



*Angul Sukinda Railway Ltd.*

**Notice of the 1<sup>st</sup> Extraordinary General Meeting of 2023**

**Venue:**

**Registered Office,  
Angul Sukinda Railway Limited  
Bhubaneswar  
(Through Video Conferencing)**

**Date : 6<sup>th</sup> May, 2023**

**Time: 12:30 Hrs**

## NOTICE

Notice is hereby given that 1<sup>st</sup> Extra-Ordinary General Meeting of 2023 of the shareholders of Angul Sukinda Railway Limited will be held on **Saturday, 6<sup>th</sup> May, 2023 at 12:30 Hrs** at Bhubaneswar, through Video Conference to transact the following business:

### SPECIAL BUSINESS:

**To consider and if thought fit, to pass with or without modifications, the following resolutions as Super Majority (Special) Resolutions:**

**1. Increase in Authorized Share Capital of the Company from Rs. 1200.00 Crores to Rs. 1400.00 Crores**

The Board in its 60<sup>th</sup> meeting of ASRL held on 13<sup>th</sup> March, 2023 had decided to enhance the Authorised Capital of ASRL to Rs. 1400 Crores on account of increase in Equity Capital. Therefore, the following resolution is required to be passed by the Shareholder in the EGM.

**“RESOLVED THAT** pursuant to the provisions of section 61 (1) (a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, the Authorized Share Capital of the Company be increased from **Rs. 1200,00,00,000/- (Rupees Twelve Hundred Crores only)** of which **Rs 800,00,00,000 /- (Rupees Eight Hundred Crores) Equity Share Capital** divided into 80,00,00,000 (Eighty Crores) numbers of **equity shares** of Rs. 10/- each **and Rs 400,00,00,000/- (Rupees Four Hundred Crores) Redeemable Preference Share Capital** divided into 40,00,00,000 (Forty Crores) numbers of Preference shares **of Rs 10/- each** to Rs. 1400,00,00,000/- (Rupees Fourteen Hundred Crores only) consisting of **Rs 1000,00,00,000 /- (Rupees One Thousand Crores) Equity Share Capital** divided into 100,00,00,000 (One Hundred Crores) numbers of **equity shares** of Rs. 10/- each **and Rs 400,00,00,000/- (Rupees Four Hundred Crores) Redeemable Preference Share Capital** divided into 40,00,00,000 (Forty Crores) numbers of Preference shares **of Rs 10/- each.**“

“Further Resolved that **Clause - V** of the Memorandum of Association of the Company, for the words and figures: **“The Authorized Share Capital of the Company is Rs. 1200,00,00,000/- (Rupees Twelve Hundred Crores only) of which Rs 800,00,00,000 /- divided into 80,00,00,000 (Eighty Crores) numbers of equity shares of Rs. 10/- each and Rs 400,00,00,000/-be towards Preference Share Capital divided into 40,00,00,000 (Forty Crores) numbers of Preference shares of Rs 10/- each”**, shall be substituted with the following :

**“The Authorized Share Capital of the Company is Rs. 1400,00,00,000/- (Rupees Fourteen Hundred Crores only) consisting of Rs 1000,00,00,000 /- (Rupees One Thousand Crores) Equity Share Capital divided into 100,00,00,000 (One Hundred Crores) numbers of equity shares of Rs. 10/- each and Rs 400,00,00,000/- (Rupees Four Hundred Crores) Redeemable Preference Share Capital divided into 40,00,00,000 (Forty Crores) numbers of Preference shares of Rs 10/- each.”**

“RESOLVED FURTHER THAT Shri D. K. Samantray, the Managing Director of the Company and the Company Secretary be and are hereby authorised to sign and file the necessary forms and returns with MCA and to do all such acts and deeds as may be necessary to give effect to the resolutions.”

## **2. Power of Board of Directors to borrow in excess of the paid up capital and free Reserve of the Company**

The Board in its 60<sup>th</sup> BOD meeting of ASRL held on 13<sup>th</sup> March, 2023 had already passed this resolution. Now it is to be passed by the Shareholder in the EGM.


“RESOLVED that pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013 or any amendment or modifications thereof the consent of the company be and is hereby accorded to borrow and raise such sum or sums of money from time to time as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital and free reserves of the Company. The reserves which is not set apart for any specific purpose only has been considered, subject to the proviso that such borrowing shall not exceed Rs. 2500,00,00,000 (Rupees Twenty Five Hundred Crores only) over and

above the aggregate of the paid-up capital of the Company and its free reserves and shall exclude all temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

"RESOLVED FURTHER THAT Shri D. K. Samantray, the Managing Director of the Company and the Company Secretary be and are hereby authorised to sign and file the necessary forms and returns with MCA and to do all such acts and deeds as may be necessary to give effect to the resolutions."

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

  
Srimanta Baboo  
Company Secretary

Date: 13/04/2023  
Place: Bhubaneswar

## NOTES:

1. In view of the outbreak of COVID -19 pandemic, social distancing norms is being followed and pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April 2020, Circular No.17/2020 dated 13<sup>th</sup> April 2020, Circular No. 20/2020 dated 5<sup>th</sup> May 2020, Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No. 21/2021 dated 14<sup>th</sup> December 2021 and General Circular No. 02/2022 dated 5<sup>th</sup> May 2022 (collectively referred to as "MCA Circulars") permitted the Companies to hold their Annual General Meeting ("AGM") through video conferencing (VC) or other audio visual means (OAVM). In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 and rules made there under, the EGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the AGM. link for attending the AGM on VC will be sent to the members separately in email on their registered email address with the company.
2. As per aforementioned MCA circulars, Company is allowed to send notice of the Meeting and other correspondences related thereto, through electronic mode i.e. emails. In compliance with the requirements of MCA Circulars above, an electronic copy of the Notice of the 1<sup>st</sup> Extra-ordinary General Meeting of 2023 of the Company along with other documents required to be attached therewith (Collectively referred to as Notice) are being sent to members on their registered e-mail ids with the Company and no physical copy of the Notice has been sent by the Company to any member.
3. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company by sending a request on [cs@asrl.in](mailto:cs@asrl.in)

4. Institutional/Corporate members are required to send a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the EGM through VC.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Extra-Ordinary General Meeting through VC.
6. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form at the EGM and on all working days, except Saturdays, from 11:00 a.m. to 01:00 p.m. up to the date of the Extra-Ordinary General Meeting subject to receipt of request from member(s) to this effect on [cs@asrl.in](mailto:cs@asrl.in)
7. The Notice for this Meeting along with requisite documents is available on the Company's website <https://asrl.in/>
8. During the EGM (being called through VC), where a poll on any item is required the members shall cast their vote(s) on the item(s) only by sending emails through their registered email address with the Company. The said emails shall only be sent to Company on its email: [cs@asrl.in](mailto:cs@asrl.in)
9. The facility of joining the meeting shall be open 15 minutes before the time scheduled to start the meeting and shall be closed 15 minutes after such scheduled time of the EGM.
10. As the EGM is being held through VC, the route map is not annexed to this Notice.

11. Explanatory Statement as required under Section - 102 of the Companies Act, 2013  
for Special Business are annexed herewith.

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



Srimanta Baboo  
Company Secretary

Date:13/04/2023  
Place: Bhubaneswar

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. 1: Increase in Authorized Share Capital of the Company from Rs.**

#### **1200.00 Crores to Rs. 1400.00 Crores**

In the 60<sup>th</sup> Board meeting of the company, it is proposed to increase the Authorized share capital of the Company may from Rs. 1200.00 Crores to Rs. 1400.00 Crores.

The change in authorized share capital of the Company requires alteration in clause V of Memorandum of Association of the Company.

Section 61 of the Companies Act, 2013 requires that the Shareholders consent should be obtained for increasing the Authorized Share Capital by passing an ordinary resolution.

Further, as per the provisions of the Shareholders and Share Subscription Agreement of the Company, any amendment in Memorandum of Association and Article of Association of the Company requires the Shareholders' consent by passing as Super Majority Resolution (3/4th Majority) along with affirmative vote of RVNL.

None of the Directors including Managing Director or Key Managerial personnel of the Company are concerned or interested in the proposed resolution, directly or indirectly through any of their relatives except to the extent of the shares held by them.

The Board of Directors recommends passing the above resolution as **Super Majority (Special) Resolution.**

### **Item No. 2: Power of Board of Directors to borrow in excess of the paid up capital and free Reserve of the Company**

The Total Project Cost as estimated by RVNL (EPC agency) is Rs. 2913.39 Crores. The Authorized Equity Capital is Rs. 800.00 and the Paid up Equity Capital of the Company at present is Rs. 798.97 Crores. The Debt required for the Project is Rs. 2500.00 Crores. As per the Companies Act, 2013 the company has to take the approval of the share holders in a general meeting for taking loan in excess of the paid of Capital and free reserve of the Company.



As in the case the debt to be raised exceeds the Paid up capital and free reserve of the company the approval of the share holders is necessary. The resolution has already been passed at the 60<sup>th</sup> BOD of ASRL held on 13<sup>th</sup> March, 2023.

None of the Directors, Key Managerial Personnel of the company or their relatives is in any way concerned or interested in this resolution

The Board of Directors recommends passing the resolution as **Super Majority (Special) Resolution.**

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



Srimanta Baboo  
Company Secretary

Date: 13/04/2023  
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. 25/381/902, Samantapuri,  
Press Chhaka, Gajapti Nagar,  
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 the .....Annual 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..... 2023**

**Signature of shareholder**  
**Signature of Proxy holder(s)**

**Affix  
Revenue  
Stamp**