

July 12, 2022

To,  
The Manager - CRD  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort, Mumbai - 400001.

**Ref.:** Scrip Code - 514197

Dear Madam/Sir,

Sub: Notice of the 38<sup>th</sup> Annual General Meeting (AGM) of the Company for FY 2021-22

We forward herewith the Notice of the 38<sup>th</sup> AGM of the Company scheduled to be held on Friday, August 5, 2022 at 12 p.m. (1ST) at the Registered Office of the company. The said Notice forms part of the Integrated Annual Report and Annual Accounts of the Company for the Financial Year 2021-22.

The Notice of the AGM forming part of the Annual Report is also available on the website of the Company at [www.stcl.co.in](http://www.stcl.co.in).

This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Please take the same on record.

Thanking You.

For **S & T Corporation**



**Kinjal Parkhiya**  
Company Secretary

**S & T Corporation Limited**  
**CIN No. L51900MH1984PLC033178**  
**THIRTY EIGHTH ANNUAL GENERAL MEETING**

**NOTICE**

To,  
All the Shareholders,

**NOTICE** is hereby given that 38<sup>th</sup> Annual General Meeting of S & T Corporation Limited (“the Company”) be and is hereby convened on Friday, August 5, 2022 at 12:00 noon at the registered office of the company to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements i.e. Balance sheet, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on March 31, 2022 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Trishna Savai who retires by rotation and, being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

3. To appoint Statutory Auditors and to determine their remuneration. For this purpose, to consider and if deemed fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the Sub-section Section 139 and 142 of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions of the Companies Act, 2013, JPMK and Company, Chartered Accountants (Firm Registration No.124193W) be and is hereby appointed as the statutory auditors of the Company, to hold office for a terms of five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2027.

**RESOLVED FURTHER THAT** approval be and is hereby accorded for payment of statutory audit fees of as decided by the Board of Directors plus reimbursement of out of pocket expenses and applicable taxes to JPMK And Company, Chartered Accountants, for the year 2022-23 and the Board of Directors of the Company be and is hereby authorised to increase and pay such statutory audit fees as recommended by the Audit Committee as they deem fit for the remaining tenure of their appointment.”

4. To Approve Related Party Transactions u/s 186 & 188 (Investments& loans to Partnership Firms)
5. Change of Object Clause of the Memorandum of Association of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration object clause of Memorandum of Association of the Company, by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (A) – ‘Main Objects’ with Clause III (B) – ‘Objects Incidental or Ancillary to the attainment of the Main Objects’ and consequently changing the object numbering as may be appropriate.

**RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the Clause III (A) of the Memorandum of Association of the Company, be replaced as under:

1. To carry on the business in India or abroad, as civil contractor, infrastructure development contractors and engineers and civil engineers, electrical engineers , mechanical engineers, architects, interior decorators, consultants and to construct, acquire, develop, establish, consult, provide, maintain, administer, or otherwise undertake contract for any type of civil construction , infrastructure development works mining operations, road construction erection, lay out , repair, demolition of work of highway, subway, underground tunnels, runways, flyovers, bridges, freeways, reclamations, buildings, apartments, reservoirs, gardens, recreation facilities, power transmission lines, factory sites, RCC systems, drainage sewage systems, air field in India and/or abroad under various schemes such as Build Operate and Transfer, Build Operate Lease and Transfer(BOLT) and Build Operate Own and Transfer (BOOT) and to construct , sell, lease, license, sublet, mortgage, exchange, transfer, or otherwise dispose of /or residential offices, industrial institutional or commercial or developers of housing schemes, townships, holiday homes, resorts, hotels, motels, auditoriums and maintaining and rehabilitation of all types of structures, flats, houses, factories, shopping complexes, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial and educational purposes.
2. To do the business to acquire build, construct, alter, maintain, enlarge pull down, remove or replace and to work, manage and control any buildings, offices, factories workshops, machinery engines for business.
3. To do the business of trading of architectural fittings, architectural panels, doors, windows, or staircase fittings, domestics or industrial furniture, grills, gates, or any other fabricated material used in construction of buildings. These may be made from steel, anodised or unanodised aluminum, wood, sponge, plastic, rubber or other material.
4. To enter into contracts, agreements and arrangements with any other company, licenses, persons, firms, trust, or any other party whether in India and abroad for the carrying out

by such other company or party on behalf of the company of any of the objects for which the company is founded..

5. To enter into any arrangement with any state or the Union Government or Authority, Municipal or Local Authorities or other persons or firms or otherwise that may seem conducive to the attainment of the company's objects or any of them and to apply for and to obtain or to purchase or otherwise acquire from any such Government, Municipal or Local authorities or other persons of firms all monopolies, right, concession, license, grants, decrees, sanctions powers and privileges whatsoever which the company may think beneficial or desirable to obtain and to carry out exercise and comply with any such arrangements, right, privileges and concession for the benefit of this company.
6. To acquire by purchase, lease, or concession, grant, license, or otherwise such lands, buildings, water- works, plant, machinery, stock-in-trade, stores, rights, privileges, easements, and other property as may from time to time be deemed necessary for carrying on of the business of the company, and to build or erect upon any land of the company, howsoever acquired such factories, workshops, warehouses, offices, residences, and other buildings, and to erect such machinery and construct such roadways, tramways, bridges, reservoirs, water courses, hydraulic works, and other works and conveniences as may be deemed necessary for the purpose of the company and to hold any property either in India or abroad.
7. To carry on the business, namely spinners, doublers, combers, scourers, weavers, knitters finishers, bleachers, dyers and printers and manufacturers of yarn textiles fabrics whether made from cotton, wool, silk, raw silk, nylon, terylene and any other natural, synthetic, man-made or fibrous substance or material whether natural, pure or mixed or blended with one another or otherwise and whether woven or non-woven and of buying, selling, importing, exporting and dealing in yarn cloth, fabrics, linen and other goods and merchandise made therefrom and generally to carry on the business of cloth, textile, linen and fabric merchant, bleachers, dyers, makers of vitriol bleaching and dyeing materials, and also to manufacture and deal in synthetics fibers other man-made fibers, natural fibers and fibers products.
8. To gin, press, pack or clean cotton, wool, hemp, jute or other substances by steam or motive powers, as may be required in connection with the objects of the company.
9. To carry on the business of furriers, haberdashers, hosiers, manufacturers, importers and wholesale and retail dealers of and in textile fabrics of all kinds, milliners, dress-makers, tailors, batters, clothiers, glovers, lace manufacturers and feather dressers.
10. To carry on the business or businesses of import and export of spinning, weaving, combing, manufacturing, darning, preparing, packing, bleaching dyeing, colouring, processing, finishing, selling, and buying or dealing in cotton, staple, silk, and other fibrous and synthetic substances including waste and raw wool tops.

11. To aid, assist and finance any industrial undertakings, projects, enterprises whether owned or run by Government of Maharashtra or any other State or/and Centre Government, firm or individual for extension of its work and business.

6. Adoption of Articles of Association as per the provisions of the Companies Act, 2013

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

**“RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. To increase limit of Borrowings upto Rs.250 Crore under Section 180(1)(c) of Companies Act, 2013

To consider and if thought fit to pass the below resolution with or without modifications as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may, at its discretion deem necessary or desirable for giving effect to the above resolution.”

8. To increase limit of Inter corporate loans, investment, guarantee or security uptoRs.250 Crore under Section 186 of Companies Act, 2013

To consider and if thought fit to pass the below resolution with or without modifications as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, if any, the Board of Directors of the Company be and is hereby authorized:

- i. to make loan or loans from time to time on such terms and conditions as it may deem expedient, to any person or bodies corporate;
- ii. to give on behalf of the company, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by, any body corporate; and
- iii. to acquire by way of subscription, purchase or otherwise the securities of any other body corporate; and for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investment, loan, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid up share capital and free reserves, or hundred percent of its free reserves, whichever is more but not exceeding Rs. 250 (Rupees Two Hundred and Fifty Crore Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may, at its discretion deem necessary or desirable for giving effect to the above resolution.”

By the order of the Board of Directors  
For **S&T Corporation Limited**

Mumbai  
June 18, 2022

Sd/-  
**Kinjal Parkhiya**  
Membership No. A62945  
Company Secretary  
and Compliance Officer

## Notes:

1. The Annual General Meeting will be held at the said venue by strictly adhering to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. 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 a proxy for any other person or a Member.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote
5. Register of Members & Share Transfer Books of the Company Will Be Closed from July 30, 2022 to August 5, 2022 (Both Days Inclusive).
6. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting
7. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Registered Office at S & T Corporation Limited, 195, Walkeshwar Road, Teen Batti, Mumbai - 400 006. On all working days of the Company, between 10.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
8. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Shareholders holding shares in electronic form are, therefore requested to submit PAN to their Depository Participant with whom they are maintaining their Demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.

9. Members holding shares of the Company as on Tuesday, July 28, 2022 (“Cut off date”), shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
10. Particulars of JPMK AND COMPANY, statutory auditors seeking appointment are annexed with the Notice.
11. Members holding shares in dematerialized form are requested to register their email address with their depository participant and members holding shares in physical form are requested to register their email address with the company.
12. Members may also note that the notice of AGM and Annual Report will be available on the Company's Website for Download. pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information/brief profiles about the Directors proposed to be re-appointed at the AGM are given in the Annexure to this Notice. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company atleast 7 days before the AGM to enable the Company to keep the information ready at the AGM
13. Members are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report at the AGM.

The Notice of the AGM along with the Annual Report for Annual Report 2021-22 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. To support the ‘Green Initiative’, the Members who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email addresses with the Registrar & Transfer Agent of the Company.

14. The Board of Directors of the Company (“Board”) has appointed Ms. Amruta Giradkar, Practicing Company Secretaries (Membership No. A48693) as the Scrutinizer (“Scrutinizer”), for conducting the voting process in a fair and transparent manner.

## **15. E-VOTING PROCESS**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the 38th Annual General Meeting by electronic means and business may be transacted through e-voting services provided by Link In Time. It is hereby clarified that it is not mandatory for a member to vote using the E- voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below.



Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable evoting to all the demat account holders, 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 ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

**The remote e- voting facility will be available during the following voting period:**

<b>Commencement of remote e- voting</b>	<b>End of remote e- voting</b>
<b>Monday, August 01, 2022, 9.00 AM</b>	<b>Thursday, August 04, 2022 till 5 AM</b>

### **Remote e-Voting Instructions for shareholders:**

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As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. 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 name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.

2. 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>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.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 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
  3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://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 provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. 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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
  - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
  - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

  - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter).
  - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register

themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43.

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

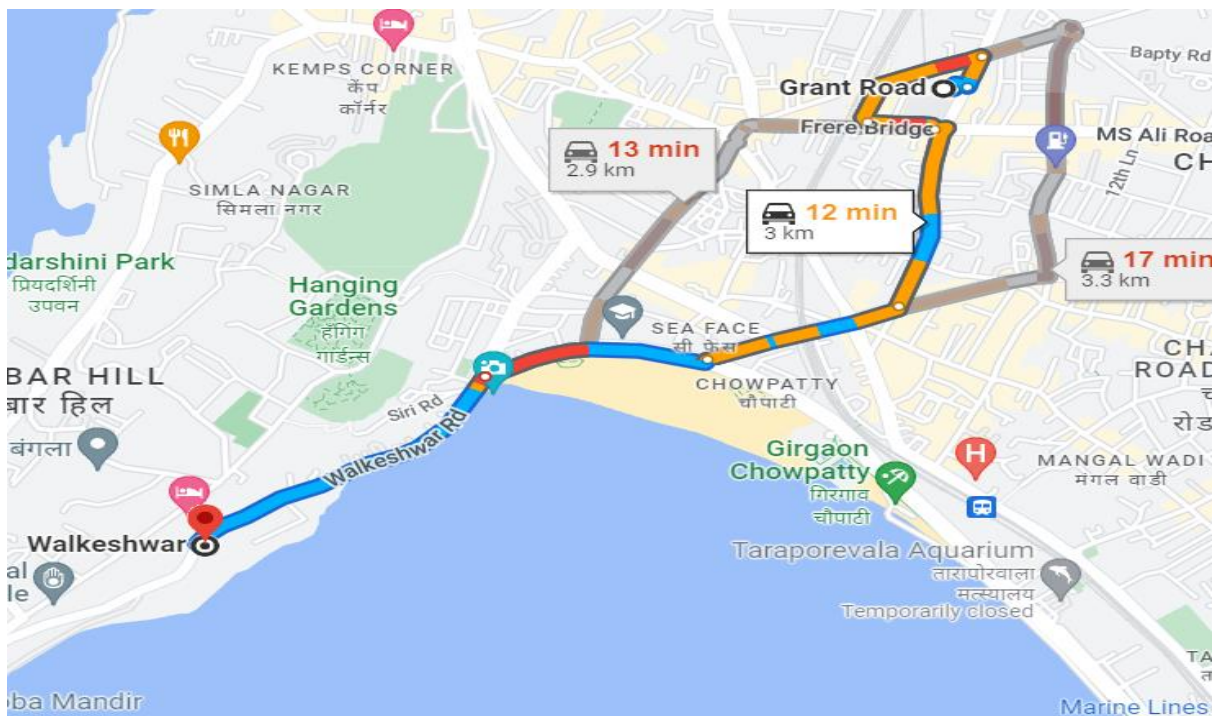
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

By the order of the Board of Directors  
For **S&T Corporation Limited**

Mumbai  
June 18, 2022

Sd/-  
**Kinjal Parkhiya**  
Membership No. A62945  
Company Secretary and  
Compliance Officer

**Road Map**



## ANNEXURE TO THE NOTICE

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT,2013 IS GIVEN BELOW.**

### ITEM NO. 2

Details of additional Directors/Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting of the Company.

Name of the Director	Ms. Trishna Savai
Working experience/ Brief Resume	8 years
Date of Birth	2 June 1993
Date of Appointment/ re-appointment	April 25, 2015
Qualifications	Master in Luxury Brand Management from UK & Diploma in Leadership & Strategic Management (London)
Expertise in specific functional areas	Strategic Management
List of other than Indian Public Limited Companies in which Directorship held as on 31-03-2022	Nil
Committee membership in other companies	Nil
Shareholding in the company as on 31.03.2022	7,92,500
Inter-se relationship	Promotor

### ITEM NO. 3

Details of Statutory Auditors seeking Appointment at the forthcoming Annual General Meeting of the Company

Name of the Statutory Auditors	JPMK AND COMPANY
Partner	CA. Pankaj M Jain
Office Address	A-601, Kedarnath Apartment CHS, Overipada, Dahisar (East) Mumbai-400068 INDIA
Mobile No.	+91-9870980078
Email	pmj@vageriya.com
Website	www.vageriya.com
Firm Registration No.	124193W
Membership No. (Partner)	155845

### ITEM NO. 5

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the Clause III “ Main Object” of MOA of the Company by replacing appropriate and relevant Objects under Clause III (A) – ‘Main

Objects’ with Clause III (B) – ‘Objects Incidental or Ancillary to the attainment of the Main Objects’ .

The Board at its meeting held on 18 June, 2022 has approved alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of Annual General Meeting. The aforesaid documents are also available for inspection at the AGM.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

#### **ITEM NO.6**

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. Substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares.

The Board at its meeting held on 18 June, 2022 has approved alteration of the AOA of the Company and the Board now seek Members’ approval for the same.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members. A copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

#### **ITEM NO.7**

Section 180(1)(c) of the Companies Act, 2013 requires the consent of the Members in the General Meeting for authorising the Board of Directors to borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital and free reserves. Taking into account the future finance requirements for growth plans and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs, a resolution is proposed providing that, in addition to the Company's existing borrowings, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding 100 crores.

Hence the members are requested to accord their approval for revising the borrowing power limit of the Board upto 250 crores. With the view to help the Board of Directors to take quick decisions for funding the future projects of the Company, it is recommended to increase the borrowing powers of the Board of Directors to Rs. 250 Crores (Rupees Two Hundred & Fifty Crores Only). The Board recommends the resolution set forth for approval of the members. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

#### **ITEM NO. 8**

The Company is associated with several bodies corporate by way of participation in their equity share capital and management. By virtue of such association, the company is sometimes called upon to assist these bodies corporate by way of giving loans/guarantees or providing securities in connection with loans made by any other person to such bodies corporate. Your directors consider that it is in the interest of the company to give such loans/guarantee and/or provide such securities. In the course of the business of the Company, it may also be necessary to make investments in the shares of other bodies corporate which may exceed the limits set out in Section 186 of the Companies Act, 2013. It may not be possible for the company to obtain permission of the shareholders every time such transaction take place, especially in view of the time factor involved. It is therefore, proposed to obtain a general sanction from the shareholders of the company in this behalf by means of a special resolution.

Section 186 of the Companies Act, 2013 provides that where the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, alongwith the investment, loan, guarantee or security proposed to be made exceeds the 60% of aggregate of paid up share capital and free reserves, or 100% of free reserves, whichever is more, no such investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorized by a special resolution passed in a general meeting. However, the amount of investments so far made, the amount of loan so far given, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investment, loan, guarantee or security proposed to be made or given by the Board shall not exceed Rs. 250 Crore.

Members are, therefore, requested to approve the special resolution set out above. Any Director or key managerial person of the company or their relatives may be deemed to be interested or concerned in this resolution to the extent that he may be a Director or member of the body corporate or bodies corporate which may be connected with the company in the manner aforesaid.



By the order of the Board of Directors  
For **S&T Corporation Limited**

Mumbai  
June 18, 2022

Sd/-  
**Kinjal Parkhiya**  
**Membership No. A62945**  
Company Secretary and  
Compliance Officer

S & T CORPORATION LIMITED (CIN- L51900MH1984PLC033178)

Registered Office: 195, Walkeshwar Road, Teen Batti,

Mumbai -400006, Maharashtra, India

Tel: +91-22-23635386/87/88,

Email: [stclfood@gmail.com](mailto:stclfood@gmail.com) Website: [www.stcl.co.in](http://www.stcl.co.in)

PROXY FORM (Form MGT – 11)

{Pursuant to section 105(6) of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rule, 2014}

Name of the Member(s) : \_\_\_\_\_

Registered

address: \_\_\_\_\_

Email Id : \_\_\_\_\_

Folio No. /Client ID No : \_\_\_\_\_ DP ID No: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of S & T Corporation Ltd, hereby appoint

Name: \_\_\_\_\_ Email ID: \_\_\_\_\_

Address: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him

Name: \_\_\_\_\_ Email ID: \_\_\_\_\_

Address: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him

Name: \_\_\_\_\_ Email ID: \_\_\_\_\_

Address: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on poll) for me/us an on my /our behalf at the 38th Annual General Meeting of the Company to be held on Friday, August 05, 2022 at 195, Walkeshwar Road, Teen Batti, Mumbai – 400006 at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.	Resolution	For	Against
01.	To receive, consider and adopt the Audited Financial Statements i.e. Balance sheet as at and the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on March 31, 2022 and the Reports of the Directors and Auditors thereon.		
02.	To appoint a Director in place of Ms. Trishna Savai who retires by rotation and being eligible, offers herself for re-appointment.		
03.	To appoint Statutory Auditors and to determine their remuneration. For this purpose, to consider and if deemed fit, to pass, with or without modification,		
04.	To approve Related Party Transactions u/s 186 & 188 (Investments& loans to Partnership Firms)		
05.	Change of Object Clause of the Memorandum of Association of the Company.		

06.	Adoption of Articles of Association as per the provisions of the Companies Act, 2013.		
07.	To increase limit of Borrowings upto Rs.250 Crore under Section 180(1)(c) of Companies Act, 2013		
08.	To increase limit of Inter corporate loans, investment, guarantee or security uptoRs.250 Crore under Section 186 of Companies Act, 2013.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder (s)

Affix revenue stamp
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**NOTE:**

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of meeting.
- Those members who have multiple folios with different joint holders may use copies of this attendance slip/proxy.

S & T CORPORATION LIMITED (CIN- L51900MH1984PLC033178)

Registered Office: 195, Walkeshwar Road, Teen Batti,

Mumbai -400006, Maharashtra, India

Tel: +91-22-23635386/87/88,

Email: [stclfood@gmail.com](mailto:stclfood@gmail.com) Website: [www.stcl.co.in](http://www.stcl.co.in)

ATTENDANCE SLIP (to be presented at the entrance)

38th Annual General Meeting – Friday August 05, 2022 at 12:00 pm at 195, Walkeshwar Road, Teen Batti, Mumbai – 400006 Maharashtra India.

Folio No. \_\_\_\_\_ DPID. \_\_\_\_\_ ClienNo. \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Name of the member

\_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy Holder \_\_\_\_\_

Signature \_\_\_\_\_

Only Member/Proxy holder can attend the meeting.

Member/proxy holder should bring his/her copy of Annual Report for reference at the Meeting