

Registered Office : Plot No. CF-18/2, Street no 175, Action Area 1C
New Town, Kolkata – 700156, W.B.

Phone : 91-33-2340-0000, **Website :** www.mstcindia.co.in **Email :** cssectt@mstcindia.in

NOTICE OF 61ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the sixty-first Annual General Meeting (“AGM”) of the Members of MSTC Limited will be held on **Thursday, September 24, 2026, at 11:00 A.M.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board and the Auditors thereon and comments of the Comptroller and Auditor General of India.
2. To confirm Interim dividend paid @ Rs. 7.60 per share on equity shares for the Financial Year 2025-26 and to declare final dividend @ Rs. 8.10 per share (81 %) on equity shares for the financial year 2025-26.
3. To appoint a Director in place of Shri Manobendra Ghoshal (DIN 09762368), who retires by rotation and being eligible, offer himself for re-appointment.
4. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2026-27.

To consider and if thought fit, to pass following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 142 and other applicable provisions of the Companies Act, 2013 and rules made there under, the Board of Directors of the Company be and is hereby authorized to determine the amount of remuneration payable to the Statutory Auditors under Section 139(5) of the Companies Act, 2013 as and when appointed by the Comptroller and Auditor General of India, including reimbursement of out of pocket expenses, if any incurred by

the said Auditors in connection with the Audit of Accounts of the Company for the Financial year 2026-27.”

SPECIAL BUSINESS

Item No. 5: Appointment of Shri Siraiong Singpho (DIN: 11835817) as an Independent Director.

To consider and if thought fit, to pass following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1C) and Regulation 25 (2A) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and Section 149, 150, 152 and 161(1) read with Schedule IV & other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, **Shri Siraiong Singpho (DIN: 11835817)**, who was appointed as an Additional Independent Director as per the provisions of the Companies Act, 2013, and in respect of whom, the Company has received a notice in writing, from a member under section 160 proposing his candidature for the office of Independent Director, and upon recommendation of Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director, not liable to retire by rotation for a period of three years with effect from **18th July, 2026** or until further orders from the Ministry of Steel, whichever is earlier and other terms and conditions as contained in order no. 1/1/2026-BLA dated 14th July, 2026.

RESOLVED FURTHER THAT functional directors of the Company be and are hereby severally authorised to issue the appointment letter to Shri Siraiong Singpho and to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

Item No. 6: Appointment of Shri Niwas Mandal (DIN: 11837616) as an Independent Director.

To consider and if thought fit, to pass following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1C) and Regulation 25 (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 149, 150, 152 and 161(1) read with Schedule IV & other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, **Shri Niwas Mandal (DIN: 11837616)**, who was appointed as an Additional Independent Director as per the provisions of the Companies Act, 2013, and in respect of whom, the Company has received a notice in writing, from a member under section 160 proposing his candidature for the office of Independent Director, and upon recommendation of Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director, not liable to retire by rotation for a period of three years with effect from **18th July, 2026** or until further orders from the Ministry of Steel, whichever is earlier and other terms and conditions as contained in order no. 1/1/2026-BLA dated 14th July, 2026.

RESOLVED FURTHER THAT functional directors of the Company be and are hereby severally authorised to issue the appointment letter to Shri Niwas Mandal and to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

Place: New Delhi

Date : August 13, 2026

NOTES

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 03/2025 dated 22nd September, 2025 (“MCA Circular”) allowed companies to conduct their AGMs through VC or OAVM, till further orders in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 5th May, 2020. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circular, the AGM of the Company is being held through VC/ OAVM.

Item No. 7: To appoint Smt. Santosh (DIN: 09519383), as Govt. Nominee Director

To consider and if thought fit, to pass following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the Articles of Association of the Company and in accordance with the recommendation of the Nomination and Remuneration Committee of the Company, **Smt. Santosh (DIN: 09519383)**, Statistical Adviser, Ministry of Steel, Govt. of India, who was appointed as an Additional Director, designated as Govt. Nominee Director, by the Board of Directors and who holds office upto 61st Annual General Meeting be and is hereby appointed as Director designated as Govt. Nominee Director liable to retire by rotation with effect from **7th August, 2026** or until further orders from the administrative ministry, as contained in Order no. S-14011/1/2022-BLA dated 6th August, 2026 received from the Ministry of Steel, Government of India.”

“RESOLVED FURTHER THAT functional directors of the Company be and are hereby severally authorized to do all such acts, matter, deeds and things which are necessary and to execute all documents or writing as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding her appointment.”

By Order of the Board of Directors

Sd/-

(Ajay Kumar Rai)

Company Secretary & Compliance Officer

(M.No.: F5627)

2. In compliance with the aforesaid MCA Circular and Regulation 36 of the SEBI Listing Regulations, Notice of the AGM along with the Annual Report 2025-26 is being sent through electronic mode to those shareholders whose email addresses are registered with the Company/ Depositories. A letter providing the web-link, including the website address, where complete details of AGM Notice and Annual Report is available is being sent to those shareholders who have not registered their email address. Members may note that the AGM Notice and Annual Report 2025-26 will also be available on the Company's website **www.mstcindia.co.in**, websites of the Stock Exchanges i.e.

BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

3. The Members can join the AGM in the VC/OAVM mode from 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned under **Note no. 33** of this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 61st AGM and hence the Proxy Form, Attendance Slip and route map for the venue of the AGM are not annexed to this Notice.
5. Corporate Members intending to nominate their authorized representative(s) pursuant to Section 113 of the Act to attend the Meeting are requested to send a scan copy of the Board Resolution/ Authority letter authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through registered email address of the member to ps@bajajtodi.in with a copy marked to cssectt@mstcindia.in, vinod.y@bigshareonline.com and evoting@nsdl.com
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Brief profile of the Director seeking appointment/re-appointment, if any, in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the Notice.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection to the members during the AGM. All documents referred to in the Notice shall also be made available for inspection by the member of the Company, without payment of fees upto the date of AGM. Members desirous of inspecting such documents may send their requests at cssectt@mstcindia.in from their registered e-mail address mentioning their names and folio numbers/demat account numbers.
9. Members desiring any information relating to the accounts are requested to write to the Company on or before **September 17, 2026** through email on cssectt@mstcindia.in so as to enable the management to keep the information ready.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **September 18, 2026 to September 24, 2026 (both days inclusive)** for the purpose of Annual General Meeting.
11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
12. The Company has appointed M/s. Bajaj Todi & Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize the voting process in a fair and transparent manner.
13. The business set out in the Notice will be transacted through remote electronic voting system. Instruction and other information relating to E-voting are given under **Note no. 32** of this Notice.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM.
15. The Company has fixed **September 17, 2026 as the 'Record Date'** for determining entitlement of members to receive final dividend for the financial year ended March 31,

2026. The final dividend, once approved by the members in the AGM, will be paid to the eligible shareholders within the stipulated period of 30 days of declaration. The dividend will be paid, after deduction of tax at source, through electronic mode to those members whose updated bank account details are available. **For members whose bank account details are not updated, dividend will be paid through banking channel only after updation of Bank and KYC details.**

16. Final dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid to:

a. all beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) collectively "Depositories" as of close of business hours on **September 17, 2026.**

b. all members in respect of shares held in physical form after giving effect to valid transposition or transmission requests lodged with the company as of the close of business hours on **September 17, 2026.**

17. **TDS on Dividend:** Pursuant to Section 393(1) of the Income-tax Act, 2025, dividend income is fully taxable in the hands of shareholders, and the Company is required to deduct tax at source (TDS) from dividends paid to shareholders at the prescribed rates. For the prescribed statutory rates, thresholds, and rules under the unified direct tax framework, shareholders are requested to refer to the Income-tax Act, 2025 and subsequent amendments. The shareholders must update their Permanent Account Number (PAN) with the Company / Bigshare Services Pvt. Ltd. (in case of shares held in physical mode) or their respective Depository Participants (in case of shares held in demat mode). A Resident individual shareholder possessing a valid PAN whose estimated total tax liability for the year is nil can submit a yearly declaration in Form No. 121 (which replaces the old Forms 15G and 15H) to avail of the benefit of non-deduction of tax at source. This declaration must be sent via email to **cssectt@mstcindia.in** and **vinod.y@bigshareonline.com**. Shareholders are requested to note that if their PAN is not registered or linked, the tax will be deducted at a punitive higher rate of 20%. Non-resident shareholders can avail of beneficial tax rates under the Double Taxation Avoidance Agreement (DTAA) tax treaty between India and their country of residence. This is subject to providing all mandatory documents, including 1) No Permanent Establishment (PE) and Beneficial Ownership Declaration; 2) Tax Residency Certificate (TRC) issued by

their home country's government; 3) Form 10F (submitted electronically); 4) Any other document required to validate treaty benefits. These documents must be submitted by sending an email to **cssectt@mstcindia.in** and **vinod.y@bigshareonline.com**.

In the event of any income tax demand, interest, or penalty arising from any misrepresentation, inaccuracy, or omission of information provided by the Member/s, such Member/s will be solely responsible to indemnify the Company. Members must also provide the Company with all necessary information, documents, and co-operation in any subsequent appellate or assessment proceedings.

This communication is not exhaustive and does not purport to be a complete analysis of all potential tax consequences in the matter of dividend payments under the Income-tax Act, 2025. Shareholders should consult their tax advisors for the precise actions required by them.

18. **Unpaid/unclaimed dividend:** Pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder (as amended), any money transferred to the Unpaid Dividend Account of a Company which remains unpaid/unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued (if any) thereon to 'Investors Education & Protection Fund' (IEPF) constituted by the Central Government. Accordingly, the Company has transferred the unclaimed dividend to IEPF which were belonging to the shareholders whose dividend were unpaid/unclaimed from the Financial Year 2017-18.

No dividends are due for transfer during the financial year 2026-27 as there were no dividend declared in the financial year 2018-19. The unclaimed dividends pertaining to the financial year 2019-20 (Final) shall be transferred to IEPF in accordance with the provisions of Companies Act.

Further, pursuant to the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on **March 31, 2026** on its website at **www.mstcindia.co.in** and will be filled with the Ministry of Corporate Affairs.

19. **Compulsory transfer of Equity Shares to Investors Education & Protection Fund (IEPF):** Pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all shares on which dividend has not been paid or claimed for seven consecutive years has been transferred to IEPF.

20. Further, members are requested to note that in respect of dividend and shares transferred to IEPF, members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Nodal Officer of the Company at the registered office of the Company, along with the requisite documents enumerated in Form IEPF-5. Shri Ajay Kumar Rai, Company Secretary & Compliance Officer is the Nodal Officer of the company for the purpose of verification of such claims.
21. In terms of IEPF Rules, Member can file only one consolidated claim in respect of the company in a financial year.
22. Members who have not received or not encashed their dividend warrants may approach M/s. Bigshare Services Private Limited, Registrar & Share Transfer Agent of the Company, or Secretarial Department of the Company for obtaining the same.
23. Bonus shares have been issued by the company on January 11, 2019 to those Shareholders holding shares in demat mode only and shares belonging to those shareholders who held shares in physical mode were kept in a separate account known as **“MSTC Limited Unclaimed Suspense Account”**. All Shareholders holding shares in physical mode are requested to convert their shares immediately from physical to demat mode and claim the bonus shares from the company.
24. Members may avail the facility of nomination in terms of Section 72 of the Act by nominating any person to whom their shares in the Company shall vest on occurrence of events stated in Form SH-13. Form SH-13 is to be submitted in duplicate to M/s. Bigshare Services Private Limited, RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
25. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the company if shares are held in physical form or to the respective Depository Participants if shares are held in electronic form.
26. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its 'Master Circular for Registrars to an Issue and Share Transfer Agents' dated May 07, 2024. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Bigshare Services Private Limited, at vinod.y@bigshareonline.com. The forms for updating the same are available at <https://www.mstcindia.co.in/cms/Investor/Investor-Service-Related-Form.pdf>.

Members holding shares in electronic form are requested to submit their PAN, KYC, Bank details and nomination details to their Depository Participant with whom they are maintaining their demat accounts.

In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.
27. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition and re-lodged transfers of securities. In view of the same, Members are advised to dematerialize shares held by them in physical form. SEBI vide its circular dated September 07, 2020 had fixed March 31, 2021 as cut-off date for re-lodgement of transfer deed.
28. The Company has opted for dematerialization of shares. MSTC shares have been dematerialized with NSDL and CDSL bearing ISIN INE255X01014. Members holding shares in physical form are requested to dematerialize the same immediately.
29. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio.
30. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited, immediately of :
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
31. To Support the 'Green Initiative', the members who have not registered their e-mail addresses are requested to register the same with the company's Registrar and Share Transfer Agent/ Depository Participants for receiving all communication including Annual Reports, Notices, Circulars etc. from the Company electronically. A Public notice regarding providing the email ids and other details has already been uploaded on the Company's Website www.mstcindia.co.in.

32. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING ON THE DAY OF THE AGM ARE AS FOLLOWS:-

The remote e-voting period begins on Sunday, September 20, 2026 at 9:00 A.M. and ends on Wednesday, September 23, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 17, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your **User ID** details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 140784 then user ID is 140784001***

5. **Password details** for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your '**initial password**'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ps@bajajtodi.in with a copy marked to cssectt@mstcindia.in, vinod.y@bigshareonline.com and evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022-4886 7000 or send a request to Ms. Pallavi Mhatre, DVP, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **vinod.y@bigshareonline.com** with a copy marked to **cssectt@mstcindia.in**.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **vinod.y@bigshareonline.com** with a copy marked to **cssectt@mstcindia.in**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting

on the day of the AGM shall be the same person mentioned for Remote e-voting.

33. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at **cssectt@mstcindia.in** latest by **5.00 p.m. (IST) on Thursday, September 17, 2026**.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at **cssectt@mstcindia.in** latest by **5.00 p.m. (IST) on Thursday, September 17, 2026**. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number

of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, DVP, NSDL at evoting@nsdl.com or call on.: **022-4886 7000**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

Item No. 5 & 6: To appoint Shri Siraiong Singpho (DIN: 11835817) and Shri Niwas Mandal (DIN: 11837616), as an Independent Directors

The Board Level Appointment cell (BLA cell) of Ministry of Steel vide order no. 1/1/2026-BLA dated 14th July, 2026, appointed Shri Siraiong Singpho (DIN: 11835817) and Shri Niwas Mandal (DIN: 11837616) as Non-Official Independent Directors on the Board of MSTC Limited for a period of three years with effect from the date of their appointment or till further orders whichever is earlier.

The Board of Directors through Resolution by circulation dated 23rd July, 2026 appointed Shri Siraiong Singpho and Shri Niwas Mandal as an Additional Non official Independent Directors, not liable to retire by rotation, with effect from 18th July, 2026.

Appointment of Shri Siraiong Singpho and Shri Niwas Mandal has also been recommended by the Nomination and Remuneration Committee of the Company. The Company has received from them necessary declarations and intimations in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 as well as declaration under section 149 of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further in compliance of SEBI (LODR) Regulation, 2015 as amended from time to time, consent of shareholders are being sought by way of special resolution for the appointment of Shri Siraiong Singpho and Shri Niwas Mandal as an Independent Directors of the Company in terms of the orders received from the administrative ministry.

Brief resume and additional information in respect of Shri Siraiong Singpho and Shri Niwas Mandal

pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, forms part of this notice.

In the opinion of the Nomination and Remuneration Committee and the Board Shri Siraiong Singpho and Shri Niwas Mandal fulfil the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and they are independent of the management of the Company. The Nomination and Remuneration Committee and the Board are of the view that the association of Shri Siraiong Singpho and Shri Niwas Mandal and the rich experience & vast knowledge they bring with them would benefit the Company; they also possesses appropriate skills, expertise and competencies in the context of the Company's businesses.

The Board recommends the Special Resolutions as set out in Item No. 5 & 6 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Shri Siraiong Singpho and Shri Niwas Mandal to whom the resolutions relates, are concerned or interested, in the Resolutions set out in Item No. 5 & 6 of this Notice.

Item No. 7: To appoint Smt. Santosh (DIN: 09519383), as Govt. Nominee Director

The Administrative Ministry vide its Order No. S-14011/1/2022-BLA dated 6th August, 2026 has appointed Smt. Santosh (DIN: 09519383), Statistical Adviser, Ministry of Steel, Government of India as Govt. Nominee Director with immediate effect until further orders. The Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Company had appointed her as an additional director designated as Govt. Nominee Director liable to retire by rotation with effect from 7th August, 2026 or until further orders from the administrative ministry.

The Company has received requisite details of Smt. Santosh in Form No. DIR-2, DIR-8 and other disclosures

confirming that she is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014.

Being appointed as Additional director, she holds office upto 61st Annual General Meeting. In compliance with Section 152, 161, other applicable provisions of the Companies Act, 2013 and rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 consent of shareholders are being sought by way of ordinary resolution for the appointment of Smt.. Santosh as Director

designated as Govt. Nominee Director in terms of the orders received from the administrative ministry.

Brief resume and additional information in respect of Smt. Santosh pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, forms part of this notice.

The Board recommends the Ordinary Resolutions as set out in Item No. 7 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Smt. Santosh to whom the resolution relates, are concerned or interested, in the Resolutions set out in Item No. 7 of this Notice.

**Brief Profile and information in respect of Directors seeking appointment/
re-appointment in the 61st AGM**

Particulars	Shri Manobendra Ghoshal (Re-appointment of Director retiring by rotation)	Shri Siraiong Singpho	Shri Niwas Mandal	Smt. Santosh
DIN	09762368	11835817	11837616	09519383
Designation and Category of Director	Chairman and Managing Director	Independent Director – Non Executive	Independent Director – Non-Executive	Govt. Nominee Director – Non-
Date of Birth and Age	07/03/1968 58 Years	17/07/1979 47 Years	18/01/1968 58 Years	28/07/1975 51 Years
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	01/01/2024	18/07/2026	18/07/2026	07/08/2026
Qualification	Bachelor of Engineering (B.E.), Fellow of the Institution of Engineers (India)	Bachelor of Arts from Delhi University	B.A. L.L.B	M.Sc (Statistics) She is an officer of Indian Statistical Services
Expertise and Experience	Shri Manobendra Ghoshal (DIN 09762368) has assumed the charge as Chairman and Managing Director of MSTC Limited on 1st January, 2024.	Shri Siraiong Singpho is Businessman and a renowned Social Activist from Miao District of Arunachal Pradesh	Shri Niwas Mandal has completed his graduation in Arts and has also done his LLB. He is an Advocate by profession having	Smt. Santosh, Statistical Adviser, Ministry of Steel, Government of India belongs to an officer of Indian Statistical Services (ISS) of 1999

	Shri Manobendra Ghoshal is a distinguished professional from the Indian Railways Service of Mechanical Engineers (SCRA 1985 batch) and a Fellow of the Institution of Engineers (India), has over 33 years of comprehensive expertise in the railways sector. He has held various leadership positions, showcasing exceptional strategic vision and operational acumen. Shri Ghoshal's academic foundation includes a Bachelor of Engineering degree from the Institution of Engineers of India (IEI), Kolkata. He spearheaded the exports of trainsets, coaches and locomotives to Sri Lanka from 2016 onwards, securing orders of over 200 million USD and subsequent execution.	having experience as former advisory member in State wildlife board and former member of Namdapha Tiger Project Foundation. He has done his graduation i.e., Bachelor of Arts from Delhi University.	experience of around 30 years in various Civil and Criminal domains. He is also a renowned Social Worker and is having a vast experience of working at grassroot level for the development of backward classes of the society.	batch, with over 25 years of experience in public administration. She is a Post Graduate with M.Sc. (Statistics). She joined NITI Aayog (the then Planning Commission) in July, 2001. Her rich and diverse experience includes position held as Deputy Director General, Ministry of Coal, Govt. of India, various positions in her cadre and other central ministries. Smt. Santosh has served as Director on the Board of Central Coalfields Limited, Eastern Coalfields Limited and Singareni Collieries Company Limited as well.
Shareholding in the Company (including shareholding as a beneficial owner)	Nil	Nil	Nil	Nil
Directorships held in other companies	Mahindra MSTC Recycling Private Limited	Nil	Nil	Nil

Committee Membership/ Chairmanship in other Companies	Nil	Nil	Nil	Nil
Chairman or membership of Board committees in MSTC Ltd.	Nil	Member of Audit Committee and CSR Committee	Chairman of Nomination and Remuneration Committee and Member of CSR Committee	Member of Audit Committee, Nomination and Remuneration Committee, CSR Committee and Risk Management Committee
No. of Board meetings attended during the FY 2025-26	6 (Six)	NA	NA	NA
Relationship with Directors, Manager and other KMPs of the Company	None	None	None	None

By Order of the Board of Directors

Sd/-

(Ajay Kumar Rai)

Company Secretary & Compliance Officer

(M.No.: F5627)

Place: New Delhi
Date : August 13, 2026