



CIN: L27320WB1964GOI026211; GSTIN: 19AACCM0021E1Z4
225C, A.J.C. BOSE ROAD, KOLKATA – 700 020, INDIA
Website: www.mstcindia.co.in Phone: 2281-9627/3088
Email: cosec@mstcindia.co.in

NOTICE OF 54th ANNUAL GENERAL MEETING

NOTICE is hereby given that the fifty fourth Annual General Meeting (AGM) of the Members of MSTC Limited will be held on **Wednesday, September 25, 2019, at 11:00 A.M. at Hall no.6, (Auditorium at level 1), Biswa Bangla Convention Centre, Biswa Bangla Sarani, DG Block, New Town, Action Area-1, Kolkata-700 0156, West Bengal** to transact, the following businesses;

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone as well as Consolidated Financial Statement of the Company for the financial year ended March 31, 2019, together with the Reports of the Board and the Auditors thereon and comments of Comptroller and Auditor General of India.
2. To appoint a Director in place of Shri B.B.Singh (Din - 03212787), who retires by rotation and being eligible, offer himself for re-appointment.
3. To authorize Board of Directors of the Company to fix the remuneration of the Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2019-20 and to consider and if thought fit to pass with or without modification(s), the 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 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 2019-20”.

SPECIAL BUSINESS :

Item No.4: To appoint Shri Subrata Sarkar (DIN: 08290021), as Whole Time Director (Finance).

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“ RESOVED THAT Pursuant to the provisions of Section 152 and 161(1) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Shri Subrata Sarkar (DIN: 08290021) who was appointed as an Additional Director and designated as Director (Finance) by the Board of Directors and who holds office upto 54th Annual General Meeting and in respect of whom the Company has received a notice in writing, from a member under section 160 of the Companies Act, 2013, be and is hereby appointed as a Whole Time Director having designation Director(Finance), liable to retire by rotation, for a period of five years with effect from the date of his assumption of charge of the post or till the date of his superannuation, or until further orders from the Ministry of Steel , whichever is the earliest and other terms and conditions as contained in letter no. F. No. 8/2/2017-BLA dated 20th August, 2018 received from Ministry of Steel, Government of India.”

Item No.5: To appoint Smt. Aparna Chaturvedi (DIN: 00028647) , as an Independent Director.

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“ **RESOLVED THAT** pursuant to the provisions of 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 Smt. Aparna Chaturvedi (Din no. 00028647) , who was appointed as an Additional Independent Director as per the provisions of the Companies Act, 2013, and who holds office upto 54th Annual General Meeting and in respect of whom, the Company has received a notice in writing, from a member under section 160 proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation for a period of three years with effect from 14th December, 2018 or until further orders from the Ministry of Steel, whichever is earlier and other terms and conditions as contained in letter no. 1/10/2015-BLA (Vol-III)(Pt.) dated 14th December, 2018.”

“**RESOLVED FURTHER THAT** any director of the Company be and is hereby authorised to issue the appointment letter to Smt. Aparna Chaturvedi 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: To maintain Company’s Register of Members etc. at the office of Registrar and Share Transfer Agent at New Delhi in addition to the same being maintained at the Registered Office of the Company

To consider and if thought fit to pass with or without modification(s), the following resolutions as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 94 of the Companies Act, 2013 (the Act) and the Rules made thereunder, the consent of the Members be and is hereby accorded to the Board of Directors of the Company, for keeping the Register of Members together with the Index of Members and other security holders, if any, Register of Debenture Holders together with the Index of Debenture Holders and other security holders, if any, under section 88 of the Act, and copies of the Annual Returns under section 92 of the Act at the office premises of the Company’s Registrar & Share Transfer Agents (R&T Agent) viz. Alankit Assingments Ltd. at 205 – 208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 and/or at such places within New Delhi where the R&T Agents may have their office from time to time and/or at the Registered Office of the Company at 225-C, A.J.C. Bose Road, Kolkata-700 020.

RESOLVED FURTHER THAT the approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Registered Office:
225-C, A.J.C. Bose Road,
Kolkata – 700020
Place: Kolkata
Date :17th July, 2019

By Order of the Board of Directors

Sd/-
(Ajay Kumar Rai)
Company Secretary
(FCS - 5627)

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The proxy form MGT-11, has been attached to this notice.

2. The instrument appointing the proxy, in order to be valid and effective must be deposited at the Registered Office of the Company duly filled, stamped and signed, not less than 48 (Forty-Eight) hours before the scheduled time of commencement of the AGM.
3. Corporate Members intending to send their authorized representative(s) pursuant to section 113 of the Companies Act 2013 to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. A person authorised by resolution under Section 113(1) of the Companies Act, 2013, shall be entitled to exercise the same rights and powers, including the right to vote by proxy, on behalf of the body corporate which he/she represents.
4. Where there are members registered jointly in respect of any share, any one of such persons may vote at the AGM either personally or by proxy in respect of such share as if he was solely entitled thereto; and if more than one of such members be present at any meeting either personally or by proxy, that one of the said members so present whose name stands first in the Register of Members in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share is registered shall for the purposes of Articles of Association of the Company, be deemed to be members registered jointly in respect thereof.
5. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting along with the Annual Report already circulated to them. Duplicate admission slips and or copies of the report and accounts will not be provided at the AGM venue.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is attached herewith.
7. The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instruction and other information relating to E-voting are given in the notice under Note no. 31.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 & the Register of Contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members at the AGM venue during the continuance of the meeting.
9. **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 2010-11.

Members are also requested to note that the shares in respect of which dividend was not claimed for seven consecutive years along with the unclaimed dividend amount for the financial year ended 31st March, 2012 (declared and paid in 2012) will be due for transfer to IEPF on 11th October, 2019.

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 26th September, 2018 (date of last Annual General Meeting) on its website at www.mstcindia.co.in and also on the website of the Ministry of Corporate Affairs.

- 10. 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.
- 11.** 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. Mr. Ajay Kumar Rai, Company Secretary & Compliance Officer is the Nodal Officer of the company for the purpose of verification of such claims.
- 12.** In terms of IEPF Rules, Member can file only one consolidated claim in respect of the company in a financial year.
- 13.** The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, the 18th September, 2019 to Wednesday, the 25th September, 2019 (both days inclusive)** for the purpose of Annual General Meeting.
- 14.** Members may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 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. Alankit Assignments 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.
- 15.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit PAN and Bank details to their depository participants with whom they are maintaining their demat accounts. Member holding shares in physical forms are also required to submit their PAN and Bank Account details to the Registrar and Share Transfer Agent/Secretarial Department of the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN Card to the Company
- 16.** In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form. With regard to the same, the Company's Registrar and Share Transfer Agent has already sent reminder letters to the shareholders during the financial year 2018- 19, for updating their KYC details and for dematerializing their physical holdings of securities.

17. All documents referred to in the accompanying notice are open for inspection at the AGM and such documents will also be available for inspection in physical or in electronic form at the registered office of the Company and copies thereof shall also be available for inspection at the Registered office of the Company during normal business hours on working days from 11.00 AM to 1.00 PM.
18. Brief profile of the Directors Seeking appointment/reappointment in terms of Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) is annexed hereto and forms part of the Notice.
19. Members may also note that notice of 54th AGM and Annual Report 2018-19 will be available on the Company's website i.e, www.mstcindia.co.in .The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during the normal business hours on working days from 11.00A.M to 1.00 P.M . Members who require communication in physical form in addition to e-communication, or have any other queries, may write to:cosec@mstcindia.co.in.
20. 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.
21. 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.
22. Members who have not received or not encashed their dividend warrants may approach M/s. Alankit Assignments Private Limited, Registrar & Share Transfer Agent of the Company, or Secretarial Department of the Company for obtaining the same.
23. The Company sends to the Members notices, annual report and accounts and other communication through electronic mode. Members are, therefore, requested to update their e-mail address with the Depository Participant if the holding is in electronic mode, or, intimate to the Company by sending an e- mail at cosec@mstcindia.co.in. Copies of all such communication can also be obtained in physical form from the Company free of cost, upon request. All such documents shall also be available at the Company's website www.mstcindia.com.
24. Bonus shares have been issued by the company on 11th January, 2019 to those Shareholders holding shares in demat mode only and shares belonging to those shareholders who hold shares in physical mode were kept in a separate account known as **"MSTC Limited Unclaimed Suspense account"**. All Shareholders holding shares in physical mode only are requested to convert their shares immediately from physical to demat mode and claim the bonus shares from the company.
25. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, M/s. Alankit Assignments 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.
26. 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/ Depositories for receiving all communication including Annual reports, Notices, Circulars etc. from the Company electronically.
27. The Route map showing directions to reach the venue of the fifty fourth (54th) AGM is annexed hereto.

28. For convenience of the members and proper conduct of the meeting, entry to the Meeting venue will be regulated by the Attendance Slip, which is enclosed with this Notice. Members are requested to sign at the place provided on the Attendance slip and hand it over to the Registration Counter at the Venue.
29. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
30. It is hereby informed that the members of the Company shall be allowed to enter the venue of the AGM only on or after 10.30 a.m.
31. **Voting through electronic means**
- I. (A) The Company will provide to its members the facility to vote on the resolutions proposed to be considered at the 54th AGM by electronic means and the business may be transacted through such voting with services provided by National Securities Depository Limited (NSDL).
- (B) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the AGM and the members attending the Meeting who have not already cast their vote from a place other than the venue of the AGM by using the said electronic voting system (such voting hereinafter referred to as “remote e-voting”) shall be able to exercise their voting right at the Meeting.
- (C) The members who would have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- II. The process and manner for remote e-voting are as under:

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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 amobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 101456 then user ID is 101456001***

5. Your password details 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 in your mailbox. Open the email and open the attachment i.e. a .pdf file namely MSTC e-Voting.pdf. 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, your 'initial password' is communicated to you on your postal address.

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in activestatus.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- III. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com. In case of any grievance related to voting by electronic means, you may please contact Mr. Amit Vishal, Senior Manager, NSDL / Ms. Pallavi Mhatre, Asst. Manager, NSDL at 022 – 2499 4360 / 022 – 2499 4545 and send an email to evoting@nsdl.co.in
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending the future communication(s).
- V. The voting rights of shareholders shall be in proportion to their shares on the paid up equity share capital of the Company as on the **cut-off date i.e.18th September,2019**.
- VI. 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 etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to Saumayo Jyoti Seal at seal.saumayo@gmail.com with a copy marked to evoting@nsdl.co.in.
- VII. 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.
- VIII. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as on the cut-off date may obtain the log in ID and password by sending a request at evoting@nsdl.co.in and cosec@mstcindia.co.in. However if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com.
- IX. The remote e-voting period commences on 21st September 2019 (at 9.00 AM IST) and ends on 24th September 2019 (at 5.00 PM IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the shareholder shall not be allowed to change it subsequently or cast his vote again.
- X. Pursuant to the provisions of Section 108 of the Act read with rules made thereof Mr. Saumayo Jyoti Seal, Practising Company Secretary (Membership no. FCS9766) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit, not later than forty eight hours of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- XII. The Results shall be declared forthwith upon receipt of the Scrutinizer’s Report. The Results declared along with the Scrutinizer’s Report shall be displayed at the Registered Office of the Company at 225-C A.J.C. Bose Road, Kolkata-700 020 and posted on the Company’s website www.mstcindia.com and on the website of NSDL immediately after their declaration by the Chairman and communicated to the Stock Exchanges where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 101(1) & 102(2) OF THE COMPANIES ACT, 2013

Item No.4: To appoint Shri Subrata Sarkar (DIN: 08290021), as Director (Finance)

Pursuant to section 161 of the Companies Act, 2013, the Board of Directors has appointed Shri Subrata Sarkar [DIN: 08290021] as an Additional Director, designated as Director (Finance) and CFO of the company with effect from 1st December, 2018. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Shri Subrata Sarkar for the office of Director (Finance). The Company has received from Subrata Sarkar: (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri Subrata Sarkar as Director (Finance) of the Company from 1st December, 2018 upto a period of five years with effect from the date of his assumption of charge of the post or till the date of his superannuation, or until further orders from the Ministry of Steel, whichever is the earliest and his period of office shall be subject to retire by rotation and other terms and conditions as contained in letter no. F. No. 8/2/2017-BLA dated 20th August, 2018 received from Ministry of Steel, Government of India.

No Director, Key Managerial Personnel or their relatives, except Shri Subrata Sarkar to whom the resolution relates, is interested or concerned financially or otherwise in the resolution.

The Board recommends the ordinary resolution as set forth in Item no.4 for the approval of the members.

Item No.5: To appoint Smt. Aparna Chaturvedi (DIN: 00028647), as an Independent Director

Administrative Ministry has vide its letter no. 10/2015- BLA (Vol-III) (Pt.) dated 14th December, 2018 appointed Smt. Aparna Chaturvedi (DIN: 00028647) as Non-Official Independent Director of the Company for a period of three years from the date of her appointment or until further orders whichever is earlier. The Board of directors in its 285th meeting held on 11th January, 2019 appointed her as an Additional Non official Independent Director, not liable to retire by rotation for a period of three years with effect from the date of her appointment or until further orders whichever is earlier.

Appointment of Smt. Aparna Chaturvedi has also been recommended by the Nomination and Remuneration Committee of the Company. The Company has received from her (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 as well as declaration under section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Smt. Aparna Chaturvedi as an Independent Director of the Company in terms of the letter no. 10/2015- BLA (Vol-III) (Pt.) dated 14th December, 2018 received from the administrative ministry.

No Director, Key Managerial Personnel or their relatives, except Smt. Aparna Chaturvedi to whom the resolution relates, is interested or concerned financially or otherwise in the resolution.

The Board of Directors considered that in view of the background and experience of Smt. Aparna Chaturvedi, it would be in the interest of the company to appoint her as an Independent Director of the Company.

The Board recommends the ordinary resolution set forth in Item no.5 for the approval of the members.

Item No.6: To maintain Company's Register of Members etc at the office of Registrar and Share Transfer Agent at New Delhi in addition to the same being maintained at the Registered Office of the Company

The Board of Directors in its meeting held on 3rd May, 2019 appointed Alankit Assignments Limited, New Delhi as Registrar and Share Transfer Agent of the Company for one year.

Accordingly, it was proposed to keep the Register of Members together with the Index of Members, and other security holders, if any, together with the Index of Debenture Holders and other security holders, if any, under section 88 of the Companies Act, 2013 (the Act) and copies of the Annual Return under section 92 of the Act at the office premises of the Company's Registrar and Share Transfer Agents viz. Alankit Assignments Limited at 205 – 208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 and at such places within New Delhi where M/s Alankit Assignments Limited may have their office from time to time and/or at the Registered Office of the Company at 225-C, A.J.C. Bose Road, Kolkata-700020.

Pursuant to the provisions of Section 94 of the Act the approval of the Members by way of Special Resolution was required, for keeping the Register of Members together with Index of Members, Register of Debenture Holders and other security holders, if any, together with Index of Debenture Holders and other security holders, if any and copies of the Annual Return at a place in India other than the Registered Office of the Company in which more than one-tenth of the total number of Members entered in the Register of Members reside.

None of the Directors or KMP or their relatives are interested in resolution.

The Board therefore, recommends the Special Resolution set forth in Item no.6 for the approval of the members.

Registered Office:
225-C, A.J.C. Bose Road,
Kolkata – 700020
Place: Kolkata
Date :17th July, 2019

By Order of the Board of Directors
Sd/-
(Ajay Kumar Rai)
Company Secretary
(FCS-5627)

Brief Profile of Directors seeking appointment in the 54th AGM

Particulars	Name of Directors		
	Shri Bam Bahadur Singh	Shri Subrata Sarkar	Smt. Aparna Chaturvedi
DIN	03212787	08290021	00028647
Date of Birth	11/11/1959	04/04/1970	25/08/1958
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	28/04/2010	01/12/2018	14/12/2018
Qualification	B.Sc (Engineering), MBA	B.Sc, ACA	B.Sc, MBA
List of Directorships held in other companies	1. Mahindra MSTC Recycling Private Limited 2. Ferro Scrap Nigam Limited	1. Mahindra MSTC Recycling Private Limited	1. IFCI Financial Services Ltd. 2. Ferro Scrap Nigam Limited
Chairman or membership of other committees in MSTC Ltd.	NA	1. Stakeholder's Relationship Committee - Member 2. Corporate Social Responsibility Committee - Member	Audit Committee – Member

PROXY FORM (MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L27320WB1964GOI026211
Name of the Company:	MSTC Limited
Registered Office:	225C, A.J.C Bose Road, Kolkata- 700020
Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No./Client Id & DP. Id:	

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint

1	Name:	Address:	
	E-mail Id:	Signature	Or failing him
2	Name:	Address:	
	E-mail Id:	Signature	Or failing him
3	Name:	Address:	
	E-mail Id:	Signature	Or failing him

and whose signature are appended above as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5 4th Annual General Meeting to be held on **Wednesday, September 25, 2019, at 11:00 A.M. at Hall no.6, (Auditorium at level 1), Biswa Bangla Convention Centre, Biswa Bangla Sarani, DG Block, New Town, Action Area-1, Kolkata-700 0156** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Particulars	In Favour	Against
1	To consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated along with the comments of the Comptroller & Auditor General of India on the Accounts of the Company for the Financial year ended 31 st March, 2019 and the reports of the Auditors and the Board of Directors thereon.		
2	To re-appoint Shri B. B. Singh (DIN: 03212787), as Director liable to retire by rotation.		
3.	To authorize Board of Directors of the Company to fix the remuneration of the Auditors.		
4.	To appoint Shri. Subrata Sarkar (DIN: 08290021), as a Whole Time Director (Finance).		
5.	To appoint Smt. Aparna Chaturvedi(DIN: 00028647), as an Independent Director.		
6.	To maintain Company's Register of Members etc. at the office of Registrar and Share Transfer Agent at New Delhi in addition to the same being maintained at the registered office of the Company.		

Signed this _____ day of _____ 2019.
 Signature of shareholder: _____
 Signature of Proxy holder(s) _____

Affix
Revenue
Stamp.

Note: This form of proxy in order to be effective should be duly filled, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

