



Angul Sukinda Railway Ltd.

Notice of the Tenth AGM

**Venue:
Meeting Room, 3RD Floor,
Hotel Mayfair Convention,
Jayadev Vihar, Bhubaneswar**

NOTICE

Notice is hereby given that the Tenth Annual General Meeting of the shareholders of Angul Sukinda Railway Limited will be held on Friday, 20th September, 2019 at 12:00 Hrs at Bhubaneswar, Odisha to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2019, Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditor's thereon.

"RESOLVED THAT the Audited Accounts for the period ended 31st March, 2019 along with the Reports of Board of Directors and Auditors thereon be and are hereby received and adopted."

2. To appoint a Director in the place of Mr. SUSHANTA KUMAR MOHANTY having DIN 06853652, who is liable to retire by rotation and being eligible offers himself for re-appointment and to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. SUSHANTA KUMAR MOHANTY having DIN 06853652, Director who retire by rotation and being eligible for reappointment, be and is hereby reappointed as Director of the Company."

3. To appoint a Director in the place of Mr. KAPIL RAWAT having DIN 02296383, who is liable to retire by rotation and being eligible offers himself for re-appointment and to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. KAPIL RAWAT having DIN 02296383, Director who retire by rotation and being eligible for reappointment, be and is hereby reappointed as Director of the Company."

4. To Fix the Remuneration of the Statutory Auditor of the company Appointed By Comptroller and Auditor General (CAG).

As per the provisions of Section 139(5) of the Companies Act, 2013 (as applicable to the Company) appointment of Statutory Auditors is made by Comptroller & Auditor General of India. Section 142 of the Companies Act, 2013 provides that, the remuneration of the Auditor shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. Therefore the following resolution is proposed before the General Meeting:

To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT the Board of Directors of Angul Sukinda Railway Limited be and is hereby authorized to fix, the remuneration of the Auditors of the Company appointed by the Office of the Comptroller & Auditor General of India for audit of accounts of the Company for the Financial Year 2019-20.”

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modifications, the following resolutions as **Ordinary Resolutions**:

5. **Appointment of Shri. Mukesh Kumar Gupta as a Director on the Board of the Company and in this regard, pass the following resolution:**

“RESOLVED THAT, Shri. Mukesh Kumar Gupta (Nominee of Ministry of Railway) having DIN 07677078 who was appointed by the Board of Directors as an Additional Director and Ex-officio Chairman (Non-Executive) under section 161 of the Companies Act, 2013 and holds his office up to the date of this Annual General Meeting in respect of whom the Company has received a notice under section 152 of the Companies Act, 2013, be and is hereby appointed as Director and Ex-officio Chairman (Non-Executive) of the Company, liable to retire by rotation, under the Articles of Association of the Company.”

6. Appointment of Shri Anuj Kumar as a Director on the Board of the Company and in this regard, pass the following resolution:


"RESOLVED THAT Shri Anuj Kumar (Nominee of Container Corporation of India Ltd) having DIN 07959015 who was appointed by the Board of Directors as an Additional Director under section 161 of the Companies Act, 2013 and holds his office up to the date of this Annual General Meeting in respect of whom the Company has received a notice under section 152 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation, under the Articles of Association of the Company."

7. Extension of tenure of MD/ASRL at the end of his present tenure

The Board in its 46th BOD meeting of ASRL held on 20th August, 2019 had approved the extension of tenure of MD/ASRL for a period of 1 year from expiry of the his present tenure on 5th March, 2020 which requires approval of the Shareholders in the AGM. The following resolution may therefore be passed as **ordinary resolution**.

"RESOLVED THAT in accordance with the provisions of section 196 read with Schedule V of the Companies Act, 2013, and all other applicable provisions if any, including any statutory modifications or re-enactment thereof for the time being in force and subject to the limits prescribed under the companies Act, 2013 the consent of the Company be and is hereby accorded for the extension of the tenure Shri D. K. Samantray, as the Managing Director after the end of his present tenure (ending on 5th March, 2020) for another one year from 5th March, 2020 on the same pay, perks and allowances."

By Order of the Board of Directors
For Angul Sukinda Railway Limited


Srimanta Baboo
Company Secretary

Date: 27/08/2019
Place: Bhubaneswar

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- 2. EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION - 102 OF THE COMPANIES ACT, 2013 FOR SPECIAL BUSINESS ARE ANNEXED HEREWITH.**

TO: _____

- I. ALL THE SHAREHOLDERS OF THE COMPANY.**
- II. STATUTORY AUDITORS OF THE COMPANY**
- III. ALL DIRECTORS OF THE COMPANY**

EXPLANATORY STATEMENT ON SPECIAL BUSINESS AS REQUIRED UNDER SECTION - 102 OF THE COMPANIES ACT, 2013

Item No. 5: Appointment of Shri. Mukesh Kumar Gupta as a Director & Ex-officio Chairman (Non-Executive) on the Board of the Company

Shri. Mukesh Kumar Gupta (Nominee of Ministry of Railway) having DIN 07677078 was appointed as Additional Director & Ex-officio Chairman (Non-Executive) of the Company with effect from 25.02.2019, pursuant to provisions of Section 161 of the Companies Act, 2013.

Under Section 160 of the Companies Act, 2013, a notice in writing has been received from a member signifying his intention to propose **Shri. Mukesh Kumar Gupta** (Nominee of Ministry of Railway) having DIN 07677078, as a Director and Ex-Officio Chairman of the Company as required under the aforesaid Section.

Except for **Shri. Mukesh Kumar Gupta** no other directors are interested in this resolution.

The Board of Directors recommends passing the resolution as **Ordinary Resolution**.

Item No. 6: Appointment of Shri Anuj Kumar as a Director on the Board of the Company

Shri Anuj Kumar (Nominee of Container Corporation of India Ltd) having DIN 07959015 was appointed as Additional Director of the Company with effect from 25.02.2019, pursuant to provisions of Section 161 of the Companies Act, 2013.

Under Section 160 of the Companies Act, 2013, a notice in writing has been received from a member signifying his intention to propose **Shri Anuj Kumar** (Nominee of Container Corporation of India Ltd) having DIN 07959015, as a Director of the Company as required under the aforesaid Section.

Except for **Shri Anuj Kumar** no other directors are interested in this resolution.

The Board of Directors recommends passing the resolution as **Ordinary Resolution**.

Item No. 7: Extension of tenure of MD/ASRL at the end of his present tenure

Sri D K Samantray was appointed as Managing Director of the Company on 31.05.2012 for a period of 5 years ending on 30.05.2017.

On the 32nd BOD meeting held on 28/03/2016 and 33rd BOD meeting held on 29/06/2016 his tenure has been extended for a period of 2 years or till he attends the age of 62 years, whichever is earlier, after the end of that tenure. On the 43rd BOD held on 04.12.2018 his tenure has been extended for another period of 1 Year after the end of his present tenure. His tenure will end in 05.03.2020.

On the 46th BOD held on 20.08.2019 his tenure has been extended for another period of 1 Year after the end of his present tenure on the same pay, perks and allowances.

Except for Mr. D K Samantray no other directors are interested in this resolution.

The Board of Directors recommends passing the resolution as Ordinary **Resolution**.

By Order of the Board of Directors
For Angul Sukinda Railway Limited


Srimanta Baboo
Company Secretary

Date: 27/08/2019
Place: Bhubaneswar



**Form No. MGT-11
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U45203OR2009PLC010620
Name of the company : Angul Sukinda Railway Limited
Registered office : Plot No. 7622/4706,
Mauza- Gadakana Press Chhaka
Bhubaneswar
Orissa-751005, INDIA

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address: E-mail Id:

Signature:....., or failing him as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

Signed this..... day of..... 2019

Signature of shareholder
Signature of Proxy holder(s)

**Affix
Revenue
Stamp**