary, Department of Chemicals & Petrochemicals, Ministry of Chemicals & Fertilizers, Government of India he has vast and varied experience in the areas of Human Resource Development, Training & Capacity Building, Project Management, Financial Management & Finance Advice, Administration, Establishment and IT, Revenue assessment, Collection and Subsidy disbursement, Budget, Accounts & Internal Audit, Banking and Insurance.

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 Kashi Nath Jha 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. 7

Shri Saumitra Sarkar, Chartered Accountant was appointed vide Ministry of Chemicals & Fertilizers order No. 45012/22/2010-PC.I(Part-II) FTS:9849 dated 21.11.2019 as Independent Director in the Company for three years with effect from the date of the notification or until further order, whichever is earlier. Shri Saumitra Sarkar holding DIN 08401917 and aged 60 years was inducted as an Additional Director w.e.f. 21.11.2019 till the conclusion of this Annual General Meeting

A member of the Institute of Chartered Accountants of India (ICAI) and an M Com from Calcutta University, Shri Saumitra Sarkar Chartered Accountant, M/s Saumitra Sarkar & Associates has over 31 years of professional experience in varied matters including accounting, auditing, income tax, financial services, company law matters, foreign collaborations, import-export consultancy, GST Registration, GST Returns, STPI and Transfer Pricing.

He does not hold any shares in the Company nor does he hold any directorship/membership in the Board of any 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 Saumitra Sarkar as a Director of the Company.

Your Directors recommend the resolution for his appointment as Director not liable to retire by rotation, for approval of the shareholders. None of the Directors, key managerial personnel or their relatives, except Shri Saumitra Sarkar is interested in this resolution.



Agenda No. 8

Shri Reep Hazarika, was appointed as Managing Director of the Company vide Ministry of Chemicals & Fertilizers order No 45012/01/2019-PCI-FTS 14464 dated 08.11.2019 w.e.f. the date of assumption of charge of the post till 31.07.2023 being the date of his superannuation or till further orders whichever is earlier. Shri Reep Hazarika holding DIN 08667195 and aged 57 years was inducted as an Additional Director w.e.f. 01.02.2020 till the conclusion of this Annual General Meeting and assumed charge as Managing Director of the Company from the same date.

A Chemical Engineer with a Post Graduate Diploma in Personnel Management, Shri Reep Hazarika possesses more than 30 years of varied experience in the oil refining and petrochemical industry. Before being appointed as Managing Director, he was serving as the Chief General Manager in the Company heading the overall operation and maintenance of the plant since 2016. He has played a vital role in stabilization of the Petrochemical Complex at Dibrugarh. Prior to joining BCPL, Shri Hazarika has worked in Indian Oil Corporation Limited, Numaligarh Refinery Limited, Bharat Oman Refineries Limited and Saudi Aramco Shell Refinery Company in various capacities encompassing numerous fields - operations, technical services, projects, planning and programming, environment management, corporate affairs, IMS/ISRS protocol, etc.

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 Reep Hazarika as a Director of the Company.

Your Directors recommend the resolution for his appointment as Director not liable to retire by rotation, for approval of the shareholders. None of the Directors, key managerial personnel or their relatives, except Shri Reep Hazarika is interested in this resolution.

Agenda No. 9

Shri Harish Madhav, Director (Finance), Oil India Limited was nominated vide Oil India Limited letter no OIL/SEC/37/BCPL dated 16.03.2020 as Director on the Board of Directors of the Company in the vacancy caused by superannuation of Shri Pranjit Deka. Shri Harish Madhav holding DIN 08489650 and aged 56 years was inducted as an Additional Director w.e.f. 16.03.2020 till the conclusion of this Annual General Meeting.

Shri Harish Madhav, a member of the Institute of Chartered Accountants of India (ICAI) took over as Director (Finance) on the Board of Oil India Limited on 02.08.2019 before which he served as Executive Director (Finance) at Oil India's Corporate office also functioning as the Chief Financial Officer (CFO) handling a diverse gamut of finance and accounting functions covering International Fund Raising, Treasury Management, Corporate Strategy, Risk Management, Corporate Accounts & Audit, and Budgeting. His tenure in various capacities during the last decade witnessed major events at OIL and included successful raising of foreign currency borrowing of over \$4.5 Billion in the form of syndicated loans and bonds. He was also instrumental in first ever listing of foreign currency bonds by an Indian oil sector company on the International Securities Market of London Stock Exchange (LSE). Before joining OIL, he had also worked with Hindustan Petroleum Corporation Ltd. Shri Madhav has over 30 years of rich and varied experience in Oil & Gas industry in both Upstream and Downstream sectors.

He does not hold any shares in the company. Besides Oil India Limited, he is Director in Oil India



International Limited (under liquidation) and Oil India USA (Inc). 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 Harish Madhav 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 Harish Madhav is interested in this resolution.

Agenda No. 10

Shri M V Ravi Someswarudu, Executive Director (PC-O&M) & OIC-GAIL Pata was nominated vide GAIL letter No ND/GAIL/SECTT dated 22.05.2020 as Director on the Board of Directors of the Company in place of Dr Ashutosh Karnatak who resigned and was relieved from services in GAIL on 21.05.2020. Shri M V Ravi Someswarudu holding DIN 07309877 and aged 57 years was inducted as an Additional Director w.e.f. 22.05.2020 till the conclusion of this Annual General Meeting.

A post-graduate in Chemical Engineering, an MBA with specialization in Marketing and a Certified Energy Auditor, Shri M V Ravi Someswarudu has rich and diverse experience encompassing more than 34 years in the Oil & Gas, Petrochemical Sectors covering diverse functions like Project Development, Operations and Maintenance, Technical Services, Process Design and Engineering, Technology Selection, R&D, Exploration and Production, Design of Pipelines & Gas processing plants etc. In his present position he is Chief Executive Officer of the GAIL Gas Ltd., before which he was in-charge of the Petrochemical project of GAIL-Pata since May 2017. Earlier, he was responsible for Exploration & Production department and PC group at Corporate Office and also held additional charge of Project Development Department. He played a significant role in establishing the Policies and Procedures in R&D and E&P Divisions of the company and in conceptualizing and taking up LNG Terminal projects in India.

He does not hold any shares in the Company. He is director in Goa Natural Gas Pvt. Ltd. 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 M V Ravi Someswarudu 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 M V Ravi Someswarudu is interested in this resolution.

Agenda No. 11

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 2020-21 for a professional fee of ₹ 55,000/- (excluding applicable tax). 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 2020-21.

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.

Agenda No. 12

The present set of Memorandum of Association (MOA) and Articles of Association (AOA) of the Company was drafted in accordance with the Companies Act, 1956, which has since been repealed. It is therefore proposed to adopt a new set of Memorandum of Association and Articles of Association which is in conformity with the Companies Act, 2013.

As per the requirements of Section 14 of the Companies Act, 2013, approval of members by way of a special resolution is required for the same. The proposed new set of MOA and AOA will be made available for inspection on sending an e-mail to cs.department@bcplindia.co.in, up to the date of the meeting.

Your Directors recommend the resolution for adoption of new set of Memorandum of Association and Articles of Association of the Company, for approval of the shareholders. None of the Directors, key managerial personnel or their relatives is interested in this resolution.