



The Singareni Collieries Company Limited

(A Government Company)

Regd. office: Kothagudem Collieries (PO) – 507 101

Bhadradri Kothagudem Dist., Telangana State

CIN: U10102TG1920SGC000571

Website: www.scclmines.com email: cosecy@scclmines.com

NOTICE

Notice is hereby given to all the shareholders of The Singareni Collieries Company Limited that the 98th Annual General Meeting of the Company will be held on Monday, the 30th day of September, 2019 at 11.00 am at the Registered office, Head office building, Kothagudem Collieries (P.O) – 507 101, Bhadradri Kothagudem District, Telangana State to transact the following business.

1. To consider and adopt the Board's Report and the audited Annual Accounts for the financial year 2018-19.
2. To declare dividend @10% on the paid-up equity share capital for the financial year 2018-19.
3. To appoint Directors in place of Sri Mukesh Choudhary and Sri PSL Swami who retire under Article 98 of the Articles of Association of the Company and are eligible for re-election.
4. To fix the remuneration payable to Statutory Auditors appointed by the C&AG of India for the financial year 2019-20.

"Resolved that pursuant to the provisions of Section 142 and other applicable provisions if any, of the Companies Act, 2013, the sanction be and is hereby accorded for payment of remuneration and reimbursement of T.A & out of pocket expenses as decided by the Board of Directors to Statutory Auditors appointed by the C&AG of India for the 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 modification the following resolution as an ordinary resolution.

5. 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, the sanction be and is hereby accorded for payment of remuneration and reimbursement of T.A & out of pocket expenses to Cost Auditors appointed by the Board of Directors for the audit of cost accounting records of the Company for the financial year 2019-20 as decided by the Board of Directors.

To consider and if thought fit to pass with or without modification the following resolutions as special resolutions.

6. Resolved that the sanction be and is hereby accorded for payment of remuneration to Sri S.Shankar as Director (Electrical & Mechanical) of the Company for a further period of 18 months from 1.2.2019 to 31.7.2020 i.e., till the date of his retirement on

superannuation on the existing terms & conditions laid before the meeting duly initialled by the Chairman for the purpose of identification.

7. Resolved that the sanction be and is hereby accorded for payment of remuneration to Sri S.Chandrasekhar as Director (Operations) for a period of 2 years from 2.5.2019 on the existing terms & conditions laid before the meeting duly initialled by the Chairman for the purpose of identification.
8. Resolved that the sanction be and is hereby accorded for payment of remuneration to Sri B.Bhaskara Rao as Director (Planning & Projects) for a period of 1 year 3 months from 2.5.2019 till the date of his retirement on superannuation on the existing terms & conditions laid before the meeting duly initialled by the Chairman for the purpose of identification.
9. Resolved that the sanction be and is hereby accorded for payment of remuneration to Sri N.Balram as Director (Finance) for a period of 2 years from 5.12.2018 on the terms & conditions laid before the meeting duly initialled by the Chairman for the purpose of identification.
10. Resolved that the sanction be and is hereby accorded for the Tripartite Agreement to be entered with the Govt., of India, Govt., of Telangana & the SCCL effective from 1.4.2017 laid before the meeting duly initialled by the Chairman for the purpose of identification. Further resolved that the C&MD is hereby authorized to carryout modifications in the agreement if any suggested by the Government(s) and execute the same along with Director (Finance) on behalf of the Company by affixing Common seal of the Company.

By order of the Board

(G. Srinivas)
Chief (Corporate Affairs) &
Company Secretary

Date: 4.9.2019.
Place: Kothagudem.

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
2. The explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the special business is annexed.
3. The Board of Directors in the 550th meeting held on 26.7.2019 recommended dividend @10% on the paid up equity share capital for the financial year 2018-19. If approved the dividend will be paid to the shareholders as at the opening hours of 1st October.2019.
4. The Register of members and Share transfer books of the Company will remain closed from 24.9.2019 to 30.9.2019 (both days inclusive).
5. The shareholders are requested to intimate any change in their address to the Registered office of the Company for sending all correspondence.

ANNEXURE TO NOTICE

Explanatory statements pursuant to Section 102 of the Companies Act, 2013.

Resolution No.5:

On the recommendation of the Audit Committee, the Board of Directors in the 550th meeting held on 26.7.2019 appointed M/s R.M. Bansal & Co., Cost Accountants as Cost Auditors for the audit of cost accounting records of the Company for the financial year 2019-20 on the following terms & conditions.

- a) The fee for Cost Audit will be Rs.3.125 lakh.
- b) The travelling and out of pocket expenses will be restricted to 50% of the audit fee subject to production of documentary evidence.
- c) Taxes shall be paid as extra as applicable on furnishing the registration number with the appropriate authority.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, approval of the shareholders is sought for payment of remuneration and reimbursement of T.A & out of pocket expenses to M/s R.M. Bansal & Co., as Cost Auditors for the financial year 2019-20 as decided by the Board of Directors.

None of the Directors is personally interested in the resolution proposed to be passed.

Resolution No.6:

The Board in the 548th meeting held on 13.3.2019 co-opted Sri S.Shankar as Director (Electrical & Mechanical) of the Company for a further period of 18 months from 1.2.2019 to 31.7.2020 i.e., till the date of his retirement on superannuation on the existing terms & conditions.

Copies of relevant office orders containing terms & conditions of appointment are available for inspection at the Registered Office of the Company on any working day during office hours.

Approval of the shareholders is sought for payment of remuneration to Sri S. Shankar from 1.2.2019 to 31.7.2020.

None of the Directors except Sri S. Shankar is personally interested in the resolution proposed to be passed.

Resolution No.7:

The Board in the 549th meeting held on 6.5.2019 co-opted Sri S.Chandrasekhar as Director (Operations) of the Company for a further period of 2 years from 2.5.2019(AN) on the existing terms & conditions.

Copies of relevant office orders containing terms & conditions of appointment are available for inspection at the Registered Office of the Company on any working day during office hours.

Approval of the shareholders is sought for payment of remuneration to Sri S. Chandrasekhar from 2.5.2019(AN).

None of the Directors except Sri S.Chandrasekhar is personally interested in the resolution proposed to be passed.

Resolution No.8:

The Board in the 549th meeting held on 6.5.2019 co-opted Sri B. Bhaskara Rao as Director (Planning & Projects) of the Company for a further period of 1 year 3 months from 2.5.2019(AN) to 31.7.2020 i.e., till the date of his superannuation on the existing terms & conditions.

Copies of relevant office orders containing terms & conditions of appointment are available for inspection at the Registered Office of the Company on any working day during office hours.

Approval of the shareholders is sought for payment of remuneration to Sri B. Bhaskara Rao from 2.5.2019(AN).

None of the Directors except Sri B.Bhaskara Rao is personally interested in the resolution proposed to be passed.

Resolution No.9:

The Board in the 548th meeting held on 13.3.2019 co-opted Sri N.Balram as Director (Finance) of the Company for a period of 2 years from 5.12.2018 on the terms & conditions contained in office order No.CMD/PS/H/117 dt.13.8.2019 as approved by the Board subsequently in the 550th meeting held on 26.7.2019.

Copies of relevant office orders containing terms & conditions of appointment are available for inspection at the Registered Office of the Company on any working day during office hours.

Approval of the shareholders is sought for payment of remuneration to Sri N.Balram from 5.12.2018.

None of the Directors except Sri N.Balram is personally interested in the resolution proposed to be passed.

Resolution No. 10:

The earlier Tripartite Agreement between the Govt. of India, Govt. of Telangana and the SCCL entered on 25.11.2015 covering XII Plan period was valid up to 31.3.2017. Now, the concept of V year plan ceased to exist. Therefore fresh Tripartite Agreement is to be entered for a continuous period effective from 1.4.2017. The Board of Directors in the 548th meeting held on 13.3.2019 approved the fresh Tripartite Agreement to be entered between the Govt. of India, Govt. of Telangana and the SCCL for continuous period from 1.4.2017 and authorised C&MD to carryout modifications in the draft agreement if any suggested by the Government(s) and to execute the same along with Director (Finance) on behalf of the Company by affixing the Common Seal of the Company. In the proposed Tripartite Agreement, modifications are proposed for enhancement of Board powers for approving coal mining & related Projects/Schemes and Power Projects/Schemes involving capital expenditure from Rs.500 crore to Rs.1000 crore and for deleting the clauses pertaining to outstanding funded interest of Rs.663.34 crore and mortgage on immovable assets of the Company consequent to the total repayment made and satisfaction of charge (mortgage) filed with the Ministry of Corporate Affairs on 9.6.2017 after obtaining NoC from Ministry of Coal vide Lr.No.38036/17/99-CAII/VoL.III dt.9.6.2017. In view of the amendments to the MM (D&R) Act, 1957, it is also proposed to incorporate a new Clause for facilitating expansion of

mines and new projects beyond the existing leasehold areas of Godavari Valley Coal Fields and approve mining plans including mine closure plans, prior approval for grant of mining leases by the Govt. of India under the relevant provisions of MM (D&R) Act.

A copy of the agreement is available for inspection at the Registered Office of the Company on any working day during office hours.

Approval of the shareholders is sought for the agreement.

None of the Directors is personally interested in the resolution proposed to be passed.
