



NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the Company will be held on Friday, the 23rd day of September, 2022 at 3.00 p.m. at Numaligarh Refinery Limited, 122A, G.S. Road, Christianbasti, Guwahati-781005 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, 2022, 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 31.03.2022, 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% per share on the paid-up equity share capital of the Company for the financial year ended 31st March, 2022 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% per share on the paid-up equity share capital of the Company for the financial year ended 31st March, 2022 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. 23.09.2022."*

3. To appoint a Director in place of Shri Kapil Verma (DIN 9056466) 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 Kapil Verma (DIN 9056466) 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 2022-23 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 2022-23.”*

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), Prof. Raman Kumar Trivedi (DIN 09406597), who was appointed as an Additional Director w.e.f. 23.11.2021 be and is hereby appointed as Independent 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 Bhaskar Jyoti Phukan (DIN 07721895), who was appointed as an Additional Director w.e.f. 01.02.2022 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** 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), Ms Sandepa Trakroo (DIN 09526916), who was appointed as an Additional Director w.e.f. 04.03.2022 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** 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 ₹65000/- (Rupees Sixty five thousand only) plus GST & re-imburement 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 2022-23, 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 : 26th August, 2022

Place : Guwahati

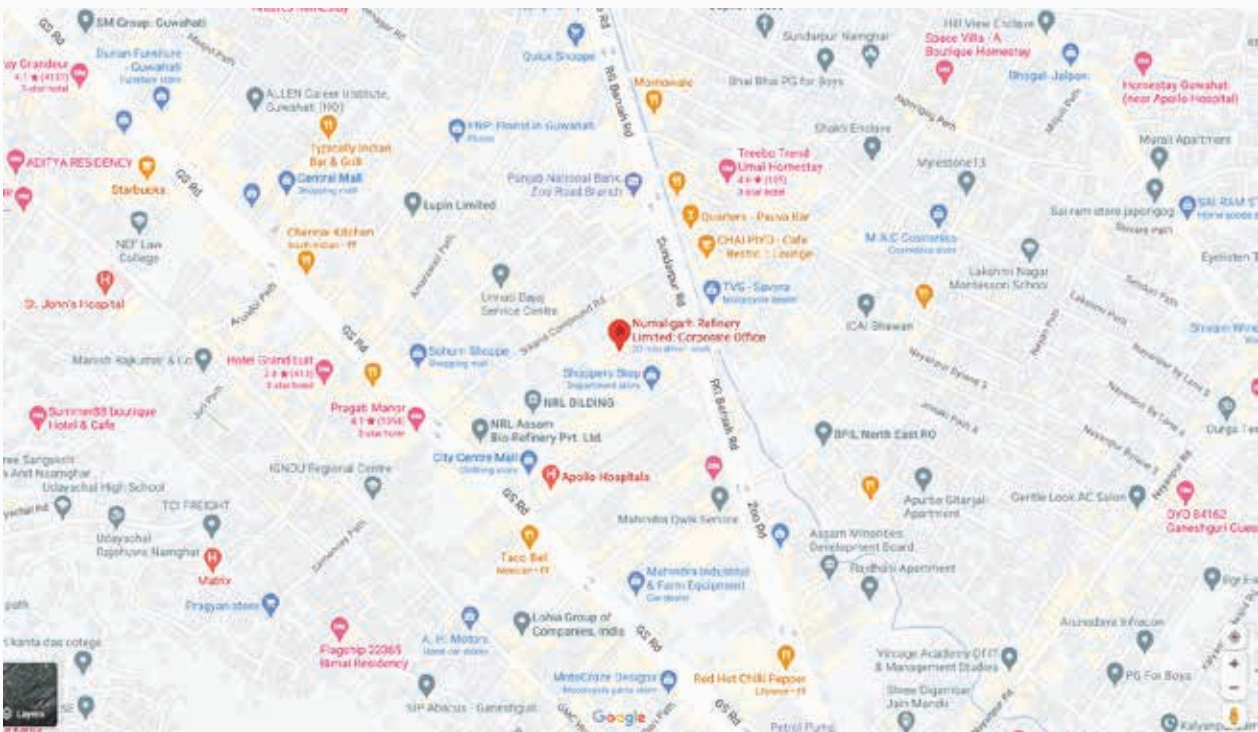
By Order of the Board

Sd/-
(Ruli Das Sen)
Company Secretary



Notes

1. Due to relaxation given by MCA vide General Circular 2/2022 dated 05.05.2022 read with No. 20/2020 dated 05.05.2020, 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.
4. In line with the aforesaid MCA Circulars, the Notice of AGM along with Annual Report 2021-22 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.



15th Annual General Meeting Venue Map

Address : Numaligarh Refinery Limited

122A, G. S. Road, Christian Basti, Guwahati, Assam 781005



Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

Agenda No. 7

Professor Raman Kumar Trivedi, was appointed vide MoP&NG letter No. 31033/2/2021-PNG (39069) dated 08.11.2021 as Independent Director on the Board of Directors of the Company for a period of three years from the date of notification or until further orders. Professor Raman Kumar Trivedi (DIN 09406597) aged 59 years was inducted as an Additional Director w.e.f. 23.11.2021, being the date of allotment of DIN by MCA till the conclusion of this Annual General Meeting.

Prof. Trivedi is a B.F. Sc. and M.F. Sc. from the University of Agricultural Sciences, Bangalore and Ph.D. from Rajasthan Agriculture University, Udaipur with undergraduate and postgraduate teaching experience of 30 years. His major area of research interest is Limnology, Aquatic Environment Management and climate change adaptation strategies. Presently he is serving as Professor, Fishery Sciences in the University of Animal & Fishery Sciences, Kolkata. Earlier he was Head of Department of Aquatic Environment Management at the same University for over 10 years. He also served on deputation at Bihar Animal Science University, Patna for four years up to 12.07.2022, where he has been closely involved with student management programmes as in-charge Academic cell and as Director Students Welfare. He has more than 50 research papers published in reputed national and international journals to his credit and presented a number of papers at various national and international conferences/symposia. Dr Trivedi has carried EIA related consultancies for many industries and public sector companies and has been identified by MOEF as expert for consultation for making plastic free coastal zones.

He does not hold any shares in the Company nor is he Director in any other Company or 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 Prof Raman Kumar Trivedi as a Director of the Company.

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

Agenda No. 8

Shri Bhaskar Jyoti Phukan, Managing Director, Numalgarh Refinery Limited was nominated vide NRL letter No. 4276/NRL dated 01.02.2022 as Director on the Board of Directors of the Company in place of Shri Saumandra Kumar Barua who superannuated on 31.01.2022. Shri Bhaskar Jyoti Phukan (DIN 07721895) aged 54 years was inducted as an Additional Director w.e.f. 01.02.2022 till the conclusion of this Annual General Meeting.

Shri Bhaskar Jyoti Phukan is a Mechanical Engineer from Assam Engineering College, Guwahati with more than 30 years of experience in the oil industry including logistics, marketing, technical services and operation. Shri Phukan started his career in Indian Oil Corporation Ltd. (Assam Oil Division) in the year 1990 and thereafter joined NRL in the year 1999. He was Director (Technical) NRL w. e. f. 01.02.2017 and prior to that he was holding the position of General Manager (Operation) in NRL. He assumed the charge of Managing Director, NRL, w.e.f. 19.07.2022.

He does not hold any shares in the Company and nor is he director in any other Company or 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 Bhaskar Jyoti Phukan 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 Bhaskar Jyoti Phukan is interested in this resolution.

Agenda No. 9

Ms Sandepa Trakroo, Zonal Chief General Manager (Marketing), GAIL (India) Limited was nominated vide GAIL letter No. ND/GAIL SECTT/2022 dated 24.02.2022 as Director on the Board of Directors of the Company. Ms Sandepa Trakroo (DIN 09526916) aged 49 years was inducted as an Additional Director w.e.f. 04.03.2022 till the conclusion of this Annual General Meeting.

Ms Sandepa Trakroo is a Chemical Engineer from BITS Pilani with Post Graduate Diploma in Business Administration. She has more than 25 years of well-rounded experience in Oil & Gas Industry and has worked on big initiatives / projects in GAIL. Earlier while working as General Manager (Business Development), she was responsible for diversification and globalization initiatives and steering participation of GAIL in several mergers and acquisitions across energy domain. Prior to this, Ms. Trakroo worked in Corporate Strategy & Planning and was responsible for drawing up GAIL's long-term strategic plan. She has extensive experience in developing natural gas and petrochemical projects. She was the first woman employee in GAIL to be posted at a challenging petrochemical project site of GAIL in the late 1990s where she was a part of the construction and commissioning team. She is also the recipient of various awards, including "Woman Executive of the Year in Oil & Gas Industry" in India in 2013.

She does not hold any shares in the Company nor is she a Director in any other Company or 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 Ms Sandepa Trakroo as a Director of the Company.

Your Directors recommend the resolution for her appointment as Director liable to retire by rotation, for approval of the shareholders. None of the Directors, key managerial personnel or their relatives, except Ms Sandepa Trakroo is interested in this resolution.

Agenda No. 10

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 2022-23 for a professional fee of ₹65000/- (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 2022-23.

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.