



CIN : L27320WB1964GOI026211

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

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

## POSTAL BALLOT NOTICE

*(Pursuant to Sections 108 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014)*

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), enactments or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 3/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 9/2023 dated 25<sup>th</sup> September 2023, issued by the Ministry of Corporate Affairs, Government of India (**'MCA Circulars'**), Secretarial Standard on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Resolutions set out below are proposed to be passed by the Members of **MSTC Limited** (“**Company**”) by way of Special Resolution through Postal Ballot by way of remote e-voting (“**e-voting**”) process.

The proposed Resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act read with Rules framed thereunder, setting out the material facts concerning the Resolutions mentioned in this Postal Ballot Notice (“**Notice**”) are annexed hereto.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent/ NSDL/ Central Depository Services (India) Limited (CDSL) (“NSDL and CDSL hereinafter collectively referred to as ‘Depositories’). If e-mail address of any Member is not registered as above, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote E-voting. The communication of the assent or dissent of the Members would only take place through the E-voting system. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as **CDSL** or “**Service Provider**”) for facilitating the e-voting process to enable the Members to cast their votes electronically instead of dispatching postal ballot forms.

The remote e-voting period shall commence on **4<sup>th</sup> April, 2024 (9:00 A.M. IST)** and end on **3<sup>rd</sup> May, 2024 (5:00 P.M. IST)**. Members are requested to carefully read the instructions mentioned under the head ‘The instructions of Shareholders for Remote E-Voting’ in this Notice and record their assent (“**FOR**”) or dissent (“**AGAINST**”) on the proposed Resolutions through e-voting process not later than

5:00 P.M. (IST) on **3<sup>rd</sup> May, 2024**, failing which it will be considered that no reply has been received from the Member.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Ms. Pammy Jaiswal, Partner Vinod Kothari & Company, Practising Company Secretary (Membership No. A48046; CP No:18056) to act as the Scrutinizer for conducting the Postal Ballot through remote e-voting process fairly and transparently.

The Scrutinizer shall submit the results of the e-voting to the Chairman or any other authorized person of the Company after completion of the scrutiny of the e-voting. The results of e-voting will be announced on or before **6<sup>th</sup> May, 2024**. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at [www.mstcindia.co.in](http://www.mstcindia.co.in), on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall also be displayed at the Registered Office of the Company while simultaneously being submitted to the Stock Exchange where the securities of the Company has listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The proposed resolutions, if approved, shall be deemed to be passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot i.e. **3<sup>rd</sup> May, 2024**.

### **SPECIAL BUSINESS:**

#### **ITEM 1: ALTERATION IN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider, and pass the following resolution, as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) (including any statutory amendments thereto and all modifications or re-enactments thereof for the time being in force) and the rules made thereunder and subject to the approval of Registrar of Companies, and pursuant to the approval of the Government of India through Ministry of Steel vide its letter no. S-31021/20/2023-MFH dated 4<sup>th</sup> March, 2024, the consent of the Members be and is hereby accorded for effecting the modification and insertion in the existing Objects Clause of the Memorandum of Association (“MoA”) of the Company as under:

- a. The existing clause 1 and 2 of the Clause III A of the MoA is substituted with the following clauses respectively:
  1. *To procure, purchase, stock, process, convert, sell, distribute, transport, market, import, export and/or facilitate the above functions as a facilitator in all types of industrial raw materials/finished goods, **scrap, metals including precious metals, critical minerals and rare earth materials, agricultural commodities** and any other job incidental thereto and/or conclude web based transactions in this regard.*
  2. *To act as selling or purchasing and/or handling agents, recovery agents, commission agents, canalizing agency, brokers, **consultants**, intermediaries for the Government, semi-Government or autonomous body or any organization in the private or public sector for export, import, purchase, distribute, stock, sell, processing, conversion, transportation, marketing, and/or function as a facilitator in all types of industrial raw materials/finished goods, **scrap of all kinds, metals including precious metals, critical minerals, rare earth materials, capital equipment, technology, semi-finished goods, spares and consumables and chemicals/petrochemicals, components of infrastructure such as land, building or other capital items or raw materials related to infrastructure, agricultural commodities** and other job incidental thereto and/or conclude web based transactions in this regard.*
- b. *The following new clauses are inserted after sub-clause 10 of the Clause III A of the MoA:*
  11. *To establish, develop, design, maintain, acquire, adopt, deal, host and install website, mobile applications, portals, platforms, exchange on internet or electronic sites, to provide,*

facilitate, carry on e-commerce related services across diversified industry segments including, but not limited to e-auction/e-sale, e-procurement, e-exchange services, for auction, tender, marketing, procurement, exchange, selling, importing, exporting, and trading of all kinds of goods, products, commodities, merchandise, articles, machineries, appliances, and equipment of every kind, class and description, both tangible and intangible, including works/services and for the said purpose provide services of all kind to various business organizations, either directly or through collaboration, joint venture, or under licenses and/ or trade agreements, and/or also act as sellers, buyers, importers, exporters, retailers, whole-sellers, suppliers, indenters, consigners, jobbers, brokers, stockist, agents, sub-agents, merchants, distributors, consultants, through or on such web-based platforms.

12. To engage in the business of operating, managing, administering, and facilitating an online marketplace, platform, and associated/allied services, with the aim of facilitating various types of transactions, commerce, electronic commerce, mobile commerce, and any other forms of commerce between businesses and other businesses or between businesses and individual consumers, encompassing products of all descriptions, applications, and specifications and for the said purpose provide support services including, but not limited to warehousing, logistics, order fulfilment, payment collection & management, all kinds of technical support services and web support services to merchants and suppliers, dealers, etc. and/ or undertake customer relationship management.

13. To carry on, run, administer or facilitate the business of establishing, developing, undertaking, designing, producing, conceptualizing, marketing, selling and licensing software products and solutions of all descriptions, applications, and specifications, Software As A Service (SaaS), ERP solutions software, etc, on its own or in association with other entities and for the said purpose to act as a consultant, provider of professional services, know how provider, licensor.

14. To provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, run, market, purchase, sell, distribute, resell, import, export and carry on the business of all types/ kinds of payment systems services as approved by the statutory authority.

15. To carry on all or any activities of collection, segregation, transportation, trading, processing, composting, recycling, EPR (Extended Producer Responsibility), reducing, control and management, treatment and disposal of, inter alia, vehicles, aircrafts, ships, drones, lithium batteries, plastic, metals, non-metals, critical minerals, rare earth materials, chemical waste, hazardous and non-hazardous waste, agricultural and municipal waste, WEEE (Waste Electric & Electronic Equipment) and all its types including Consumer Electricals and Electronics, machinery & equipment of all kinds and End of Life Vehicles by converting them into saleable products, either directly or through collaboration, joint venture, or under licenses and/ or trade agreements, and to formulate and implement strategies, objectives, plans, guidelines systems and procedures in this regard.

16. To establish, operate, and manage data centers, data processing centers, data service centers, database management services, including data collection, data storage, data management, data processing, data analysing, data distribution, data backup, data recovery, infrastructure hosting, network connectivity, disaster recovery, business continuity solutions, cybersecurity services, managed services, research and development, and any other related services incidental or ancillary to the above objects, on its own or in association with other entities through contracts, agreements or through any other arrangements and also to act as consultants, providers, advisors, and experts in the field of data centers, data processing centers, data service centers and database management services, providing guidance, assessments, and recommendations to clients and customers.

17. To carry on all activities and businesses as stated in the Objects Clause (Clause III of the Memorandum of Association) of MSTC LIMITED, in India or anywhere in the world, in

*compliance with the requirements of law as applicable and as may be required from time to time.*

- c. The following sub-clauses are entered after sub-clause 24 of Clause III B of the MoA:

*25. To invest and deal with the funds of the Company not immediately required in such manner as is required to be in the interest of the business including to deal or investing shares, securities, mutual funds, debt instruments or financial Instruments as may be thought proper and as permitted by law.*

*26. To enter into and carry into effect any contract or arrangement with any company including but not limited to joint ventures, subsidiaries, associates or any other company for the purpose of collaborating, outsourcing, or engaging in any other form, the services of these companies for any of the activities of the company either directly or indirectly.*

- d. The existing clause V of the MoA is substituted with the following clause V:

*“The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”*

**RESOLVED FURTHER THAT** the Chairman and Managing Director or any Functional Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to the incorporation of amendment / suggestion / observation made by the Registrar of Companies, West Bengal at Kolkata, to the extent applicable, without being required to seek any further consent or approval of the Shareholders of the Company or otherwise including but not limited to the filing with the Registrar of Companies, Stock Exchanges and such other authorities as may be required from time to time.”

**Registered Office:**

Plot No. CF 18/2, Street No. 175, Action Area 1C,  
New Town, Kolkata 700156 (W.B.)  
Place: Kolkata  
Date : March 15, 2024

**By Order of the Board of Directors**

**Sd/-**  
**(Ajay Kumar Rai)**  
Company Secretary & Compliance Officer  
(FCS: 5627)

## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act read with the rules framed thereunder setting out all material facts and reasons for proposed Resolutions is annexed hereto.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members maintained by the Depositories viz., National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on **Friday, 29<sup>th</sup> March, 2024** (“**Cut-Off Date**”) and who have registered their email address, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Alankit Assignments Ltd. (“**RTA**”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. The Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice and Postal Ballot forms and prepaid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meetings, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email address by writing to the Company or Registrar and Transfer Agents at contact details given below along with a copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Format of Form ISR-1 can be downloaded from the link <https://www.mstcindia.co.in/cms/Investor/Investor-Service-Related-Form.pdf>. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the email address, Members may write to the Company at **cssectt@mstcindia.in** and/or to the Company’s Registrar and Share Transfer Agents, Alankit Assignments Ltd. at **virenders@alankit.com**.
6. The e-voting rights of the Members shall be reckoned on the shares held by them as of **Friday, 29<sup>th</sup> March 2024**, being the Cut-off Date for the purpose. Members of the Company holding shares either in dematerialized or in physical form, as on the Cut-off Date, can cast their vote electronically.
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the Member. The voting rights of the Members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In the case of joint holders, only such joint holders who are higher in the order of names will be entitled to vote.
8. A Member cannot exercise his/ her vote through a proxy on a postal ballot. However corporate and institutional Members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send a scanned certified true copy (PDF Format) of the board resolution/authority letter, and power of attorney together with attested

specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by email to [cssectt@mstcindia.in](mailto:cssectt@mstcindia.in).

9. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
10. The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company, after the completion of scrutiny, and the result of voting by postal ballot through the e-voting process will be announced by the Chairman or the Company Secretary of the Company on or before **6<sup>th</sup> May, 2024** and will also be displayed on the website of the Company [www.mstcindia.co.in](http://www.mstcindia.co.in), besides being communicated to the Stock Exchanges and Depositories.
11. The proposed Resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Friday, 3<sup>rd</sup> May, 2024**. The Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed as if the same have been passed at a general meeting of the Members of the Company.
12. This Notice shall also be available on the website of the Company at [www.mstcindia.co.in](http://www.mstcindia.co.in), on the website of the Stock Exchanges where the securities of the Company is listed i.e. NSE at [www.nseindia.com](http://www.nseindia.com) and BSE at [www.bseindia.com](http://www.bseindia.com) respectively and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
13. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [cssectt@mstcindia.in](mailto:cssectt@mstcindia.in).
14. As per SEBI circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated 30.05.2022, Members having dispute against the Company or its Registrar and Share Transfer Agent (RTA) on delay or default in processing of their request, can file arbitration application with Stock Exchange.
15. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal

I. This is to inform the members that the Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for the online resolution of disputes in the Indian securities market through the establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.

II. SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by complaining directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

III. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on **Thursday, 4<sup>th</sup> April, 2024 at 9:00 A.M.** and ends on **Friday, 3<sup>rd</sup> May, 2024 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **29<sup>th</sup> March, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) **All the demat account holders, can cast their vote by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iii) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>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 to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li></ol>

	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 hold 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders/Members” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new

password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for “MSTC Limited” on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **cssectt@mstcindia.in**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

***PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.***

1. For Physical shareholders- please provide signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member to the Company at **cssectt@mstcindia.in** and/or to the Company's Registrar and Share Transfer Agents, Alankit Assignments Ltd. at **virenders@alankit.com**. Format of Form ISR-1 can be downloaded from the link <https://www.mstcindia.co.in/cms/Investor/Investor-Service-Related-Form.pdf>.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. **1800 22 55 33**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call at toll free no. **1800 22 55 33**.

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

Setting out all the material facts relating to the Special Business in the Notice:

**ITEM 1: ALTERATION IN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Existing Memorandum of Association (MoA) of MSTC Limited was approved by the shareholders in their Extra-ordinary General Meeting held on 26<sup>th</sup> December, 2018. Since then MSTC Limited has diversified its business portfolio and emerged as a multi-product and a multi-functional organization. Presently, MSTC Limited is primarily engaged in providing e-commerce related services across diversified industry segment offering e-auction/e-sale, e-procurement services and development of customized software/solutions. MSTC Limited also has plans to further diversify its business by entering into new segment/field of E-Commerce, Fintech, Data center and Re-cycling business.

Accordingly, it is felt desirable that the Object clause of Memorandum of Association of MSTC Limited needs to contain more pertinent clause which provides fair and clear scope of various business carried out by the company and the changes will also make the charter documents comprehensive and enabling. Certain new activities are proposed to be added/ inserted and certain changes to the existing clauses are being proposed in the Main object [III-A] clause as well as in the Objects Incidental or Auxiliary to the Attainment of the Main Objects [III-B].

Pursuant to the approval of the Government of India through the Ministry of Steel vide its letter no. S-31021/20/2023-MFH dated 4<sup>th</sup> March, 2024, the Board of Directors of your company in its meeting held on 15<sup>th</sup> March, 2024 have approved for alteration in the Object Clause of Memorandum of Association of the Company, subject to the approval of Shareholders and Registrar of Companies.

The proposed changes in the object clause of the Memorandum of Association of the company is as follows:

**Main Objects (Clause III.A)**

Clause No.	Existing Clause	Changes Proposed/ New Clause
1.	To procure, purchase, stock, process, convert, sell, distribute, transport, market, import, export and facilitate above function facilitator in all types of industrial raw materials/furnished goods, agriculture commodities and any other job incidental thereto and conclude web based transactions.	To procure, purchase, stock, process, convert, sell, distribute, transport, market, import, export and/or facilitate the above functions as a facilitator in all types of industrial raw materials/finished goods, <b><u>scrap, metals including precious metals, critical minerals and rare earth materials, agricultural commodities</u></b> and any other job incidental thereto and/or conclude web based transactions in this regard.
2.	To act as selling or purchasing and/or handling agents, recovery agents, commission agents, canalizing agency, brokers, intermediaries for the Government, semi- Government or autonomous body or any organization in the private or public sector in India or any part(s) of the world, for export, import, purchase, distribute, stock, sell,	To act as selling or purchasing and/or handling agents, recovery agents, commission agents, canalizing agency, brokers, <b><u>consultants</u></b> , intermediaries for the Government, semi-Government or autonomous body or any organization in the private or public sector for export, import, purchase, distribute, stock, sell, processing, conversion, transportation, marketing, and/or function as a facilitator in all types of industrial raw materials/finished goods, <b><u>scrap of all kinds, metals including precious</u></b>

	<p>processing, conversion, transportation, marketing, and function as facilitator in all types of industrial raw materials/finished goods and agriculture commodities and other job incidental thereto and conclude web based transactions.</p>	<p><b><u>metals, critical minerals, rare earth materials, capital equipment, technology, semi-finished goods, spares and consumables and chemicals/petrochemicals, components of infrastructure such as land, building or other capital items or raw materials related to infrastructure, agricultural commodities</u></b> and other job incidental thereto and/or conclude web based transactions in this regard.</p>
<p>11.</p>		<p>To establish, develop, design, maintain, acquire, adopt, deal, host and install website, mobile applications, portals, platforms, exchange on internet or electronic sites, to provide, facilitate, carry on e-commerce related services across diversified industry segments including, but not limited to e-auction/e-sale, e-procurement, e-exchange services, for auction, tender, marketing, procurement, exchange, selling, importing, exporting, and trading of all kinds of goods, products, commodities, merchandise, articles, machineries, appliances, and equipment of every kind, class and description, both tangible and intangible, including works/services and for the said purpose provide services of all kind to various business organizations, either directly or through collaboration, joint venture, or under licenses and/ or trade agreements, and/or also act as sellers, buyers, importers, exporters, retailers, whole-sellers, suppliers, indenters, consigners, jobbers, brokers, stockist, agents, sub-agents, merchants, distributors, consultants, through or on such web-based platforms.</p>
<p>12.</p>		<p>To engage in the business of operating, managing, administering, and facilitating an online marketplace, platform, and associated/allied services, with the aim of facilitating various types of transactions, commerce, electronic commerce, mobile commerce, and any other forms of commerce between businesses and other businesses or between businesses and individual consumers, encompassing products of all descriptions, applications, and specifications and for the said purpose provide support services including, but not limited to warehousing, logistics, order fulfilment, payment collection &amp; management, all kinds of technical support services and web support services to merchants and suppliers, dealers, etc. and/ or undertake customer relationship management.</p>
<p>13.</p>		<p>To carry on, run, administer or facilitate the business of establishing, developing, undertaking, designing, producing, conceptualizing, marketing, selling and licensing software products and solutions of all</p>

		descriptions, applications, and specifications, Software As A Service (SaaS), ERP solutions software, etc, on its own or in association with other entities and for the said purpose to act as a consultant, provider of professional services, know how provider, licensor.
14.		To provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, run, market, purchase, sell, distribute, resell, import, export and carry on the business of all types/ kinds of payment systems services as approved by the statutory authority.
15.		To carry on all or any activities of collection, segregation, transportation, trading, processing, composting, recycling, EPR (Extended Producer Responsibility), reducing, control and management, treatment and disposal of, <i>inter alia</i> , vehicles, aircrafts, ships, drones, lithium batteries, plastic, metals, non-metals, critical minerals, rare earth materials, chemical waste, hazardous and non-hazardous waste, agricultural and municipal waste, WEEE (Waste Electric & Electronic Equipment) and all its types including Consumer Electricals and Electronics, machinery & equipment of all kinds and End of Life Vehicles by converting them into saleable products, either directly or through collaboration, joint venture, or under licenses and/ or trade agreements, and to formulate and implement strategies, objectives, plans, guidelines systems and procedures in this regard.
16.		To establish, operate, and manage data centers, data processing centers, data service centers, database management services, including data collection, data storage, data management, data processing, data analysing, data distribution, data backup, data recovery, infrastructure hosting, network connectivity, disaster recovery, business continuity solutions, cybersecurity services, managed services, research and development, and any other related services incidental or ancillary to the above objects, on its own or in association with other entities through contracts, agreements or through any other arrangements and also to act as consultants, providers, advisors, and experts in the field of data centers, data processing centers, data service centers and database management services, providing guidance, assessments, and recommendations to clients and customers.
17.		To carry on all activities and businesses as stated in the Objects Clause (Clause III of the Memorandum of Association) of MSTC LIMITED, in India or anywhere in the world, in compliance with the requirements of law as

		applicable and as may be required from time to time.
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**Objects Incidental or Auxiliary to the Attainment of the Main Objects (Clause III.B):**

<b>Clause No.</b>	<b>Existing Clause</b>	<b>Changes Proposed/ New Clause</b>
<b>25.</b>		To invest and deal with the funds of the Company not immediately required in such manner as is required to be in the interest of the business including to deal or investing shares, securities, mutual funds, debt instruments or financial Instruments as may be thought proper and as permitted by law.
<b>26.</b>		To enter into and carry into effect any contract or arrangement with any company including but not limited to joint ventures, subsidiaries, associates or any other company for the purpose of collaborating, outsourcing, or engaging in any other form, the services of these companies for any of the activities of the company either directly or indirectly.
<b>Clause V</b>	The liability of the members is limited.	The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

Pursuant to the provisions of Section 13 and 14 of the Companies Act, 2013 approval of shareholders by way of special resolution is being sought for the aforesaid alteration in the Object Clause of Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions outlined in Item No. 1 of this Postal ballot notice except to the extent of their shareholdings in the Company, if any.

The Board of Directors of your company recommends Special resolution as set out in item no. 1 for approval of the Members.

**Registered Office:**

Plot No. CF 18/2, Street No. 175, Action Area 1C,  
New Town, Kolkata 700156 (W.B.)  
Place: Kolkata  
Date : March 15, 2024

**By Order of the Board of Directors**

**Sd/-**  
**(Ajay Kumar Rai)**  
Company Secretary & Compliance Officer  
(FCS: 5627)