

नार्दर्न कोलफील्ड्स लिमिटेड
(एक मिनी रत्न कम्पनी)
पो.आ.-सिंगरौली,
जिला-सिंगरौली 486889 (म.प्र.)
निगमित पहचान संख्या U10102MP1985GOI003160



Northern Coalfields Limited
(A Mini Ratna Company)
P.O. Singrauli Colliery
Distt. Singrauli, MP- 486889
CIN-U10102MP1985GOI003160
Tel: 07805 - 266304
Fax: 07805 – 266304 / 266640
Website: www.nclcil.in
e-mail cs.ncl@coalindia.in

NOTICE

33RD ANNUAL GENERAL MEETING

No. NCL/Board/13(AGM)/2018-19/ *146*

10th July, 2018

To

1. M/s. Coal India Ltd., Member, NCL, Coal Bhawan, New Town, Rajarhat, Kolkata- 700 156.
2. Shri A.K. Jha, Chairman, Coal India Ltd., Member, NCL, Coal Bhawan, New Town, Rajarhat, Kolkata- 700 156.
3. Shri S. N. Prasad, Director (Marketing), Coal India Ltd., Member, NCL, Coal Bhawan, New Town, Rajarhat, Kolkata- 700 156.
4. Shri P.K. Sinha, Chairman-cum-Managing Director, Member, NCL, Singrauli (MP)- 486 889.
5. All Directors, NCL Board.
6. Chairman, Audit Committee/Nomination & Remuneration Committee, NCL.
7. M/s P.L. Tandon & Co., Chartered Accountants, Statutory Auditors, NCL, West Cott Building, Mahatma Gandhi Road, P.O. Box No. 113, Kanpur (Uttar Pradesh)- 208 001.
8. M/s K.G. Goyal & Co, Cost Accountants, (RN 000017), Cost Auditor, 8, Chitrangupta Nagar, I, Imli Phatak, Jaipur (Rajasthan)-302015.
9. M/s AGR Reddy & Co., Company Secretaries, Secretarial Auditor, NCL, #202, Pavani Annexe, Banjara Hills, Road #2, Hyderabad (Andhra Pradesh)-500034.

NOTICE is hereby given that 33rd Annual General Meeting of members of Northern Coalfields Limited will be held, at a shorter notice, on Monday, the 16th July, 2018 at 10:00 AM at the Hotel Radisson Jass Khajuraho, By Pass Road, Khajuraho, Madhya Pradesh-471606 to transact the following business:-

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the year ended on that date and the Reports of Statutory Auditor and Comptroller and Auditor General of India thereon and Directors' Report.
2. To confirm the payment of two Interim Dividends and declare Final Dividend for the financial year 2017-18.

3. To appoint a Director in place of Shri Gunadhar Pandey (DIN: 07124780), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Special Business:

4. Ratification of Remuneration of the Cost Auditors for the Financial Year 2017-18

To consider and if thought fit to pass, with or without modifications, the following as an ordinary resolution-

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any other statutory modification(s) or re-enactment thereof for the time being in force) the remuneration of Cost Auditors for the Financial Year 2017-18 as recommended by the Audit Committee in its 91st meeting and approved by the Board of Directors of Northern Coalfields Ltd vide Item no. 216/C-22 in its 216th Meeting held on 01/08/2017 at New Delhi, as detailed below, be and is hereby ratified:-

| Sl. No. | Name of Cost Audit Firm | Status | Project/ Units No. | Cost Audit fees (in Rs.) | TA and out of Pocket expenses | Reimbursement of Service Tax |
|---------|---|----------------------|--|--------------------------|--|------------------------------|
| 1 | M/s K.G. Goyal & Co., Indore | Central Cost Auditor | Jhingurda, Dudhichua, Amlori, Block-B, NSC and HQ units (including NCL desk office, Kolkata) | 2,98,388.00 | At actual subject to the limit of 50%of audit fees | At actual |
| 2 | M/s R.M. Bansal & Co., Mumbai | Branch Cost Auditor | Jayant (including Central fire station), Nigahi, Central Workshop and Central Monitoring Cell. | 1,09,409.00 | At actual subject to the limit of 50%of audit fees | At actual |
| 3 | M/s Yogesh Chaurasia & Associates, Bhopal | Branch Cost Auditor | Bina, Krishnashila, Bina Extension, Kakri, Khadia (including IWSS). | 1,09,409.00 | At actual subject to the limit of 50%of audit fees | At actual |

By Order of the Board of Directors


(P Lazar)
Company Secretary

Registered Office :
PO. Singrauli Colliery,
Dist. Singrauli (MP) 486 889

Note:

1. *A member entitled to attend and vote at the meeting is also entitled to appoint a proxy or proxies to attend and vote instead of himself/ herself and proxy need not be a member of the Company. In order to be effective, the Proxy form (MGT-11) duly completed should be deposited at the registered office of the Company not less than forty-eight hours before the scheduled time of the Annual General Meeting.*
2. Members are also requested to accord their consent for convening the meeting at a shorter Notice under Section 101 of the Companies Act, 2013 / as per Articles of Association of Company.
3. Pursuant to the provision of Section 171(1)(b) and 189(4) of the companies Act,2013, the registers required to be kept open for inspection at every Annual General Meeting of the company, shall be accessible during the continuance of the meeting to any person having the right to attend the meeting.
4. Relevant Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business, as set out above is also annexed hereto.(Annexure-**A**)
5. Route Map to the Venue of meeting is enclosed as Annexure - **B** (from Khajuraho Airport to Hotel Radisson Jass Khajuraho).

Copy to:

1. Company Secretary, Coal India Ltd., Coal Bhawan, New Town, Rajarhat, Kolkata- 700 156.
2. GM (Fin)/Inch., NCL, Singrauli.
3. Chief of Internal Audit, NCL, Singrauli
4. GM (System), NCL, Singrauli – with a request to upload the notice of AGM on NCL's Website.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4: Ratification of Remuneration of the Cost Auditors for the Financial Year 2017-18

Section 148(3) of the Companies Act, 2013 read with Rule 14 (a)(ii) of the Companies (Audit and Auditors) Rules, 2014 dealing with remuneration of Cost Auditors, requires that the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders of the company.

As per the guidelines floated in the Notice inviting EOI for the empanelment and selection of Partnership/LLP Cost Accountant firms for appointment of Cost auditor for F.Y. 2016-17 to F.Y. 2018-19 in Northern Coalfields Limited, the payment of remuneration of the Cost auditors for the FY 2017-18 has been based on the 25% of the annual fees (including quarterly accounts audit fees) payable to the statutory auditors of Northern Coalfields Limited for F.Y. 2016-17.

The remuneration of the Cost auditors re-appointed for the Financial Year 2017-18 had been recommended by the Audit Committee in its 91st meeting and subsequently was approved by the Board of Directors of the Company vide Item no. 216/C-22 in its 216th Meeting held on 01/08/2017 at New Delhi, subject to ratification in the ensuing AGM.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at item no. 4 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

Therefore, your Directors recommend the Resolution proposed in this Notice, for your ratification by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

By Order of the Board of Directors



(P Lazar)

Company Secretary

Place: 10/07/2018

Date: Singrauli

ROUTE MAP-

Khajuraho Airport to Hotel Radisson Jass, Khajuraho

