

N O T I C E

Notice is hereby given that 54th Annual General Meeting of National Textile Corporation Limited, will be held on Wednesday, the 21st Day of August, 2024 at 12.30 P.M at the Registered Office of the Company at SCOPE Complex, 5th Floor, Core-IV, 7, Lodhi Road, New Delhi - 110 003 to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Balance Sheet as at 31st March, 2022 and Profit & Loss Account for the year ended on that date together with the Report of the Auditors, Directors and comments of Comptroller & Auditor General of India thereon.
2. To receive, consider and adopt the Consolidated Audited Balance Sheet as at 31st March 2022, Profit & Loss Account for the year ended on that date together with the Report of the Auditors and comments of Comptroller & Auditor General of India thereon.
3. To ratify the remuneration of Statutory Auditors appointed by Comptroller & Auditor General of India (C&AG), for the financial year ended on 31st March, 2022.

SPECIAL BUSINESS:

4. To ratify the remuneration of the Cost Auditors of the Company for the Financial Year 2022-23.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification/s or re-enactment thereof, for the time being in force) the total remuneration of ₹ 3,57,000/- plus GST, along with TA/DA/Lodging/Boarding subject to the cap of 20% of the fees for the financial year ending 31.03.2023, as per terms of appointment of Cost Auditors, to be paid to Lead and other Cost Auditors in respect of Cost Audit of 24 Mills and consolidation and submission of report thereof to the Board of Directors (as detailed out in the Explanatory Statement) for the Financial Year 2022-23, as approved by the Board of Directors, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Sd

(Pankaj Agarwal)

Company Secretary

Place: New Delhi

Date : 26.07.2024

NOTES :

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business at Item No.4. set out in the Notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXY FORM IS ENCLOSED.**
3. The President of India or Governor of State, as the case may be, may appoint their representative under section 112(1) of the Companies Act 2013 to participate in the meeting. A person so appointed shall be deemed to be a member of the company.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act 2013.

Item No. 4

Board of Directors in its meeting held on 24th January, 2023 approved the names of the 3 Cost Auditor Firms for Cost Audit of 24 mills and consolidation and submission of the report thereof to the Board of Directors, at a total fee of ₹ 3,57,000/- plus GST along with TA/DA/Lodging/Boarding subject to the cap of 20% of the fees for the financial year ending 31.03.2023 as per terms of appointment, for the Financial Year 2022-23.

The Details of Cost Auditors and their remuneration are as under:-

Cost Auditors for the year 2022-23			
S. No.	Name of the Mills	Details of Proposed Cost Auditor	Cost Audit fees proposed for the year 2022-23 (Excluding tax)
1.	Cambodia Mills, Coimbatore, Tamil Nadu	Reg. No.- 000022 R. M. Bansal & Co. A-201, Twin Towers, Lakhapur, Kanpur -208024, 9415134328, 8874341333 Email ID- cmarmbansal11@gmail.com, Membership no. M-3323	13000/-
2.	Pankaja Mills, Coimbatore, Tamil Nadu		13000/-
3.	Pioncer Mills, Coimbatore, Tamil Nadu		13000/-
4.	Kal" B" Mills, Coimbatore, Tamil Nadu		13000/-
5.	Sri Rangavilas Mills, Coimbatore, Tamil Nadu		13000/-
6.	CSW, Coimbatore, Tamil Nadu		13000/-
7.	CSW, Cannanore, Kerala		13000/-
8.	Tirupathi Mills, Tirupathi, Andhra Pradesh		13000/-
9.	Kerala Laxmi Mills, Kerala		13000/-
10.	Vijay Mohini Mills, Kerala		13000/-
11.	Alagappa Mills, Kerala		13000/-
12.	New Bhopal Textile Mills, Bhopal, Madhya Pradesh		13000/-
13.	Burhanpur Tapti Mills, Burhanpur, Madhya Pradesh		13000/-
14.	New Minerva Mills, Hassan, Karnataka		16000/-
15.	Coimbatore Murugan Mills, Coimbatore Tamil Nadu		16000/-
16.	Barshi Mills, Solapur, Maharashtra	Reg. No.- 100180 R. K. Patel & Co. 314, Phoenix Complex, Nr Suraj Plaza, Sayajigunj, Vadodara-390020 MOB- 9825038407 Email ID- rajupatel18@hotmail.com Membership no. M-14115	13000/-
17.	Podar Mills, Mumbai, Maharashtra		13000/-
18.	Indu No. 5 Mills, Mumbai, Maharashtra		13000/-
19.	Finlay Mills Mumbai, Maharashtra		13000/-
20.	CSW, Mahe, Puducherry		13000/-
21.	Arati Mills, Kolkata, West Bengal		13000/-
22.	Tata Mills, Mumbai, Maharashtra		16000/-
23.	Raj Nagar Textile Mills, Ahmedabad, Gujarat		16000/-
24.	Finlay Mills, Achalpur, Maharashtra		16000/-
25.	Lead Cost Auditor	Reg. No.- 000024 K G Goyal & Associates 4A, Pocket 2, MHS, New Kondli, Mayur Vihar Phase III, Delhi-110096, Mob - 9829373503 Email ID- goyaldelhi@yahoo.co.in Membership no. M-10884	30000/-
Total			357000/-

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company, is required to be subsequently ratified by the Members of the Company. Accordingly, the resolution for ratification of the fee of the Cost Auditors as set out at Item No. 4 of the Notice is submitted for approval of the Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and / or their relative(s) are concerned or interested in the resolution.

The Board recommends the resolution for your approval.

By Order of the Board of Directors

Sd

(Pankaj Agarwal)
Company Secretary

Place: New Delhi

Date : 26.07.2024

Registered Office: SCOPE Complex, Core-IV, 7 Lodi Road, New Delhi-110 003
(CIN: U74899DL1968GOI004866)

To:

- (i) All Members of National Textile Corporation Limited.
- (ii) M/s Bansal R. Kumar & Associates, Chartered Accountants, Statutory Auditors, G- 7 & 8, Namdhari Chambers, 9/54, D.B. Gupta Road, Karol Bagh, New Delhi - 110 005.
- (iii) M/s. Mehta & Mehta, Company Secretaries, Flat No. 169, Type A, Pocket 26, Rohini, Sector – 24, New Delhi - 110085.
- (iv) All the Directors on the Board of National Textile Corporation Limited.
- (v) Director, MAB-II, 4th-5th Floor, Annexe Building, 10, B.S. Zafar Marg, New Delhi - 110 002.