



भारत कोकिंग कोल लिमिटेड
Bharat Coking Coal Limited

(A Mini Ratna Company)
(A Subsidiary of Coal India Ltd.)
(www.bccl.gov.in)

पंजीकृत कार्यालय:- कोयला भवन, कोयला नगर,
धनबाद -826005

Regd. Off: Koyla Bhawan, Koyla Nagar
Dhanbad - 826005

CIN: U10101JH1972GOI000918

दूरभाष: 0326-2230190/ फ़ैक्स -0326-2230050

ईमेल: cos.bccl@coalindia.in

बोर्ड सचिवालय / Board Secretariat

Ref. No. BCCL:CS:F-EGM: 145

Dated:19.03.2020

Notice

Notice is hereby given that 17th Extra Ordinary General Meeting of Bharat Coking Coal Limited will be held on Tuesday, the 24th March, 2020 at 11.00 AM at the Registered Office, Koyla Bhawan, P.O. BCCL Township, Dhanbad to transact the following business:

Special Business:

1. Conversion of Non Convertible, Redeemable Preference Shares of Rs 2539.00 crores of BCCL into Equity Shares.

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

"RESOLVED THAT pursuant to the provisions of Sections 13 & 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), and Article 6 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the Authorized share capital of the Company be and is hereby amended by reclassifying the existing share capital of Rs.51,00,00,00,000 (Rupees Five Thousand One Hundred Crore) divided into 5,10,00,000 (Five Crore Ten Lakh) Equity Shares of Rs.1000/- each (Rupees One Thousand only).

"RESOLVED FURTHER THAT approval be and is hereby given for conversion of Rs. 2539 crores of 5% cumulative, redeemable preference shares into equity shares by BCCL by following Section 48 and other applicable provisions of Companies Act, 2013 as per its Memorandum and Articles of Association.

"RESOLVED FURTHER THAT the equity shares of the Company to be allotted upon conversion of the Convertible Preference Shares, in accordance with the terms above, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *paripassu* in all respects including as to dividend, with the existing fully paid up equity shares of face value of Re. 1000/- each of the Company."

"RESOLVED FURTHER THAT an amount of Rs. 888.65 crores as dividend on preference shares @ 5% from the date of issue to the date of conversion into equity

shares should be paid by BCCL in two years i.e. in 2020-21 and 2021-22 @50% in 2020-21 and balance in 2021-22 be and is hereby approved.

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

"RESOLVED THAT pursuant to the provisions of Sections 13 and 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and applicable provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the existing Clause V of the Memorandum of Association & Article 6 of the Articles of Association of the Company be and is hereby substituted with the following:

Clause V – Memorandum of Association.

V. The Authorised Share Capital of the Company is Rs.51,00,00,00,000 /- (Rupees Five Thousand One Hundred Crore only) divided into 5,10,00,000 (Five Crores Ten lakh) Equity Shares of Rs.1000/- each.

Article 6 – Articles of Association

6. The share capital shall be as in clause V of the Memorandum of Association (MoA) of the Company.

By order of the Board



(B.K. Parui)
Company Secretary

Registered Office:

Koyla Bhawan, Koyla Nagar
P.O. BCCL Township
Dhanbad-826005
Dated: 19.03.2020

-
1. Member entitled to attend and vote at the meeting is entitled to appoint a PROXY to attend and vote instead of himself and the PROXY need not be a member. A proxy form is enclosed.
 2. Explanatory Statement under section 102 of Companies Act, 2013 relating to Special Businesses is attached.

Annexure to Notice

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 19.03.2020.

Item No. 1

1. Conversion of Non Convertible, Redeemable Preference Shares of Rs 2539.00 crores of BCCL into Equity Shares.

The Board of Directors of Bharat Coking Coal Limited in its 361st Board Meeting held on 06.03.2020 at its registered office at Dhanbad has approved the proposal for converting 2,53,90,000 5% Non-Convertible Cumulative Redeemable Preference Shares into convertible Preference Shares of Rs.1000/- each and on conversion of the Preference Shares from non-convertible to convertible Preference Share, the same has been proposed to be converted into 2,53,90,000 equity shares of Rs 1000/- each.

Consequent upon conversion of 2,53,90,000 nos. of Preference Share into 2,53,90,000 Equity Shares of Rs. 1000/- each, clause V of Memorandum of Association of the company is proposed to be modified to the extent of the conversion. Hence, the proposed alteration is being placed before the company in EGM.

Further an amount of Rs. 888.65 crores as dividend on preference shares @ 5% from the date of issue to the date of conversion into equity shares should be paid by BCCL in two years i.e. in 2020-21 and 2021-22 @50% in 2020-21 and balance in 2021-22 and the same would become one of the MoU parameters between CIL and BCCL in 2020-21 and 2021-22.

Existing Clause V of the Memorandum:

"The share capital of the company is Rs. 5100 crores divided into 2,50,00,000 Equity Shares of Rs. 1000/- each amounting to Rs. 2500 crores and 2,60,00,000 Cumulative Preference Shares of Rs. 1000/- each amounting to Rs. 2600 crores."

Proposed alteration:

"The Authorised Share Capital of the Company is Rs.51,00,00,00,000 /- (Rupees Five Thousand One Hundred Crore only) divided into 5,10,00,000 (Five Crores Ten lakh) Equity Shares of Rs.1000/- each."

Further after the proposal is approved by the Shareholders, under section 13(6) (a) of the Companies Act, 2013, the Company Secretary is to be authorized to file with the Registrar Special Resolution passed by the company under section 13 (1).

None of the Directors, Key Managerial Personnel and relatives of the Directors & Key Managerial Personnel is concerned or interested in the said resolution except to the extent of shares held by them in the company.
