



NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the Company will be held on Friday, the 15th day of September, 2023 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, 2023, 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 31.03.2023, 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 @ 2.84% per share on the paid-up equity share capital of the Company for the financial year ended 31st March, 2023 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 @ 2.84% per share on the paid-up equity share capital of the Company for the financial year ended 31st March, 2023 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. 15.09.2023."

3. To appoint a Director in place of Dr Lakshmanan S (DIN 9009335) 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 9009335) 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 Biswajit Pegu (DIN 07756420), 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 Biswajit Pegu (DIN 07756420) 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 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."

6. To authorise the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the financial year 2023-24 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 2023-24.”

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 Sandeep Kumar Gupta (DIN 07570165), who was appointed as an Additional Director w.e.f. 03.10.2022 be and is hereby appointed as 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), Smt. Meenaxee P Medhi (DIN 10039736), who was appointed as an Additional Director w.e.f. 09.02.2023 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), Shri Alope Kumar Naskar (DIN 10039744) who was appointed as an Additional Director w.e.f. 10.02.2023 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 Rakesh Mishra (DIN 10173208) who was appointed as an Additional Director w.e.f. 24.05.2023 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 ₹65000/- (Rupees Sixty five thousand only) plus GST & re-imbursment 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 2023-24, 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 : 19th August, 2023

Place : Guwahati

By Order of the Board

Sd/-

(Ruli Das Sen)

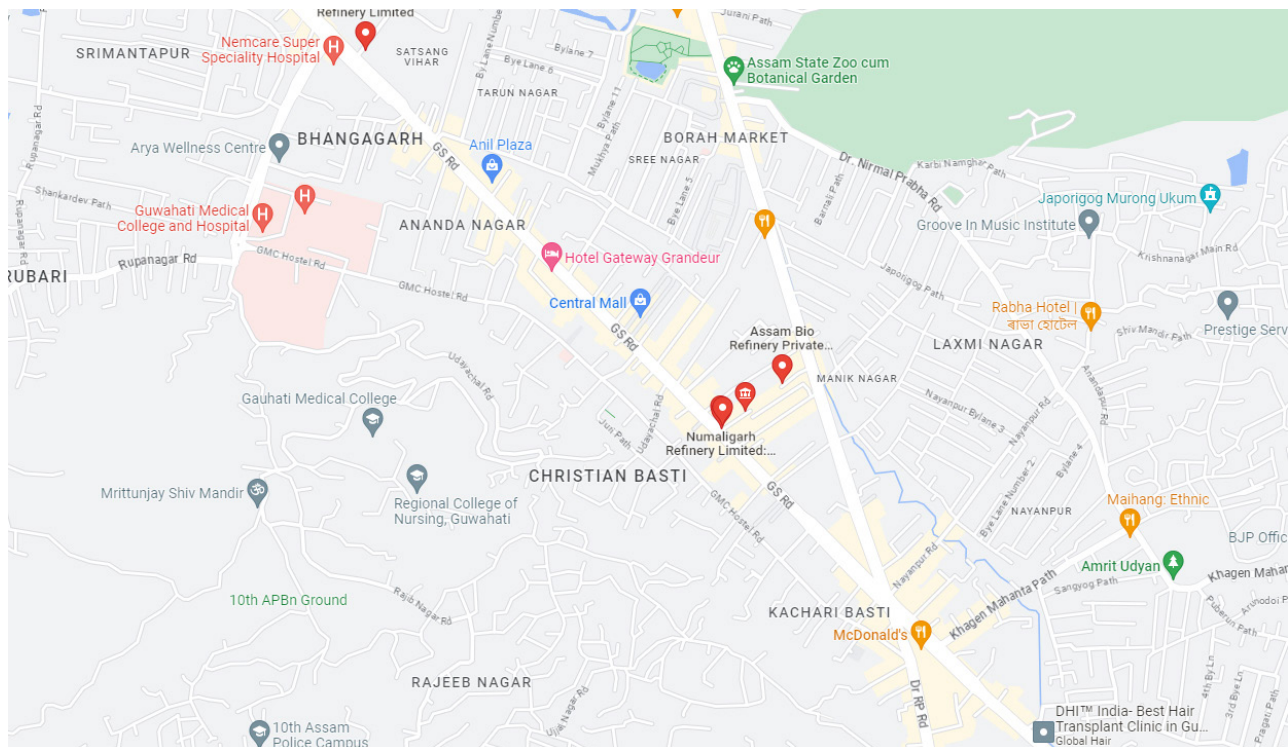
Company Secretary





NOTES

1. Due to relaxation given by MCA vide General Circular No. 10/2022 dated 28.12.2022 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 2022-23 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.



16th Annual General Meeting Venue Map
Address: NRL Centre, 122A, G S Road, Christian Basti,
Guwahati 781005 Assam





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

Agenda No. 7

Shri Sandeep Kumar Gupta is a Commerce Graduate and a Fellow of the Institute of Chartered Accountants of India. Before joining GAIL in October 2022, Shri Gupta held the position of Director (Finance) since August, 2019 on the Board of Indian Oil Corporation Limited, the leading PSU integrated Energy Company in Fortune “Global 500”, and several group companies. As Director (Finance), he was in charge of F&A, Treasury, Pricing, International Trade, Optimization, Information Systems, Corporate Affairs, Legal, Risk Management, etc. Shri Gupta has wide experience of over 34 years of Oil & Gas Industry and held different positions in Indian Oil Corporate Office, Refineries Head Office and Refineries at Guwahati, Baroda and Mathura. He has received training through renowned institutions like IIM Calcutta, University of Maryland, Washington, Harvard Business School, XLRI Jamshedpur and IIM Ahmedabad. Shri Gupta has received prestigious individual recognition such as “CA CFO – Large Corporate – Manufacturing and Infrastructure Category” in January 2021 by ICAI for Financial & Risk Management during Pandemic and was adjudged among Top 30 CFOs in India by StartupLanes.com in May 2022.

Shri Sandeep Kumar Gupta is also the Chairman of Standing Conference of Public Enterprises (SCOPE) for the year 2023-25. Shri Gupta was recently honoured with ‘India’s Best CEO’ award for Oil and Gas Sector by India Today Group.

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 Chairman & Managing Director, GAIL (India) Ltd, Chairman, GAIL Gas Ltd and Standing Conference of Public Enterprises and Director, Petronet LNG Ltd.

The Company has received a Notice under section 160 of the Companies Act, 2013, proposing the candidature of Shri Sandeep Kumar Gupta 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 Sandeep Kumar Gupta is interested in this resolution.

Agenda No. 8

Smt. Meenaxee P. Medhi, Chief General Manager (R & D and Startup), GAIL was nominated vide GAIL letter No. ND/GAIL/SECTT/2023 dated 13.01.2023 as Director in place of Ms Sandepa Trakroo. Smt. Meenaxee P Medhi (DIN 10039736) aged 57 years was inducted as an Additional Director w.e.f. 09.02.2023 till the conclusion of this Annual General Meeting.

Smt. Meenaxee P Medhi is an Electrical Engineer from Assam Engineering College, Guwahati with around 34 years of varied experience in the Oil & Gas industry including project execution, commissioning and operations & maintenance of Pata Petrochemicals Project Phase I and Phase II and LPG Recovery Project Pata, LPG Recovery Project Phase I and Phase II, Vijapur, Vizag-Secundrabad LPG Pipeline (VSPL), Corporate HSE, Petrochemicals and retail marketing. She received the award of Best Female Employee in GAIL in 2009-10 for outstanding contribution to Pata petrochemical project and VSPL.

She does not hold any shares in the Company and is not related to any Director or other key managerial personnel of the Company. She 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 Smt. Meenaxee P Medhi 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 Smt. Meenaxee P Medhi is interested in this resolution.

Agenda No. 9

Shri Alope Kumar Naskar, Executive Director (PC-CO), GAIL (India) Limited was nominated vide GAIL letter No. ND/GAIL/SECTT/2023 dated 13.01.2023 as Director on the Board of Directors of the Company in place of Shri M V Ravi Someswarudu. Shri Alope Kumar Naskar (DIN 10039744) aged 54 years was inducted as an Additional Director w.e.f. 10.02.2023 till the conclusion of this Annual General Meeting.

Shri Alope Kumar Naskar is B.Tech. (Hons.) in Chemical Engineering from IIT, KGP. Since his joining as GET in GAIL (India) Ltd., he has worked in Gas Processing Unit at Vijaipur and Lakwa, JLPL Pipeline and Petrochemical Plant at Pata. He has rich and varied experience of more than thirty years in the field of Petrochemicals, Gas Processing Unit, Pipeline Operations and Project Execution. At present, he is in charge of the overall execution of GAIL's first ever 500 KTA PDHPP Project at Usar site, in the State of Maharashtra, India and other upcoming chemical and petrochemical projects of GAIL in India.

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 Alope Kumar Naskar 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 Alope Kumar Naskar is interested in this resolution.

Agenda No. 10

Shri Rakesh Mishra, Deputy Secretary, Ministry of Petroleum and Natural Gas, Government of India was nominated vide MoP&NG letter No. CA-31032/1/2021-PNG-37493 dated 16.05.2023 as Government Director in place of Shri Kapil Verma with immediate effect for a period of three years on co-terminus basis or until further orders whichever is earlier. Shri Rakesh Mishra (DIN 10173208) aged 58 years was inducted as an Additional Director w.e.f. 24.05.2023 till the conclusion of this Annual General Meeting.

Shri Rakesh Mishra is an M Sc (Tech). He has been working in the Ministry of Petroleum and Natural Gas since November, 2012. He has also worked in various capacities in the ministries of Information and Broadcasting, Social Justice & Empowerment and Department of Personnel & Training, Government of India.

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 Rakesh Mishra 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 Rakesh Mishra 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 Musib & Co., Cost Accountants (Registration No. 000217), as Cost Auditors to conduct audit of the cost records of the Company for the financial year 2023-24 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.

