



NOTICE

NOTICE is hereby given that the **48th** Annual General Meeting of the members of MSTC Ltd. will be held on **27th September'2013 (Friday)** at the registered office of the company located at 225-C, Acharya Jagadish Chandra Bose Road, Kolkata-700 020 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Statement for the year ended 31st March 2013 and the Balance Sheet as on that date, together with Directors' Report, Auditors' Report and comments of Comptroller and Auditor General of India, thereon.
2. To declare dividend for the financial year 2012-13.
3. To appoint Shri D.P. Singh as director, who retires as director and is eligible for reappointment.

SPECIAL BUSINESS

**Item No.4: To appoint Shri N.C. Jha, as director.
(Refer explanatory statement)**

To consider and if thought fit to pass the following resolutions as Ordinary Resolution:

“RESOLVED THAT Shri N.C. Jha, ex-CMD of Coal India Ltd., be and is hereby appointed as director of the company and shall be liable to retire by rotation.”

By Order of the Board of Directors

(Subrata Kumar Ray)
Company Secretary

Registered Office:

225-C, Acharya Jagadish Bose Road,
Kolkata – 700 020.

Dated: 28th August, 2013.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 3: To appoint Shri N.C. Jha, as director

Shri N.C. Jha, ex-CMD of Coal India Ltd., has been nominated as director of the company by Ministry of Steel, Government of India, as part time non-official director vide order No. 3(14)/2007- MF/ dated 10.10.2012. As per article 71(32) Board of Directors can appoint additional director only in between two AGMs. Therefore, he was appointed as additional director on 250th Board meeting held on 08.11.2012. He is being proposed as director of the company in this annual general meeting.

None of the directors except N.C. Jha is interested or concerned in the resolution.

Subrata Kumar Ray
(Company Secretary)

Notes:

- (a) Relevant explanatory statement pursuant to section 173(2) of the companies Act, 1956, in respect of the Special Business, is set out for Item No. 4 of the notice is annexed hereto.
- (b) A member/authorized representative of a corporate member is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. Proxies in order to be effective must be received at the registered office not less than 48 hours before the time fixed for the meeting, duly filled in and complete in all respect. Proxy form is enclosed.
- (c) If dividend on shares as recommended by the Board of Directors is declared at the meeting, payment of such dividend will be made to those members whose names appear in the company's register of members as on the date of book closure and "record date," which will be announced by press notification.
- (d) Members are requested to notify immediately any change in their addresses and also intimate bank account if not done earlier. Such information may be sent to the Registrar and Transfer Agent (RTA) M/s CB Management Services (P) Ltd or to the company secretary of MSTC. Address of the M/s CB Management Services (P) Ltd is P-22 Bondel Road, Kolkata-700019.
- (e) Pursuant to section 205C of the Companies Act, 1956 unpaid dividend declared upto the financial year 2004-2005 in 40th AGM held on 20th September, 2005 and interim dividend declared during the year 2005-06 have been deposited with Investor Education and Protection Fund of the Government of India. Dividend for the financial year 2005-2006 declared in 41st AGM on 15th September, 2006 and dividends declared thereafter in subsequent years are lying in unpaid dividend account of the company and shall be paid to members on claim made by them. Unpaid dividend for the year 2005-06 shall be transferred to Investor Education and Protection Fund sometime after 15th September, 2013. No claim shall be entertained once the unpaid dividend is transferred to Investor Education and Protection Fund.
- (f) Statutory books of the company are kept for inspection of members before one hour and during the course of 48th annual general meeting.
- (g) In terms of Section 109A of the Companies Act, 1956, nomination facility is available to the individual shareholders. Members holding shares in physical form may nominate a person in respect of all shares held by them whether singly or jointly. Members who hold shares in individual name are advised to avail of the nomination facility by filling form No. 2B in their own interest. Blank form can be obtained from M/s CB Management Services (P) Ltd or from the company on request.

MSTC LIMITED
225 - C, A.J.C. Bose Road
Kolkata – 700 020

PROXY

Folio No.....

No. of Shares held.....

I/We..... of in the district of,
..... being member / members of the above – named Company
hereby appoint of in the
district of or failing him, of
..... in the district of as
my/our Proxy to vote for me/us on my/our behalf at the annual general meeting / general
meeting (not being an annual general meeting) of the company to be held on the
..... day of and at any adjournment thereof.

Signed thisday of2013

Rupee one
Revenue
Stamp

Signature

Note: The Proxy and the Power of Attorney (if any) under which it is signed or notarized certified copy of that power must be deposited at the Registered Office of the Company at 225-C, Acharya Jagadish Chandra Bose Road, Kolkata 700 020 not less than 48 hours before the time of commencement the meeting.