

<p>भारत कोकिंग कोल लिमिटेड  <b>Bharat Coking Coal Limited</b>  (A Mini Ratna Company)  (A Subsidiary of Coal India Ltd.)  (www.bcclweb.in)</p>		<p>पं.का - : कोयला भवन, कोयला नगर, धनबाद - 826005  Regd. Off: Koyla Bhawan, Koyla Nagar  Dhanbad - 826005  CIN: U10101JH1972GOI000918  दूरभाष: 0326-2230190  ईमेल: <a href="mailto:cos.bccl@coalindia.in">cos.bccl@coalindia.in</a></p>
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बोर्ड सचिवालय / Board Secretariat

Ref. No.BCCL:CS:F-AGM/2024/105

Dated: **26.07.2024**

**Sub:- Notice of 53<sup>rd</sup> Annual General Meeting of Bharat Coking Coal Limited**

Notice is hereby given to the Shareholders of Bharat Coking Coal Limited that the 53<sup>rd</sup> Annual General Meeting of Bharat Coking Coal Limited will be held at its Registered Office, Koyla Bhawan, P.O. BCCL Township, Koyla Nagar, Dhanbad on **01<sup>st</sup> August, 2024 (Thursday) at 10.30 AM** to transact the following businesses:

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2024 and Statement of Profit & Loss for the year ended on that date together with the Reports of Board of Directors, Statutory Auditor and Comptroller & Auditor General of India thereon.
2. **To declare Preference Dividend amounting to ₹44.4325 crores (viz., 5% of the total outstanding Preference Dividend of ₹888.65 crores.**
3. To appoint a Director in place of Shri Debasish Nanda, Director, DIN No. 09015566 who retires by rotation in terms of Section 152(6) of the Companies Act 2013 and being eligible, offers himself for re-appointment
4. To appoint a Director in place of Shri Murlikrishna Ramaiah, Director, DIN No. 10061115, 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:**

Item No. 5.

To consider and if thought fit, to pass with or without modifications, the following resolutions as **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 2023-24 (excluding out of pocket expenses limited to 50% of total fees) of ₹15,34,000.00 (Rupees fifteen lakh thirty four thousand only) and taxes to be paid extra, as approved by the Board of Directors of the Company vide item no. 405.POT-1 of 405<sup>th</sup> Board Meeting of BCCL held on 02.09.2023 be and is hereby ratified.

By order of the Board  
Sd/-  
(B.K. Parui)  
Company Secretary

Registered office:

Koyla Bhawan, P.O: BCCL Township, Koyla Nagar, Dist: Dhanbad  
Dated: 26.07.2024

**Notes:**

1. Ministry of Corporate Affairs (“MCA”) vide its Circular dated May 05, 2022 read with circulars dated December 28, 2022 and January 13, 2021, December 08, 2021, December 14, 2021 and April 08, 2020, April 13, 2020, May 05, 2020 and Circular no. 09/2023 dated September 25, 2023 (Collectively referred to AS “MCA Circulars”) has permitted convening Annual General Meeting (“AGM” /”Meeting”) through video conferencing (“VC”) or Other Audio Visual Means(“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA circulars and provisions of the Companies Act, 2013 (“The Act”), the AGM of the company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. For attending meeting through VC or OAVM, link shall be provided from the authorized email id of the Company well in advance and the facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed 15 minutes after such scheduled time.
2. Members are also requested to accord their consent for convening the meeting at a shorter notice under section 101 of the Companies Act / as per Articles of Association of the Company.
3. Since, this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available to the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Pursuant to the provisions of Section 17(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.
5. The Board of Directors of your company at its 409<sup>th</sup> Board meeting held on 24.04.2024 had declared payment of Preference Dividend amounting to ₹44.4325 crores (viz 5% of the total outstanding Preference Dividend of ₹888.65 crores)
6. A statement pursuant to Section 102(1) of the Act, relating to Special Business to be transacted at the AGM is annexed hereto as “**Annexure A**”.
7. Details of Director retiring by rotation and seeking re-appointment at this meeting are provided in the “ **Annexure B**”

Copy to:

- i. All Directors of BCCL
- ii. M/s Nag & Associates, Chartered Accountants, Statutory Auditor
- iii. M/s Mehta & Mehta, Company Secretaries, Secretarial Auditor
- iv. M/s Chandra Wadhwa & Co., Cost Auditor

## **Annexure to Notice**

### **Annexure A**

#### **Explanatory statement pursuant to Section 102 of the Companies Act, 2013**

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No.4 of the accompanying notice dated 25.07.2024.

Item No. 4

#### **Ratification of the remuneration of Cost Auditor appointed by the Board u/s 148 of Companies Act, 2013**

As per the Rule 14 of Companies (Audit and Auditors) Rules, 2014:

Remuneration of the Cost Auditor. -For the purpose of sub -section (3) of section 148 :

(a) in the case of companies which are required to constitute an audit committee-

- i. the Board shall appoint an individual, who is a cost accountant in practice, or a firm of cost accountants in practice, as cost auditor on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor;
- ii. the remuneration recommended by the Audit Committee under (i) shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, the Board of Directors approved the of appointment of the following Cost Auditors of the Company under the existing terms and conditions of the Cost Auditors for the Financial Year 2023-2024 vide item no. 405.POT-1 of 405<sup>th</sup> Board Meeting of BCCL held on 02.09.2023 at a remuneration of ₹15,34,000.00 (exclusive of out of pocket expenses limited to 50% of the audit fee and GST, if any, which shall be paid extra as applicable) for undertaking the Cost Audit of Head Quarter and different areas of BCCL for the Financial Year 2023-24 on the recommendation of Audit Committee. The details are as follows:

<b>Sl. No.</b>	<b>NAME OF THE AUDIT FIRM</b>	<b>FIRM REGD NO</b>	<b>NAME OF AREAS</b>	<b>TOTAL FEE (₹)</b>
1	CHANDRA WADHWA & CO.	000239	Lead/Principal Auditor	4,40,000
2	JOSHI APTE & ASSOCIATES	000240	Katras, Sijua and WJ area	2,56,000
3	K B SAXENA & ASSOCIATES	000313	Bastacolla, Eastern Jharia, CV (incl.Dahibari Coal Washery)	2,36,000
4	MOU BANERJEE & CO.	000266	Lodna, Putki Balihari & Kusunda area	2,33,000
5	S G & ASSOCIATES	000138	Barora, Block-II, Govindpur area	2,04,000
6	K K DAS & ASSOCIATES	000192	Washery Division, Madhuban Coal Washery	1,65,000

The Board of Directors approved the remuneration of Cost Auditors for ratification by the shareholders of the Company.

None of the Director, Key Managerial Personnel of the Company or their relatives is concerned or interested (financial or otherwise) in the said resolution except to the extent of shares held by them in the Company.

The Board of Directors of the Company recommended the resolution for the approval of the members in AGM.

By Order of the Board

Sd/-  
(B.K. Parui)  
Company Secretary

REGISTERED OFFICE:  
Koyla Bhawan, P.O.: BCCL Township, Koyla Nagar, Dist.: Dhanbad  
Dated: 26.07.2024

**Annexure B**

Details of Director retiring by rotation and seeking re-appointment at the Annual General Meeting

In compliance of Secretarial Standard on General Meeting (“SS-2”), the details of Directors seeking re-appointment in Annual General Meeting is as tabulated below:

<b>Name and Designation of the Director</b>	Shri Debasish Nanda, Director(Business Development) (CIL), Nominated by CIL	Shri Murlikrishna Ramaiah, D(P)
DIN	09015566	10061115
Date of Birth	13.05.1965	16.08.1966
Nationality	Indian	Indian
Date of appointment in the Board.	23.08.2022	23.02.2023
Terms and conditions of appointment / re-appointment and details of remuneration sought and remuneration last drawn.	As per appointment letter issued by Ministry of Coal, GOI.	As per appointment letter issued by Ministry of Coal, GOI.
Qualification and Experience	Shri Nanda is a graduate in mechanical engineering from UCE Burla, Sambalpur University, Post Graduate in production engineering from REC Rourkela and a Masters in International Business from IIFT, New Delhi.  He is holding the charge of Director (Business Development) in CIL.	B.Sc from St. Francis De Sales College, Seminary Hills, Nagpur, Maharashtra during 1984-1988 and qualified Post Graduate Diploma in Social Welfare in 1991 from Indian Institute of Social Welfare and Business Management, Kolkata, West Bengal. College.  He is holding the charge of Director (Personnel) in BCCL
Shareholding in the Company	1 (One) Equity Share of ₹1000 each / Nominee Shareholder of Coal India Limited	NIL
Relationship with other Directors, Manager and other KMP	NIL	NIL
No. of Meeting of Board attended during year 2023- 24	10	09
List of Directorship held in other Companies	1. Coal India Limited- Director (Business Development) 2. Hindustan Urvarak & Rasayan Limited. – Chairman & Director 3. CIL Navikarniya Urja Limited. - Director 4. CIL Solar PV Limited - Director	NIL
Chairman /Membership of other Committee in BCCL	Member of Audit Committee of BCCL	Member of CSR Committee & Risk Management Committee of BCCL.