



SOUTHERN POWER DISTRIBUTION COMPANY OF ANDHRA PRADESH LTD

Regd. Office : H.No 19-13-65/A, Tiruchanoor Road, Behind Srinivasa Kalyana Mandapam,

Kesavayanigunta, TIRUPATI, Andhra Pradesh, INDIA.

Corporate Identity Number: U40109AP2000SGC034118

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NOTICE

NOTICE is hereby given that the 17th (Seventeenth) Annual General Meeting of M/s. Southern Power Distribution Company of Andhra Pradesh Limited, Tirupati will be held **on WEDNESDAY, the 01ST of NOVEMBER, 2017 AT 13.00 Hrs at the Registered Office of the Company** D.No.19-13-65/A, Tiruchanoor Road, Behind Srinivasa Kalyanamandapam, Tirupati to transact the following business at Shorter notice :

Ordinary Business:

- 1. To receive, consider and adopt the Audited Balance Sheet as at 31st, March 2017 and Profit & Loss account, Cash Flow Statement, for the Financial year ended on that date of the Company together with Directors Report, Statutory Auditors Report and Comments of Comptroller and Auditor General of India, thereon.**

Draft Resolution:

To Consider and if thought fit to pass the following resolution(s) with or without modification(s) as an ordinary resolution:

"RESOLVED THAT the Audited Balance Sheet of the Company as on 31st March, 2017 the Profit & Loss Account and Cash flow statement for the year ended as on that date together with the Directors' Report, the Auditors' Report & Management replies, the Supplementary Audit Report of the Comptroller and Auditor General of India & Management replies and Secretarial Audit Report & Management replies thereon for the F.Y. 2016-2017 as laid before the members at this meeting be and are hereby considered and adopted."

- 2. To take note of Statutory Auditor's appointment made by the Comptroller and Auditor General of India for the financial year 2017-18 under the provisions of Sec. 139 of Companies Act, 2013 and to authorize the Board to fix the remuneration of Statutory Auditors for the Financial Year 2017-18 as per Section/ Clause 142 of the Companies Act, 2013.**

Draft Resolution:

To Consider and if thought fit to pass the following resolution(s) with or without modification(s) as an ordinary resolution(s):

"RESOLVED THAT the appointment of M/s. KOMANDOOR & CO.,LLP, Gokul Nivas, 7-1-42, R.N.Mada Street, Tirupati – 517 501. as the Statutory Auditors of the Company for the Financial Year 2017-2018 U/s 139 of Companies Act, 2013 vide Lr .No. **CA.V/COY/ANDHRA PRADESH, SOUPOW (1)/ 1271, Dt. 18.08.2017** of the Comptroller and Auditor General of India, New Delhi be and is here by noted."

"FURTHER RESOLVED THAT pursuant to the provisions of Section 142 of the Companies Act, 2013 and other applicable provisions/guidelines, if any, the Board of Directors of the Company be and are hereby authorised to fix the remuneration and reimburse the actual out- of - pocket expenses payable to the Statutory Auditors M/s. KOMANDOOR & CO. LLP, Gokul Nivas, 7-1-42, R.N.Mada Street, Tirupati – 517 501 for the Financial Year 2017-18."

SPECIAL BUSINESS:

3. **To ratify the action for having fixed the remuneration of the cost auditors by the Board of directors for the F.Y. 2017-2018 and in this regard to consider and if thought fit, to pass the following with or without any modification as an ordinary resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and any other provisions applicable of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendments/modifications), the cost auditors M/s Narasimha Murthy & Co, Cost Accountants, 3-6-365,104 & 105, Pavani Estate, Y.V.Rao Mansion, Himayatnagar, Hyderabad -500 029 appointed and remuneration fixed by the Board of Directors vide Board Resolution NO. (6) in the 103 Board Meeting held on 10.08.2017 to conduct Cost Audit of the Company for the F.Y.2017-2018 with a cost audit fee of Rs.1,35,000/- (Rupees One Lakh Thirty Five Thousand Only) plus applicable Service Tax and Out of pocket expenses & Travelling Expenses at actuals subject to a maximum of ₹.50,000/- (Rupees Fifty Thousand only) Total ₹. 1,85,000/- (Total Rupees One Lakh Eighty Five thousands Only) be and is hereby ratified by the Shareholders of the Company."

"FURTHER RESOLVED THAT the Board of Directors and/or the Company Secretary be and is hereby authorised to do such acts to give effect to the resolution."

4. **To enhance the Borrowing Powers of the Board to exercise the Borrowing powers U/s 179 (3) (d) & 180 (1) (c) of the Companies Act, 2013: and in this regard to consider and if thought fit , to pass the following with or without any modification as a Special resolution:**

" RESOLVED THAT in pursuance of the resolution passed by the company in the Extra Ordinary General Meeting held on 2nd March 2015 approving the total amount of borrowing limit to the Board of Directors of the Company to Rs 12,500 Crores (Rupees Twelve thousand and Five hundred Crores only) in relation to the exercise of borrowing powers, it is hereby approved that, pursuant to the provisions under the Sec 180 (1) (c) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company (which term shall include the Whole time Directors of the Board formed as a Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and are hereby authorized to borrow money, from time to time, at their discretion either from the Company's Bank or any other Bank, Financial Institutions or any other lending institutions or persons on such terms and conditions as may be considered suitable for the purposes of the business of the Company notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), will exceed the aggregate of the Paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the total amount to be borrowed shall not exceed the sum of Rs.20,000 Crore (Rupees Twenty Thousand Crores only) at any time.

"FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies under the Companies Act, 2013 and to take all necessary steps to give effect to the above resolution.