

BOARD OF DIRECTORS (as on 24th August 2000)

Shri B.K. Gogoi
Shri K. Ramachandran Pillai
Shri R.M. Hazarika
Shri R.D. Shira
Shri R.N. Das

Chairman & Managing Director
Director - Human Resources
Director (Commercial)
Director (Production)
Director (Finance)

Shri Ashok Chawla
Joint Secretary (PC),
Department of Chemicals &
Petrochemicals,
Government of India

Director

Shri S.C. Das,
Commissioner of Industries,
Government of Assam

Director

Shri N.K. Singh
Director (Finance),
Ministry of Petroleum & Natural Gas,
Government of India

Director

Shri R.C. Mahajan,
Joint Adviser,
Planning Commission,
Government of India

Director

COMPANY SECRETARY

Shri V.N. Murthy

BANKERS

State Bank of India
State Bank of Hyderabad
United Bank of India
UCO Bank

STATUTORY AUDITORS

M/s. SRI Associates,
Chartered Accountants,
3/B, Garstin Place,
Calcutta - 700 001

COST AUDITORS

M/s A.C. Dutta & Co.,
Cost Accountants,
10, K.S. Roy Road (2nd Floor),
Calcutta - 700 001

SHARE TRANSFER AGENT

SRG Infotec Limited,
Devraha House,
A-256, Industrial Area, Phase-I,
Okhla, New Delhi - 110 020

REGISTERED OFFICE

P.O. Dhaligaon
Dist. Bongaigaon
Assam - 783385

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NOTICE

NOTICE IS HEREBY GIVEN THAT the Twenty-sixth Annual General Meeting of the Shareholders of Bongaigaon Refinery & Petrochemicals Limited will be held at 3.00 p.m. on Thursday, 28th September, 2000 at the registered office of the Company at Dhaligaon, Dist. Bongaigaon [Assam] to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account of the Company for the year ended 31st March, 2000 and the Audited Balance Sheet as on that date along with the Report of the Directors, the Auditors' Report and the comments of the Comptroller & Auditor General of India in terms of Section 619 of the Companies Act, 1956 and the reply of the Management thereon;
2. To declare a Dividend;
3. To appoint a Director in place of Shri K Ramachandran Pillai, who retires by rotation and is eligible for reappointment.
4. To appoint a Director in place of Shri R M Hazarika, who retires by rotation and is eligible for reappointment.

SPECIAL BUSINESS

5. To pass the following resolution as an Ordinary Resolution with or without modification(s):
 "RESOLVED THAT Shri S C Das, who was appointed as a Director of the Company w.e.f. 07.08.2000 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation. The tenure of appointment of Shri S C Das as a Director of the Company shall be subject to such notification as may be issued by the Government of India."

By Order of the Board of Directors
Bongaigaon Refinery & Petrochemicals Ltd.

Place : New Delhi
Date : 24th August, 2000

V N MURTHY
Company Secretary

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting. A blank Proxy Form is enclosed.
2. The Share Transfer Books and the Register of Members of the Company will remain closed from 16th September, 2000 to 28th September, 2000 [both days inclusive] for ascertaining entitlement of dividend for the financial year ended 31st March, 2000.
3. Dividend, as recommended by the Board of Directors, if approved by the members, will be paid to those members whose names appear on the Company's Register of Members on 28th day of September, 2000. The dividend in respect of shares held in electronic form will be paid to the beneficial owners of shares as on 15th September, 2000 as per details to be furnished by the depositories for this purpose.
4. In terms of Section 205A of the Companies Act, 1956, read with the Companies Unpaid Dividend [Transfer to the General Revenue Account of the Central Government] Rules, 1978 the Company has transferred unclaimed dividend in respect of the financial year 1993-94 to the General Revenue Account of the Central Government. The

shareholders/any person entitled to the unclaimed dividend transferred to the General Revenue Account of the Central Government may claim their dividend from the Registrar of Companies, Assam, Meghalaya etc., Morello Building [Ground floor], Shillong-793 001.

5. Dividend mandates, changes of addresses, application for consolidation of Folios, if any, should reach the Company or its Share Transfer Agent – SRG Infotec Ltd, "Devraha House", A-256 Industrial Area, Phase-I, Okhla, NEW DELHI - 110 020, before 16th day of September, 2000, otherwise the same will not be taken into consideration for payment of dividend that may be declared by the Company for the financial year ended 31st March, 2000.
6. While opening a depository account with participants of NSDL/CDSL, beneficial owners under the electronic segment might have given their bank account details, which will be used by the Company for printing on dividend warrants. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the account specified on the dividend warrant. This ensures safety for investors. However, beneficial owners may want to receive dividend in an account other than the one specified, while opening the depository account. If so, they may change/correct their bank account details with depository participant. They are also requested to kindly give MICR code of their bank to their depository participant.
7. As per the provisions of the amended Companies Act, 1956, facility of making nomination is now available to the shareholders in respect of the shares held by them. Interested shareholders can obtain the Nomination Form from the Company's Share Transfer Agent.
8. Member/Proxies should bring the Attendance slip duly filled in for attending the Meeting.
9. Members should bring their copy of the 26th Annual Report to the venue of the meeting.
10. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the business item No. 5 above is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No.5

Shri S C Das, IAS, Commissioner of Industries, Government of Assam was appointed as a part-time Director of the Company by the Government of India vide notification No. 31014/5/98/DO[R] dated 07.08.2000 in terms of Article 105(2) of the Articles of Association of the Company. In terms of the relevant provisions of the Companies Act, 1956, Shri S C Das will hold office upto the date of this Annual General Meeting. The Company has received a notice in writing from a member of the Company pursuant to the provisions of Section 257 of the Companies Act, 1956 signifying his intention to propose Shri S C Das as a candidate for the office of Director. Shri S C Das, if appointed, will be liable to retire by rotation under Sections 255 and 256 of the Companies Act, 1956. However, the tenure of his appointment will be subject to such notification as may be issued by the Government of India in terms of Articles 105(2) and 105(3) of the Articles of Association of the Company.

Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommend this Resolution for approval of the Shareholders.

None of the Directors, except Sri S C Das, is interested or concerned in the resolution.

Place : New Delhi
Date : 24th August, 2000

V N MURTHY
Company Secretary



DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 26th Annual Report of the Company together with audited Balance Sheet and Profit & Loss Account for the year ended 31st March 2000.

EXCELLENCE IN PERFORMANCE

In recognition of the all round performance of your Company towards meeting various performance targets, Govt. of India has rated BRPL's performance as 'Excellent' under its MoU system for the year 1998-99. The Company has received the Prime Minister's MoU Award in this regard.

Your Company has also entered into an MoU with the Ministry of Petroleum & Natural Gas for the year 2000-2001.

FINANCIAL RESULTS

	Rs. in lakhs	
i] Profit before Interest, Depreciation, Write off & Taxes		6685
ii] Depreciation & Write off	2613	
iii] Interest	909	3522
iv] Profit before tax		3163
v] Provision for tax for previous year	(-)50	
vi] Provision for income tax written back-previous year	111	61
vii] Profit after tax		3224
viii] Balance brought forward from previous year		39725
ix] Excess provision for dividend written back		1
x] Investment Allowance Reserve transferred to Profit & Loss Account		32
xii] Surplus available for appropriation		42982

APPROPRIATION

Your Directors recommend:

xii] Transfer to General Reserve	1000
xiii] Proposed Dividend (including dividend tax)	1180
xiv] Balance carried to Balance Sheet	40802
	42982

DIVIDEND

Your Directors are pleased to recommend payment of dividend on equity capital at the rate of 4.84 per cent for the year ended 31st March, 2000. This is equivalent to 30 per cent of the profit after tax.

DISINVESTMENT OF SHARES

Govt. of India have maintained the disinvestment of the Company at the level of 25.54%. There was no additional disinvestment during the year under review.

OPERATIONAL HIGHLIGHTS

Record crude throughput

During the year under review your Company had achieved highest ever crude throughput of 1,905,851 MT, which is 15.22 per cent higher than the previous year.

Highest Turnover

Your Company has also achieved highest ever turnover of Rs. 1291.52 crores during the year under review, which is 37.49 per cent higher in comparison to the previous year.

PHYSICAL PERFORMANCE

REFINERY

Crude throughput

The refinery processed 1,905,851 MT Crude Oil during the year against receipts of 1,912,468 MT. The plan target, actual receipts & processed quantities for the year 1999-2000 & 1998-99 are given below:

	(Figures in MT)	
	1999-2000	1998-99
Annual plan target	2,000,000	1,815,000
Actual receipts of		
Crude Oil	1,912,468	1,658,227
Actual Crude Oil throughput	1,905,851	1,654,146

Secondary Processing Units

The throughput of Secondary Processing units were as follows:

	(Figures in MT)	
Units	1999-2000	1998-99
Kerosene Treating Unit	297,820	274,696
Delayed Coking Units	763,886	789,711
Coke Calcination Unit	70	24,924

The CCU plant was not operated during 1999-2000 due to market constraints.

Production & yield pattern

The production & yield pattern on Crude throughput for the year 1999-2000 and the year 1998-99 were as under:

Particulars	1999-2000		1998-99	
	MT	%	MT	%
Light Distillates	315,732	16.57	267,621	16.18
Middle Distillates	1,180,568	61.94	1,038,782	62.80
Heavy Ends	252,034	13.22	237,345	14.35
Fuel & Loss	146,295	7.68	135,184	8.17
Other [Intermediate Stock Differential]	11,222	0.59	(24,786)	(1.50)
Total	1,905,851	100.00	1,654,146	100.00

PETROCHEMICALS

The production and sale quantities of various Petrochemical products and PSF during the year and the previous year were as under:

Products	1999-2000		1998-99	
	Production	Sale	Production	Sale
DMT	24,960	6,273	26,893	13,906
PSF	19,531	16,666	14,824	17,272
Ortho-Xylene	1,726	1,926	1,038	588
Mixed-Xylene	1,565	1,307	2,733	3,242
Ceeseven Solvent	6,968	6,977	7,773	7,776
Ceenine Solvent	7,364	8,058	7,622	5,851
BRPSOL-100	10,203	10,582	8,024	8,173
PETROSOL	7,335	7,273	1,233	1,074
BONMEX	361	10	-	-
Para-Xylene	17,268	-	17,975	-
Methanol	6,517	-	5,049	-

Highest ever production and sale of

BRPSOL-100 and PETROSOL were achieved during the year 1999-2000.

RESEARCH & DEVELOPMENT (R&D)

The thrust area of inhouse R&D activities of the Company were aimed at improving product quality and development of new value added products. Areas requiring specialized R&D knowledge & skill are being outsourced through tie-ups with established R&D houses of the country.

During the year under review, a new speciality solvent, BONMEX has been developed. In collaboration with PSG College of Technology [Textile Division], Coimbatore, your Company has developed a new Bonpolymuga yarn by blending Polyester fibre with Muga fibre. Further study to improve the perfection and yarn count of Bonpolymuga is in progress. Improvement in stability of MR Naphtha is also being explored alongwith M/s IIP, Dehradun.

ENVIRONMENT MANAGEMENT

Environment management has been a major thrust area in the Company. All efforts have been made to maintain and improve the quality of effluents and emissions.

A ground water monitoring study in and around the complex was undertaken by Central Ground Water Board (a Government of India body) during the last quarter of the year.

Programmes on awareness and mass participation on environment protection were organised during World Environment Day and Oil Conservation Fortnight, 2000.

Construction of an Eco-Park within the plant complex is in progress. This would help in retention of storm water and surface water and thereby reducing discharge of liquid effluent outside. Recharging of ground water

reserve is also expected.

To strengthen its unswerving resolve for improvement of the environment, your Company has embarked on a project for certification of its existing Environment Management System through ISO 14001 route.

ENERGY CONSERVATION

Your Company continued its efforts on Energy Conservation through continuous monitoring and control of operational activities.

Efforts were made to create mass awareness through observance of Energy Conservation Fortnight during the year.

Refinery Sector

The fuel & loss in the Refinery Sector in the year 1999-2000 was 7.68 wt% on crude throughput. In terms of absolute energy units, the energy consumption in the Refinery sector together with loss during the year 1999-2000 was 431.54 MBTU/BBL.

Petrochemical and PSF Sectors

The specific energy consumption in the Petrochemical Sector in the year 1999-2000 was 1.15 SRFT per tonne of Xylenes. The specific energy consumption in the PSF Sector during the year was 1.174 SRFT per tonne of PSF.

SAFETY

The Company is concerned and committed for the safety of its human resources, equipments and materials. The Company did not have any loss of production on account of accidents of major nature from 10th October 1999.

To enhance the safety awareness of the employees, training and educational programmes were conducted regularly and quarterly safety bulletins were published and distributed to all the employees.

Company also observed National Safety Day and Fire Services Day. Safety awareness survey was conducted to assess the safety awareness of the employees. Efforts continued throughout the year to upgrade safety standards & operating and maintenance practices in various units without any major and fatal accident.

Health check-up programme for all employees was drawn at the beginning of the year and monitored closely for their good health and detecting any occupational disease. However, no occupational disease was detected.

Mock drills were conducted to check and review the preparedness for handling the emergencies under simulated condition. Deficiencies identified in these mock drills are already taken care of.

Internal Safety Audit (ISA) of various plants and facilities was conducted during the year by internal multidisciplinary audit teams. Most of the recommendations of Internal Safety Audit 1999 were implemented.

Recommendations made by the External Safety Audits (ESA) carried out in 1990, 1992 and 1995 were fully implemented. Already 87.5% of recommendations made by the External Safety Audit carried out in 1998 were implemented. Progress of the remaining 12.5% of recommendations, nature of which are of longer gestation period, is satisfactory.

PROJECTS

ONGOING PROJECTS

A 22,000 MTPA LPG Bottling Plant is under construction and expected to be completed shortly.

Other ongoing projects which are expected to be completed during 2000-2001 are:

- Low Level Heat Recovery & Pre-heat Train Improvement in CDU (Energy Conservation Project).
- 5 MW DG set (for operational flexibility).
- Catalyst Recovery Unit of RMCR Project.
- Phase-I of Crude Oil Import & Storage (to receive 0.5 MMTPA of imported Crude oil).

In addition, the following projects are under various stages of implementation:

- Instrument Modernisation in Tank Farm, Offsites & Utilities and Installation of Advance Process Control (Ph-II & III of Modernisation of Refinery Instruments Project).
- PSF Product Diversification/ Plant Modernisation.
- Installation of Desalters in CDU & II.
- Schemes of Offsite facilities.

FUTURE PROJECTS

Diesel Hydroprocessing Unit

Your Company is presently initiating a project proposal for setting up of a Diesel Hydroprocessing Unit in order to achieve future stringent specifications of HSD under the proposed Indian 2005 specifications (EURO-III). The project is expected to be completed by 2005 when above specifications come into effect. This project will reduce the density & sulphur content and increase the Cetane number of HSD streams making it more environment friendly.

PERSPECTIVE PLAN

Your Company has engaged ICICI Securities Ltd. for conducting a market study on Petrochemicals products and to examine & recommend projects for possible implementation based on refinery streams from BRPL & other

North-East Refineries. The study report is expected to be received shortly, based on which the perspective plan of BRPL is likely to be suitably modified.

DEREGULATION OF DOWNSTREAM OIL INDUSTRY

Phase-wise deregulation of the downstream oil sector is scheduled to be completed by April 2002. As a part of this ongoing process, the prices of your Refinery products are now linked to the volatility of international product market. In view of increased competitiveness and consequent stress on the margin, arising out of above, the Company has initiated various steps to increase productivity and achieve better efficiency of operations.

FUTURE OUTLOOK

The Refinery margins have been under severe pressure. Added to this the depressing trend in the Petrochemical & PSF business have increased the burden on the overall profitability of the Company. It is expected that the refinery margins globally will improve in future as the Crude and products prices stabilize.

CAPITAL RESTRUCTURING

Consequent to the report submitted by the Dr. Nitish Sengupta Committee on the continued profitability & viability of stand alone refineries in the deregulated scenario, induction of a strategic partner in your Company is under study & consideration of the Government.

MARKETING

REFINERY PRODUCTS

Tie-up with IOC

Indian Oil Corporation Ltd. [IOC] is carrying out marketing of various Refinery products [other than RPC & CPC] of BRPL under a Marketing Agreement between the two

companies.

Highest ever evacuation of POL products was achieved during the year under review.

Jubilee Retail Outlet [JRO]

The proposal for setting up a Jubilee Retail Outlet [JRO] at Jorabat, Meghalaya is awaiting Government of India's formal approval for granting marketing rights to your Company.

PETROCHEMICALS & PSF

Over supply capacity of DMT and its equivalent product PTA and their low price in the international market continuously kept the price of DMT under pressure. Unremunerative prices led to intermittent stoppage of production of Petrochemicals and resulted in drop in sale of DMT by 54.89% compared to 1998-99.

Though the PSF market witnessed an upward trend in demand & price, profitability was severely affected due to increase in cost of inputs. Consequently the sale decreased by 3.51% during the year under review.

Various cost effective measures to reduce production and marketing cost of Petrochemicals and PSF, along with measures to improve quality of products are under implementation.

HUMAN RESOURCES

Your Company has a total strength of 1846 employees. In the previous year the strength was 1859. During the year 1999-2000 only 2 employees in Group "C" both from ST communities were recruited and 14 attritions took place on account of resignation / retirement /death, etc. One below board level executive was appointed to the Board level as Director.

Industrial Relation

The overall industrial relations climate in your Company continued to be

harmonious and cordial. Both the management and the collectives worked together, following fair IR practices, based on mutual understanding and trust, respecting the rights and obligations of each other. There is an increased realisation that to bring prosperity to the Company and improvement in the terms and conditions of the employment, employees must work harder to increase productivity, more so under the present liberalised economic scenario.

Your Company had received a Presidential Directive for implementing the revised pay scales of Executives. Accordingly, the revised pay scales of executives have been implemented w.e.f. 01.01.1997 in terms of the Presidential Directives, subsequent communications from the Ministry of Petroleum & Natural Gas and decision of the Board of Directors of the Company. The total financial involvement was Rs. 20 crores on account of revision of pay scales including arrears for past years.

Employees' Welfare

Your Company continued in its endeavour to promote welfare of employees by upgrading and augmenting the facilities in the Township and meeting increasingly the satisfaction level of employees in respect of housing in the Township. Your Company continued in its efforts to improve quality of life of its employees by also providing liberal medical and recreational facilities.

Employment of Weaker Sections

Your Company follows the Presidential Directives/Govt. guidelines issued by the Govt. of India regarding recruitment and promotion of SCs and STs and in the recruitment of OBCs,

persons with Disabilities, Ex-Servicemen and Minority Communities. Constant endeavour has been made for promoting the welfare of the weaker sections. The overall representation of the weaker sections in the Company as on 31st March, 2000 is presented below:

A) Scheduled Castes & Scheduled Tribes	Overall representation stood at 26.46%.
B) Other Backward Classes (OBCs)	Overall intake has been 29.25 % in all groups combined after 8.9.93, when the reservations were made effective.
C) Persons with Disabilities	Overall representation is 1.57 % [2.00 % in group 'C' & 'D' posts].
D) Ex-servicemen	Overall representation is 5.00 % [in target group 'C' & 'D' posts].
E) Minority Community	Overall representation is 10.30 % .
F) Women employees	Overall representation is 4.23 % . [14 Executives out of total 544 Executives and 64 non-executives out of total 1300 non-executives.]

Statements showing the number of reserved vacancies filled by members of Scheduled Castes and Scheduled Tribes during the year 1999 in direct recruitment and promotion is given in Annexures-III.

Use of Hindi

Your Company has taken various steps for efficient implementation of the Official Language Policy of the Govt. of India. Various efforts have been made for propagation and increased use of Hindi in the Company's routine activities. Selected employees are being trained in Hindi, Hindi Typing and Hindi Computer Operations. To create an enabling environment for working in Hindi and with a view to provide working support, reference literature and dictionaries were made available in various Departments.

Your Company is also celebrating Golden Jubilee year of Official Language starting from 14th September 1999.

Human Resources Development and Training

Your Company continues to lay stress on the continuous development of skills of its manpower both in technical as well as managerial fields. During 1999-2000 your Company has imparted training to 439 executives and 972 non-executives in areas covering technical, management development, managerial and other related fields. Five executives were deputed for foreign training.

A marked feature during the year was, training of 120 employees on Information Technology to familiarise them with the latest tools in IT networking and Internet capabilities, etc. Similar training is being taken up this year also.

Employees Participation in Management

Employees participative culture in management has been cultivated through various effective forums like Safety Committee, Works Committee, Management of Recreation Club, Schools, Consumer Co-operative



Society, PF Trust, Gratuity Trust and other group activities organised by your Company.

Sports

Your Company continued to lay emphasis on promotion of Games & Sports and your Company's team participated in all major PSCB Tournaments during the year 1999-2000. Your Company's Football & Volleyball teams played the semifinal of the PSCB Tournaments.

One of the major highlights of the year was the XI PSCB Chess Tournament organised in BRPL, Dhaligaon. Grand Masters & International Masters including National Chess Players employed in various Oil Sector PSUs participated in the 5 day tournament. This is the fifth PSCB tournament that your Company has organised at Dhaligaon.

To develop sports talents at the grass root level amongst the neighbouring School students & children residing in BRPL Township, your Company has organised Football, Cricket, Badminton and Table Tennis Camps. The neighbouring School students have also been given playing kits and boarding & lodging facilities for attending the Coaching camps. Your Company also conducted various sports tournaments among school students of neighbouring areas and BRPL township.

GOOD CORPORATE CITIZEN

With an aim to contribute towards upliftment of the quality of life of the society in and around its operational areas, predominantly inhabited by SC and ST communities, and to maintain good community relations, your Company has undertaken various welfare schemes. These include :

- ☐ setting up and/or providing financial assistance to educational institutions;

- ☐ providing drinking water facilities in schools and public places;
- ☐ setting up of Rural Health Centre & providing free medical services and sponsoring medical health camps;
- ☐ financial assistance to provide irrigation facilities to farmers;
- ☐ financial assistance for construction of weaving halls & imparting training on self employment and income generation;
- ☐ village development i.e. construction of roads, drainage system, sanitation, etc.
- ☐ sports & culture—financial assistance for construction of Community Hall & Indoor Stadium, conducting coaching camps for sports, distribution of sports kits, etc.
- ☐ afforestation—financial assistance for rubber cultivation to cooperative society, distribution of coconut saplings, etc.

CONTRIBUTION TO PRIME MINISTER'S NATIONAL RELIEF FUND

Your Company has contributed an amount of Rupees Fifty lakhs towards the Prime Minister's National Relief Fund in aid of the disaster in Orissa due to Super Cyclone.

VIGILANCE

Increased emphasis is being laid on preventive vigilance and building transparent systems in the Company. The focus of attention during the year has been on identification and inspection of sensitive areas. Planned and surprise checks were also conducted in various areas. Various Purchase and Contract Manuals are being updated/formulated. All the above, coupled with stress on increased awareness of vigilance

functions among all employees have led to a transparent environment and acted as a deterrent to unhealthy practices.

IT/LAN/WAN

Your Company has embarked upon an ambitious project of connectivity between its offices located in the country by establishing a Wide Area Network [WAN]. The connectivity for Delhi & Dhaligaon will be through satellite and that between other offices is planned using Integrated Service Digital Network (ISDN). On implementation, all HODs and above will have instant access to each other as well as with OCC including Internet. This step is likely to give the much needed fillip to our marketing activities and bring in efficiency in critical areas.

WEBSITE

BRPL has established its own Website www.brplindia.com. The site was formally launched on 26th January 2000 by the Chairman & Managing Director coinciding with the launch of Website of the MoP&NG by Hon'ble Union Minister, Shri Ram Naik.

Y2K

Your Board of Directors are pleased to inform you that the Company did not experience any Y2K related problem in any area of production, safety, environment or business during the roll over to new millennium or thereafter.

The expenditure towards Y2K compliance is Rs. 3 crores. Of this Rs. 0.50 crore was spent in the year on critical systems and Rs. 2.5 crores is expected to be spent thereafter on non critical systems which are being replaced, updated and modified in phased manner.

DEMATERIALIZATION OF SHARES

During the year under review, the

Company has signed an agreement with Central Depository Services (India) Limited (CDSL) for dematerialisation of shares. With this, the members have the option to hold their demat shares in the Company through National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL). In addition, your Company now offers the facility of simultaneous transfer and dematerialisation of shares to its investors.

DIRECTORS

Shri Ashok Chawla, Shri J P Meena, Shri N K Singh and Shri R C Mahajan have been appointed as Directors liable to retire by rotation in the 25th Annual General Meeting held on 28th September, 1999 in terms of Section 257 of the Companies Act, 1956.

Shri R N Das, General Manager [Fin] of the Company has been appointed as Director [Finance] of the Company and he has assumed the charge as Director [Finance] w.e.f. 7th December, 1999.

Shri S C Das, IAS, Commissioner of Industries, Govt. of Assam has been appointed as a parttime Director of the Company by the Govt. of India w.e.f. 07.08.2000 in place of Shri J P Meena, IAS, since transferred. Shri S C Das shall hold office of Director upto the date of the 26th Annual General Meeting as per the provisions of the Companies Act, 1956. The Company has in the meanwhile received a notice from a member under Section 257 of the Companies Act, 1956, for appointment of Shri S C Das as Director liable to retire by rotation at the ensuing 26th Annual General Meeting to be held on 28th September 2000. Necessary resolution in this regard has been incorporated in the notice of the 26th Annual General Meeting.

Your Directors place on record their deep appreciation for the guidance and services received from Shri J P Meena during the tenure of his association as Director of the Company.

Shri K Ramachandran Pillai, Director-Human Resources and Shri R M Hazarika, Director [Commercial] shall retire by rotation at the 26th Annual General Meeting and are eligible for re-appointment.

STATUTORY INFORMATION

Particulars of Employees

Statutory statement of particulars of employees under Section 217[2A] of the Companies Act, 1956 read with the Companies [Particulars of Employees Rules] 1975, as amended, is attached as Annexure-II and forms an integral part of this Report.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and outgo

Information required under Section 217[1][e] of the Companies Act, 1956, read with the Companies [Disclosure of particulars in the Report of the Board of Directors] Rules, 1988 is attached as Annexure-I and forms an integral part of this Report.

Listing details

Shares of the Company are listed in the following Stock Exchanges:

1. The Gauhati Stock Exchange Ltd. [Regional Stock Exchange]
2. The Delhi Stock Exchange Association Ltd.
3. The Calcutta Stock Exchange Association Ltd.
4. Madras Stock Exchange Ltd.
5. The Stock Exchange, Mumbai

In addition, the shares of the Company are also permitted for trading in National Stock Exchange of India Ltd. without listing.

Annual listing fees to all the above five Stock Exchanges have been paid.

Statutory Auditors

M/s SRI Associates, Chartered Accountants, Calcutta have been appointed by the Govt. of India as the

Statutory Auditors of the Company for the financial year 1999-2000. M/s SRI Associates were the auditors of the Company for the previous year 1998-99 also.

The Statutory Auditors have made certain observations in their report dated 9th June 2000 attached to the Balance Sheet. The reply of the Management on these observations are given in Annexure - IV to the Directors' Report.

Cost Auditors

Government of India has approved the appointment of M/s A C Dutta & Co., Cost Accountants as Cost Auditors of the Company relating to manufacture of Polyester Staple Fibre for the financial year 1999-2000.

ACKNOWLEDGEMENT

Your Directors wish to convey their appreciation to all BRPL employees for their individual and collective contribution towards Company's performance.

Directors are grateful to Ministry of Petroleum & Natural Gas and other Ministries of Govt. of India and Govt. of Assam, OCC, SCOPE, Comptroller & Auditor General of India and Statutory Auditors for their guidance and continuing support throughout the year.

The Directors also place on record their appreciation to CHT, EIL, IOCL, OIL, ONGC, OIDB, Banks, Customers, Suppliers & Contractors and others for the support given to the Company and the confidence reposed in the Management.

Last but not least Directors wish to record their gratitude to the shareholders for their continued trust and confidence reposed in them.

For & on behalf of the Board of Directors
Bongaigaon Refinery & Petrochemicals Ltd

BK GOGOI
Chairman &
Managing Director

Date : 24.08.2000



ANNEXURE-I TO THE DIRECTORS' REPORT

(Additional information in terms of Notification No. GSR No. 1029
of 31-12-88 by the Department of Company Affairs)

A. CONSERVATION OF ENERGY

a) Energy Conservation Measures Taken :

i) Various energy conservation measures have been adopted in the plants/processing complex to make the operations more energy efficient. A few of them are mentioned below:

1. Energy audit of furnaces and boilers was conducted and accordingly corrective actions were taken to reduce energy consumption.
2. Surveys on steam leaks and insulation were conducted and accordingly corrective actions were taken to reduce energy loss.

ii) An energy conservation scheme was commissioned in December, 1999 in the Captive Power Plant where extraction steam is used for atomizing the fuel oil in burners, heat tracing of process lines and tank heating. Energy savings through this scheme during January-March, 2000 is 145 SRFT (equivalent to Rs. 9 lakhs approx.)

b) Additional investments and proposals, if any, being implemented for reduction of energy consumption:

Following energy conservation schemes are being implemented :

(i) Utilisation of low level heat of Crude Distillation Unit (CDU-I) splitter's overhead vapours for DM/BF water heating.

Estimated project cost	:	Rs. 120.00 lakhs
Estimated Savings	:	5000 SRFT per annum (equivalent to Rs. 315 lakhs approx.)

(ii) Revamp of crude preheat exchanger train in CDU-I.

Estimated project cost	:	Rs. 245.00 lakhs
Estimated Savings	:	2340 SRFT per annum (equivalent to Rs. 148 lakhs approx.)

(iii) Crude oil Desalter for Crude Distillation Units (CDU-I & CDU-II).

Estimated project cost	:	Rs. 1200.00 lakhs
Estimated Savings	:	4060 SRFT per annum (equivalent to Rs. 256 lakhs approx.)

c) Impact of measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods :

Estimated projected saving for schemes under (a) & (b) above will be Rs. 700 lakhs per annum (approx.) based on fuel price of Rs. 6309 per SRFT which was the weighted average cost of fuel during 1999-2000.

d) Total energy consumption and energy consumption per unit of production

FORM-A

	1999-2000	1998-99
A. Power & Fuel Consumption		
1. Electricity :		
(a) Purchased - Unit (MWH)	217.7	619.2
Total Amount (Rs. lakhs)	120.19	115.36
(The amount represents the minimum Demand Charges paid to Assam State Electricity Board which is a fixed amount)		