Brahmaputra Cracker and Polymer Limited

Annual Report 2015-2016

Fulfilling a promise
Aspiring for excellence

VISION

To emerge as a dominant petrochemical player in the north-east region, providing value to stakeholders, offering best-in-class products & services, contributing to economic growth while remaining environmentally conscious.

MISSION

To establish significant presence in the north-east region in petrochemical sector by way of production / sourcing and marketing of quality products, deploying efficient distribution and marketing channels to cater to the needs of target customers.

Board of Directors

Shri B C Tripathi
Chairman

Shri P N Prasad
Managing Director
(up to 24-02-2016)

Shri A K Singh
Managing Director
(w.e.f. 14-07-2016)

Shri O P Tailor
Director (Finance)

Shri Avinash Joshi, IAS

Shri P S Lokhande, IAS

Shri R K Dutta

Shri H K Sharma, IAS
(up to 04-04-2016)

Shri Mukti Gogoi, IAS
(w.e.f. 21-04-2016)

Shri P Padmanabhan

Shri Subir Purkayastha

Smt. R S Borah

Shri Gautam Barua
(up to 26-08-2015)

Dr. Chitralekha Mahanta
(w.e.f. 14-06-2016)

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Corporate Identity No. (CIN)

U11101AS2007GOI008290

Registered Office

Hotel Brahmaputra Ashok
M. G. Road, Guwahati
Assam - 781001

Project Site Office

Lepetkata
P.O. - Barbaruah
District-Dibrugarh
Assam-786007

Project Execution Office

3rd Floor, GAIL Training Institute
24, Sector-16A, Noida
Uttar Pradesh-201301

Bankers

State Bank of India

- Thana Charali
  Dibrugarh,
  Assam-786001

- CAG Branch
  12th Floor
  Jawahar Vyapar Bhavan
  1, Tolstoy Marg
  New Delhi-110001

Punjab National Bank

- Goenka Market
  Jhalukpara
  Dibrugarh
  Assam-786001

Statutory Auditors

M/s Bhawani Sharmah & Co.
Chartered Accountants
S S Road, Lakhtokia
Near Sahida Market
Guwahati-781001
Assam

Internal Auditors

M/s Batliboi & Purohit
Chartered Accountants
National Insurance Building
204, Dadabhoy Naoroji Road
Fort, Mumbai-400001

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 Brahmaputra 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 Chitralekha 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

Place : Guwahati

By Order of the Board

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 Chitralekha 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 Chitralekha 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.*

Dedication of the plant to the nation and unveiling of the stone plaque by Shri Narendra Modi, Hon'ble Prime Minister of India at Lepetkata on 5th February, 2016.

During the dedication of the plant to the nation by the Hon'ble Prime Minister of India in the presence of the Hon'ble Governor of Assam, the Hon'ble Chief Minister of Assam, the Hon'ble Minister of Chemical & Fertilizers and other dignitaries

Message from the Chairman's Desk

Dear Shareholder,

It is a moment of pride to share that your Company has successfully commissioned the petrochemicals project during the financial year 2015-16 and the historic project is now the gateway to ushering and spawning industrialisation in Assam and the rest of North East region. Hon'ble Prime Minister, Sh. Narendra Modi dedicated your plant in service to the Nation on 5th February, 2016 giving finality to the envisaged project under the Assam Accord. On this humble note, I take the opportunity and privilege to present the 9th Annual Report of your Company and technically the very first publication covering your Company's achievements and progress post commissioning of the project.

As you are aware, execution of the envisaged project had been daunting and fraught with challenges across many dimensions- mobilisation of men, material, funds and contractors, feedstock tie-up, regional peculiarities, clearances etc.. The unwavering commitment shown by the BCPL employees cutting across hierarchies over the years has shaped a dream that many rarely tread. My compliments to the BCPL team on this accomplishment. The processing and manufacturing units are under stabilisation and the polyethylene and polypropylene grades have been produced.

Your Company has entered the commercial phase and it now is focussing on streamlining operational processes and safety culture on the plant side and on the market side has been closely working with the parent project sponsor- GAIL (India) Limited for establishing the products in the target markets for domestic sales and exports, working on product-mix and firming up logistics network channel partnerships. These are some of the critical areas of focus to institute a robust foundation for being a credible and reputed producer to compete established brands from International and Domestic marketers. Cranking up the wheel of the commercial cycle is essential to derive over a period the larger socio-economic spin-off for North East region that was an underpinning thrust for conceiving the Assam Gas Cracker Project. The products from your plant with its product slate is poised to stand as a steady anchor to serve the polymer and plastic processing units that the State of Assam seeks to rapidly promote and establish across industrial areas and plastic parks. BCPL has opened up opportunities for entrepreneurial efforts for setting up SME processing units in the vicinity of the plant and within the region as an important chain link in spreading growth and deriving benefit of the raw-materials from your Company. The early commencement and proliferation of the envisaged plastic parks under the State's watch shall immensely benefit improvement of the per capita consumption and other indirect indicators of growth in the near future. This shall be an important developmental aspect for the State and BCPL. GAIL being the sole-marketer of Your Company's products under a Marketing Agreement is working up requisite arrangements for establishing steady sales for the polymers across markets beyond North-East. At the same time maximising sales in the State and NE markets shall be an on-going effort. Appointment

process for induction of a channel partner dedicated for Assam/NE has been initiated and shall be a principal step for focussing on the region's market expansion drive of the polymer products.

Over the years petrochemicals has been a steady growth segment of India's manufacturing economy and has been an outlier with double digit CAGR. In a scenario of a normal monsoon and nominal GDP rate of 7-7.5%, the demand conditions for general purpose polymers from your Company seems to remain healthy during the current financial year.

I am pleased to inform that your Company has made strident progress in maintaining cordial industrial relations, building strong team spirit and providing welfare facilities to all the employees. Your management acknowledges the importance of human capital and has been making conscious efforts in promoting a participative culture within the Company and also establish congenial relationship with all its stakeholders.

As a responsible corporate citizen, your Company has been contributing to the possible extent, in the areas of supporting skill development, education, sanitation & hygiene, infrastructure development and environment conservation related social projects under CSR initiatives in the vicinity of the plant as per the objectives under an approved policy. In addition to the thrust areas, during the last financial year, your Company has also actively participated in initiatives to further the cause of Swachh Bharat Abhiyan. These have been but some preliminary CSR and sustainable development measures taken up by your Company, in the near future a comprehensive policy shall be formulated to synchronise with the local social objectives for an impactful delivery.

On behalf of the Board of Directors of your Company, I would like to assure you that we are steadfast in discharging our responsibilities in a transparent and law-abiding manner as we deeply value the continued support of all the stakeholders. A Legal Compliance Management System has been put in place recently. Commendably, your Company has ensured adequate corporate governance practices since the very beginning, in letter and spirit. A report on corporate governance forms part of this Annual Report.

I acknowledge with gratitude, the unflinching support of the Government of India and the promoters namely, the Government of Assam, Oil India Ltd., Numaligarh Refinery Ltd. and GAIL (India) Ltd.. I solicit their patronage in all future endeavours to guide your Company in its new innings to achieve its mission of establishing its petrochemicals portfolio with a significant presence in the North-East region.

Sd/-
(B C Tripathi)
Chairman

Directors' Report

Dear Shareholders,

I on behalf of the Board of Directors, am pleased to present the Ninth Annual Report of the Company containing the audited financial statements for the year ended 31st March, 2016.

Plant Operations and Status.

It gives me immense pleasure to share that your Company has been able to commission the entire Petrochemical Complex on 2nd January, 2016 with commissioning of the last unit of the complex-LLDPE/HDPE unit. The Petrochemical Complex at Lepetkata was dedicated to the Nation by the Hon'ble Prime Minister of India, Shri Narendra Modi in a grand function at Lepetkata on 5th February, 2016. It is indeed a great feat achieved by all the stakeholders involved in execution of the project amid all hurdles on the way.

With the exemplary exhibition of commitment and concerted efforts of all concerned, commissioning of the process units have been achieved progressively in GSU / C2+ Recovery unit and Polypropylene Unit on 30th June, 2015, Ethylene Cracker Unit on 25th November, 2015 and finally commissioning of last unit i.e. LLDPE Unit on 2nd January, 2016 culminating in commissioning of the entire Lepetkata complex.

Commissioning of the BCPL Plant has ushered in a new era in the entire North East region in terms of socio-economic benefits of the region. The North-east region of India is expected to be self-reliant on polymers once the BCPL Lepetkata complex starts full-fledged commercial production after stabilisation of the complex.

As per assessment made by Central Institute of Plastic Engineering and Technology (CIPET), approximately one lakh people are expected to get employment through the upcoming downstream plastic manufacturing & ancillary units in the north-eastern region, which will take your Company's products as their raw material. The integrated plastic park being set up at Tinsukia (approximately 60 kms away from the BCPL Lepetkata complex) by the Assam Industrial Development Corporation under the aegis of the Government of Assam is expected to attract entrepreneurs to set up downstream plastic processing units to utilise the polymers produced by your Company, thereby creating substantial generation of employment.

As you are aware, since inception, the project has encountered many challenges like difficulties in finalisation of licensors due to sub-optimum size of the plant leading to delay in finalisation of process licensors, significant changes in technology / engineering / operational / utility

Night view of the Petrochemical complex

Captive Power Plant

requirements, loss of substantial working hours due to strikes/ bandhs/ prolonged rains etc., frequent theft of the project materials in spite of deployment of CISF leading to additional procurement with time and cost implication, scarcity of adequate resources (like heavy duty Cranes, skilled manpower etc.) in the northeastern region, technical issues faced during pre-commissioning/ commissioning activities viz. failure of Utility Boiler-II in Captive Power Plant, failure of the Cold Box in the Ethylene Cracker Unit etc., to name a few.

Despite the above challenges, your Company left no stone unturned to mitigate these challenges and has marched ahead with grit and determination to commission the much-cherished project of the people of Assam.

As on 31st March, 2016, your Company has produced around 3200 MT of polymers and 1000 MT of liquid hydrocarbons. Apart from commissioning of the plant, another major milestone achieved during the year was the execution of the Marketing Agreement with GAIL (India) Ltd. on 11th March, 2016. The products from the Lepetkata complex are being marketed to the downstream industries in accordance with the marketing arrangements with GAIL. At present, the Plant is at the critical phase of stabilisation of the units and integrated operation of the complex which is a major challenge. As has been seen in the past, such mega complexes take considerable time in stabilisation due to various complexities involved. However, all efforts are being made to stabilise the units at the earliest for full-fledged operations of the complex.

As regards the GSU/C2+ Recovery unit at Lakwa, insulation, painting & fire-proofing jobs are going on at present. Pre-commissioning activities are also going on in parallel. The Lakwa to Lepetkata pipeline though laid, has some integrity issues which are being resolved. All efforts are being made for expeditious completion of pre-commissioning and commissioning activities.

Health Safety and Environment (HSE)

Your Company is fully committed to ensure safe operation of the plant. The HSE Policy has been displayed at various locations in the plant and Safety Boards and Safety Posters have been installed in the plant premises. Onsite Emergency Plan, Safety Management System etc. are in place. In addition, Fire & Safety training is being regularly imparted along with organising of a number of awareness programmes for the employees, CISF security personnel and contract workers. To promote awareness on HSE aspects across the organisation and develop a culture where all employees are committed to HSE, a monthly Safety Day is being observed in all units on the 10th of every month. To monitor the compliance of safety guidelines & statutory requirements a Committee of the Board on Health Safety & Environment has been constituted in the Company and relevant issues are regularly being placed before it.

Financial Summary

Subsequent to commissioning of all units at Lepetkata on 2nd January, 2016, the project is in the process of stabilisation and during the three months of operation has incurred a loss of ₹270.23 crore with a turnover of ₹1.69 crore excluding excise duty. The cash loss during the period is ₹226.75 crore.

Your Company has received the total sanctioned amount of Capital Subsidy of ₹4708.95 crore (including net interest earned thereon) from the Government of India. Secured loans of ₹929 crore were drawn during the year from OIDB and SBI and the total secured loan as on 31st March, 2016 was ₹2959.30 crore. Out of a cumulative capital expenditure of ₹9845.84 crore, a total expenditure of ₹1276.88 crore was incurred

during the year. The authorised share capital of your Company is ₹2000 crore and the paid up capital has gone up to ₹1173.71 crore.

Project Cost

The CCEA had on 16th November, 2011 approved a revised project cost of ₹8920 crore; however due to foreign exchange fluctuation, price escalation, increase in Start-up & commissioning expenses, change in taxes and duties, interest during construction (IDC), owner's construction period expense etc., an increase of ₹1045 crore has been estimated over the approved project cost of ₹8920 crore. Accordingly, a proposal for revised project cost of ₹9965 crore, along with proposal of revenue subsidy of ₹26 crore for the initial one year of production to maintain DSCR 1 and in principle approval for feedstock subsidy to maintain minimum IRR of 10% during plant operation period, duly recommended by the Board of Directors, was submitted to the administrative ministry for approval of the Government of India; approval thereto has been conveyed by the administrative ministry vide letter 16th July, 2016.

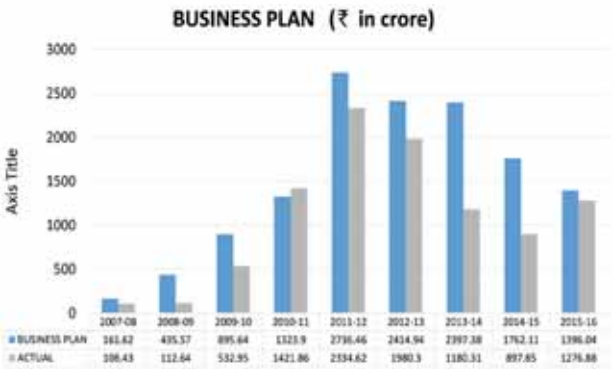
The funding pattern for the revised project cost is as follows:

a) Capital Subsidy - ₹5239.45 crore

b) Debt - ₹3307.88 crore

c) Equity - ₹1417.67 crore

Business Plan 2015-16



Your Company had a Business Plan for capital expenditure of ₹1396.04 crore during the year, against which the actual expenditure was ₹1276.88 crore.

The expenditure incurred till commissioning of the project has been capitalised and major addition to the assets after capitalisation during the year are furnished hereunder.

₹ *in crores*

Land Lease Hold (includes developments)	199.24
Land Free Hold	3.87
Building -Residential /Others	52.99
Building -Plant	278.20
Roads, Bridges & Fences	281.09
Plant & Machinery	7162.09
F& F and Other Equipment	89.78
Electrical	8.40

During the year under review, your Company has taken possession of the Lakwa LPG Unit of GAIL (India) Limited (to be modified to GSU and C2+ extraction unit) w.e.f. April 01, 2015 through Memorandum of handing over and taking over of Assets. Pursuant to the JV agreement and the decision in the meeting of Inter-Ministerial Committee, the transfer of assets has been considered at written down value/book value. The total net value of transfer is ₹96.31 Crore excluding taxes, if any as applicable. The transfer consideration will be settled through allotment of equity shares to the extent of ₹95.28 crore and balance in cash.

The conservation of energy, technology absorption, foreign exchange earnings and outgo:

(A) Conservation of energy-

i.	the steps taken or impact on conservation of energy	Presently, the Lepetkata complex is in the stabilisation stage. Though during initial stages of operations and stabilisation phase, consumption of energy remain at higher side, efforts are being made to contain energy consumption. After stabilisation of the units of the plant, necessary steps will be taken for efficient operation of the units thereby optimising the energy consumption.
ii.	the steps taken by the Company for utilising alternate sources of energy	
iii.	the capital investment on energy conservation equipment	

(B)Technology absorption-

i.	the efforts made towards technology absorption.	Being in the stabilisation stage in terms of operations of the units, there are no cases for disclosure.
ii.	the benefits derived like product improvement, cost reduction, product development or import substitution	
iii	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
	a. the details of technology imported	The Company has entered into contracts with the following Licensors for import of technology for its different units: UNIT — LICENSOR (i) Ethylene Cracker Unit – Lummus Technology, USA (ii) LLDPE/HDPE Swing Unit - INEOS, UK (iii) Polypropylene Unit - Lummus Novolen, Germany No new technologies have been imported during the last three years.
	b. the year of import	(i) ECU – License Agreement signed on 14.05.2009. (ii) LLDPE/HDPE – License Agreement signed on 18.03.2009. (iii) PPU – Licence Agreement signed on 31.03.2009. No new technology has been imported during the last three years.
	c. whether the technology has been fully absorbed	Being in the operation stabilisation stage, there are no cases for disclosure.
	d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
iv	the expenditure incurred on Research and Development	Being in the operation stabilisation stage, there are no cases for disclosure.

(C) Foreign exchange earnings and outgo-

During the year, there was no foreign exchange earned in terms of actual inflow and the foreign exchange outgo in terms of actual outflow was ₹63.48 crore.

Particulars of Employees

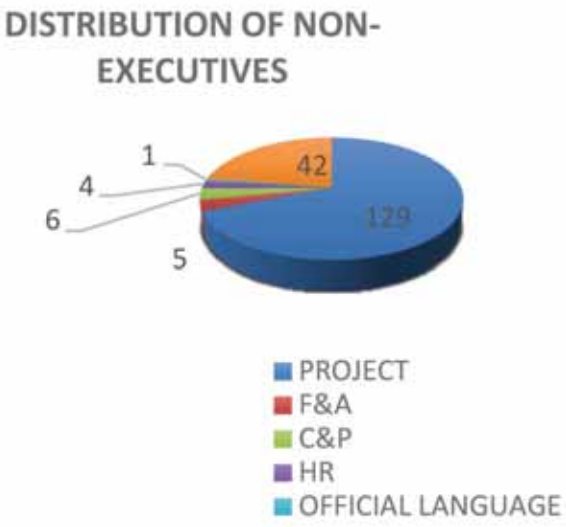
None of the employees were drawing remuneration which exceeds the limits specified in Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year under review.

Human Resource:

The total sanctioned manpower in your Company is 700 (491 executives + 209 non-executives). As on 31st March, 2016 the employee strength of your Company was 580 including 394 executives and 186 non- executives, out of which 64.13% were from the north-eastern region. Further, there were a total of 66 executives on secondment/ deputation from the promoter Company i.e., GAIL. Recruitment of balance manpower is under process. Adequate representation is being given to female employees and minorities who account for more than 8.27% and 5.86% respectively of the total workforce. Further, representation of the OBC, SC and ST categories are to the tune of 27.07%, 12.07% and 8.1% of the employees respectively.

Industrial relations continued to be cordial during the year and your Company provided comprehensive welfare facilities to the employees. Believing in a participative culture in the management, your Company has endeavoured to adopt a consultative approach with colleagues and establish a harmonious relationship with all its stakeholders. Periodic sessions for information sharing and problem solving have been a regular practice to ensure support and cooperation of the human resource. The BCPL Staff Welfare Committee constituted in the year 2013, has helped promote bonding amongst the employees by organising various events and providing a platform to the employees and their family for interaction and association.

Being located in a remote part of the north-eastern region, one of the biggest challenges for your Company has been the recruitment and retention of quality human resources, which it has presently been able to address to a large extent.



Bihu function organised by the Staff Welfare Committee at Barbarua

Your Company is committed to bringing out the true potential of the employees and keeping them motivated and updated by conducting technical training for different disciplines/ departments of the plant through the licensors and external agencies both in India and abroad and also through training on other aspects including induction, safety, motivational and behavioural, nutritional and stress management. In the year under review training covering 664 mandays was organised.

Policies with regard to prevention, prohibition and redressal of sexual harassment of women at work place, coverage of non-executives and enhancement of coverage in terms of group personal accident insurance scheme of employees etc. have been formulated. No complaint of sexual harassment of women at workplace has been received during the year. It is indeed commendable that as a matter of transparency, your Company has devised the Citizen Charter, which is hosted in its website for the public.

The township for accommodating the employees and their families is situated at Barbaruah at a distance of approximately 4 kms. from the plant site and is spread over 400 bighas, wherein 12 A Type and 72 B Type family quarters have been constructed and allotted to the executives. Construction of 60 C Type family quarters have been completed and allotted to eligible executives. Out of the total 5 D Type quarters, 3 have so far been allotted. With increasing number of quarters becoming available, accommodation of more employees and their families close to the plant, has become possible. A mini shopping complex with outlets for fast food, fruits & vegetables, grocery, laundry & saloon services has been made operational in the township to cater to the day to day needs of the employees.

Industrial Relations

Your Company has taken due care to ensure strict compliance of applicable Labour Laws at its various project sites (Lepetkata, Duliajan, & Lakwa) in order to safeguard the interest of the contract workers. Payment of minimum wages to all the contract labourers as prescribed under Minimum Wages Act, 1948 has been ensured. Labour related issues are dealt with promptly and resolved forthwith. Further, demands from the Project Affected Persons (PAPs)/ local persons and several other organisations for employment in the Company have been addressed effectively in the interest of the project. Project affected persons (PAPs) have been engaged in various unskilled category jobs with various contractors. Overall, your Company has been successful in maintaining a progressive and harmonious industrial climate between contractual labourers/ contractors and the management through timely intervention and pro-active measures, with 'zero' loss of man-days on this count.

Meetings of the Board and changes in the Board of Directors & key managerial personnel

During the year under review, seven meetings of the Board of Directors were held and the following changes occurred in the Board of Directors and

Independence Day celebrations

key managerial personnel:

(i) Smt R S Borah, Director (Finance), Oil India Ltd was appointed as a Director of the Company in place of Shri S Rath w.e.f. 22.07.2015

(ii) Shri H K Sharma, IAS Commissioner and Secretary to the Government of Assam, Industries & Commerce Department was appointed as a Director in place of Shri R T Jindal, IAS w.e.f 24.07.2015.

(iii) Shri Subir Purkayastha, Director (Finance), GAIL (India) Limited was appointed as a Director of the Company w.e.f. 11.05.2015 in place of Shri P K Jain.

(iv) Shri Gautam Barua, Independent Director ceased to be Director w.e.f. 27.08.2015 on completion of his term.

(v) Shri P N Prasad ceased to be the Managing Director of the Company w.e.f. 25.02.2016.

(vi) Shri O P Tailor, Director (Finance) & CFO held additional charge of the post of Managing Director w.e.f. 25.02.2016 to 26.02.2016.

(vii) Shri B C Tripathi, Chairman held additional charge of the post of Managing Director w.e.f. 27.02.2016.

Details of composition and meetings of the Board including attendance have been provided in the Corporate Governance Report forming part of this report.

Corporate Social Responsibility

Corporate Social Responsibility is today an indispensable aspect of standard business practices and competitiveness. Your Company understands the necessity of inclusive growth and considers itself as an essential part of the society. As a conscientious corporate citizen, it is committed to the development of the local areas and life of the local communities at large, thereby discharging its responsibilities beyond mere financial considerations.

Various corporate social responsibility (CSR) initiatives have been undertaken for the year under review taking into consideration the requirement of the local public. An internal cross functional committee, after review and examination, recommends proposals for implementation. An amount to the tune of ₹1 Crore had been committed during the year under review towards the exercise of CSR.

Community Sanitary Block & IHHL, Lakwa

Important projects taken up during the year include:

1. Intensive skill development training on Plastic processing machine operations conducted by Central Institute of Plastics Engineering and Technology, Guwahati.
2. Development of drainage system in the Barbaruah area, Dibrugarh District.
3. Community Sanitary Block and individual household latrines (IHHL) in Charaideu G.P, Lakwa, Sivasagar District

A Committee of the Board on Sustainability & CSR is in place and the updation in the CSR Policy aligned to the requirement of new Companies Act is being firmed up.

Sustainable Development

Maintaining a stable relationship between human activities and natural resources and the environment is the only answer to sustainable economic growth. Your Company has undertaken

CIPET Training

and completed development of a Green Belt by planting additional 1000 trees around the plant during the year and with these a total of 8200 trees have been planted so far. An additional 1000 trees are planned to be planted during the year 2016-17. Proper disposal of hazardous waste, solid waste, bio-medical waste, E-waste and other wastes are being ensured in an environment friendly manner in line with various statutory requirements. Water cess is being paid to the Pollution Control Board, Assam for ground and surface water consumption. Your Company is also committed to confirm ambient air qualities as well as point source emission qualities as per the Central Pollution Control Board and the State Pollution Control Board standard.

Vigil Mechanism

The Company has a Whistle Blower Mechanism as per which the Public Interest Disclosure and Protection of Informer (PIDPI) Resolution No 89 of Government of India is being followed.

Right to Information Act, 2005

The Company adheres to Government instructions issued in pursuance of the Right to Information Act, 2005, and has designated a Central Public Information Officer and First Appellate Authority under the Act. A total of 47 RTI queries were received during the financial year 2015-16, to which replies were duly sent as per the provisions of the Act.

Statutory Auditors' Report

M/s Bhawani Sharma & Co, Chartered Accountants, Guwahati were appointed by the Comptroller and Auditor General of India as Statutory Auditors of your Company for the year under review and their report is annexed hereto.

Comments of Comptroller & Auditor General (C&AG) of India

The Comptroller & Auditor General of India has undertaken supplementary audit on the accounts of the Company for the year ended 31st March, 2016 under Section 143 (5) of the Companies Act, 2013. The comments of the C&AG on the Annual Accounts of your Company for the year under review are also annexed hereto.

Secretarial Audit Report

M/s Narayan Sharma & Associates, Practising Company Secretary was appointed as the Secretarial Auditor of your Company for the year under review and their report along with explanation of the Board to the observation therein pursuant to the provisions of Section 134 (3) (f) of the Companies Act, 2013, is annexed hereto.

Management Discussion & Analysis

A Management Discussion & Analysis Report as stipulated in the DPE Guidelines on Corporate Governance for CPSEs forms part of the Annual Report.

Corporate Governance

A separate section on Corporate Governance forming part of the Directors' Report and a certificate from a Practising Company Secretary confirming compliance of Corporate Governance norms as stipulated in the DPE Guidelines on Corporate Governance for CPSEs is included in the Annual Report.

Adequacy of internal financial controls with reference to the Financial Statement

Since inception, your Company has taken due care to ensure that there are sufficient internal controls for safeguarding its assets and also that there is reliable financial reporting, timely feedback on the achievement of targets and compliance with applicable laws and regulations. Your Company has made good progress in gradually introducing its own systems, policies and procedures and in areas in which this is yet not achieved, those of its holding Company are being followed. A risk management policy is in place. Quarterly internal audit has been conducted by the Internal Auditors, M/s Batliboi & Purohit, Chartered Accountants, Mumbai. The progress and activities of your Company is being continuously monitored and reviewed at all levels including the holding Company, GAIL, the State and Central Government authorities.

Audit and other Committees of the Board

Details as to composition, meetings and attendance of the Committees of the Board including the Audit Committee and the Nomination & Remuneration Committee are provided in the Corporate Governance Report forming part of this report.

Responsibility Statement of the Board of Directors

As required by Section 134 (3) (c) & 134(5) of the Companies Act, 2013 your Directors to the best of their knowledge and explanation affirm that:

i. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

ii. the Directors had selected such accounting policies and applied them consistently except changes as per the Companies Act, 2013 (Ref. Note No. 19 to Balance Sheet on "Significant Accounting Policies") and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

iii. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. the Directors had prepared the annual accounts on a going concern basis; and

v. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Statement on Declaration of Independence by Independent Directors

The Independent Director duly affirmed meeting the criteria of independence specified under

section 149(6) of the Companies Act, 2013, for the year 2015-16.

Particulars of contracts or arrangements with related parties

The particulars of contracts or arrangements with related parties pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is annexed hereto in the specified format.

Extract of the Annual Return

An extract of the Annual Return pursuant to section 134(2)(a) of the Companies Act, 2013 is annexed hereto in the specified format.

Particulars of loans, guarantees or investments under section 186

The Company has not given any loan /provided any guarantee or security in connection with a loan to any person or other body corporate and acquired by way of subscription, purchase or otherwise, the securities of any other body corporate during the year under review.

Risk Management Policy

Your Company has a Risk Management Policy for identification, evaluation and mitigation of risks. As per the policy, identification of risks is to be carried out by the Risk Management Committee on the basis of activities categorised into Corporate, Construction including Commissioning, Operations & Maintenance and Marketing. Risks identified are to be categorised into High, Medium and Low depending on risk probability and impact. During the year under review, Construction & Commissioning Risk was the significant risk, which was being continually reviewed at all levels including the Board of Directors, the holding Company and the Government. With achievement of commissioning of the Lepetkata complex in January, 2016, the other categories of risks have now gained significance and are being reviewed and monitored at appropriate levels.

Acknowledgement

Your Directors gratefully acknowledge the continued support and guidance of the Ministry

Review at site by Shri Dharmendra Pradhan, Hon'ble Minister of state (i/c), P&NG, along with Shri Sarbananda Sonowal, Hon'ble Minister of state (i/c), Youth Affairs and Sports. Also seen are Shri B C Tripathi, Chairman; Shri P N Prasad, Managing Director and other officials

of Chemicals and Fertilizers, the Ministry of Petroleum and Natural Gas and the Ministry of Environment and Forests. Your Directors remain deeply indebted to the promoters, GAIL, OIL, NRL and Government of Assam for their hand-holding and assistance since the beginning and likewise to the lenders, Oil Industry Development Board and State Bank of India for their assistance. Your Directors acknowledge the cooperation of the entire team of EIL, the bankers, consultants, suppliers and the various intermediaries in expediting progress and commissioning of the project. Your Directors are also grateful for the co-operation and advice extended by the Internal Auditors, the Statutory Auditors and the officials of the Comptroller & Auditor General of India. Last, your Directors express heartfelt thanks to Team BCPL who persevered and overcame great odds and helped commission the project. Each of these entities and persons have been part of a cohesive whole and their role in helping the Assam Gas Cracker project see the light of day cannot be over-emphasised.

Sd/-
(B C Tripathi)
Chairman

Dated 11-08-2016
Place: New Delhi

Management Discussion and Analysis Report

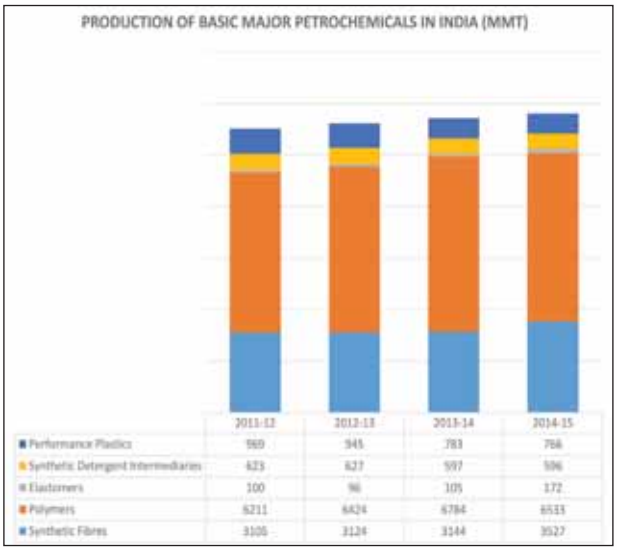
Industry Structure and Developments

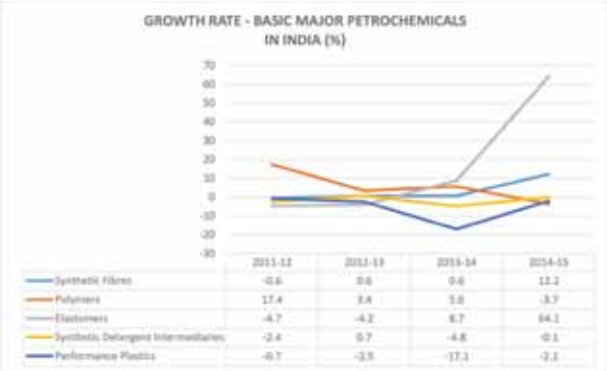
The chemical industry which includes petrochemicals, is an integral part of the developing Indian industry and plays a pivotal part in meeting essential human needs and improving the quality of life. A capital intensive industry, it is easily one of the most diversified sectors encompassing myriad commercial products and forms the mainstay of agricultural and industrial development in the country. Comprising of plastic and a host of other chemicals, Petrochemicals are downstream hydrocarbons derived from crude oil and natural gas as feedstock. Apart from these convention sources of feedstock, in the global level, particularly in the Middle East and North America, alternative feedstock like Ethane, LPG and methanol-to-olefins are emerging in the production of Ethylene, due to their availability at cost effective prices.

Olefins including Ethylene & Propylene and Aromatics including Benzene & Xylene isomers constitute the two main classes of petrochemical raw materials. The use of synthetic polymers, also known as plastics has transformed our lives over the last few decades and downstream petrochemical products have permeated almost every facet of our daily lives, catering to the requirement of textiles and clothing, agriculture, packaging, infrastructure, healthcare, furniture, automobiles, information technology, power, electronics and telecommunication, irrigation, drinking water, construction and a host of other items of daily and specialised use in other developing areas.

Though large, the plastic industry in India is highly fragmented and bears the disadvantages of economies of scale. The Indian petrochemical industry has nevertheless witnessed significant growth spurt and made a place for itself in the economy with plastics and polymers evidencing maximum growth. Commonly used polymers include Polypropylene (PP), Poly vinyl chloride (PVC), Polystyrene (PS), Polyethylene (PE) and Acrylonitrile Butadiene Styrene (ABS). PE again is of three types - high density polyethylene (HDPE), low-density polyethylene (LDPE), linear low density polyethylene (LLDPE). The primary products of the Company, PP, LLDPE and HDPE are essentially used in the manufacture of plastic products and PP without doubt is the fastest growing Polymer. Demand in this sector is basically derived demand being dependent on the overall growth in the economy and its constituent sectors.

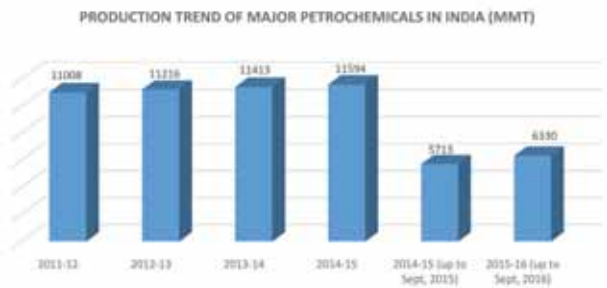
India has four naphtha based and four gas based cracker complexes with a combined annual ethylene capacity of 4.00 million MT, besides six aromatic complexes with a combined Xylene capacity of 4.45 million MT. In India, the production of major chemicals and petrochemicals was 11193 thousand MT in 2015-16 (up to September, 2015), compared to 10522 thousand MT in 2014-15 (up to September, 2014), indicating a growth of 6.4%. As seen

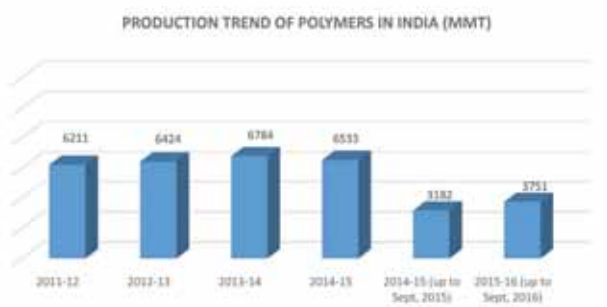




below, the production of polymers account for around 57% of the total production of basic major petrochemicals.

The production of basic major petrochemicals was 6330 thousand MT in 2015-16 (up to September 2015), compared to 5713 thousand MT in 2014-15 (up to September 2014) indicating a growth of 10.8%. Out of this, the production of Polymers was 3751 thousand MT in 2015-16 as compared to 3182 thousand MT in 2014-15, indicating a growth of 17.9%.





Source: DCPC Annual Report

India with an estimated per capita consumption of roughly 7 kg, contributes only a fraction in terms of global standards as compared with countries like USA, UK, and China. After a slowdown following the global meltdown, the polymer industry is now believed to be back on track. It is also believed that the growth drivers of the sector are finally in place and this combined with the huge demand in the manufacturing industry, supportive government policies and a newly surging economy will push the industry to new heights.

Strengths and Weaknesses

The dream of millions of people of the state of Assam, of a Gas Cracker Plant using the hydrocarbons available in the region, as envisioned by the Assam Accord of 1985 has now become a reality. The Assam Gas Cracker Project as the company is more widely recognised, has generated immense public interest, healthy criticism and goodwill and received commendable support from all sections of the state and central governments without which it would have been difficult to achieve its present status.

The Government of Assam initiative to set up a Plastic Park in Tinsukia district at a distance of 40 kms from the BCPL plant site and spread over an area of 500 acres, is expected to provide the infrastructure and impetus to downstream industries providing ready market for the Company's products, when it is eventually functional. Joint efforts are being made by the Ministry of Chemicals and Fertilizers, the Department for Development of North-Eastern Region (DONER), the Ministry of Micro, Small & Medium Enterprises (MSME), the Government of Assam, GAIL (India) Ltd and your Company for development of the downstream industries in the entire north-eastern region. The market potential in the region is encouraging with around 136 plastic processing industries at present, consuming approximately 1.1 lakhs TPA of polymer which is presently being sourced from outside the region. With your plant going on stream on sustained basis, it is expected that polymer sourcing from outside the north-eastern region will gradually reduce. Further, with the

raw material becoming locally available, new plastic processing industries in this sector are expected to emerge which is in line with the objectives of "Startup India" campaign launched by the Government of India.

Without dispute, the biggest strength for the Company has been the generous support extended by the promoters having an impressive reputation in the hydrocarbons sector. The promoters have backed the Company at every stage since inception, by way of equity contribution, skill & expertise sharing and augmenting experienced manpower needs through deputation/secondment. By virtue of a Marketing Agreement, GAIL (India) Ltd, the holding company has taken the responsibility for 100% evacuation of the products and by-products of your Company by using its own marketing network, initially for ten years. This to a great extent provides respite from making marketing arrangements from a logistically disadvantaged corner of the northeast. Adequate availability of feedstock has also been ensured through arrangements with OIL, NRL and ONGC.

The dual feed technology of the Ethylene Cracker Unit in the project, provides the advantage of an option to replace natural gas with naphtha and vice versa without any changes in design. The dependence on a single feedstock is thereby reduced.

From the environment perspective, once the company goes into full scale production, the use of plastics in the furniture and construction sectors in the region is expected to replace the use of wood, indirectly contributing to the arrest of deforestation and conservation of the once prolific flora and fauna of the region.

On the downside, the plant is highly capital intensive and therefore involves huge capital cost relying heavily on capital and feedstock subsidies and other Government concessions, which leaves it vulnerable to the probability of withdrawal of such support in the future.

Being located in a remote corner of the north-eastern region of the country which lags behind in terms of adequate infrastructure, the Company faces a logistical challenge for despatch and marketing of the products as also in attracting and retaining quality and experienced human capital. The freight advantage is lost and attrition is a cause for concern. It is however anticipated that the rising local demand and introduction of better facilities and benefits for the employees including the township will negate these unfavourable factors to some extent.

Opportunities and Threats

Appropriately known as am 'enabler' industry, the polymer industry provides important inputs crucial for other sectors and hence proves to be a vital link between natural resources and end products, its use having pervaded all major sectors of the economy. It is therefore believed that demand for plastics indicates the economic growth. India with a low per capita consumption of only about 7 Kg and immense potential given the advancement in sectors like rural marketing, organised retailing, agriculture, automobile, telecommunication and healthcare along with increasing money power and favourable demographics, has a promising growth prospective in the polymer industry. In the absence of any competitor of significance, the north-eastern region, with one of the lowest per capita consumption levels in the country, has excellent prospects for the Company, which will cater to all the eight states therein offering the most fitting opportunity to orchestrate their growth in a comprehensive manner. Besides, export opportunities in neighbouring countries can also be exploited. The northeast has an added advantage of relatively cheap labour as compared to other developed parts of India.

As compared to competitors in the Middle East, the feedstock cost, a major cost component in

the industry, is relatively high in India proving to be a setback in so far as market competition is concerned. Your Company has requested MoP&NG through its administrative ministry for the "First Right of Refusal" to it for future findings of natural gas in nearby region. Opportunity exists for tapping the additional gas finds by M/s HOEC in nearby region for capacity augmentation of the BCPL Plant. The option of sourcing feedstock from the neighbouring countries like Myanmar and Bangladesh may also be considered in future depending on the economics, transportation infrastructure and Government policy.

Being cyclical in nature, the petrochemical industry generally passes through 6 to 8 year phases of highs and lows and prices cannot be predicted with accuracy despite sturdy demand. In the present free market scenario, it is therefore difficult to undermine the dangers of dumping of cheaper products posed by cheaper imports from low cost producers outside the country.

The Central Government has various schemes including setting up of Centres of Excellence, Petroleum, Chemicals and Petrochemical Investment Regions (PCPIRs) and Plastic Parks, which augur well for integration and development of the polymer industry, which otherwise is a fragmented sector. Investments under these schemes would enjoy common benefits like infrastructure and support services, networking and ultimately, greater efficiencies, all provided in an environment friendly manner. Besides, as an incentive for promoting worthy innovations and organisations, the Centre annually presents the National Award for Technology Innovation in Petrochemicals and downstream Plastic Processing Industry

Remoteness of location has been a limiting factor for availability, recruitment and retention of technically skilled and experienced manpower. However, the promoters have played a commendable role in augmenting manpower requirement from the initial stages and it is expected that manpower on secondment from GAIL will continue to the extent required till such time as the Company becomes self-reliant in this regard.

The negative perception over the use and disposal of plastics *vis-a-vis* the environment and its conservation, is a significant threat to the sector. The society needs to be sensitised to the benefits that would follow from replacing wood in construction and furniture with plastics, so that the public at large realise the key role plastics can play in actually conserving the fast depleting forest resources. Moreover, developments in the field of biodegradable and photodegradable plastic and resultant improvement in product quality with reduced adverse effect on environment, is expected to alleviate this threat perception to a large extent.

Segment wise or Product wise Performance

The project has been commissioned on 2nd January 2016. Presently, operations of all the process units are being stabilised. As on 31st March, 2016 your Company has produced around 3200 MT of polymers and 1000 MT of liquid hydrocarbons. Your Company operates in a single segment i.e. production and sales of polymers to downstream plastic industries. Considering nature of business and operation, there is no reportable segment.

Outlook

The Indian economy is slowly but steadily recovering from the slowdown and general economic troubles evidenced over the last few years and continues to show resilience and strength in its domestic absorption. It has been able to register a growth of 7.2 per cent during the first half of 2015-16, besides also witnessing macro-economic stability. This is an encouraging

development given the still highly uncertain global economic scenario and India is emerging as the fastest growing economy among the large economies, and as predicted by most agencies, it is likely to remain so in the medium term. Being an enabler industry dependent for growth on the overall economic development, this augurs well for the Polymer sector. According to the mid-year economic analysis for 2015-16 conducted by the Ministry of Finance, the Plan Expenditure of the Department of Chemicals & Petrochemicals up to September, 2015 was ₹50.94 crore against the budget estimate of Rs 188 crore for 2015-16. Though India's industry faces stiff competition due to its smaller capacities as compared to the plastic sectors in globally leading countries particularly neighbouring China, an underlying robust economy with use of plastics spreading to more and more sectors replacing conventional material, has ensured steady sustainability through the worst times. Long term drivers include the fast growing rural incomes and expanding annual car production. All polymers are expected to grow at approximately 10% CARG during the 12th plan period. India is to a large extent self-sufficient in petrochemicals and hence growth necessitates shifting of focus to exports. Constraints of adverse investment and business environment including low import duties on petrochemical products, infrastructure bottlenecks, high energy cost coupled with high internal transaction costs need to be countered by supportive government policy.

As far as your Company is concerned, the project has been commissioned on 2nd January 2016. The operation of the process units viz. Gas Sweetening Unit (GSU), Ethylene Cracker Unit (ECU), Linear Low Density Polyethylene (LLDPE)/ High Density Polyethylene (HDPE) units and Polypropylene Unit (PPU) are currently being stabilised. Considering an estimated annual consumption of polymer in Assam at 100 KTPA and overall in the northeast market at 112 KTPA, efforts would be made to target the units located in the region to maximise returns. A significant part of the 280 KT of the annual production is expected to be consumed in the region. Your company has started selling polymer as well as liquid hydrocarbon products. Majority of the products have so far been sold in the northeast market. Entrepreneur development activities have been conducted across the length and breadth of the region to create awareness regarding plastic downstream industries.

Risks and Concerns

Entrepreneurs' Awareness Programme

Vendor's Meet

Sub-optimal capacity of plants due to constraints of feedstock availability result in comparatively high project cost and the BCPL plant is an example primarily due to the limited availability of hydrocarbons in the north-eastern region. Being highly capital intensive petrochemicals plants find it difficult to generate benefits with low economies of scale, warranting expansion of capacities to achieve the optimum economies of

scale. However, any expansion of the plant would mainly depend on the availability of hydrocarbons and other feasibility defining factors. Adequate availability and quality of feedstock is also necessary to keep the plant viable on a sustained basis.

Your Company has witnessed significant cost escalation due to delay in project implementation and despite firm arrangements by the Government of India for feedstock availability for 15 years of plant operation, there has been an increase in feedstock prices since the time of approval of the project. Further, uncertainties regarding continuation of government support in the form of feedstock and other subsidies in the future, are also a matter of concern. With the commissioning having been accomplished the main concern would be to stabilise the plant and to operate it smoothly so as to generate the income necessary to sustain the organisation. The development of plastic processing units in the vicinity is essential to derive maximum economic and employment benefits for the state. However, till the Plastic Park becomes a reality, in the absence of downstream plastic processing units, there may be difficulty in evacuation of polymers in the north-eastern states. Logistical problems together with the perception of a not so congenial business environment present a challenge unique to private investments in the region. The facilities and the infrastructure to be made available in the Plastic Park together with supportive government initiatives is expected to mitigate these constraints to a large extent though a lot still remains to be done before the Plastic Park becomes functional. Further, opportunities in the ASEAN countries particularly neighbouring Myanmar and in Bangladesh need to be tapped.

A risk management policy is in place and various risks are being periodically reviewed to identify and mitigate construction phase, financial, operational and other risks. An online legal compliance management system has been introduced in your Company and compliances are reviewed by the Board of Directors periodically.

Internal Control Systems and their adequacy

Since inception, your Company has taken due care to ensure that there are sufficient internal controls for safeguarding its assets and also that there is reliable financial reporting, timely feedback on the achievement of targets and compliance with applicable laws and regulations. Your Company has been gradually introducing its own systems, policies and procedures and in areas in which this is yet not achieved, those of its holding Company are being followed. A risk management policy is in place. Quarterly internal audit is being conducted by the Internal Auditors, M/s Batliboi & Purohit, Chartered Accountants, Mumbai. The progress and activities of your Company is being continuously monitored and reviewed at all levels including the holding Company, GAIL, the State and Central Government authorities.

Financial Performance with respect to Operational Performance

Subsequent to commissioning of all units at Lepetkata on 2nd January, 2016, the project is in the process of stabilisation and during the three months of operation has incurred a loss of ₹270.23 crore with a turnover of ₹1.69 crore excluding excise duty. The cash loss during the period is ₹226.75 crore.

Your Company has received the total sanctioned amount of Capital Subsidy of ₹4708.95 crore (including net interest earned thereon) from the Government of India. Secured loans of ₹929 crore were drawn during the year from OIDB and SBI and the total secured loans as on 31st March, 2016 was ₹2959.30 crore. Out of a cumulative

capital expenditure of ₹9845.84 crore, a total expenditure of ₹1276.88 crore was incurred during the year. The authorised share capital of your Company is ₹2000 crore and the paid up capital has gone up to ₹ 1173.71 crore.

Material developments in Human Resources, Industrial Relations front including number of people employed

Recruitment and retention of quality manpower has been a major challenge in your Company since inception with appreciable success in the recent times. There has been a continuous effort to keep the employees motivated to make optimal use of their strengths and maintain a congenial employer - employee relationship so as to maximise performance towards achieving the organisational vision, mission and objectives. Due importance has been given in maintaining a balance between various factors including, training, leadership development, employee benefits and compensation, delegation, conflict resolution, discipline and a healthy work culture. The focus so far has mainly been on quality recruitment, training, motivating and retaining of personnel and ensuring workplace safety. There has been a conscious effort to increase the efficiency of the employees by conducting technical training for different disciplines/ departments of the plant through the licensors and external agencies both in India and abroad and also training on other aspects like induction, safety, motivation and behaviour, nutrition, stress management training etc. In the year 2015-16 the Company organised trainings to cover 664 man-days.

Considerable headway has been made in construction of the Township for accommodating employees and their families. As on 31st March, 2016, the bungalow of Managing Director and 05 D-type family quarters for top management executives have been completed & allotted to senior officials. In addition, 72 B -Types quarters have been constructed and allotted to the entitled executives. The construction of 60 C -Type quarters have also been completed & are being allotted to eligible executives. For non-executives, 12 family quarters in A type have also been allotted.

The strength of human resources of the Company as on 31st March, 2016 was 580, out of which 394 are executives and 186 are non-executives with 64.13% from the North East Region. In addition 66 executives are on secondment from the promoter Company i.e., GAIL. Continuous recruitment process is going on to hire more human resources in different disciplines having various skills, knowledge, experience and ability to meet the balance requirement of human resources in your Company. Most of the skilled / semi-skilled / unskilled workers engaged in the construction work are from the locality and the Northeast Region as a whole.

Environmental Protection and Conservation, Renewable Energy Developments, Foreign Exchange Conservation

Your Company is aware of its obligations towards conservation of the environment. Pollution control and other environment protection norms are being complied with. There is an effluent treatment plant which takes care of proper effluent discharge within the prescribed limits and due clearance has already been taken from the Pollution Control Board, Assam for the plant. Once the project becomes fully operational, the aspects of conservation of foreign exchange and the development of renewable energy will achieve significance.

Corporate Social Responsibility

Ever since the project implementation phase,

your Company has contributed to society through its CSR initiatives in the areas of health care, hygiene, education, infrastructure development & environment, literacy enhancement to the extent possible. The latest CSR Policy aligned to the requirement of new Companies Act is being finalised by the Committee of the Board on Sustainability & CSR.

Data Source: *Annual Report 2015-16 DCPC, MoC&F*

Forward Looking Statement: *This document includes statements that are, or may be deemed to be, "forward-looking statements" which by their nature involve risk and uncertainty as they relate to future events and circumstances, a number of which are beyond the Company's control. As a result, actual future results may differ materially from the plans, goals and expectations set out in these forward-looking statements, due to economic conditions, government policies and other incidental factors such as litigation and industrial relation. Readers are advised not to place undue conviction on such statements.*

International Women's Day celebrated with the inmates of Missionaries of Charity, Dibrugarh

Flood Relief Camp

Report on Corporate Governance

Company's Philosophy

Your Company is committed to the adoption of sound corporate governance practices to maximise stakeholder value on a sustainable basis and to act ethically and in a transparent manner with emphasis on integrity and accountability in the conduct of business so as to enjoy enduring confidence of the stakeholders.

Board of Directors

As on 31st March, 2016, the Board of Directors of your Company consisted of nine Directors including an ex-officio Chairman nominated by GAIL, two Government Nominees (representing MoC&F and MoP&NG), and one Functional Director. The Nominee Directors are appointed in accordance with the Joint Venture Agreement and the Articles of Association of the Company. Appointment of Independent Directors against vacancies caused by completion of term of two Independent Directors was pending with the Government and hence the Company did not have any Independent Director as on 31st March, 2016. The Board of Directors has reconstituted the various Committees with the existing Directors till such vacancies are filled, in order to facilitate the conduct of the company's business.

The composition of the Board of Directors, along with Directorships and committee positions, attendance records during the year under review is as below:

Sl. No.	Name of the Director	Designation	No. of Directorships / Chairmanship in other companies #		No. of Committee* Memberships / Chairmanship in other companies#		Number of Board meetings during the year 2015-16		Attendance in last AGM
			Chairman	**Director**	**Chairman**	**Member**	**Held** during the tenure	**Attended**	
Functional Directors									
1	**Shri P N Prasad** (DIN 03387453) (Ceased to be Director w.e.f. 25.02.2016)	Managing Director	-	-	-	-	**6**	**4**	Yes
2	**Shri O P Tailor** (DIN 00370355)	Director (Finance)	-	-	-	-	**7**	**6**	Yes
Promoter Directors									
3	**Shri B.C. Tripathi** (DIN 01657366) Chairman & Managing Director GAIL (India) Ltd.	Chairman holding additional charge of Managing Director w.e.f. 27.02.2016	**2**	-	-	-	**7**	**5**	No
4	**Shri R. K. Dutta** (DIN 00205669) Advisor Government of Assam	Director	-	**2**	-	**2**	**7**	**4**	Yes

Sl. No.	Name of the Director	Designation	No. of Directorships / Chairmanship in other companies #		No. of Committee* Memberships / Chairmanship in other companies#		Number of Board meetings during the year 2015-16		Attendance in last AGM
			Chairman	Director	Chairman	Member	Held during the tenure	Attended	
5	**Shri R T Jindal** (DIN 05292121) Additional Chief Secretary to the Government of Assam, Industries & Commerce Department (Ceased to be Director w.e.f. 24.07.2015)	Director	**N/A**	**N/A**	**-**	**-**	**1**	**-**	N/A
	Shri H K Sharma (DIN 01569265) Commissioner & Secretary Government of Assam, Industries & Commerce Department (Appointed as Director w.e.f. 24.07.2015)	Director	**6**	**1**	**-**	**-**	**6**	**1**	Yes
6	**Shri P Padmanabhan** (DIN 06807565) Managing Director Numaligarh Refinery Ltd.	Director	**1**	**-**	**-**	**-**	**7**	**3**	Yes
7	**Shri S Rath** (DIN 03495179) Director (Operations) Oil India Limited (Ceased to be Director w.e.f. 22.07.2015)	Director	**N/A**	**N/A**	**-**	**1**	**1**	**0**	N/A
	Smt R S Borah (DIN 06700534) Director (Finance), OIL India Ltd (Appointed as Director w.e.f. 22.07.2015)	Director		**4**		**2**	**6**	**2**	Yes
8	**Shri P K Jain** (DIN 02145534) Director (Finance) GAIL (India) Ltd. (Ceased to be Director w.e.f. 11.05.2015)	Director	**N/A**	**N/A**	**1**	**-**	**-**	**-**	N/A
	Shri Subir Purkayastha (DIN 06850526) Director (Finance) GAIL (India) Ltd. (Appointed as Director w.e.f 11.05.2015)	Director	**5**	**-**	**-**	**1**	**7**	**7**	Yes

Sl. No.	Name of the Director	Designation	No. of Directorships / Chairmanship in other companies #		No. of Committee* Memberships / Chairmanship in other companies#		Number of Board meetings during the year 2015-16		Attendance in last AGM
			Chairman	**Director**	**Chairman**	**Member**	**Held** during the tenure	**Attended**	
Government Directors									
9	**Shri Avinash Joshi** (DIN 06723083) Joint Secretary, Ministry of Chemicals & Fertilizers, Department of Chemicals and Petrochemicals	Director	-	-	-	-	**7**	**4**	No
10	**Shri P S Lokhande** (DIN 06966587) Director, Ministry of Petroleum & Natural Gas	Director	-	1	-	-	**7**	**1**	**Yes**
Independent Director									
11	**Shri Gautam Barua** (DIN 01226582) (Ceased to be Director w.e.f. 27.08.2015)	Independent Director	N/A	N/A	-	**2**	**2**	**1**	**N/A**
(*) (#)	Committee positions refer only to Audit Committee and Stakeholders Relationship Committee. Other Company means public companies only.								

Details of Board Meetings held during the year 2015-16.

Seven meetings of the Board of Directors were held during the year as per the following details:

No. of the Board Meeting	Date	Board Strength	No. of Directors Present
55th	29/05/2015	11	4
56th	25/08/2015	11	8
57th	19/10/2015	10	6
58th	29/01/2016	10	6
59th	04/02/2016	10	5
60th	22/02/2016	10	5
61st	10/03/2016	9	4

Profile of Directors being appointed / reappointed

Shri P Padmanabhan, Director, retires by rotation at the ensuing annual general meeting pursuant to section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment. Shri P Padmanabhan, Managing Director, Numaligarh Refinery Limited (NRL) was appointed as a Director on the Board w.e.f. 22.05.2014. He is a BE (Chemical) from NIT, Trichy, 1980 batch. Prior to his appointment as Managing Director of NRL, he was Executive Director (Refineries Co-ordination) of Bharat Petroleum Corporation Limited (BPCL) where he was in charge of co-ordination among group refineries of BPCL viz. BPCL's Mumbai and Kochi Refinery, joint venture Bharat Oman Refineries Limited (BORL) and NRL. In BPCL since 1980, he has garnered experience and in-depth knowledge in major functions of Refinery such as Production, Process, Technical Services, Quality Control, International Trade and was a member of the task force for Corporate Restructuring and also the task force leader for finalising BPCL's future strategy till 2020 which involved achieving crude processing capacity of 50 MMTPA through grass route/creep expansion of existing refineries and contributed in finalising BPCL's entry into Petrochemicals through Propylene derivative products.

He was appointed as the Convener of the Committee for finalising specifications of hydrocarbon fuels under Bureau of Indian Standards (BIS). He is a member of the Expert Group constituted by the Ministry of Petroleum and Natural Gas to evaluate performance of refineries and take steps to make them more efficient, viable and profitable, based on Solomon Performance Benchmarking Study of Indian PSU Refineries in 2010-11. Recently, he has been appointed by the MOP&NG as a member in the Committee headed by Additional Secretary, MOP&NG to prepare the 'North East Hydrocarbon Vision Document 2030'.

Shri P S Lokhande, Director, retires by rotation at the ensuing annual general meeting pursuant to section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment. Shri P S Lokhande, Director, Ministry of Petroleum & Natural Gas (MoP&NG) was appointed as a Director on the Board w.e.f. 17.10.2014. He is a member of the Indian Administrative Service, 2001 batch from the AGMUT cadre. He is a Mechanical Engineer. During his IAS career, he has served various departments/ offices of the State and centre including Land Revenue MGMT and Urban Development.

Shri Subir Purkayastha, Director retires by rotation at the ensuing annual general meeting pursuant to section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment. Shri Subir Purkayastha, Director (Finance), GAIL (India) Limited was appointed as Director on the Board w.e.f. 11.05.2015. He is a Chartered Accountant and Company Secretary by professional qualification and has a rich experience of nearly 30 years in the areas of Corporate Finance and Treasury including Forex Risk Management, Capital Budgeting, Corporate Budgets, Corporate Accounts, Finalisation of Long Term LNG and Gas Agreements, Liquefaction and Regasification Terminal Service Agreement, Shareholders Agreements and Joint Ventures Agreement etc. Prior to his appointment as Director (Finance), he held the position of Executive Director (Finance & Accounts) in GAIL. He was on secondment to Petronet LNG Ltd. during its formative years from 1998 to 2002. He joined GAIL in 1985 as a Finance Officer and rose to the position of Director. Having joined in the early stages of the Company he was part and parcel of the growth trajectory of the Company. Besides GAIL (India) Ltd., he also holds the position of Director in GAIL Gas Ltd., GAIL Global (Singapore) Pte Ltd. and GAIL China Gas Global Energy Holding Ltd. He is the Chairman of the Audit Committee, GAIL Gas Ltd.

Dr Chitralekha Mahanta, Head, Electronics and Electrical Engineering Department, IIT Guwahati was appointed as an Additional Director on the BCPL Board w.e.f. 14.06.2016 pursuant to Ministry of Chemicals & Fertilizers order no 45012/22/2010-PC.I(Pt.) (FTS:9204) dated 09.06.2016 notifying her appointment

as Independent Director in the Company. 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 in the area of control theory and its applications. She has offered a variety of courses in undergraduate and post graduate studies in the field of control systems at IIT Guwahati. Starting her research at IIT Guwahati in the field of Intelligent Control, currently she is involved in the areas of robust and adaptive control with applications in robotics and flight control. Her work has been published in well-known peer reviewed international journals and conference proceedings. She 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.

Shri Ashok Kumar Singh, General Manager and Chief Operating Officer, BCPL (on secondment from GAIL) was appointed as Additional Director on the BCPL Board w.e.f. 30.06.2016 pursuant to Ministry of Chemicals & Fertilizers order no 45012/15/2014-PC-I (FTS-6543) dated 30.06.2016 notifying his appointment as Managing Director of the Company and he assumed charge of the post of Managing Director w.e.f 14.07.2016. A Graduate in Electrical Engineering, he has more than three decades of rich and varied experience in the Gas & Petrochemical Sector in India. After a brief stint as Planning Engineer in a multinational company in Bengaluru, he joined the erstwhile Indian Petrochemicals Corporation Limited (IPCL), a petrochemical giant at Baroda in the year 1984. After serving over six good years at IPCL, he switched over in the year 1990 to GAIL which was executing several projects at that time. 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. Recognising his outstanding contributions in Project Execution, GAIL, the lead promoter of BCPL, deputed him to BCPL in the year 2010. He has played a vital role in completion & commissioning of the much awaited Petrochemical Complex at Lepetkata.

Audit Committee

During the year under review four meetings of the Committee were held on 17.04.2015, 14.05.2015, 25.08.2015 and 11.12.2015. Details of composition and attendance during the year under review are as below:

	No of meetings	
	held during the tenure of the member	attended by the member
Composition as on 31.03.2016		
Shri Subir Purkayastha, Chairman	3	2
Shri P Padmanabhan, Member	2	1
Smt. R S Borah, Member	2	-
Outgoing member during the year		
Shri H K Sharma, Chairman (up to 10.03.2016)	1	1
Shri P K Jain, Member (up to 11.05.2015)	1	1
Shri Gautam Barua, Chairman (up to 26.08.2015)	3	3
Shri O P Tailor, Member (up to 29.05.2015)	1	1

The terms of reference of the Audit Committee are in line with the DPE Guidelines on Corporate Governance and the Companies Act, 2013 and the recommendations of the Committee during the year have been accepted by the Board.

Nomination and Remuneration Committee

During the year under review four meetings of the Committee were held on 30.07.2015, 21.09.2015 and 29.01.2016, 22.02.2016 & 28.03.2016 (adjourned). Details of composition and attendance during the year are as below:

	No of meetings	
	held during the tenure of the member	attended by the member
Composition as on 31.03.2016		
Shri R K Dutta, Chairman	5	5
Shri P Padmanabhan, Member	4	3
Smt. R S Borah, Member	4	2
Outgoing member during the year		
Shri Gautam Barua, Chairman (up to 26.08.2015)	1	1
Shri S Rath, Member (up to 21.07.2015)	-	-

All the members are non-executive Directors. The scope of the Committee is in consonance with the provisions of the Companies Act, 2013 and DPE Guidelines on Corporate Governance. It also reviews and recommends the formulation of HR policy in the Company.

Other Committees

An empowered **Committee of the Board on Contracts and Procurement** for expeditious clearance of approvals for the project is also in place and comprised of the following members as on 31st March, 2016:

1. Smt. R S Borah : Chairperson
2. Shri P S Lokhande : Member
3. Shri O P Tailor : Member

A Committee on Sustainability & CSR comprising of the following members as on 31st March, 2016:

1. Shri P Padmanabhan : Chairman
2. Government of Assam Nominee : Member
3. Shri O P Tailor : Member

The terms of reference of the Committee are in line with the scope prescribed under the Companies Act, 2013 and DPE/Government Guidelines.

A Committee on Health, Safety and Environment is also in place to oversee the HSE performance of the Company and comprised of the following members as on 31st March, 2016:

1. Shri R K Dutta : Chairman
2. Shri P Padmanabhan : Member
3. Shri O P Tailor : Member

Remuneration to Directors

Being a Central Public Sector Enterprise, the appointment of the Whole-Time Directors and the terms & conditions thereof including remuneration are determined by the administrative ministry, the Ministry of Chemicals & Fertilizers.

The details of remuneration paid to the Whole-time Directors of the Company during the financial year 2015-16 are as below:

Amount in ₹

Name	Salary & Allowances	Contribution to PF, Gratuity and other funds	Other benefits and perquisites	Performance linked Incentives	Total
Shri P N Prasad Managing Director (Up to 24.02.2016)	2950853	239844	390843	-	3581540
Shri O P Tailor Director (Finance)	2205254	224148	253055	-	2682457

The Part-time Non-official Directors are not being paid any remuneration other than the sitting fee, which amounted to ₹1,10,000/- to Shri Gautam Barua during the year. The Nominee Directors do not receive any pecuniary benefits including sitting fee from the Company.

General Meetings

The details of the last three Annual General Meetings are as follows:

No of the AGM	Date	Time	Venue	Any Special Resolution passed
6th	29.08.2013	3:00 pm	Hotel Brahmaputra Ashok, M.G. Road, Guwahati	Yes, Authorisation for further issue of shares pursuant to section 81
7th	02.09.2014	3:00 pm	Hotel Brahmaputra Ashok, M.G. Road, Guwahati	Yes, (i) Increase of borrowing powers of the Board pursuant to section 180 (i)(c) (ii)Execution of Marketing Agreement with GAIL pursuant to section 188 (iii) Authorisation for further issue of shares pursuant to Section 62. (iv)Appointment and remuneration of Shri P N Prasad, Managing Director pursuant to sections 196,197,198 and Schedule V. (v) Appointment and remuneration of Shri O P Tailor, Director (Finance) pursuant to sections 196,197, 198 and Schedule V.
8th	21.09.2015	3:00 pm	Hotel Brahmaputra Ashok, M.G. Road, Guwahati	Yes, amendment in Article 7, 120 & 123 of the Articles of Association.

9th *Annual General Meeting*

Date : Friday, 16th September, 2016

Time : 3:00 pm

Venue : Hotel Brahmaputra Ashok, M G Road, Guwahati 781001

Disclosures

i. The related party transactions are disclosed in the notes to accounts forming part of the annual report and also in the extract of the annual return appended to the Board's Report.

ii. The Company has complied with the requirements of the DPE Guidelines on Corporate Governance, save and except the composition of the Board with respect to number of Nominee Directors and Independent Directors. The Board has requested for a special dispensation from the Government of India regarding reduction in the number of Nominee Directors appointed as per JV Agreement. Appointment of two Independent Directors was in process with the Government of India.

iii. The Company has a Whistle Blower Mechanism as per which the Public Interest Disclosure and Protection of Informer (PIDPI) Resolution No 89 of Government of India is being followed.

iv. A mechanism for Risk Management is in place to identify and mitigate construction phase, financial, operational and other risks.

v. The Public Procurement Policy for Micro and Small Enterprises is being implemented in the Company.

Audit Qualifications

For the 9th successive year there is no audit qualification in the report of the Statutory Auditors on the accounts of the Company for the year ended 31st March 2016.

Means of Communication

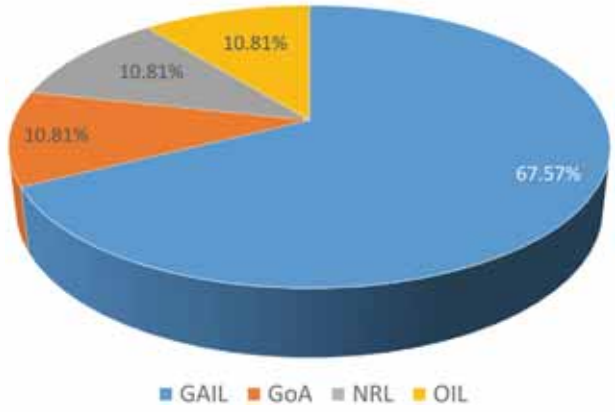
The Company has a website www.bcplonline.co.in. There is a dedicated cell for information sharing with stakeholders through the use of information and communication technologies particularly through its website. The Company periodically disseminates information through press releases and its annual reports.

Shri Subir Purkayastha, Director seen welcoming Smt R S Borah, Director during the 8th AGM, her first meeting. Smt R S Borah's induction fulfils the requirement of a Woman Director

8th Annual General Meeting in progress

Shareholding Pattern

As on 31st March, 2016, the shares were held by the promoters in the proportion:



Corporate Governance Compliance Certificate

A certificate from a Company Secretary in practice regarding compliance of conditions of corporate governance during 2015-16, as per clause 8.2.1 of the DPE Guidelines is annexed.

Secretarial Audit Report

The Company has carried out the Secretarial Audit for the year under review and the report along with the explanation to the observations therein is annexed.

Code of Conduct

The Company has a Code of Conduct for the Board members and the senior management personnel and all the members of the Board and the senior management personnel have affirmed compliance of the Code of Conduct for the financial year ended on 31st March, 2016.

DECLARATION

As required by clause 3.4.2 of the DPE Guidelines on Corporate Governance, it is hereby declared that the members of the Board of Directors as well as senior management personnel of the Company to whom the Code of Conduct is applicable have affirmed compliance with the code.

Date : 24-05-2016

Sd/-
(B C Tripathi)
Chairman & Managing Director
(holding additional charge)

Extract of Annual Return

As on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS		
(i)	CIN	**U11101AS2007GOI008290**
(ii)	Registration Date	**08.01.2007**
(iii)	Name of the Company	**Brahmaputra Cracker and Polymer Limited**
(iv)	Category / Sub-Category of the Company	**Government Company**
(v)	Address of the registered office and contact details	**Hotel Brahmaputra Ashok, M G Road, Guwahati-781001, Ph: 0361-2736910, Fax: 0361-2733556**
(vi)	Whether listed company Yes / No	**No**
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	**NA**

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of Plastic in primary forms - HDPE / LLDPE, PP	20131	N/A - Plant was in project implementation phase

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	**GAIL (India) Limited**	**L40200DL1984GOI018976**	**Holding Company**	**67.56%**	2(87) read with 2(46) of the Companies Act, 2013

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity

(*i*) *Category-wise Share Holding*

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual /HUF	NIL	60	60	Negligible	NIL	60	60	Negligible	NIL
b) Central Govt			NIL						
c) State Govt (s)	NIL	126900000	126900000	10.81%	NIL	126900000	126900000	10.81%	NIL
d) Bodies Corp.	NIL	1046810053	1046810053	89.19%	NIL	1046810053	1046810053	89.19 %	NIL
e) Banks / FI			NIL						
f) Any Other...			NIL						
Sub-total (A) (1):-		**1173710113**	**1173710113**	100%		**1173710113**	**1173710113**	**100%**	-
(2) **Foreign**	NIL								
a) NRIs - Individuals									
b) Other – Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
Sub-total (A) (2):-									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)		**1173710113**	**1173710113**			**1173710113**	**1173710113**	100%	-
B. Public Shareholding	NIL								
1. **Institutions** a) Mutual Funds b) Banks / FI c) Central Govt d) State Govt(s) e) Venture Capital Funds f) Insurance Companies g) FIIs h) Foreign Venture Capital Funds									

i) Others (specify)									
Sub-total (B)(1):-				NIL					
2. **Non-Institutions**	NIL								
a) Bodies Corp. i) Indian ii) Overseas b) Individuals i) Individual shareholders holding nominal share capital upto ₹1 lakh ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh c) Others (specify)									
Sub-total (B)(2):-		NIL				NIL		NIL	NIL
Total Public Shareholding (B)=(B)(1)+ (B)(2)		NIL				NIL			NIL
C. Shares held by Custodian for GDRs & ADRs		NIL				NIL		NIL	
Grand Total (A+B+C)	NIL	**1173710113**	**1173710113**			**1173710113**	**1173710113**	**100%**	-

(ii) ***Shareholding of Promoters***

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1	**GAIL(India) Limited**	**793010083**	67.57%	NIL	**793010083**	67.57%	NIL	-
2	Oil India Limited	**126900010**	10.81%	NIL	**126900010**	10.81%	NIL	-
3	Numaligarh Refinery Limited	**126900010**	10.81%	NIL	**126900010**	10.81%	NIL	-
4	Government of Assam	**126900010**	10.81%	NIL	**126900010**	10.81%	NIL	-
	Total	**1173710113**	100%		**1173710113**	100%		

(iii) ***Change in Promoters' Shareholding (please specify, if there is no change):- No Change***

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total Shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	1173710113	100%	1173710113	100%
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	-	-	
At the End of the year	**1173710113**	100%	**1173710113**	100%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): NIL

	Shareholding at the beginning of the year		Cumulative Share holding during the year	
For Each of the Top 10 Shareholders	No. of shares	% of total Shares of the company	No. of shares	% of total shares of the company
At the beginning of the year				
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
At the End of the year (or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel:

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
For Each of the Directors and KMP	No. of shares	% of total Shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	50	Negligible	50	Negligible
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
At the End of the year	50		50	Negligible

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹in crore)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount	2226.75	NIL	NIL	2226.75
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	2226.75	NIL	NIL	2226.75
Change in Indebtedness during the financial year	959.33	150.00	NIL	1109.33
• Addition				
• Reduction	196.45	NIL	NIL	196.45
Indebtedness at the end of the financial year				
i) Principal Amount	2989.63	150.00	NIL	3139.63
ii) Interest due but not paid	NIL			
iii) Interest accrued but not due	NIL	NIL	NIL	
Total(i+ii+iii)	2989.63	150.00	NIL	3139.63

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (₹)
1.	Gross salary	Managing Director Shri P N Prasad (upto 25.02.2016)	Whole Time Director Director (Finance) Shri O P Tailor	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3190697	2429402	5620099
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	390843	253055	643898
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0	0	
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify			
	Total (A)			6263997
	Ceiling as per the Act			Not applicable

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of the Director		Total Amount (₹)
1.	**Independent Directors**			
		Gautam Barua (upto 26.08.2015)		
	• Fee for attending Board / Committee meetings	1,10,000/-		1,10,000/-
	• Commission	-	-	
	• Others, please specify	-	-	
	Total (1)	1,10,000/-		1,10,000/-
2.	**Other Non-Executive Directors**			
	• Fee for attending board / committee meetings	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL
	Total (B)=(1+2)			1,10,000/-
	Total Managerial Remuneration			63,73,997/-
	Overall Ceiling as per the Act			Not applicable

C. Remuneration to KMP:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO (there is no CEO separately designated)	Company Secretary	CFO (Director Finance)	TOTAL in ₹
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	1502819.00	Director (Finance) is the CFO and his remuneration in mentioned in table A above.	1502819.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		105536.00		105536.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		NIL		NIL
2.	Stock Option		NIL		NIL
3.	Sweat Equity		NIL		NIL
4.	Commission - as % of profit - **others, specify**...		NIL		NIL
5.	Others, please specify				
	Total		1608355		1608355

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Meeting of Town Official Language Implementation Committee

Director, Finance Shri O P Tailor during the Republic Day parade.

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1	**Details of contracts or arrangements or transactions not at arm's length basis**	
a)	Name(s) of the related party and nature of relationship	**GAIL (India) Ltd., Holding Company**
b)	Nature of contracts/ arrangements/transactions	**(i) Execution of Lakwa Asset Transfer Agreement**
		(ii) Modification in Marketing agreement
c)	Duration of the contracts / arrangements/transactions	(i) N/A, Outright transfer of Lakwa Asset by GAIL in terms of JV agreement signed between the GAIL, OIL, NRL & Government of Assam and based on subsequent inter- ministerial Committee recommendation on the same.
		(ii) Agreement is initially for 10 years term and to be extended further on mutually agreed terms.
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	(i) The sale consideration is estimated to be approx ₹96, 31, 54, 988/- to be adjusted against the equity contribution of ₹95 ,28 ,99 570/- to be made by GAIL. Salient features of the agreement is as follows:- (a) GAIL agrees to sell, transfer, assign, convey and deliver the asset as agreed between the parties and BCPL agrees to purchase, acquire and accept from the sellers all the sellers right, title, and interest thereto and under the acquired asset which exist as on the effective date for the sale consideration. (b) The purchaser shall be the full and undisputed owner of the acquired asset from the effective date and become entitled to carry out the consumption and operation of the acquired asset. (c) The seller has handed over and purchaser has taken over the acquired asset from the effective date i.e. 1st April, 2015. (d) The liability of the total acquired asset including taxes/levies/ duties/penalty/interest /statutory dues/insurance premia etc. prior to the effective date of transfer shall remain with the seller and the same shall not be transferred to the purchaser. (e) The purchase and sale is limited to the Written Down Value specially set forth in this agreement and purchaser shall not take over any liabilities in respect of earlier activities. (f) In consideration of the transfer of the acquired asset, the purchaser shall, pay to the seller lump sum amount of ₹96,31,54,988/- (excluding tax) subject to adjustment as to be paid in the manner as provided in the agreement. (g) On execution of agreement, the purchaser shall issue equity shares at face value to the extent of sale consideration in accordance with Clause 4.1 (c) of the Joint Venture agreement. Any variation in this regard will be paid by the seller or the purchaser in a manner as mutually agreed to. *(Agreement executed in May 2016)*

		(ii) In order to comply with arm's length requirement mentioned in the Companies Act, 2013, following clause wise modifications in the draft Marketing Agreement have been incorporated: **Clause No.** — **Modified clause** 5.1.1 No change suggested, however, the same may also be evaluated from the perspective of the Competition Act, as well. 5.1.2 During the term of this agreement and so long as GAIL is able to discharge its obligations under this agreement, BCPL undertakes that it will not market any Petrochemical Products & its Byproducts, to/through any other party(ies) other than GAIL. 5.3.7 Sales Policy of BCPL will be approved by the Board of BCPL or authorised representative(s) authorised by BCPL Board having reference to GAIL's prevailing sales policy with suitable modifications if any. 5.10.2 The Policy & Procedures for Deemed Export Sales and Supply to SEZ units will also be approved by the Board of BCPL or authorised representative(s) authorised by BCPL Board having reference to GAIL's prevailing policy with suitable modifications if any and signed separately by a side letter. 5.11.1 The pricing of BCPL products and pre-excise & post sales discounts shall be proposed by Pricing Committee of GAIL for BCPL products, based on the market dynamics. The basic pricing policy of GAIL will be utilised to suit the requirement of BCPL pricing policy. One BCPL nominated executive will represent in the Pricing Committee for BCPL products either in person or by any other official means like video/tele conferencing etc. Prices and discounts put-up/ proposed by the Pricing Committee shall be finally approved by the duly authorised representative authorised by BCPL Board. 5.11.2 The Pricing Policy & procedures as referenced in clause 5.11.1 shall be approved by authorised representatives authorised by BCPL Board prior to the commissioning of the plant vide separate side letter.
e)	Justification for entering into such contracts or arrangements or transactions.	In compliance with the Joint Venture agreement signed between the GAIL, OIL, NRL & Government of Assam.
f)	Date(s) of approval by the Board	(i) 29.01.2016
		(ii) 29.01.2016
g)	Amount paid as advances, if any:	N/A
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	N/A, Exempted for related party transactions between two government companies.(MCA Notification No-GSR 463(E) dated 05.06.2015)
2	**Details of material contracts or arrangement or transactions at arm's length basis**	

a)	Name(s) of the related party and nature of relationship	**(i) GAIL (India) Ltd., Holding Company.**
b)	Nature of contracts/ arrangements/ transactions	**(i) Procurement of Butene-1** **(ii) Procurement of Propylene**
c)	Duration of the contracts / arrangements/transactions	(i) 3 Years long term contract to be entered with GAIL for supply of 5000 MTPA Butene-1 (ii) One time procurement of 400 MT propylene from GAIL, PATA
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	(a) Butene-1 is raw material which is required as Co- monomer in the production of various grades of LLDPE/HDPE. Its primary function is to control density of Polymer grades. Placement of order to GAIL for supply of 4450 MT Butene-1 at an estimated price of ₹52,09,52,377/- on ex-work GAIL Pata Basis. However actual rate of butene-1 is as per price formula applicable at the time of invoicing: Cost of production (Quarterly Average CoP with time lag of one Quarter) + Overheads(S&D expenses @ ₹500 /- MT) + Profit @ 5% (ii) One time requirement for start-up and commissioning / for the first charge required for pre commissioning of ECU. Financial implication of ₹2,20,05,200/- exclusive of all taxes & duties, freight, Insurance, etc on Ex- GAIL PATA Basis).
e)	Date(s) of approval by the Board, if any:	(i) N/A (ii) 29.05.2015
f)	Amount paid as advances, if any:	N/A

Sd/-

(B C Tripathi)

CHAIRMAN

Annual Report on CSR activities during FY 2015-16

Sl. No	Particulars	Details
1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	BCPL has a Policy with an objective of taking up socially relevant projects and initiatives that will promote wholesome growth of the society and improve the quality of life of people living in and around BCPL installations. The web-link is http://bcplonline.co.in/content.php?pageno=3&pageid=17&SubpageNo=1. BCPL has been spending on CSR activities to the tune of ₹1 Crore each year during the project phase. Further, finalisation of the detailed CSR Policy of BCPL is under process.
2.	The composition of the CSR Committee	1. Shr P Padmanabhan - Chairman 2. Shri Mukti Gogoi - Member 3. Shri O P Tailor - Member
3.	Average Net Profit of the company for the last three financial years	Not applicable
4.	Prescribed CSR Expenditure (2% of the amount as in item 3 above)	Not applicable
5.	Details of CSR spent during the financial year.	
	(a) Total amount to be spent for the financial year;	**₹97,86,090/-**
	(b) Amount unspent, if any	NIL
	(c) Manner in which the amount spent during the financial year is detailed below	

1	2	3	4	5	6	7	8
Sl. No.	CSR Project or Activity identified.	Sector in which the Project is covered	Projects or programs 1) Local area or 2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) Project or programs wise (₹)	Amount spent on the projects or programs Sub-heads: 1) Direct expenditure on projects or programs- 2) Overheads:	Cumulative expenditure upto the reporting period (₹)	Amount spent: Direct or through implementing agency
(i)	Development of drainage system in the Barbaruah area	Sanitation	Dibrugarh District	24,77,000/-	Direct Expenditure	24,77,000/-	DC, Dibrugarh
(ii)	Intensive Skill Development Training on Plastic Processing Machine Operations	Employment Enhancing Vocation Skills	50 youth from nearby areas of BCPL installations.	30,00,000/-	Direct Expenditure	54,77,000/-	CIPET Guwahati
(iii)	Supply of electric power to Kotoha Salmari 53 No. FS Grant Village, Dibrugarh	Rural development projects	Dibrugarh District	4,65,153/-	Direct Expenditure	59,42,153/-	DC, Dibrugarh.
(iv)	Construction of Museum building at Sukapha Bhawan Premises, Dibrugarh	Protection of National Heritage	Dibrugarh District	4,65,153/-	Direct Expenditure	64,42,153/-	DC, Dibrugarh.

(v)	Development works of Playground at Naojan Village, Dibrugarh	Promotion of rural sports	Dibrugarh District	2,00,000/-	Direct Expenditure	66,42,153/-	DC, Dibrugarh
(vi)	Road repairing of Madhupur Binoygutia Road, Dibrugarh	Rural development projects	Dibrugarh District	5,00,000/-	Direct Expenditure	71,42,153/-	DC, Dibrugarh.
(vii)	Infrastructural Development at Schools of Duliajan (Tipling Ghat High Schools etc.)	Promoting Education	Dibrugarh District	5,00,000/-	Direct Expenditure	76,42,153/-	DC, Dibrugarh.
(viii)	Community Sanitary Block and IHHL in Charaideu G.P, Lakwa , Sivasagar	Sanitation	Sivasagar District	10,00,000/-	Direct Expenditure	86,42,153/-	DC, Sivasagar
(ix)	Pig Rearing Centre at Demow, Sivasagar	Employment Enhancing Vocation Skills	Sivasagar District	10,00,000/-	Direct Expenditure	96,42,153/-	DC, Sivasagar
(x)	Providing aid to flood affected people near BCPL installations.	Natural Calamity	Dibrugarh District	1,43,937/-	Direct Expenditure	97,86,090/-	Directly by BCPL
6.	In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.			Not applicable			
7.	The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company						

Sd/-

(O P Tailor)

Director (Finance)

Sd/-

(P Padmanabhan)

Chairman of the Committee on CSR & Sustainability

FORM NO. MR-3

Secretarial Audit Report

For the Financial Year Ended 31 March 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

Narayan Sharma
B. Com (Hons.), F.C.S

Narayan Sharma & Associates
Master Enclave, Udayachal Path
Besides IOCL Petrol Pump Christianbasti
G.S. Road, Dispur, Guwahati-781005
Phone : +91 361 2343127, +91 9435018319
E-mail : csnarayansharma@gmail.com

To,
The Members,
Brahmaputra Cracker and Polymer Ltd.
Hotel Brahmaputra Ashok,
M.G. Road, Guwahati - 781 001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Brahmaputra Cracker and Polymer Ltd. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March 2016 (`Audit period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Memorandum & Articles of the Association,

iii. DPE Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010

iv. Guidelines from the Ministry of Chemical & Fertilisers,

v. Compliances/processes/systems under other specific applicable laws (as applicable to the industry), as listed below, to the Company are being verified on the basis of periodic certificate/ internal compliance system submitted to the Board of the Company.

   a. The Petroleum Act 1934;

   b. Petroleum and Minerals Pipelines (Acquisition of Rights of User Inland) Act 1962;

   c. The Oil Industry (Development) Act 1974;

vi. I have also examined compliance with the applicable clauses ofthe following:

a. Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Board & General Meetings.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

a) The composition of Company's Board did not have the required number of Independent Directors.

b) The Company did not hold any separate meeting of Independent Directors during the year. The Company represented that it did not have enough number of independent directors to validly hold a separate meeting of Independent Directors.

c) The composition of the Audit Committee did not have two- third of members as independent Directors.

d) The number of nominee directors in the Board of Company exceeded the maximum number of nominee directors permitted under DPE guidelines.

I further report that:

The Board of Directors of the Company was not properly constituted because required number of Independent Directors were not there in the Board, however the Company represented that being a Government Company, the Directors are nominated/appointed by Govt. of India and the Company had written many times to the Government of India for appointment of required number of Independent Director. Further the Company had requested for a special dispensation from the Government of India to maintain the existing composition of the Board without reducing the nominee directors during the project implementation phase. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings as represented by the management were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Guwahati
Date: 25-06-2016

For **Narayan Sharma & Associates**
Company Secretaries
Sd/-
(NARAYAN SHARMA)
Proprietor
FCS-5117, C. P. No. 3844

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members,
Brahmaputra Cracker and Polymer Ltd.
Hotel Brahmaputra Ashok,
M.G. Road, Guwahati - 781 001

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Guwahati
Date: 25-06-2016

For **Narayan Sharma & Associates**
Company Secretaries
Sd/-
(NARAYAN SHARMA)
Proprietor
FCS-5117, C. P. No. 3844

Explanation of the Board to the Observations in the Secretarial Audit Report 2015-16

Observation of the Secretarial Auditor	Explanation of the Board
The composition of Company's Board did not have the required number of Independent Directors.	After expiry of term of the only remaining Independent Director in August, 2015, appointment of two Independent Directors by the Government of India was awaited. One Independent Director has since been appointed in June, 2016 while another position remains vacant.
The Company did not hold any separate meeting of Independent Director during the year. The Company represented that it did not have enough number of Independent Directors to validly hold a separate meeting of the Independent Directors.	There was only one Independent Director in the Company during the year and that position also fell vacant in August, 2015. Appointment of Independent Directors by the Government of India was awaited.
The Composition of the Audit Committee did not have two - third of members as Independent Directors.	Appointment of Independent Directors by the Government of India was awaited.
The number of nominee directors in the Board of Company exceeded the maximum number of nominee directors permitted under DPE guidelines.	A special dispensation was requested from the Government for maintaining status quo during the project phase so that the Company could continue to benefit from the collective wisdom of all the promoters in this critical phase.

Review taken at site by His Excellency Shri P B Acharya, Hon'ble Governor of Assam in the presence of Shri P N Prasad, Managing Director and other senior officials

Hon'ble Chief Minister of Assam, Shri Tarun Gogoi, at a review meeting with Shri P N Prasad, Managing Director and other senior officials

Corporate Governance Compliance Certificate

To,
The Members,
Brahmaputra Cracker and Polymer Ltd.
Hotel Brahmaputra Ashok,
M.G. Road, Guwahati - 781 001

We have examined the compliance of conditions of Corporate Governance by Brahmaputra Cracker & Polymer Limited (hereinafter referred as "the Company") for the year ended 31st March 2016, as stipulated in the Guidelines on Corporate Governance for the Central Public Sector Enterprises issued by the Department of Public Enterprises (DPE), Government of India in May 2010. The Company being an unlisted Company, the conditions of Corporate Governance as mentioned in clause 49 of the listing agreement are not applicable to it.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that except for the matters referred to in (a), (b) and (c) below the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned DPE guidelines :

a) *The composition of the Company's Board did not have the required number of Independent Directors;*

b) *The number of nominee directors in the Board of Company exceeded the maximum number of nominee directors permitted under DPE guidelines;*

c) *The composition of the Audit Committee did not have two- third of members as independent Directors;*

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Guwahati
Date: 25-06-2016

For **Narayan Sharma & Associates**
Company Secretaries
Sd/-
(NARAYAN SHARMA)
Proprietor
FCS-5117, C. P. No. 3844

Independent Auditor's Report

BHAWANI SHARMA & CO.
Chartered Accountants

To
The Members
Brahmaputra Cracker and Polymer Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Brahmaputra Cracker and Polymer Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's

judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its loss and its cash flows for the year ended on that date.

Emphasis of Matters

We draw your attention to following observations. Our opinion is not qualified in respect of these matters:

a) We draw attention to para 21 of Note 26(Additional Information to the financial statements) regarding the status of Claims made against the Company, and that no claims has been acknowledged there against.

b) We draw attention to para 22 of Note 26(Additional Information to the financial statements) to the financial statements relating to balance confirmations being sought from vendors, contractors and other authorities where balances were booked under loans and advances, debtors and creditors. Only 3 confirmations out of those requested by the management have been received by us.

c) We draw attention to note 1(b)(iii) to the Financial Statements indicating the amount of unpaid calls. The amounts unpaid are in respect of a joint venture agreements among the promoters i.e., GAIL, OIL, NRL, GOA.

d) We draw our attention to point viii(a) of Annexure-A to this report indicating that the company has not yet registered itself for ESI purpose.

Other Matters

a) The process of obtaining land ownership documents for 131 bighas of land from the Government of Assam is still under way pending necessary approvals from the Government Authorities and also 59 bighas of Private Land of Railway Siding and 1464 bighas of Land of Lakwa unit though in possession of the company but title deed is yet to be transferred. This aspect has been referred to in our report for the year ended 31st March, 2016 as well. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

e) In our opinion and based on the information and explanation provided to us, there are no financial transaction or matters, which have adverse effect on the functioning of the company;

f) On the basis of the written representations received from the directors as on 31 March 2016,taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2)(g) of the Act;

g) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in"Annexure B";

h) The matters to be reported on as per the directions of the Comptroller and Auditor General of India have been reported on in "Annexure C";

i) With respect to the other matters required to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Para 21 of Note 26 to the financial statements;

   ii. The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses;

   iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For **BHAWANI SHARMA & CO**
Chartered Accountants
Firm's registration number: **314006E**

Sd/-
Shailendra Sharma
Partner
Membership number: 058352

Place: Guwahati
Dated: 09-06-2016

ANNEXURE - A

The Annexure referred to paragraph 1of Independent Auditors' Report to the members of the **Brahmaputra Cracker and Polymer Limited** on the financial statements for the year ended 31 March 2016, we report that:

(i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified by the management in regular interval. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except for the 131 bigha of land for which process of obtaining land ownership document from Government of Assam is still under way pending necessary approval from Governments Authorities and also 59 bighas of Private Land of Railway Siding and 1464 bighas of Land of Lakwa unit, though they are in possession of the company but title deed is yet to be transferred.

(ii) As explained to us, physical verification of inventory has been conducted by the management of the company. In our opinion, the frequency of verification is reasonable. There were no material discrepancies noticed on physical verification of inventories as compared to the book records.

(iii) According to the information & explanation given to us and on the basis of our examination of books of Accounts, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered by clause (76) of Section 2 of the Companies Act, 2013.Consequently, the provisions of (iii) (a) to (iii)(c) are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

(v) The Company has not accepted any deposits from the public.

(vi) We have been informed that, no cost records have been prescribed by the Central Government under section 148(1) of the Companies Act 2013 during the period under audit.

(vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-

tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable except for outstanding Income Tax Demand for ₹5.15 Crore for which permission has been obtained from Income Tax Authorities to pay the amount in monthly installment.

b) According to the information and explanations given to us, there were no material dues of income tax, sales tax, duty of excise, duty of custom service tax and value added tax which have not been deposited with the appropriate authorities on account of any dispute.

(viii) Based on our audit procedure and according to the information & explanation given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). According to information & explanations given to us, the Company had utilised the Term Loan obtained and loans was applied for the purpose for which it was taken. However, during the construction phase, company had invested the surplus fund in short term deposit(STDR) with bank with a view to reduce the cost of capital. However, subsequently the same are utilised for the stated objective.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the 2013 Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards and 2013 Act.

(xiv) According to the information and explanations give to us and based on

our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **BHAWANI SHARMA & CO**
Chartered Accountants
Firm's registration number: **314006E**

Sd/-
Shailendra Sharma
Partner
Membership number: 058352

Place: Guwahati
Dated: 09-06-2016

ANNEXURE - B

The Annexure referred to in paragraph 2 (g) of Independent Auditor's Report to the members of the **Brahmaputra Cracker and Polymer Limited** on the financial statements for the year ended 31 March 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of Brahmaputra Cracker and Polymer Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's

internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **BHAWANI SHARMA & CO**
Chartered Accountants
Firm's registration number: **314006E**

Sd/-
Shailendra Sharma
Partner
Membership number: 058352

Place: Guwahati
Dated: 09-06-2016

ANNEXURE - C

The Annexure referred to in paragraph 2(h) in Independent Auditors' Report to the members of the **Brahmaputra Cracker and Polymer Limited** on the financial statements for the year ended 31 March 2016, we report that:

1. The transfer of lease deed in the name of Company for 959 bighas of leased hold land and transfer of title deed for 505 bighas of Freehold land belongs to GAIL's Lakwa unit is pending as on the date of reporting due to non-execution of Assets Transfer Agreement.

   Further out of 3581 bighas acquired by company through Government of Assam, the periodic pattas were issued by concerned Authority of Govt of Assam excepting for Government land of 131 bighas and 59 bighas of private land (Railway siding)though entire land is in possession of Company.

2. There are no cases of waiver/ write off of debts/loans/interest etc during the Year.

3. Proper records are maintained for inventories lying with third parties & assets received as gift from Govt. or other authorities.

For **BHAWANI SHARMA & CO**
Chartered Accountants
Firm's registration number: **314006E**

Sd/-
Shailendra Sharma
Partner
Membership number: 058352

Place: Guwahati
Dated: 09-06-2016

Balance Sheet

as at 31st March, 2016

₹ in '000

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	11,737,101	11,737,101
(b) Reserves and surplus	2	43,701,629	46,872,944
2 Share Application money pending allotment	3	-	-
3 Non-current liabilities			
(a) Long-term borrowings	4	28,134,322	21,233,785
(b) Deferred tax liabilities (net)	5	74,951	-
(c) Other long-term liabilities	-	-	-
(d) Long-term provisions	6	27,055	18,963
4 Current liabilities			
(a) Short-term borrowings	7	1,803,333	-
(b) Trade payables	8	1,268,533	-
(c) Other current liabilities	9	5,288,876	4,379,812
(d) Short-term provisions	10	4,405,815	3,132,865
TOTAL		**96,441,615**	**87,375,470**
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	82,452,903	2,686,606
(ii) Intangible assets	11	90,426	85,379
(iii) Capital work-in-progress	12	3,861,291	56,698,857
(iv) Fixed assets held for sale		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	13	4,660,350	24,887,267
(e) Other non-current assets	14	76,197	67,407

₹ in '000

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
2 Current assets			
(a) Current investments		-	-
(b) Inventories	15	2,758,547	-
(c) Trade receivables	16	5,487	-
(d) Cash and cash equivalents	17	261,232	1,102,019
(e) Short-term loans and advances	18	128,726	276,121
(f) Other current assets	19	2,146,456	1,571,814
TOTAL		**96,441,615**	**87,375,470**
C Additional information	26		
D Significant Accounting Policies	27		

Sd/-
(B. C. Tripathi)
Chairman

Sd/-
(O.P. Tailor)
Director (Finance) & CFO

Sd/-
(Ruli Das Sen)
Company Secretary

As per our separate report on Even Date

For Bhawani Sharma & Co.
Chartered Accountants,
FRN No.314006E

Sd/-
(Shailendra Sharma)
Partner
Memo No. 058352

Place : New Delhi
Date : 08-06-2016

Profit and Loss Statement
for the year ended 31st March, 2016

₹ in '000

	Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
I	**Revenue From Operations(Gross)**	20	19,244	-
	Less:Excise Duty		**2,299**	**-**
	Revenue From Operations(Net)		16,945	-
II	Other income	21	478,178	-
III	Total Revenue (I + II)		495,123	-
IV	**Expenses:**			
	Raw materials consumed		1,357,453	-
	Internally manufactured intermediates or components consumed		-	
	Purchases of Stock-in-Trade		-	-
	(Increase)/Decrease in Inventories of Finished goods, Work-in-progress and Stock-in-Trade			
	Opening Stock: 312,590			
	Less:Closing Stock: 622,251		(309,661)	-
	Employees benefits expense	22	209,023	-
	Finance cost	23	679,769	-
	Depreciation and amortization expenses	24	837,105	-
	Other expenses	25	281,994	16,215
	Amortization of Prelimnery and Other Expenses		66,804	-
	Total expenses		3,122,487	16,215
V	Profit /(Loss)before exceptional and extraordinary items and tax (III-IV)		(2,627,364)	(16,215)
VI	**Exceptional items**		-	-
VII	Profit/(Loss) before extraordinary items and tax (V - VI)		(2,627,364)	(16,215)
VIII	**Extraordinary Items**		-	-
IX	Profit/(Loss) before tax (VII- VIII)		(2,627,364)	(16,215)
X	**Tax expense:**			-
	(1) Current tax		-	-
	(2) Deferred tax		74,951	-
XI	Profit (Loss) for the period from continuing operations (IX-X)		(2,702,315)	(16,215)
XII	**Profit/(loss) from discontinuing operations**		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV	**Profit (Loss) for the period (XI + XIV)**		(2,702,315)	(16,215)
XVI	**Earnings per equity share:**			
	(1) Basic		NA	NA
	(2) Diluted		NA	NA

Sd/-
(B. C. Tripathi)
Chairman

Sd/-
(O.P. Tailor)
Director Finance & CFO

Sd/-
(Ruli Das Sen)
Company Secretary

As per our separate report on Even Date

For Bhawani Sharma & Co.
Chartered Accountants,
FRN No.314006E

Sd/-
(Shailendra Sharma)
Partner
Mem No. 058352

Place : New Delhi
Date : 08-06-2016

Notes forming part of the Balance Sheet

Note 1: Share capital

₹ in '000

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised				
Equity Shares of ₹10/- each	2,000,000,000	20,000,000	2,000,000,000	20,000,000
(b) Issued	-	-	-	-
Equity Shares of ₹10/- each	1,269,000,070	12,690,001	1,269,000,070	12,690,001
(c) Subscribed and fully paid up	-	-	-	-
Equity Shares of ₹10/- each	1,173,710,113	11,737,101	1,173,710,113	11,737,101
(d) Subscribed but not fully paid up				
Equity Shares of ₹10/- each	-	-	-	-
Total	**1,173,710,113**	**11,737,101**	**1,173,710,113**	**11,737,101**

Note 1 (a): Share capital Reconciliation

₹ in '000

Particulars
Notes: (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other changes	Closing Balance
Equity Shares								
Year ended 31st March' 2016								
- Number of shares	1,173,710,113	-	-	-	-	-	-	1,173,710,113
- Amount	11,737,101	-	-	-	-	-	-	11,737,101
Year ended 31st March' 2015								
- Number of shares	1,132,871,560	40,838,553	-	-	-	-	-	1,173,710,113
- Amount	11,328,716	408,385	-	-	-	-	-	11,737,101

Note 1 (b): Share capital other details

₹ in '000

Particulars
(i) Details of shares held by each shareholder holding more than 5% shares (Disclosures pursuant to note no.6A(g) of part I of Schedule III to the Companies Act 2013).

Class of shares / Name of shareholder	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares				
Gail (India) Limited	793,010,083	67.57	793,010,083	67.57
Oil India Limited	126,900,010	10.81	126,900,010	10.81
Numaligarh Refinery Limited	126,900,010	10.81	126,900,010	10.81
Govt. of Assam	126,900,010	10.81	126,900,010	10.81

Note:No. of shares as at 31.03.2016 includes 60 nos. of shares issued to Directors & others (GAIL-30 nos. OIL-10 nos. NRL-10 nos. GOA-10 nos.)

(ii) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date (Disclosures pursuant to note no.6A(i) of part I of Schedule III to the Companies Act 2013).

Particulars	Aggregate number of shares	
	As at 31st March, 2016	As at 31st March, 2015
Equity shares with voting rights		
Fully paid up pursuant to contract(s) without payment being received in cash	66155019	66155019
Fully paid up by way of bonus shares	-	-
Shares bought back	-	-
Equity shares with differential voting rights		
Fully paid up pursuant to contract(s) without payment being received in cash	-	-
Fully paid up by way of bonus shares	-	-
Shares bought back	-	-

(iii) Details of calls unpaid (Disclosures pursuant to note no.6A(k) of part I of Schedule III to the Companies Act 2013).

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number of shares	Amount	Number of shares	Amount
Equity shares with voting rights				
Aggregate of calls unpaid				
- by directors				
- by officers				
- by others	95,289,957	952,900	95,289,957	952,900

(iv) Details of forfeited shares (Disclosures pursuant to note no.6A(l) of part I of Schedule III to the Companies Act 2013) : Nil

Note 2: Reserves and surplus

₹ in '000

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Capital reserve		
(Grants received from Govt. of India)		
As per Last financial statements	47,089,502	47,089,502
Less: Transferred to Profit & Loss Statement	469,000	-
Closing Balance	46,620,502	47,089,502
(b) Surplus/(Deficit) in the Profit & Loss Statement		
As per Last financial statements	(216,558)	(200,343)
Add:Loss for the year as per Profit & Loss Statement	(2,702,315)	(16,215)
	(2,918,873)	(216,558)
Total	**43,701,629**	**46,872,944**

Note 3: Share Application money pending allotment

₹ in '000

JV Partner	Equity Call Issued	Money Received	Shares Allotted	As at 31st March, 2016	As at 31st March, 2015
Oil India Limited	1,269,000	1,269,000	1,269,000	-	-
Numaligarh Refinery Limited	1,269,000	1,269,000	1,269,000	-	-
Govt Of Assam	1,269,000	1,269,000	1,269,000	-	-
GAIL (India) Limited	8,883,000	7,930,100	7,930,100	-	-
Directors & others	1	1	1	-	-
Total	**12,690,001**	**11,737,101**	**11,737,101**	**-**	**-**

Share application money not exceeding the issued capital and to the extent not refundable is to be disclosed under this line item (Disclosure pursuant to Note no. 6G of Part I of Schedule III to the Companies Act 2013.)

Terms and conditions for shares to be issued : As per J V Agreement between the promoters and CCEA approval.

Number of shares proposed to be issued : All to the extent when the ratio as per JV agreement is met.

The amount of premium, if any : Nil

The period before which shares are to be allotted :- As and when the proportion of equity contribution in the ratio of 70:10:10:10 is met by the promoters, viz., GAIL, GoA, OIL & NRL , in terms of the J V Agreement.

Whether the company has sufficient authorised share capital to cover the share capital amount on allotment of shares out of share application money : Yes

The period for which the share application money has been pending beyond the period for allotment as mentioned in the share application form along with the reasons for such share application money being pending. :- Not applicable. Shares are allotted as and when the proportion of equity contribution in the ratio of 70:10:10:10 is met by the promoters, viz., GAIL, GoA, OIL & NRL, in terms of the JV Agreement.

Note 4: Long-term borrowings details

Disclosure pursuant to Note no.6.C (i), (ii), (iii), (iv), (v) & (vi) of Part I of Schedule III to the Companies Act, 2013.

₹ in '000

Long Term Borrowings	As at 31st March, 2016	As at 31st March, 2015
(A) Secured		
(a) Bonds/debentures	-	-
(b) Term loans		
(i) From Banks		
State Bank of India	16,720,035	10,410,035
Total	**16,720,035**	**10,410,035**

(Secured by way of 1st charge on all fixed assets both movable and immovable, present and future including tangible and intangible ranking paripasu with all term lenders except to the extent 131 bighas of Govt. land, 59 bighas of private Land of Railway Siding and 1464 bighas of Land of Lakwa unit though in possession of the company but title deed yet to be transferred)

Terms of Repayment: Repayment of loan is envisaged in 96 monthly installments commencing after moratorium period of 2 years w.e.f June 2015.

Rate of interest: SBI Base rate plus 0.45 % i.e 9.75 % as on 31st March'16.

(ii) Others:		
Oil Industries Development Board	11,616,250	9,357,500
Less: Current maturity transferred to current liabilities	1,139,463	721,250
	10,476,787	**8,636,250**

(Secured by way of 1st charge on all fixed assets both movable and immovable, present and future ranking paripasu with all term lenders except to the extent 131 bighas of Govt. Land, 59 bighas of private Land of Railway Siding and 1464 bighas of land of lakwa unit in possession of the company but title deed yet to be transferred. Additionally, loan up to ₹428.62 cr (Previous year ₹577 cr) out of total loan obtained from OIDB has been secured by corporate gurantee of GAIL, OIL, NRL along with back to back guarantee by BCPL to GAIL for ₹250 Cr.). Additionally further loan amount of ₹298 Cr availed during current year for which GAIL, OIL, NRL have furnished letter of comfort.

Terms of Repayment: Total period of loan is 10 years from the date of drawal which includes 2 years moratarium. The repayment shall be in 8 yearly equal installments. The first installment shall become due at the end of 3rd year from the date of drawal. Rate of interest on loan will depend on the month in which loan installment is drawn by BCPL.

Note: An amount of ₹1,139,462,500/- payable within next 12 months, has been transferred to "Other current liabilities" at Note no.9.

Oil India Limited	1,256,800	2,500,000
Less: Current maturity transferred to current liabilities	319,300	312,500
	937,500	**2,187,500**

Note: An amount of ₹93.07 Cr has been prepaid during the year and an amount of ₹319,300,000/- payable within next 12 months, has been transferred to "Other current liabilities" at Note no.9.

(Secured by way of 1st charge on all fixed assets both movable and immovable, present and future including tangible and intangible ranking paripasu with all term lenders except to the extent of 131 bighas of Govt. Land, 59 bighas of private Land of Railway Siding and 1464 bighas of land of lakwa unit in possession of the Company but title deed yet to be transferred)

Terms of Repayment: Eight equal quarterly installments after 2 years of moratarioum. 1st installment is due on the last date of the immediate quarter after completion of 3 years from the date of loan agreement.

Rate of interest: Base rate of SBI plus 0.50 % to be reset every year i.e 9.80 % as on 31st March'16.

(B) Unsecured:	-	-
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (A) & (B)	-	-
Total	**28,134,322**	**21,233,785**

Note 5 : Deferred Tax Liability (Net)

₹ in '000

Particulars	As at 31st March, 2016	As at 31st March, 2015
Deferred Tax Liability	74,951	-
Total	**74,951**	**Nil**

Note 6 : Long Term Provisions

Disclosure pursuant to Note no. 6E of Part I of Schedule III to the Companies Act, 2013.

₹ in '000

Long Term Provisions	As at 31st March, 2016	As at 31st March, 2015
(a) Provision for employee benefits		
Leave Encashment	27,055	18,963
Gratuity	-	-
(b) Others	-	-
Total	**27,055**	**18,963**

1. The company has provided ₹17,005,676/-(Previous year ₹8,875,212/-) in the accounts during the year for leave encashment benefit for regular employees existing as on closing date of financial year based on actuarial valuation. Out of total liability of ₹27,348,264/- ,current obligation of ₹293,274/- (Previous year ₹452,434/- has been disclosed under note no. 10 Short term provision as per acturial valuation.

2. The Company has contributed ₹1,829,076/- (Previous year ₹6,491,804/-) to LIC under Group gratuity scheme of employees and as such no separate provision towards gratuity liability has been provided. Based on the acturial valuation and fund position with LIC, ₹3,067,398/- has been transferred to prepaid gratuity shown under Short tem loans and advances at Note no.18.

Note 7: Short-term borrowings

₹ in '000

Particulars	As at 31 March 2016	As at 31 March 2015
(A) Secured		
Cash Credit from State Bank of India	303,333	-
	303,333	Nil
(B) Unsecured:		
Axis Bank Term Loan	750000	-
Tata Capital FSL Term Loan	750000	-
	1,500,000	Nil
Total	**1,803,333**	**Nil**

Working capital loan is secured by first ranking charge on the Current Assets of the Company by way of hypothecation deed executed and charged created, ROI 9.50%.

Note 8: Trade Payables

₹ in '000

Particulars		As at 31st March, 2016	As at 31st March, 2015
Trade Payables:			
Due to Others	1266231		-
Due to micro and small enterprises	1253	1,267,484	
Transporters		1,049	-
Total		**1,268,533**	**Nil**

Note 9: Other current liabilities
Disclosure pursuant to Note No.6.G of Part I of Schedule III to the Companies Act, 2013.

₹ in '000

Particulars		As at 31st March, 2016		As at 31st March, 2015
(a) Current Maturities of Long -term debt				
Loan-OIDB		1,139,463		721,250
Loan-OIL		319,300		312,500
(b) Other payables				
Employees	727		2,965	
Tax (Vat, ST, TDS & WCT)	146,037		139,170	
Security Deposit	108,735		56,377	
Earnest Money Deposit	20,385		14,239	
Price Reduction Schedule	1,129,470		1,243,052	
Retention	734,548		663,550	
Advances from customers/others	21		-	
Others	22,790	2,162,713	3,367	2,122,720
(c) Payables against capital works & supplies				
Suppliers (Indegenous)	1,143		105,271	
Suppliers & Consultant (Foreign)	29,246		172,307	
Contractors	672,359	702,748	944,267	1,221,845
(d) Money due for adjustment - Govt. of Assam		**1,497**		**1,497**
(e) Payable to GAIL for Lakwa Assets		**963,155**		**-**
Total		**5,288,876**		**4,379,812**

As the project has been commissioned on 02-01-2016, it is expected that all contracts closure will be achieved by the end of FY-2016-17. Therefore deductions such as security deposit, PRS and other retentions from the bills of contrators have been treated as current liabilities. Likewise the outstanding of contractors/suppliers etc. has been anticipated to be settled during FY-2016-17 and as such treated as other current liabilities.

Note 10: Short-term provisions
Disclosure pursuant to Note no.6.A of Part I of Schedule III to the Companies Act, 2013.

₹ in '000

Particulars		As at 31st March, 2016		As at 31st March, 2015
(a) Provision for employee benefits:				
Provision for other employee benefits (Leave salary)		293		452
(b) Provision - Others:				
Provision for income Tax	121,401		267,843	
Provision for Liability (Contractors)	3,540,627		2,645,693	
Provision for custom duty	-		2,033	
Provision for Excise Duty	28,937		-	
Suppliers	201,511		106,746	
Others	513,046	4,405,522	110,098	3,132,413
Total		**4,405,815**		**3,132,865**

Note 11:Tangible & Intangible Assets

₹ in '000

Particulars	Gross Block at Cost				Depreciation				Net Block	
	As at 01.04.2015	Additions during the year	Sales/ Adjustments during the year	As at 31.03.2016	Accumulated depreciation as at 01.04.2015	Addition during the year	Sales/Ad-justments during the year	Total Accumulated depreciation as at 31.03.2016	As at 31.03.2015	As at 31.03.2016
Tangible Assets:(A)										
Land-Lease Hold	893,652	1,992,391	-	2,886,043	182,718	50,910	-	233,628	710,934	2,652,415
Land-Free Hold	-	38,747	-	38,747	-	-	-	-	-	38,747
Building-Residential /Others	1,679,078	539,190	9,263	2,209,005	65,366	37,718	410	102,674	1,613,712	2,106,331
Building-Plant	-	2,782,009	-	2,782,009	-	24,368	-	24,368	-	2,757,641
Roads, Bridges & Fences	-	2,810,934	-	2,810,934	-	115,096	-	115,096	-	2,695,838
Bunk House	688	-	-	688	492	162	-	654	196	34
Plant & Machinery	-	71,620,940	-	71,620,940	-	658,460	-	658,460	-	70,962,480
F& F and Other Equipment	126,972	897,805	-	1,024,777	37,894	49,110	-	87,004	89,077	937,773
Electrical	320,960	84,207	171	404,996	101,482	46,093	13	147,562	219,479	257,434
EDP	46,654	1,291	-	47,945	22,796	9,987	-	32,783	23,857	15,162
Transport Equipments/Vehicles	36,449	5,024	-	41,473	7,098	5,327	-	12,425	29,351	29,048
Total :(A)	**3,104,453**	**80,772,538**	**9,434**	**83,867,557**	**417,847**	**997,231**	**423**	**1,414,654**	**2,686,606**	**82,452,903**
Intangible Assets :(B)										
Software/Licenses	9,231	2,169	240	11,160	6,454	1,659	240	7,873	2,776	3,287
Right of Use (Perpetual)	85,756	5,543	-	91,299	3,592	919	-	4,511	82,164	86,788
Right of Use (Limited useful life)	878	-	-	878	439	88	-	527	439	351
Total :(B)	**95,864**	**7,712**	**240**	**103,337**	**10,485**	**2,666**	**240**	**12,911**	**85,379**	**90,426**
Current Years Totals-2015-16	**3,200,317**	**80,780,250**	**9,674**	**83,970,894**	**428,332**	**999,897**	**663**	**1,427,565**	**2,771,985**	**82,543,329**
Previous Years Totals-2014-15	**2,714,193**	**538,322**	**52,198**	**3,200,317**	**298,740**	**130,062**	**470**	**428,332**	**2,415,454**	**2,771,985**

1. Land amounting to ₹9.41 Cr (comprising 1464 bighas) has been taken over from Gail, Lakwa facility w.e.f 01.04.2015.This consists of Freehold Land for ₹3.87 Cr and Leasehold Land for ₹5.54 Cr.
2. Leasehold Land (Lepetkata) includes 131 bighas of Govt. Land of ₹89.04 Lakhs ,the possession of which has been handed over to BCPL, the title deed for the same is yet to be transferred.

NOTE 12 : Capital Work In Progress

₹ in '000

Sl. No.	Particulars	As at 31st March, 2016	As at 31st March, 2015
A	CWIP-Capital jobs	2,078,519	33,370,954
B	CWIP-Intangible assets pending amortisation	86,157	2,075,306
C	CWIP-Enabling Assets	-	2,698,077
D	CWIP-Construction stock :		
1	Material at site-Inland Supplies	28,034	2,602,586
2	Material at site-Foreign Supplies	-	1,777,649
3	Material in-transit inland supplies	411	1,582,099
4	Material in-transit foreign supplies	-	281,616
5	Material pending for inspection	-	347,384
6	Material Handling services	-	69,450
E	PMC fees for project related activities	-	4,336,531
F	Charges paid for opening of foreign letter of credit	-	1,509
G	Interest on mobilization advance	(8,045)	(311,987)
H	WCT from GoA	(29,960)	(1,241,240)
I	Incidental expenses during construction	634,628	9,108,923
J	IEDC-Infrastructure Cost ONGC	1,071,547	-
	Total	**3,861,291**	**56,698,857**

Interest recovered on mobilisation advances have been reduced from Capital Work in Progress as these amounts are received in respect of funds given as advance for works and have the effect of reducing the cost of construction.

Note 13: Long-term loans and advances

(i)Disclosure pursuant to Note no.6. L (i),(ii) and (iii) of Part I of Schedule III to the Companies Act, 2013.

₹ in '000

Long Term Loans and Advances	As at 31st March, 2016	As at 31st March, 2015
(a) Capital Advances		
Secured, considered good		
-Advance for capital Job	52,978	53,784
-Material Advance	878,411	20,168,543
-Mobilisation Advance	253,812	772,080
Unsecured, considered good	-	-
Doubtful	-	-
	1,185,201	**20,994,407**
(b) Security Deposits		
Secured, considered good	-	-
	Nil	**Nil**
(c) Loans and advances to related parties (refer note (ii) below)		
Secured, considered good	-	-
	Nil	**Nil**
(d) Other loans and advances		
Secured, considered good		
Cenvat	3,346,361	3,144,342
Cenvat-Deferred	128,788	748,518
	3,475,149	**3,892,860**
Total	4,660,350	24,887,267

1. The company has opted for Cenvat credit option pursuant to the earlier excise exemption order, rescinded in month of Nov,2011. Accordingly the company has accounted cenvat credit on regular basis . Total cenvat credit upto 31.03.2016 stands at ₹5,306,274,808/-. Out of this ₹1,831,125,000/- has been shown under other current assets at note no.19 based on the utilisation of the cenvat credit against excise duty on projected turnover in 2016-17.

(ii) Disclosure pursuant to Note no.6. L (iv) of Part I of Schedule III to the Companies Act, 2013.

Particulars	As at 31st March, 2016	As at 31st March, 2015
Directors	-	-
Other officers of the Company	-	-
Firm in which director is a partner	-	-
Private Company in which director is a member	-	-
Total	Nil	Nil

Note 14: Other Non Current Assets

Disclosure pursuant to Note no.6.M (i),(ii) and (iii) of Part I of Schedule III to the Companies Act, 2013.

₹ in '000

Particulars		As at 31st March, 2016		As at 31st March, 2015
(a) Long term trade receivables (including trade-receivables on deferred credit terms)		-		-
(b) Others :				
Deposits with Govt. & Other authorities (ASEB,CISF,GAIL & Others)	76,197	76,197	67,407	67,407
Total		**76,197**		**67,407**

Note 15: Inventories

₹in '000

Particulars		As at 31st March, 2016	As at 31st March, 2015
(a) Finished Goods			
LLDPE	216003		
HDPE	6		
PP	3		
Excise duty on Finished Goods	28937	244949	-
(b) Semi Finished Goods/By products			
Semi Process Stock	346653		
By Products	30650	377303	-
(c) Raw materials, Stores, Spares and others			
Raw Materials & other Consumables	56570		
Stores & Spares	2079725	2136295	-
Total		2,758,547	Nil

Note 16: Trade receivables

Disclosure pursuant to Note no.6.P (i), (ii), (iii) and (iv) of Part I of Schedule III to the Companies Act, 2013.

₹ in '000

Trade Receivables	As at 31st March, 2016	As at 31st March, 2015
Trade receivables outstanding for a period less than six months from the date they are due for payment	5487	-
Trade receivables outstanding for a period more than six months from the date they are due for payment	-	-
Total	5487	Nil
Trade Receivable stated above include debts due by:		
Particulars	**As at 31st March, 2016**	**As at 31st March, 2015**
Directors	-	-
Other officers of the Company	-	-
Firm in which director is a partner	-	-
Private Company in which director is a member	-	-
Total	Nil	Nil

Note 17: Cash and Cash Equivalents

Disclosure pursuant to Note no.6.Q (i), (ii), (iii), (iv) and (v) of Part I of Schedule III to the Companies Act, 2013.

₹in '000

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Balances with banks		
This includes:		
Balances in current Account	138,391	791,816
(b) Cheques, drafts on hand	-	-
(c) Cash on hand	-	-
(d) Others		
Escrow account	-	-
Term deposits having remaining maturity period of 12 months or less	122,638	310,000
Term deposit having maturity more than 12 months	203	203
Total	**261,232**	**1,102,019**

Note 18: Short-term loans and advances

Disclosure pursuant to Note no. 6. R (i), (ii), (iii) and (iv) of Part I of Schedule III to the Companies Act, 2013.

₹ in '000

Particulars		As at 31st March, 2016		As at 31st March, 2015
(a) Loans and advances to employees				
Secured, considered good		933		1,055
Unsecured, considered good		-		-
Doubtful		-		-
(b) Prepaid expenses				
Insurance	60,539		78,856	
Gratuity	3,067		7,650	
Pollution Control Board	4,001	67,607	-	86,506
(c) Others				
Advance income tax	286		80,802	
Advance Entry Tax	-		601	
Custom	-		228	
EIL revolving fund	300		300	
TDS	52,799		92,977	
Adv Mobilization-Others	4,585		9,103	
Advance to others	2,216	60,186	4,549	188,560
Total		**128,726**		**276,121**

Note 19: Other current assets

Disclosure pursuant to Note no.6.S of Part I of Schedule III to the Companies Act, 2013.

₹ in '000

Particulars		As at 31st March, 2016		As at 31st March, 2015
(a) Unbilled revenue		-		-
(b) Unamortised expenses		-		52,971
(c) Accruals				
Interest accrued on STDR/Deposits		4,880		5,992
Interest accrued on mobilization advance		-		33,382
Interest accrued on ASEB Deposit		6,323		-
(d) Others				
Insurance	163,647		23,433	
Govt. of Assam (WCT)	99,371		187,577	
Contractors	2,004		2,482	
Employees	45		89	
Recovery of Crane hire charges	5,015		5,458	
Deposit with LIC-PRBS	33,934		33,934	
Cenvat	1,831,125		12,26,400	
Others	112	2,135,253	96	1,479,469
Total		**2,146,456**		**1,571,814**

1. Amount receivable as WCT from Govt. of Assam has been treated as short term as the claim already stands lodged, and the amount is expected to be received in cash during the next financial year.
2. In line with Accounting Policies of amortisation of deferred revenue expenditure in the very first year of commercial production, the unamortised expenses amounting to ₹66,803,733/- (previous year ₹52,970,886/-) amortised during current year.
3. With respect to cenvat credit of ₹1,831,125,000/- classified under other current assets as above, referrence is drawn Note to 13.

Note 20: Revenue from Operations

₹ in '000

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Sale of HDPE/LLDPE	17,631	-
(b) Sale of Polypropelene	921	-
(c) Sale of HPG, CBFS, Slop Oil, etc.	692	-
(d) Sale of Services	-	-
(e) Other operating Income	-	-
	19,244	**-**
Less:Excise Duty	2,299	-
Total	**16,945**	**Nil**

Note 21: Other Income

₹ in '000

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Interest on Short term Bank Deposits	7,483	-
(b) Other Interest	-	-
(c) Dividend Income	-	-
(d) Recoveries from Vendors/Customers	247	-
(e) Recoveries from Employees	1,448	-
(f) Transfer from Capital Reserve	469,000	-
(g) Miscellaneous Income including liabilities Written back	-	-
Total	**478,178**	**Nil**

Note:

1. The amount for the current FY 2015-16 represents net of IEDC in view of commissioning of the plant on 02.01.2016 and the entire amount for the FY 2014-15 transferred to IEDC.
2. In line with Accounting Policy, Government grant in form of Capital Subsidy has been recognised in profit and loss as deferred income on a systematic basis over the useful life of the plant (25 years) and an amount of ₹46.90 Cr has been transferred from Capital Reserve at Note No.2.

Note 22: Employees benefit expenses

₹ in '000

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Salary, Wages and Allowances	125,270	-
(b) Contribution to Provident and other Funds	20,687	-
(c) Welfare Expenses	7,683	-
(d) Secondment charges	55,383	-
Total	**209,023**	**Nil**

Note: The amount for the current FY 2015-16 represents net of IEDC in view of commissioning of plant on 02.01.2016 and the entire amount for the FY 2014-15 transferred to IEDC.

Note 23: Finance Cost

₹ in '000

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Interest on Term Loans from Banks	403,512	-
(b) Interest on Loans from Other Institutions	232,013	-
(c) Interest on Loans from Promoters	31,585	-
(d) Recoveries from Vendors/Customers	-	-
(e) Other Borrowing Costs	12,659	-
Total	**679,769**	**Nil**

Note: The amount for the current FY 2015-16 represents net of IEDC in view of commissioning of plant on 02.01.2016 and the entire amount for the FY 2014-15 transferred to IEDC.

Note 24: Depreciation and Amortization Expenses

₹ in '000

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Depreciation and Amortization Expenses	999,232	129,592
(b) Impairement Loss	-	-
Less: Transferred to IEDC	162,127	129,592
Total	**8,37,105**	**Nil**

Note 25: Other Expenses

₹ in '000

Particulars		As at 31st March, 2016		As at 31st March, 2015
Power, Fuel and Water Charges:		22,057		
Power and Water charges	22,057			-
Gas used as fuel	-			-
Repairs and Maintenance:		103,751		
Plant and Machinery	65,457			-
Building	21,161			-
Others	17,133			-
Insurance		308		-
Communication expenses		1,586		-
Printing and Stationery		**117**		-
Travelling Expenses		**3,368**		-
Books and Periodicals		-		-
Advertisement and Publicity		**4,579**		-
Payment to Auditors:		**235**		
Audit Fess	200			-
Tax audit fees	-			-
Company Law Matters	-			-
Management services	-			-
Travelling and Out of Pocket Expenses	35			-
Entertainment Exp		**987**		-
Recruitment and Trainning Expenses		-		
Vehicle Hire and running Expenses		**11,869**		-
Rent, Rates & Taxes		**2,616**		-
Lease charges		-		
Survey Charges		-		-
Consultancy Charges		**468**		-
Legal and Professional Charges		**69**		-
Data processing expenses		**46**		-
Donations		-		-
R&D Expenses		-		-
Directors sitting fees		-		-
Loss on Sale/Writeoff of assets		-		-
Bad debt/Claims/Advances/Inventories written off		-		-

Note 25: Other Expenses (Contd.)

₹ in '000

Particulars		As at 31st March, 2016		As at 31st March, 2015
Provision forBad debt/Claims/Advances and obsolesenecs of Stores and capital items		-		-
Excise duty on Stocks(Net)		28,937		-
Expenses on enabling Facilities		-		-
Selling and Distribution Expenses		537		-
Discount on Sales		-		-
Commission on Sales		-		-
Dealers Commission		-		-
Security Expenses		46,229		-
CSR expenses		3,121		-
Net loss on Foreign currency Transaction and Translation		14,027		16215
Other Expenses		37,087		-
Prior Period Adjustments		-		-
Total		**281,994**		**16,215**

Note: The amount for the current FY 2015-16 represents net of IEDC in view of commissioning of plant on 02.01.2016 and the entire amount for the FY 2014-15 except net loss on foreign currency transaction transferred to IEDC.

NOTE 26: ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENT

1. The Company has commissioned its project at Lepetkata, Dibrugarh District in the State of Assam, on January 02, 2016 and due to time overrun and other micro economic factors,increase in project cost of ₹1045 Cr over the approved cost of ₹8920 crore has been estimated. Accordingly, the proposal for revised project cost of ₹9965 Cr, along with proposal of revenue subsidy of ₹26 crore for the initial one year of production to maintain DSCR 1 and in principle approval for feedstock subsidy to maintain minimum IRR of 10% during plant operation period, duly recommended by the Company's Board, has been submitted to the Administrative Ministry for approval of Government of India (GOI). The proposal is under consideration by the Government.

2. During the current financial year, the Company has taken possession of GAIL's (the Holding company) Lakwa LPG Unit (to be modified to GSU and C2+ extraction unit) w.e.f. April 01, 2015 through Memorandum of handing over and taking over of Assets. Pursuant to JV agreement and the decision in the meeting of Inter-Ministerial Committee, the transfer of assets has been considered at written down value/book value and the same shall be adjusted by allocation of equity share capital of ₹95.29 Cr. in favour of GAIL (India) Limited and balance, if any, to be settled in cash. This being the transfer of undertaking/acquisition of going concern unit with assets and liabilities under lump sum settlement as per clause 3.1 of Assets transfer Agreement dated 25.05.2016, the transaction would not amount to sale in line of judicial pronouncement. Further, based on the legal opinion obtained with respect to tax liability, no provision has been made towards VAT & registration fees. However, the Tax & registration charges has been considered as contingent liability at point no 21(b) (iii) below. The same will be capitalized with retrospective effect on actual payment, if arises.

3. Based on the integrated Commissioning of the project at Lepetkata, the Company has capitalized its plant related assets on January 02, 2016 amounting to ₹5,589.89 Cr. (previous year Nil) along with other assets of ₹366.34 Cr. (previous year ₹53.83 Cr.). As the modification activity of LPG plant of GAIL at Lakwa, Shivsagar District, Assam, to convert into Gas Sweetening Unit and C2+recovery Unit is in progress, the expenditure on such modification and acquisition cost of plant assets amounting to ₹216.53 Cr. (previous year ₹89.47 Cr.) has been considered under capital work-in-progress (CWIP).

4. As the Company does not have ownership on the infrastructure cost reimbursable to Gas supply companies (M/s. OIL & M/s. ONGC) amounting to ₹322.15 Cr. (Previous year ₹269.81 Cr.), earlier considered as enabling assets under Capital WIP, has been accounted as IEDC and allocated to respective plant & machinery proportionately except the cost reimbursable to M/s. ONGC amounting to ₹107.15 Cr. (previous year ₹54.80 Cr.) which has been considered under Capital WIP as the same is related to supply of Natural Gas by M/s. ONGC to Lakwa unit and the same will be capitalized on commissioning of GSU and C2+ recovery unit at Lakwa.

5. Incidental Expenditure during construction period (IEDC) amounting to ₹2068.28 Cr. (previous year Nil) to the extent related to the assets at Lepetkata & Duliajan has been capitalized along with assets. The indirect expenditure and interest during construction period (IDC) has been allocated proportionately to various assets based on completed cost of the respective assets. The IEDC amounting to ₹63.45 Cr. (including IDC for Lakwa Assets computed proportionately based on cost incurred basis) has been shown as part of CWIP and same shall be capitalized after commissioning of Lakwa unit and other CWIPs based on put to use date in future.

6. The Company has taken Loans from State Bank of India, OIDB and from M/s. Oil India Limited to finance the project activities. In terms of AS 16 on "Borrowing Cost", the total Interest & Finance Charges amounting

to ₹247.30 Cr. (Previous year: ₹159.06 Crores) was incurred during the year, out of which an amount of ₹172.53 Cr (previous year: Nil) was capitalized during the period along with accumulated interest till 2014-15 of ₹444.57 Cr.

7. As the project at Lepetkata site commissioned on 02.01.2016, all revenue expenditure incurred during the period from 02.01.2016 to 31.03.2016 excepting the expenditure incurred for Lakwa unit, has been charged off to Statement of Profit and Loss Account. The expenditure pertaining to Lakwa unit transferred to IEDC for capitalization along with Lakwa unit after commissioning of that unit. Further,in line with the change in accounting policy in respect of treatment on loss/gain on foreign currency transaction and translation account w.e.f.Financial Year 2012-13,the net loss/gain on foreign currency fluctuations incurred during the complete FY 2015-16 has been charged off to the Profit and Loss Account. Also,as the company has started commercial operation during FY 2015-16, the unamortized indirect expenses incurred during construction period which is not related to construction/acquisition of Fixed Assets are accumulated amounting to ₹6,68,03,733/- (Previous year ₹5,29,70,886/-) till date of commissioning has been charged off to the profit and loss account being first year of operation.

8. Capital Subsidy received from Government of India has been considered as deferred income in line with the change in accounting policy, which is recognized as income in the Statement of Profit and Loss over the useful life period of the assets resulting credit of ₹46.90 Cr to Statement of Profit and Loss for the FY 2015-16 proportionately considering three months operation period.

9. The process and offsite stock on the date of commissioning and year end has been valued at lower of weighted average cost or net realizable price based on percentage completion method as per technical assessment.

10. During the current financial year the Company has made a net sales of ₹2,20,84,408/- out of which the sales prior to commissioning amounting ₹51,40,300/- has been set off against IEDC as income for capitalization purposes and balance net sales of ₹1,69,44,108/- made during post commissioning has been shown as revenue from operation in the statement of Profit and Loss Account.

11. Information required as per Schedule III of the Companies Act, 2013 :

i. Value of import calculated on CIF basis:

₹ in Cr.

	2015-16	2014-15
Raw materials	Nil	Nil
Components & Spare parts (including Catalysts & Chemicals)	41.30	Nil
Capital Goods	17.94	85.88

ii. Expenditure in foreign currency:

₹ in Cr.

	2015-16	2014-15
Royalty	Nil	Nil
Fees for Licensors	12.97	36.45
Professional Consultancy Fees	Nil	Nil
Purchase of Products	50.28	76.72
Others matters :		
- Travelling	0.23	0.99
- Others	Nil	0.10

iii. Value of raw materials, stores/spare parts and components including chemicals & catalysts consumed.

	Imported		Indigenous		Total
	₹in Cr.	%	₹in Cr.	%	₹in Cr.
Natural Gas	Nil	Nil	268.25	100	268.25
Naptha	Nil	Nil	76.63	100	76.63
Butene-1	Nil	Nil	6.11	100	6.11
Stores/Spare parts (Including Catalysts & chemicals)	20.63	41.21	29.43	58.79	50.06

iv. Earning in foreign Currency: ₹in Cr.

	31.03.2016	31.03.2015
Exports at F.O.B. Value	Nil	Nil
Others	Nil	Nil

v. During the year up to 31.03.2016 Net loss on foreign currency transaction and translation of ₹1,40,26,726/- (previous year net loss of ₹1,62,15,447/-) has been debited to profit and loss account in view of change in accounting policy w.e.f FY 2012-13.

12. Disclosure as per requirements of Accounting Standard 15 – "EmployeesBenefit".

i. The Company's contribution to provident fund is remitted to Employees Provident Fund maintained with Regional Provident Commissioner, Tinsukia, Assam, on a fixed percentage of the eligible employee's salary and charged to Statement of Profit and Loss/IEDC.

ii. Gratuity : The Company has a defined benefit gratuity plan fund invested with LIC and the fund is managed by a trust. Gratuity is paid to the staff member who has put in a minimum qualifying period of 5 years of continuous service on superannuation, resignation, termination or to the nominee on death.

iii. Leave Encashment: The Employees are entitled to accumulate Earned leave and Half pay leave, which can be availed during service period. Employees are also allowed to encash the accumulated Earned Leave during the service period and resignation. Further, the accumulated Earned leave and Half Pay Leave can be encashed by the employees on superannuation or by nominee on death. The valuation of liability on leave salary at the year end has been estimated based on actuarial valuation and differential liability over the previous year after adding the amount encashed has been provided in the Statement of Profit and Loss.

iv. In compliance to the Board's approval in 41st meeting, the Company has created Employees Superannuation Benefit Trust and adopted Employees group Superannuation benefit scheme of Life Insurance Corporation of India Limited (LIC) in the financial year 2013-14. An amount of ₹3,39,34,401/- contributed towards the scheme and has been accounted as "Deposit with LIC" under Other Current Assets (Ref. Note 19). The proposal in this respect submitted to Administrative Ministry for approval of the scheme in line with the DPE guideline. After approval the required liability depending on the fund position shall be provided.

v. The reconciliation of funded and non-funded defined benefit schemes are detailed hereunder.

(Financial Figures in ₹)

Reconciliation of balances Defined Benefit obligations	Gratuity Funded		Leave Encashment Non Funded	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Defined Obligations at the beginning of the year	1,42,43,021/-	69,45,400/-	1,94,15,930/-	1,05,40,718/-
Interest cost	11,39,442/-	5,41,289/-	11,90,341/-	6,46,750/-
Current service cost	65,62,513/-	46,87,670/-	92,72,425/-	71,51,674/-
Benefits Paid	-	3,58,573/-	90,73,342/-	49,12,692/-
Actuarial Gain/(Losses) on obligations	2,43,433/-	24,27,235/-	65,42,910/-	59,89,480/-
Defined Obligations at the end of the year	2,21,88,409/-	1,42,43,021/-	2,73,48,264/-	1,94,15,930/-

Reconciliation of balances of Fair Value of plan Assets in respect of Gratuity		
	31.03.2016	31.03.2015
Fair Value at the beginning of the year	2,18,93,009/-	1,46,51,128/-
Expected Return	17,51,441/-	13,18,601/-
Actuarial Gain/(Losses)	(2,17,719/-)	2,04,490/-
Actual return on Plan assets	-	-
Contribution by employer	18,29,076/-	60,77,363/-
Benefits Paid	-	3,58,573/-
Fair Value of Plan Assets at the end of the year.	2,52,55,807/-	2,18,93,009/-

Reconciliation of balances Defined Benefit obligations	Gratuity Funded		Leave Encashment Non Funded	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Amount recognized in Balance Sheet				
	*2,21,88,409/-	1,42,43,021/-	2,73,48,264/-	1,94,15,930/-
Amount recognized in Profit and Loss				
Current Service cost	65,62,513/-	46,87,670/-	92,72,425/-	68,85,727/-
Interest cost	11,39,442/-	5,41,289/-	11,90,341/-	6,46,750/-
Expected return on Plan Assets	17,51,441/-	13,18,602/-	-	-
Actuarial (Gains)/Losses on obligations	4,61,152/-	22,22,746/-	65,42,910/-	59,89,480/-
Expenses for the period	64,11,666/-	61,33,103/-	1,70,05,676/-	1,35,21,957/-
Majore Actuarial Assumptions				
Discount rate	8.00%	8.00%	8.00%	8.00%
Salary Escalation/ Inflation	6.00%	6.00%	6.00%	6.00%
Attrition Rate	1.00%	1.00%	1.00%	1.00%
Expected Return on Plan Assets	8.00%	9.00%	N/A	0.00%

Investment Pattern for Gratuity Fund		
	31.03.2016	31.03.2015
Category Assets	%	%
Government of India Assets	-	-
Corporate Bonds	-	-
Special Deposit Scheme	-	-
State Government	-	-
Others	100	100
Total	**100**	**100**

* The Company has contributed ₹18,29,076/- (Previous year ₹6,491,804/-) to LIC under Group gratuity scheme of employees and as such, no separate provision towards gratuity liability has been provided. Based on the acturial valuation and fund position with LIC, ₹30,67,398/- has been transferred to prepaid gratuity shown under Short term loans and advances at Note no.18.

13. Claim of Work Contract Tax from Govt. of Assam

Amount in ₹

Details of claim as under	Current Year	Previous Year
Opening Claim as on 01.04.2015	18,75,76,791	20,69,49,567
Claim lodged for the financial year 2015-16	9,93,94,253	18,75,76,791
Total Claim Lodged:	28,69,71,044	39,45,26,358
Less: Received during the year	18,76,00,000	20,68,80,651
Add / (Less): Claim adjusted/reversed	-	(68,916)
Receivable as at 31.03.2016	9,93,71,044	18,75,76,791

14. Taxability of interest income from short term deposit(STDRs) during Project period

Since the company was in construction stage, the interest income earned by parking of funds in short term deposits (STDRs) are inextricably linked with setting up of the project and not taxable as per legal opinion obtained by Company. The banks were, however, deducting TDS. An application under section 264 of Income Tax Act 1961 has been filed with CIT (TDS), Guwahati against rejection of application in Form No. 13 for issue of No-Deduction Certificate.

In the light of above position, company has opted not to deposit advance tax on interest income from short term deposits out of parking of funds from Equity, Loan & Subsidy till commissioning of the project. However, as an abundant precaution, necessary tax provisions have been made pending disposal of the petitions.

The Company has filed refund claim against the TDS deducted by banks and tax deposited earlier. The cases are pending with CIT (Appeal), Shillong and ITAT, Kolkata.

The year wise tax provision and refund claimed pending are furnished hereunder.

₹ in Cr.

Year	Tax Provision	Tax Demand raised	Advance tax paid	Tax paid/ adjusted against refund	Outstanding As on 31.03.2016	Refund Claimed
2008-09	3.18	3.19	0.91	3.19	-	2.77
2009-10	1.63	1.94	1.24	1.94	-	1.85
2010-11	1.80	1.83	1.21	1.83	-	1.10
2011-12	4.04	4.63	0.32	4.63	-	1.43
2012-13	7.17	8.34	0.03	3.19	5.15	2.22
	17.82	**19.93**	**3.71**	**14.78**	**5.15**	**9.37**
2013-14	0 .90	-	-	-	-	2.96
2014-15	2.23	-	-	-	-	0.99
Total	**12.13**	**Nil**	**Nil**	**Nil**	**Nil**	**13.32**

Assessment up to FY 2012-13 has been completed and demand raised after adjustment of advance tax amount. The demand amount has been deposited. Final liability of ₹5.15 Crore has been provided in the books after considering provisions. The permission has been obtained from IT Authorities for deposit of balance liability in monthly instalments. However, the refund claimed has been filed with CIT (Appeal), Shillong and ITAT, Kolkata and same has not been disposed off.

15. Provision of Income Tax

In view of overall loss during the year, provision for Income tax is made for Nil (previous year ₹2,23,57,942/-) on interest earned on STDRs & CLTDs kept by investing surplus funds of Loan, Equity and Capital Subsidy and other Incomes pending disposal of the case by CIT (Appeal)/ITAT.

16. Deferred Tax Liability

In compliance of AS 22 on "Accounting for Taxes on Income" as notified under Companies Accounting Standard Rules 2006, read with Companies (Accounts) Rules, 2014, the Company has provided accumulated net deferred tax liability in respect of timing difference as on 31st March, 2016 amounting ₹7.50 crore (Previous Year : Nil). Net Deferred Tax expense for the year of ₹7.50 crore (previous Year: Nil) has been charged to statement of profit & loss. The item wise details of deferred tax liability and assets are as under:

Details of deferred Tax

₹ in Cr

Particularls	**31.03.2016**	**31.03.2015**
Opening balance Deferred tax Assets / (Liabilities)	Nil	Nil
Deferred Tax Assets / (Liabilities) arising on Account of depreciation	(8.49)	Nil
Deferred Tax Assets / (Liabilities) arising on Amortization of preliminary and other deferred expenditure.	0.99	Nil
Closing balance C/F	(7.50)	Nil

17. Recognition of Cenvat Benefit

CENVAT credit up to 31.03.2016 as per return filed with Excise Department comes to ₹5,052,201,277/- (Previous year ₹427,56,00,498/-) which has been reconciled with the CENVAT credit Account reflected in

books of accounts. The difference of ₹12,87,88,503/- is deferred credit portion of CENVAT, (previous year ₹75,09,50,714/-) will be recognized during next FY 2016-17.

18. Land :

(a) The Company has incurred total cost ₹292.48 Crore (previous year ₹89.37 Cr) including development cost thereon of ₹197.69 Cr (previous year ₹7.43 Cr) and transfer from GAIL's Lakwa Unit amounting to ₹5.54 Cr (previous Year Nil) for total lease hold land of 4540 bighas, out of which,3581 bighas acquired through Government of Assam for lepetkata, Duliajan and Railway site.The transfer of lease deed in the name of Company for 959 bighas belongs to GAIL's Lakwa unit is pending as on the date of reporting due to non-execution of Assets Transfer Agreement. Further, 3581 bighas acquired by company through Government of Assam, comprises Government land of 131 bighas and 3450 bighas of Private land. The periodic pattas were issued by concerned Authority of Govt of Assam excepting for Government land of 131 bighas and 59 bighas of private land (Railway siding), though entire land in possession of Company. The land was acquired by Govt of Assam from Private parties and was handed over to BCPL as leased hold land (Periodic Patta Land) which is automatically renewable during resettlement operation by Govt of Assam. However land revenue at local rates is paid on same annually. As per Assam Land and Revenue Regulation 1886, resettlement is to be done in every 30 years which has not been regularized. The last resettlement was done in the year 1971. Company has capitalized leasehold premium paid for land leases taken from Government of Assam under the head leasehold land and amortises the same over the lease period i.e. 30 years.

(b) Freehold land of ₹3,87,47,411/- (previous year Nil) as disclosed in the books of accounts comprises 505 bighas belongs to GAIL's Lakwa title deed of which has not been transferred in the name of Company pending execution of Asset transfer agreement. However, the possession of the said land already been taken by the company w.e.f. 01.04.2015.

19. Right of Use

The company has acquired the "Right of Use" (ROU) for the purpose of laying and maintenance of the underground pipeline for receiving and supplying of Gas, is shown under Intangible Assets including ROU for pipeline of GAIl'sLakwa unit of ₹5,70,355/- (previous year Nil). Perpetual Right of Use of ₹9,12,98,710/- (Previous year ₹8,57,55,700/-) acquired by the company does not bestow upon the company the ownership of land. However the cost of such ROU is amortized over 99 years as per the accounting policy adopted by the Company in the FY 2013-14.Further, cost of Right of use (limited useful life) having useful life of 10 years is being amortized over the life of ROU.

20. Insurance

Insurance claim of ₹16,36,46,528/- (Previous year ₹2,34,33,328/-) has been recognized in the books. Insurance claims are being recognized when the amount thereof can be measured reliably and ultimate collection is reasonably certain by reducing from the respective CWIPs. Further, the material procured as replacement of damage/theft material are accounted under CWIP to ensure set off against those claim and final CWIPs are capitalised suitable on completion/commissioning/put to use.

21. Contingent liabilities and Commitments (To the extent not Provided for):

(a) Court cases : ₹50.25 Cr (previous year ₹45.66 Cr)

Arbitration cases : ₹480.81 Cr (previous year Nil)

(b) Other money for which the Company is contingently liable:

(i) Bank Guarantees issued: ₹2.50 Cr(previous year ₹1.67 Cr)

(ii) Letter of Credits issued: ₹26.68 Cr (Previous year ₹51.41 Cr)

(iii) VAT and registration charges towards transfer of GAIL's Lakwa unit : ₹6.80 Cr. (Ref point no 2).

(c) Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for:

₹ in Cr

	2015-16	2014-15
Tangible assets	39.99	696.26
Intangible assets	3.14	26.23
TOTAL:	**43.13**	**722.89**

22. Balance Confirmation

Balance confirmation has been sought from certain vendors/contractors/authorities for balances grouped under loans and advances, deposits and sundry creditors. However reconciliation of accounts with parties is carried out as an ongoing process.

23. Related Party Disclosures

Information as per Accounting Standard 18 as prescribed under Accounting Standard Rules, 2006 on Related Party Disclosures is given below:

Name of related parties with whom the Company has entered in to any transaction and description of relationship:

Sl. No.	Name of the Related Party	
a) Holding Company:		
1	GAIL (India) Ltd.	
b) Joint Owners:		
1	Numaligarh Refinery Limited	
2	Oil India Limited	
3	Government of Assam	
c) Key Management Personnel:		
1	Mr. P. N. Prasad	Managing Director (up to 24.02.2016)
2	Mr. O. P. Tailor	Director Finance & CFO
3	Mrs. Ruli Das Sen	Company Secretary

Details of Transactions:

Details	2015-16 (in ₹)	2014-15 (in ₹)
a) Holding Company :		
Expenditure incurred on Salary of employees on Deputation	25,15,39,039/-	22,90,14,311/-
Amount Paid towards purchase of Stores/Consumables	9,30,31,289/-	21,70,703/-
Amount Paid towards purchase of Gas	2,71,23,652/-	Nil
Equity Share Contribution	Nil	Nil
Expenditure incurred on rental and electricity for Noida and Lakwa establishments.	43,67,405/-	42,93,007/-
Amount Outstanding in Current Liabilities & Provisions up to 31.03.2016 (Salary & Establishment)	2,09,42,115/-	2,01,84,157/-
b)Joint Owners		
Amount paid for infrastructure development for gas supply	Nil	Nil
Amount outstanding for infrastructure development for gas supply	1,45,34,85,229/-	1,45,34,85,229/-
Expenditure incurred on purchase of Gas-OIL(Including Outstanding amount shown below)	2,68,24,87,565/-	8,56,26,808/-
Amount outstanding for purchase of Gas(OIL)	1,44,52,56,661/-	1,38,42,902/-
Equity Share Contribution	Nil	Nil
Interest paid on inter corporate Loan (OIL)	22,24,58,128/-	26,24,99,998/-
Expenditure incurred on purchase of Naptha-NRL(Including Outstanding amount shown below)	76,62,63,629/-	Nil
Amount outstanding for purchase of Naptha (NRL)	10,51,02,884/-	Nil
c)Key Management Personnel		
Remuneration to Directors	62,63,997/-	66,59,449/-
Amount Outstanding(Payable)	Nil	Nil

24. Segment Reporting (AS 17)

The company operates in a single segment- production and sales of polymers to downstream plastic industries. Considering nature of business and operation, there is no reportable segment (business and/or under construction stage and hence Accounting Standard -17 "Segment Reporting" of the Companies (Accounting Standard) Rules, 2006 is not applicable.

25. Claims due to Micro , Small & Medium enterprise

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006"):

₹ in Cr.

Particulars	2015-16	2014-15
i) The principal amount and the interest thereon remaining unpaid to any supplier as at the end of each accounting year;	**0.13**	**0.07**
ii) The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	**Nil**	**Nil**

Particulars	2015-16	2014-15
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year ended) but without adding the interest specified under this Act;	**Nil**	**Nil**
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	**Nil**	**Nil**
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	**Nil**	**Nil**

The above information regarding micro, small and medium enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

26. As the Company has started its commercial production during the current financial year for three months only, no comparative previous year figure available in the statement of Profit and loss Account. In case of balance sheet, previous year's figures have been regrouped /reclassified wherever necessary to correspond with the current year's classification/disclosure.

Sd/-	Sd/-	Sd/-
(B. C. Tripathi)	(O. P. Tailor)	(Ruli Das Sen)
Chairman	**Director Finance & CFO**	**Company Secretary**

As per our separate report on Even Date
For Bhawani Sharma & Co.
Chartered Accountants,
FRN No.314006E

Sd/-
(Shailendra Sharma)
Partner
Mem. No. 058352

Place: New Delhi

Date : 08-06-2016

Note 27: SIGNIFICANT ACCOUNTING POLICIES

1. **Basis of accounting and preparation of financial statements**

a. **Basis of Preparation of Financial Statement**

The financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with Generally Accepted Accounting Principles in India and the relevant provisions of the Companies Act, 2013 including Accounting Standards as specified under section 133 of the Companies Act 2013, read with Rule '7' of the Companies (Accounts) Rule 2014.

The financial statements are presented in Indian rupees rounded off to the nearest rupees in thousand.

b. **Use of estimates**

The preparation of financial statements requires judgments, estimates and assumptions which affect the reported amount of assets, liabilities, revenues and expenses of the reporting period and disclosure of contingent liabilities. The difference between the actual results and estimates are recognized in the period in which the results are known or materialized.

c. Grants

In case of depreciable assets, the cost of the assets is shown at gross value and grant thereon is taken to Capital Reserve which is recognized as income in the Statement of Profit and Loss over the useful life of the asset.

2. **Fixed Assets & Capital Work-in-Progress.**

a. **Tangible Assets:**

(i) Tangible Fixed Assets are valued at historical cost on consistent basis and are net of refundable taxes & levies wherever applicable. All costs relating to acquisition of fixed assets till commissioning of such assets are capitalized. In the case of commissioned assets, where final payments to the contractors is pending, capitalization is made on provisional basis, including provisional liability pending approval of the Competent Authority, subject to necessary adjustment in cost and depreciation in the year of settlement.

(ii) Machinery spares, which can be used only in connection with an item of fixed asset and their use is expected to be irregular, are capitalized with the cost of that fixed asset and are depreciated fully over the remaining useful life of that asset.

(iii) Technical Know-how / license fee incurred at the time of procurement of assets are capitalized as part of the under lying assets.

b. **Intangible Assets**

Assets like software, licenses and right of use of land including crop compensation in course of acquiring such ROU which are expected to provide future enduring economic benefits are capitalized as Intangible Assets.

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/depletion and impairment losses, if any. The Cost comprises purchase price, borrowing cost, and any cost directly attributable to bringing the assets to its working condition for the intended use.

c. **Capital Work-in-Progress**

The Capital Work-in-progress includes PMC Fees /advance for capital goods/materials in Transit /value of materials/equipment etc. received at site for use in the projects.

d. **Expenditure incurred during construction period**

All revenue expenditure incurred during the construction period, which are, directly or indirectly attributable to acquisition/construction of specific fixed assets, are capitalized at the time of commissioning of such assets.

3. Foreign Currency Transaction

a. Transactions in foreign currency are initially accounted at the exchange rate prevailing on the transaction date.

b. Monetary items denominated in foreign currencies, outstanding at the year end, are translated at exchange rates (BC Selling Rate for Payables and TT Buying Rate for Receivables) prevailing at year end.

c. Non-monetary items, denominated in foreign currencies are accounted at the exchange rate prevailing on the date of transaction(s).

d. Any gains or loss arising on account of exchange difference either on settlement or on translation is adjusted in the Statement of Profit & Loss except in case of long term foreign currency monetary items relating to acquisition of depreciable capital asset where they are adjusted to the carrying cost of such assets. In other cases exchange difference is accumulated in "Foreign Currency Monetary item Translation Difference Account" in the financial statements and amortized over the balance period of respective long terms asset or liability, by recognition as income or expenses in each of such period.

4. Borrowing Costs

Borrowing cost of the funds specifically borrowed for the purpose of obtaining qualifying assets and eligible for capitalization along with the cost of the assets, is capitalized up to the date when the asset is ready for its intended use after netting off any income earned on temporary investment of such funds. Other borrowing costs are recognized as expense during the year of incurrence.

5. Inventories

a Raw materials and finished products are valued at weighted average cost or net realizable value, whichever is lower. Finished products include excise duty and royalty wherever applicable.

b. Stock in process is valued at weighted average cost or net realizable value, whichever is lower. It is valued at weighted average cost where the finished products in which these are to be incorporated are expected to be sold at /or above weighted average cost.

c. Stores and spare and other material for use in production of inventories are valued at weighted average cost **o**r net realizable value, whichever is lower. It is valued at weighted average cost where the finished products in which they will be incorporated are expected to be sold at/or above cost.

d. By products are valued at net realisable value.

e. Surplus/Obsolete Stores and Spares are valued at lower of cost or net realizable value.

f. Surplus/Obsolete Capital Stores, other than held for use in construction of a capital asset, are valued at lower of cost or net realizable value.

g. All issues of Project Materials to Contractors for use in Capital Jobs are valued at weighted average cost.

6. **Revenue recognition**

(i) Sales are recognized on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude value added tax. Any retrospective revision in prices is accounted for in the year of such revision.

(ii) Claims (including interest on delayed realization from customers) are accounted for, when there is significant certainty that the claims are realizable.

(iii) Interest Income on STDR and deposits etc., if any applicable, is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

7. **Depreciation /Amortisation**

Depreciation on Fixed Assets other than those mentioned below is provided in accordance with the useful life as specified in Schedule-II of the Companies Act 2013, on straight line method (SLM) on pro-rata basis.

i. Mobile Phones provided for the use of employees is considered for three years useful life as per internal policy of the Company.

ii. Cost of the leasehold Land is amortized over the lease period of 30 years. In case of acquired leasehold Land, the remaining cost of leasehold value is amortized over the balance lease period.

iii. (a) Capital expenditure on the assets, the ownership of which are not with the company, and referred to as enabling facilities for supply of Raw material i.e. infrastructure cost built up at gas suppliers land have been considered as part of Incidental Expenses and allocated to respective completed & commissioned plant & machinery proportionately for which these enabling facilities were constructed.

(b) Other Capital expenditure on the assets (enabling facilities), the ownership of which is not with the Company, is charged off to Revenue.

iv. Intangible assets other than ROU of land are amortized equally over the useful life of the asset not exceeding five years from the date of recognition.

v. Depreciation due to price adjustments on account of foreign exchange rate variations or otherwise in the original cost of fixed assets is charged with the prospective effect.

vi. Indirect expenses incurred during the construction period which are not related to the construction activity nor are incidental thereto, amortized fully in the First Year of Commercial Production of the Company.

vii. ROU having limited useful life is being amortized over the life of ROU not exceeding 10 years and ROU of perpetual in nature are amortized over 99 years.

viii. After impairment of assets, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

8. Employee benefits

(a) All short term employee benefits are recognized at the undiscounted amount in the accounting period in which they are incurred.

(b) The Company's contribution to the Provident Fund is remitted to Regional provident fund commissioner based on a fixed percentage of the eligible employee's salary and debited to Statement of Profit and Loss.

(c) Employee Benefits under Defined Benefit Plans in respect of leave encashment and any other terminal benefits are recognized based on the present value of defined benefit obligation, which is computed on the basis of actuarial valuation using the Projected Unit Credit Method. Actuarial liability in excess of respective plan assets is recognized during the year. Actuarial gains / losses are recognized in the Statement of Profit and Loss.

(d) Liability for gratuity as per actuarial valuation is funded with a separate trust.

(e) Expenses and liabilities in respect of employee benefits are recorded in accordance with Revised Accounting Standard -15 - Employee Benefits (revised 2005) issued by ICAI.

9. Provisions, contingencies & Capital Commitments

a. Provisions are recognized when there is present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

b. Liabilities for expenses are recognized only when such liabilities exceed ₹5.00 Lakhs.

c. Contingent assets are neither recognized nor disclosed in the financial statements. Contingent liabilities exceeding ₹5.00 Lakhs in each case are disclosed by way of notes to accounts.

d. Estimated amount of contracts remaining to be executed on capital accounts are disclosed in each case above ₹5.00 Lakhs.

10. Taxes on income

a. Provision for Tax is made on interest earned on short term investments of surplus fund during the construction period, which is treated for tax purposes as "Income from other Sources". Such income tax has been debited under the head IEDC-Rates & Taxes.

b. On commissioning, the company will be eligible for tax incentives under section 80IE of the IncomeTax Act, 1961, and will be liable to MAT only under section 115JB of the said Act.

c. Deferred Tax Liability / Assets resulting from 'timing difference' between book profit and taxable profit is accounted for considering the tax rate and laws that have been enacted or substantively enacted as on the Balance Sheet date. Deferred Tax Assets, if any, is recognized and carried forward only to the extent that there is virtual certainty that the assets will be realized in future.

11. Cash Flow Statement

Cash flow statement is prepared in accordance with the indirect method prescribed in Accounting Standard (AS) 3 on 'Cash Flow Statements'.

12. Preliminary Expenses

The qualifying preliminary expenditure incurred in connection with the setting up of the business and the new industrial unit to be amortized fully in the first year of Commercial Production.

13. Segmental Reporting

The Company has only one segment; hence there are no reportable segments under Accounting Standards 17 "Segment Reporting" of the Companies (Accounting Standard) Rules, 2006.

14. General

a. Prepaid expenses and prior period expenses/income up to ₹5.00 lakh in each case will be charged to relevant heads of account of the current year.

b. Liquidated damages if any, will be accounted for as and when recovery is effected and the matter is considered settled by the Management. Liquidated damages, if settled after capitalization of the assets are charged to revenue, if below ₹50.00 lakhs in each case otherwise adjusted in the cost of the relevant assets.

c. Insurance claims is recognized in the books when the claim is admitted the Insurer and the amount thereof can be measured reliably and ultimate collection is reasonably certain.

Sd/-	Sd/-	Sd/-
(B. C. Tripathi)	(O. P. Tailor)	(Ruli Das Sen)
Chairman	**Director Finance & CFO**	**Company Secretary**

As per our separate report on Even Date
For Bhawani Sharma & Co.
Chartered Accountants,
FRN No.314006E

Sd/-
(Shailendra Sharma)
Partner
Mem. No. 058352

Place: New Delhi

Date : 08-06-2016

Incidental Expenses During Construction

₹ in '000

Particulars	As at 31 March 2016	As at 31 March 2015
OIDB interest charges	591,455	787,393
OIL interest charges	190,873	262,500
Interest on Loan-SBI	1,008,541	540,722
Bank charges	-	1,541
Advertisement & publicity	14,662	8,921
CISF & security	134,893	149,647
Communication expenses	6,541	7,998
Depreciation	128,097	130,062
Insurance	160,611	143,822
Other infrastructure expenses	**4,702**	**3,742**
Casual Labour Charges	**14,142**	**18,391**
Others	**45,451**	**24,042**
Payment to auditors	**1,125**	**1,693**
Power,fuel & water charges	**144,315**	**260,856**
Printing & stationery	**1,942**	**3,272**
Professional & consultancy charges	**39,110**	**14,545**
Rates & taxes	**5,613**	**22,361**
Recruitment & training exp	**7,679**	**12,562**
Rent	**12,708**	**18,697**
Repairs & maintenance	**239,779**	**38,922**
Salary,wages & staff costs	**410,640**	**544,669**
Township & Guest House maintenance	**6,547**	**7,109**
Travelling expenses	**20,388**	**48,913**
Vehicle hire & running exp	**37,212**	**57,402**
Crane hiring charges	-	**7,972**
IEDC Transferred from CWIP	**6,509,891**	-
IEDC-Lakwa unit	**196,305**	-
IEDC-Freight ,Material Handling Charges and Other Exp.	**70,702**	-
IEDC-Precommissioning & Com. Exp	**2,230,893**	-
Incidental expenses 2007-08 pending adjustment	-	**89,133**
Incidental expenses 2008-09 pending adjustment	-	**124,251**
Incidental expenses 2009-10 pending adjustment	-	**295,631**
Incidental expenses 2010-11 pending adjustment	-	**471,015**
Incidental expenses 2011-12 pending adjustment	-	**944,940**
Incidental expenses 2012-13 pending adjustment	-	**1,943,982**
Incidental expenses 2013-14 pending adjustment	-	**2,215,150**
Incidental expenses 2014-15 pending adjustment	-	-
Coin adjustment	-	-
Total (A)	**12,234,817**	**9,201,856**
Bank interest on CLTD	**18,150**	**19,039**
Bank interest on STDR's.	**14,824**	**49,546**
Mobile handset recovery	**6**	**10**
Miscellaneous Receipts	**6,227**	**6,043**
Miscellaneous receipts electricity	**653**	**470**
Miscellaneous receipts house rent recovery	**130**	**453**
Miscellaneous receipts interest on security deposit with ASEB	**7,168**	**701**
Miscellaneous receipts lease rent recovery	**1,866**	**2,617**
IEDC capitalised	-	**11,310**
Notice Pay Recovery	**333**	**81**
Interest recovery from lenders	-	**13**
Miscellaneous receipts forfeiture of EMD/SD	-	-
Miscellaneous income sale of bid document	**236**	**2,354**
Overhead charged on insurance claim	-	**72**
Recovery from bachelor accomodation	**629**	**224**
Total (B)	**50,222**	**92,933**
Net IEDC (A-B)	**12,184,595**	**9,108,923**
Less: IEDC Capitalised(2015-16)	**11,549,967**	-
IEDC Carried Forward	**634,628**	**9108923**

Cash Flow Statement
for the period ended 31st March 2016

₹ in '000

	Particulars	2015-2016	2014-2015
A	**Cash flow from Operating Activities:**		
	Net Profit before Tax and Extra ordinary items	**(2,627,364)**	**(16,215)**
	Adjustment for:		
	Depreciation/Amortisation	837,106	-
	Amortisation of Preliminary Expenditure	66,804	-
	Foreign exchange fluctuations	1,967	-
	Capital reserve	(469,000)	-
	Investment	-	-
	Gain and Loss on sale of Fixed Assets	-	-
	Interest Paid	679,769	-
	Cash Flow from operating activity Before Working Capital Change	**(1,510,718)**	**(16,215)**
	Adjustment for:		
	Change in Trade and other receivable	(508,326)	778,522
	Change in Trade and other Payable	3,108,577	124,273
	Change in Inventories	(2,758,547)	-
	Cash generated from operations	**(1,669,014)**	**886,580**
	Deferred Tax	(74,951)	-
	Cash before Extraordinary Items	**(1,743,965)**	**886,580**
	Extra ordinary Items	-	-
	Net cash from operating activities	**(1,743,965)**	**886,580**
B	**Cash outflow from investing activities:**		
	Additions/purchases of fixed assets	(80,608,450)	(356,531)
	Capital work-in-progress	64,590,186	(6,487,926)
	Incidental expenses during construction	8,474,295	(2,995,656)
	Net cash outflow from investing activities	**(7,543,969)**	**(9,840,113)**
C	**Cash flow from financing activities:**		
	Proceeds from issue share capital	-	408,385
	Proceeds from loans	11,093,333	9,875,800
	Repayment of loans	(1,964,450)	(408,750)

	Interest Paid	(679,769)	-
	Foreign exchange fluctuations	(1,967)	-
	Proceeds from advance against Share Capital	-	(408,387)
	Net cash inflow from financing activities	**8,447,147**	**9,467,048**
	Net increase in cash & cash equivalents (A+B+C)	(840,787)	513,515
	Opening cash and cash equivalents	1,102,019	588,504
	Closing cash and cash equivalents:	**261,232**	**1,102,019**
	Closing cash and cash equivalents as per books	**261,232**	**1,102,019**
	Note:		
	Cash and cash equivalent as per revised schedule III		
	Current account balance	138,391	791,816
	Restricted cash :		
	Term deposit having maturity more than 12 months	203	203
	Term deposits having remaining maturity period of 12 months or less	122,638	310,000
	Total	**261,232**	**1,102,019**

Sd/-
(B.C.Tripathi)
Chairman

Sd/-
(O.P. Tailor)
Director Finance & CFO

Sd/-
(Ruli Das Sen)
Company Secretary

As per our separate report on Even Date

For **Bhawani Sharma & Co.**
Chartered Accountants,
FRN No.314006E

Sd/-
(Shailendra Sharma)
Partner
Mem No. 058352

Place : New Delhi
Date : 08-06-2016

Comments of the Comptroller and Auditor General of India

Comments of the Comptroller and Auditor General of India under Section 143(6) (b) of the Companies Act, 2013 on the Financial Statements of Brahmaputra Cracker & Polymer Limited, Guwahati for the year ended 31 March 2016.

The preparation of Financial Statements of Brahmaputra Cracker & Polymer Limited, Guwahati for the year ended 31 March 2016 in accordance with the financial reporting Framework prescribed under the Companies Act, 2013 is the responsibility of the Management of the Company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act is responsible for expressing opinion on the financial statements under Section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under Section 143 (10) of the Act. This is stated to have been done by them vide their Audit Report dated 09-06-2016.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under Section 143(6) (a) of the Act of the financial statements of Brahmaputra Cracker & Polymer Limited, Guwahati for the year ended 31 March 2016. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditors and is limited primarily to inquiries of the Statutory Auditors and company personnel and a selective examination of some of the accounting records. On the basis of my audit, nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditors' Report.

For and on the behalf of the
Comptroller & Auditor General of India

Sd/-
(Praveer Kumar)
Principal Director of Commercial Audit
& Ex-office Member, Audit Board-I, Kolkata

Date: 15-07-2016
Place: Kolkata

Brahmaputra Cracker and Polymer Limited

Registered Office: Hotel Brahmaputra Ashok, M G Road, Guwahati, Assam-781001 CIN: U11101AS2007GOI008290

FORM OF PROXY

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):_____
Registered address: _____
E-mail Id: _____
Folio No/Client Id: _____
DP ID:_____
I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name:_____
   Address:_____
   E-mail Id:_____
   Signature: _____, or failing him
2. Name: _____
   Address:_____
   E-mail Id:_____
   Signature: _____, or failing him
3. Name: _____
   Address:_____
   E-mail Id:_____
   Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on the 16th day of September, 2016 at 3.00 p.m. at the registered office, Hotel Brahmaputra Ashok, M.G. Road, Guwahati – 781001 and at any adjournment thereof in respect of such resolutions as are indicated.

Below:

Resolution No.

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Affix Revenue Stamp ₹1/-

Signed this…… day of…… 2016.

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Brahmaputra Cracker and Polymer Limited
Registered Office
Hotel Brahmaputra Ashok
M. G. Road, Guwahati - 781001

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