

NOTICE OF 15TH ANNUAL GENERAL MEETING OF BVFCL

Notice is hereby given that the 15th Annual General Meeting of the members of Brahmaputra Valley Fertilizer Corporation Limited will be held on Friday, 29th day of September, 2017 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 consider the audited annual financial statements of the company for the financial year ended 31st March, 2017 along with the Directors' Report, Independent Auditors' Report and the Comments of C &AG thereon, retirement of Directors as per the Article No. 93(2) of Articles of Association of the Company, remuneration of Statutory Auditors for the financial year 2017-18 as Ordinary Business and the Ratification of remuneration of the Cost Auditors of the Company for the financial year 2017-18 as Special Business and if thought fit, to pass the following resolution with or without modification (s) as Ordinary Resolution(s) :

ORDINARY BUSINESS:

1. "RESOLVED THAT the Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2017 along with the Director's Report, Independent Audit Report and the Comments of the C & AG thereon be and are hereby approved and adopted."
2. "RESOLVED THAT in pursuance of the provisions of Article No. 93(2) of Articles of Association of the Company, Shri Satya Mohan Gupta (DIN -07028616), retiring Director, be and is hereby re-appointed as a Director of the Company."
3. "RESOLVED THAT in pursuance of the provisions of Article No. 93(2) of Articles of Association of the Company, Shri Rakesh Kumar (DIN-06940386), retiring Director, be and is hereby re-appointed as a Director of the Company."
4. "RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, M/s. Parik & Co., Chartered Accountants, (FRN:302147E) Guwahati (Assam) appointed as Statutory Auditors of the company, to audit the accounts of the company for the financial year 2017-18, in terms of the letter no. CA .V/COY/CENTRAL GOVT./ BVFCL (1) / 402 dated 27.07.2017 received from the Office of Comptroller and Auditor General of India (C&AG), New Delhi for the year 2017-18, at the remuneration of Rs.1,60,000/- plus applicable GST and traveling & other out of pocket expenses, upto the ceiling of Rs. 40,000/- or actuals, whichever is less AND THAT the above Statutory Auditors shall hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting."

SPECIAL BUSINESS

5. "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. B. Ray & Co., Cost Accountants(FRN :000155), Kolkata, Cost Auditors of the Company appointed by the Board of Directors of the company to conduct the audit of the cost accounting records of the company for the financial year ending 31st March, 2018 be paid the remuneration as under :
- i) A total professional fee payable Rs. 27,998/- (Rupees Twenty Seven Thousand Nine Hundred Ninety Eight only) towards annual cost audit and quarterly cost review for three (03) quarters i.e. June, September and December for the year 2017-18 (Namrup-II & III plants) ;
 - ii) Conversion of Annual Cost Audit Report to XBRL format and uploading fee to MCA portal for Rs. 4,999/- (Rupees Four Thousand Nine Hundred Ninety Nine only) ;
 - iii) All the above professional fees are excluding the applicable taxes, if any;
 - iv) Reimbursement of travelling expenses by 2AC rail fare (to & fro) to Proprietor or Partner 1(one) and 3AC rail fare (to & fro) to audit assistant 1(one) or as per actuals, whichever is less, on submission of documentary evidence;
 - v) Fooding and lodging to the audit team in BVFCL Guest House free of charge. Local transport at the Namrup Railway Station/Bus Stand and Company's Guest House to place of work to and fro, shall be provided by the company free of charge. However, in respect of local transport charges at the originating destination, the reimbursement shall be limited to auto charges @Rs. 200/- to Audit staff and Rs. 300/- for Proprietor or Partner by Taxi, or actual, whichever is less.

"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 : 19th September, 2017

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. 5 (Special Business) is annexed hereto.
4. A route map showing directions to reach the venue of 15th AGM has been displayed at the website of the company as per the requirement of Secretarial Standard -2 on General Meetings.

To

All Members of BVFCL

All the Directors on the BVFCL Board (Including Chairman of Audit Committee)

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. 5 : Ratification of the Remuneration of the Cost Auditors of the Company for the financial year 2017-18.

The Board of Directors of the Company has approved the appointment and remuneration of M/s. B. Ray & Associates, Cost Accountants (FRN: 000155), Kolkata on 28th August, 2017 on the recommendation of the Audit Committee to conduct the audit of the Cost Accounting Records for the financial year 2017-18. In accordance with the provisions of Section 148 and other applicable provisions of Companies Act, 2013 read with the Rule 14 of the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the financial year 2017-18 by way of the an Ordinary Resolution is being sought from the members, as set out at item No. 5 of the Notice.

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

None of the Directors or Key managerial personnel of the company or their relatives are, 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 : 19th September, 2017