

NOTICE

Notice is hereby given that the 56th Annual General Meeting of the SHAREHOLDERS of The Durgapur Projects Limited will be held on 20th, of December, 2017 at 12:00 Noon at the Registered Office of the Company at the Administrative Building, P.O. Durgapur-713201, Dist.-Burdwan to transact the following business :

I. AS ORDINARY BUSINESS :

- i) To receive, consider and adopt the Report of the Board of Directors on the workings of the company for the financial year ended on 31st March, 2017.
- ii) To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2017 and the Profit & Loss Accounts for the year ended on that date along with the Statutory Auditors' Report and the Supplementary Comments of the Comptroller and Auditor General of India under section 139(5) of the Companies Act, 2013 and the replies thereto.
- iii) To note the retirement/appointment of the Directors of the Company by the Hon'ble Governor of West Bengal from the Office on conclusion of the 56th Annual General Meeting of the Company.
- iv) To note the appointment of M/s Bhandari & Co, Chartered Accountants as the Statutory Auditor of the company for the financial year 2017-18 and to fix the remuneration of the said Statutory Auditors of the Company appointed by the Comptroller & Auditor General of India at Rs.2,50,000/-.

II AS SPECIAL BUSINESS:

- i) To consider the following resolution and to pass the same as an Ordinary Resolution, if thought fit, with or without modification:

"RESOLVED THAT pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 as amended approval be and is hereby accorded to the appointment of M/s. Mou Banerjee & Co, Cost Accountants, Asansol -04 as Cost Auditor for the year 2017-18 for Power Station only for a remuneration of Rs. 19,500/- only plus Service Tax, as applicable, as recommended by the Audit Committee of Directors in its meeting held on 07.08.2017.

BY ORDER OF THE BOARD OF DIRECTORS

Dated : 13th of December, 2017
The Durgapur Projects Ltd.

Sd/-
(D. Sinha)
Director (M&RA) & Company Secretary
The Durgapur Projects Ltd.

Note : 1. A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be deposited at the Registered Office of the Company by not less than forty eight hours before the time for holding the meeting.

2. The Explanatory Statement relating to Special Business mentioned in the Notice as required by the Section 102(1) of the Companies Act, 2013 is annexed to the Notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1)
OF THE COMPANIES ACT, 2013 FOR ITEM NO. 1 UNDER THE HEAD SPECIAL BUSINESS**

Section 148 (3) of the Companies Act, 2013 states that the Cost Audit shall be conducted by a Cost Accountant in Practice who shall be appointed by the Board on such remuneration as may be determined by the members in such manner as may be prescribed. Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014 states that the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

The Audit Committee of Directors in its 30th meeting held on 07.08.2017 recommended the proposal for re-appointment of M/s Mou Banerjee & Co, Cost Accountants as Cost Auditor of the company for the financial year 2017-18 at a remuneration of Rs. 19,500/- plus service tax as applicable for approval of the Board.

The said recommendation was approved by the Board in its 610th meeting held on 10.08.2017.

Now, the said engagement of M/s Mou Banerjee & Co. and Cost Accountants requires the ratification of the shareholders of the company also for which the resolution for approval to the engagement of the aforesaid Cost Accounting Firm as the Cost Auditor of the Company for the financial year 2017-18 is placed before the shareholders for their consent.

The Board hereby recommends the said resolution for the approval of the shareholders of the company as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel and their relatives are interested or concerned in the said resolution except as a Director and KMP of the Company.