



NOTICE

To the Members of S & T Mining Company Private Limited

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of the Shareholders of S&T Mining Company Private Limited will be held at the Registered Office of the Company situated at, 1st floor, Tata Centre, 43, J.L.Nehru Road, Kolkata 700071 (W.B), on Tuesday, 5th Day of June, 2018 at 3.00 P.M. to transact the following business:

ORDINARY BUSINESS & ORDINARY RESOLUTION

1. To receive, consider and adopt the Audited Financial Statements for the financial year ending on 31st March, 2018 and the reports of the Board of Directors' and Auditors' thereon.
2. To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of M/s. Price Waterhouse & Co. Chartered Accountants LLP (Registration No. 304026E-300009), as Statutory Auditors of the Company to hold office from the conclusion of the 10th Annual General Meeting of the Company till the conclusion of the 11th Annual General Meeting to be held in the year 2019, on a remuneration as may be agreed upon by the Managing Director and the Auditors, be and is hereby approved, confirmed and ratified."

SPECIAL BUSINESS & ORDINARY RESOLUTION

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

"RESOLVED THAT, Mr. Saidev Padmanabhan, (DIN - 02811512) Additional Director of the Company, who ceases to hold office at the Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company with immediate effect."

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

"RESOLVED THAT, Mr. Ashok Kumar Agarwal, (DIN - 08032722) Additional Director of the Company, who ceases to hold office at the Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company with immediate effect."



5. To consider and if though fit, to pass, with or without modification(s) the following as Special resolution:

“RESOLVED THAT in supersession of the earlier resolution passed at the 9th AGM of the Company held on 21st June, 2017 and in pursuance of Article 12(a) of the Articles of Association of the Company and Section 62(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members, be and is hereby given to issue 88,00,000 No. of equity shares of Rs. 10/- each (herein after referred to as new shares), of an aggregate nominal value of Rs. 8,80,00,000/- (Rupees Eight Crore Eighty Lacs only), for cash to the existing shareholders of the Company in one or more tranches at the discretion of the Board from time to time as per the respective terms as may be applicable from time to time.”

By Order of the Board of Directors
ShilpaAgarwal
Company Secretary

Dated: 2nd May, 2018

Registered Office :

TATA Centre, 1st floor,

43 Jawharlal Nehru Road,

Kolkata- 700071

CIN - U13100WB2008PTC129436

Email – contact@stmining.com

(T) – 033-22248296

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (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. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution / authority letter authorising their representatives to attend and vote at the Annual General Meeting.

Statement to be annexed to the notice under Section 102 of the Companies Act, 2013

Item no.3

Mr. P. Saidev, was appointed as an additional Director of the Company w.e.f. 28th December, 2017 nominated by Steel Authority of India Ltd. Pursuant to Section 161 of the Companies Act, 2013, he shall hold office upto the date of forthcoming Annual General Meeting and therefore the appointment of Mr. Saidev is required to be approved by the Shareholders at this Annual General Meeting by way of an ordinary resolution. The Board of Directors recommends the appointment of Mr. Saidev as a Director of the Company to the Shareholders of the Company.

Except Mr. Saidev none of the Directors and Key Managerial Personnel and their relatives are interested in the aforesaid resolution.

Item no.4

Mr. Ashok Kumar Agarwal, was appointed as an additional Director of the Company w.e.f. 28th December, 2017 nominated by Steel Authority of India Ltd. Pursuant to Section 161 of the Companies Act, 2013, he shall hold office upto the date of forthcoming Annual General Meeting and therefore the appointment of Mr. Agarwal is required to be approved by the Shareholders at this Annual General Meeting by way of an ordinary resolution. The Board of Directors recommends the appointment of Mr. Agarwal as a Director of the Company to the Shareholders of the Company.

Except Mr. Agarwal none of the Directors and Key Managerial Personnel and their relatives are interested in the aforesaid resolution



Item no.5

The company intend to raise Rs. 8.80 crores (Rs. 4.40 crores each from SAIL & TSL) to meet the outstanding liabilities and the revenue expenditure pertaining to F.Y 2018-19. Article 12(a) of the Articles of Association of the company requires shareholders' approval for effecting any change in the issued capital.

It is proposed to raise the issued capital by issuing 88,00,000 No. of Equity Shares of Rs.10/- each at par out of the existing unissued share capital to the existing shareholders{Steel Authority Of India Limited (SAIL) and Tata Steel Limited(TSL) in the ratio of 1:1} in compliance with the provisions with regard to issuing of further shares by private companies as per the new Companies Act, 2013. In terms of the provisions of Section 23(2)(a) read with Section 62(1)(a) of the Companies Act, 2013 and the Articles of Association of the Company and the Joint Venture Agreement, the company can issue further shares to the existing shareholders on the rights basis in proportion to their holdings. It is proposed to offer and issue fresh share capital to the company's existing shareholders in proportion to their shareholding on rights basis, to ensure equitable distribution of shares and that the proportion of voting rights is not effected.

The approval of the board has been granted for further issue of Shares on Rights basis. It is informed that the record date for the shares will be date of General Meeting. The shares will be offered in the ratio of 1:1 (viz. Rs. 4.40 crores to both the Promoters, viz. SAIL and Tata Steel). It is also informed that the Letter of Offer as already approved by the Board will be issued to the Shareholders for Share Application money once the revenue funding is approved by the TSL & SAIL.

Members approval is, therefore, being sought for raising Rs. 8.80 crores through Equity Share Capital. The current Authorised Capital is sufficient to accommodate the increased Paid Up Capital.

The Board recommends the resolution at item No 5 of the accompanying notice for approval by the special resolution of the members.

None of the Directors in the Board is interested in the resolution.

By Order of the Board of Directors
ShilpaAgarwal
Company Secretary

Dated: 2nd May, 2018

Registered Office :

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