



NOTICE

Notice is hereby given that the Ninth Annual General Meeting of the Company will be held on Friday, the 16th day of September, 2016 at 3.00 p.m. at the registered office at Hotel Brahma Putra Ashok, M G Road, Guwahati, 781001 to transact the following business-

As Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016, 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 Shri P Padmanabhan (DIN 06807565), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri P S Lokhande (DIN 06966587), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Subir Purkayastha (DIN 06850526), 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 year 2016-17 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 decide and fix the remuneration of the Statutory Auditors as appointed by the Comptroller and Auditor General of India for the financial year 2016-2017."*

As Special Business

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

***"RESOLVED THAT** the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to the Board to transfer, sell, lease assign, deliver or otherwise dispose off, mortgage and/or charge (in addition to the mortgages/charges previously created) all the immovable and movable properties of the Company, wheresoever situate, present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company and/or conferring power, to enter upon and to take possession of assets of the Company in certain events, to or in favour of banks, financial institutions, multilateral agencies, export import banks and/or other creditors, to secure the financial assistance provided and/or to be provided by them to the Company aggregating together with all interest, additional interest, default interest, further interest, principal amounts, premia on prepayment, any fee, costs, charges, expenses and other monies whatsoever stipulated in or payable under their respective financing documents and any other agreements and amendments thereto that have or may be entered into by the Company or to secure any debenture issued/to be issued, upto a sum not exceeding ₹4000 crore at any point of time.*



RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize the documents for creating the aforesaid mortgage, assignment and / or the charge and to do all such acts deeds and things as may be necessary for giving effect to the above resolution.”

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

“RESOLVED THAT pursuant to Ministry of Chemicals & Fertilizers, Government of India order no 45012/22/2010-PC.I(Pt.)(FTS:9204) dated 09.06.2016 and in accordance with the provisions of Section 150, 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 Chitrlekha Mahanta (DIN 07543791), who was appointed as an Additional Director w.e.f. 14.06.2016 be and is hereby appointed as an Independent Director of the company for three years with effect from the date of the notification or until further order, whichever is earlier.”

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

“RESOLVED THAT pursuant to Ministry of Chemicals & Fertilizers, Government of India order no. 45012/15/2014-PC-I (FTS-6543) dated 30.06.2016 and 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 Ashok Kumar Singh (DIN 07554762), who was appointed as an Additional Director w.e.f. 30.06.2014 be and is hereby appointed as Managing Director of the Company for a period of five years from the date of assumption of charge of the post, i.e. 14.07.2016 or till the date of his superannuation, or until further orders, whichever is the earliest on such terms and conditions, remuneration and tenure as may be determined by the President of India from time to time.”

Dated : 17-08-2016

By Order of the Board

Place : Guwahati

Sd/-

(Ruli Das Sen)

Company Secretary

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxy form duly completed should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
2. The explanatory statement as required under Section 102(1) of the Companies Act, 2013, is annexed hereto and all documents referred to in the same will be open for inspection by members, at the registered office of the Company during normal working hours up to the date of the Annual General Meeting.
3. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorisation under Section 113 of the Act for such representation may be forwarded to the Company.



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

Agenda No. 6

The Company is availing an additional term loan of ₹304.20 crore as part financing of revised cost of the Project and working capital loan of ₹350 crore to meet the requirement during operational period of the project and the same have been sanctioned by SBI, the terms and conditions of sanction accepted and loan agreement duly executed. One of the requirements of the sanction is the creation of security by way of first ranking *pari passu* mortgage/charge on the movable and immovable fixed assets, present or future including tangible and intangible assets except current assets on which the working capital lenders shall have the first charge. As required by the bank, a special resolution under section 180 (1) (a) of the Companies Act 2013, as proposed, needs to be passed in order to complete the security creation in favour of lenders.

Your Directors recommend the resolution for authorising the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the company in accordance with Section 180(1) (a) and any other applicable provisions, if any, of the Companies Act, 2013. None of the Directors, key managerial personnel or their relatives, is interested in this resolution.

Agenda No. 7

Dr. Chitralekha Mahanta was appointed as an Independent Director on the Board of Directors of the Company vide Ministry of Chemicals & Fertilizers order no 45012/22/2010-PC.I(Pt.) (FTS:9204) dated 09.06.2016 for three years with effect from the date of the notification or until further order, whichever is earlier. Dr. Chitralekha Mahanta holding DIN 07543791 and aged 52 years, was inducted as an Additional Director w.e.f. the date of allotment of DIN i.e. 14.06.2016 till the conclusion of this Annual General Meeting. She is a PhD from IIT Delhi and joined as an Assistant Professor in the Department of Electronics and Electrical Engineering (EEE), IIT Guwahati in the year 2000 and has been a full time Professor in the Department since April, 2012. She has been involved in active research and her work has been published in well-known peer reviewed international journals and conference proceedings. She is currently serving as the Head, Electronics and Electrical Engineering Department in IIT Guwahati. Dr. Mahanta has shouldered various administrative responsibilities in the institute level. She was the Organising Chairperson of GATE 2010 and Associate Dean of Research and Development, IIT Guwahati from 2012 to 2014. She does not hold any shares in the Company or receive any remuneration from the Company apart from Sitting Fee for attending meetings of the Board and its Committees. Presently, she does not hold any directorship/membership in the Board of any other Company and is not related to any Director or key managerial personnel of the Company. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and the



rules made thereunder for appointment as an Independent Director and that she is independent of the management.

The Company has received a Notice under section 160 of the Companies Act, 2013, proposing the candidature of Dr Chitrlekha Mahanta as a Director of the Company.

Your Directors recommend the resolution for her appointment as an Independent Director, for approval of the shareholders. None of the Directors, key managerial personnel or their relatives, except Dr Chitrlekha Mahanta is interested in this resolution.

Agenda No. 8

Shri Ashok Kumar Singh was appointed as the Managing Director of the Company vide Ministry of Chemicals & Fertilizers order no 45012/15/2014-PC-I (FTS-6543) dated 30.06.2016 for a period of five years from the date of assumption of charge of the post or till the date of his superannuation, or until further orders, whichever is the earliest on such terms and conditions, remuneration and tenure as may be determined by the President of India from time to time. Shri Ashok Kumar Singh holding DIN 07554762 and aged 56 years, was inducted as an Additional Director w.e.f. from 30.06.2016 till the conclusion of this Annual General Meeting and assumed charge as Managing Director of the Company on 14.07.2016. He is a Graduate in Electrical Engineering, has more than three decades of rich and varied experience in the Gas & Petrochemical Sector in India. After a brief stint as Planning Engineer with a multinational company in Bengaluru he joined the erstwhile Indian Petrochemicals Corporation Limited (IPCL), Baroda in the year 1984 and switched over to the state-run GAIL in the year 1990. He has worked in GAIL at various capacities encompassing numerous fields - execution of Petrochemical Complex, LPG Plants, cross-country Gas Pipeline Projects, Operation & Maintenance of Pipelines and Telecom business. He has been in BCPL since 2010 on secondment from GAIL and was its General Manager and Chief Operating Officer prior to his appointment as Managing Director by the Government. He has played a vital role in completion & commissioning of the much awaited Petrochemical Complex at Lepetkata. He does not hold any shares in the Company and is eligible for remuneration as per terms and conditions of appointment issued by the Government of India. He does not hold any directorship/membership in the Board of any other Company and 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 Ashok Kumar Singh as a Director of the Company.

Your Directors recommend the resolution for his appointment as the Managing Director, for approval of the shareholders. None of the Directors, key managerial personnel or their relatives, except Shri Ashok Kumar Singh is interested in this resolution.

Note: All documents referred to in this statement will be open for inspection by members, at the registered office of the Company during normal working hours up to the date of the Annual General Meeting.



LOCATION MAP OF BRAHMAPUTRA CARCKER AND POLYMER LTD

REGISTERED OFFICE : HOTEL BRAHMAPUTRA ASHOK, M G ROAD, GUWAHATI 781001

