

TO ALL MEMBERS OF BVFCL

NOTICE OF 14TH ANNUAL GENERAL MEETING OF BVFCL

Dear Sir,

Notice is hereby given that the 14th Annual General Meeting of the members of Brahmaputra Valley Fertilizer Corporation Limited will be held on Friday, 23rd day of September, 2016 at 9.30 A.M. at the registered office of the Company in the Conference Room, Administrative Building, Namrup, P.O.: Parbatpur, District : Dibrugarh (Assam) – 786623 to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Corporation for the financial year ended 31st March, 2016 together with the Reports of Directors, Independent Auditors' Report and the comments of the Comptroller & Auditor General of India (C & A G) thereon.
2. To fix remuneration of Statutory Auditors for the financial year 2016-17 and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audit Committee/Board be and is hereby authorised to review and approve such remuneration as it may decide for the Statutory Auditors appointed by Comptroller and Auditor General of India for the year 2016-17 and the Statutory Auditors shall hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Mani & Co., Cost Accountants, Kolkata, cost auditors of the company appointed by the Board of Directors of the company to conduct the audit of the cost records of the company for the financial year ending 31st March, 2017 be paid the remuneration as under :

- i) Professional fees of Rs. 26,500/- (Rupees twenty six thousand and five hundred only) towards annual cost audit and quarterly cost review for 3 (three) quarters i.e. June, September and December;
- ii) Conversion of Annual Report to XBRL format and uploading the same to MCA Portal for Rs. 4,500/- (Rupees Four Thousand and Five Hundred only);
- iii) Reimbursement of travelling expenses by 2AC rail fare (to & fro) to Proprietor/1(one) Partner and 3AC rail fare (to & fro) to 1 (one) audit assistants or as per actuals, whichever is less, on submission of documentary evidence;
- iv) Free accommodation to the audit team in Company's guest house and a light vehicle (to and fro) from Guest House to the office will be provided during the course of audit.

"RESOLVED FURTHER the Board of Directors of the company be and is hereby authorised to do all such acts, deeds and things and to take all such steps , as may be necessary or expedient to give effect to this resolution."

By Order of the Board of Directors

**Sd/-
R.K.Gupta
Company Secretary**

Place : Namrup

Date : 22nd September, 2016

- Note :1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. Members/Proxies should bring the Annexed Attendance Slip duly filled in for attending the Meeting.
 3. Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 in respect of the items No. 3 (Special Business) is annexed hereto.

**To
All Members of BVFCL
All the Directors on the BVFCL Board
Statutory Auditors of the Corporation
Secretarial Auditors of the Corporation**

ANNEXURE TO THE NOTICE

(Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013)

Item no. 4 : Approval of the Remuneration of the Cost Auditors of the Company for the financial year 2016-17.

The Board of Directors of the company has approved the appointment and remuneration of M/s. Mani & Co., Cost Accountants, Kolkata on 28th July, 2016 on the recommendation of the Audit Committee to conduct the audit of the Cost Records of the Company for the financial year 2016-17. In accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the cost Auditors for the financial year 2016-17 by way of an Ordinary Resolution is being sought from the members, as set out at item No. 3 of the Notice.

The Board accordingly recommends the passing of the proposed Ordinary Resolution for approval by the members.

None of the Directors or Key managerial personnel of the company or their relatives is, in any way, concerned or interested, financially or otherwise in passing of the said Ordinary Resolution.

By Order of the Board of Directors

**Sd/-
R.K.Gupta
Company Secretary**

**Place : Namrup
Date : 22nd September, 2016**