



दि स्टेट ट्रेडिंग कॉर्पोरेशन ऑफ़ इंडिया लिमिटेड
(भारत सरकार का उद्यम)
THE STATE TRADING CORPORATION OF INDIA LTD.
(A Govt. of India Enterprise)

STC/BS&P/BS/10082/2017/STEX

04th September, 2017

BSE Limited Listing Dept./Dept. of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400001 Scrip Code: 512531	National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot No. C/1, G Block Bandra- Kurla Complex, Bandra (EAST) Mumbai-400051 Scrip Code: STCINDIA-EQ
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Dear Sir/Madam,

Sub: Notice of 61st Annual General Meeting and Closure of Register of Members and Share Transfer Books

Pursuant to provisions of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed Notice of 61st Annual General Meeting of the Members of the Company to be held on **Tuesday, the 26th September, 2017 at 4:00 P.M. at Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001**

Pursuant to the provision of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Register of Members and Share Transfer Books of the Company will remain closed from, Tuesday, 19th September, 2017 to Tuesday, 26th September, 2017 (both days inclusive) for the purpose of Annual General Meeting.

Further, in compliance with provision of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended from time to time, the Company is providing Remote E-voting facility to all shareholders of the Company in respect of all the items to be transacted at the said AGM. The cut- off date for the purpose of determining the voting rights of shareholders of the Company, holding share either in physical form or in dematerialized form is 19th September 2017. The remote e-voting period will commence on Saturday, 23rd September, 2017 (09:00 A.M.) and end on Monday, 25th September, 2017 (05:00 P.M.).

Thanking You,

Yours sincerely,


(Ritu Arora)

Company Secretary
FCS 5270

Encl: a/a

पंजीकृत कार्यालय: जवाहर व्यापार भवन, टॉलस्टॉय मार्ग, नई दिल्ली – 110001 / Regd. Office : Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi – 110001

कॉर्पोरेट पहचान संख्या / Corporate Identity No.: L74899DL1956GOI002674

दूरभाष / Telephone : 011- 23313177, ई-मेल/ E-mail : co@stclimited.co.in वेबसाइट/ website: www.stclimited.co.in



THE STATE TRADING CORPORATION OF INDIA LIMITED

CIN: L74899DL1956GOI002674

Regd. Office: Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001

Website: www.stclimited.co.in, email : co@stclimited.co.in

Telephone : 011-23313177, Fax : 011- 23701123/23701191

NOTICE

Notice is hereby given that the 61st Annual General Meeting of The State Trading Corporation of India Limited will be held on Tuesday, the 26th September, 2017 at 4:00 P.M. at the Registered Office of the Corporation at Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001, to transact the following business:

Ordinary Businesses:

1. To receive, consider and adopt the Standalone & Consolidated Audited Financial Statement, containing Balance Sheet as at March 31, 2017, Profit & Loss Account and Cash Flow Statement of the Corporation, for the year ended March 31, 2017 together with the Report of the Board, Reports & Comments of the Auditors and Comptroller & Auditor General of India thereon and reply of the management thereto.
2. To appoint a Director in place of Shri Jitendra Kumar Dadoo (holding DIN 02481702), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Rajiv Chopra (holding DIN 06466326), who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize Board of Directors of the Company to fix the remuneration of the Statutory / Branch Auditor(s) of the Company and to pass the following resolution, with or without modification(s), as an Ordinary Resolution :

"RESOLVED THAT in terms of the provisions of Section 139(5) read with Section 142(1) of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory/Branch Auditors of the Company appointed by Comptroller and Auditor General of India for the financial year 2017-18, as may be deemed fit by the Board."

Special Businesses:

5. 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 152, 160 and other applicable provisions if any of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 79 of Articles of Association of the Company; Dr. Inderjit Singh, (holding DIN: 02721073) who was appointed by the Government of India vide its Order dated November 02, 2016 and subsequently appointed as Additional Director, part-time Official Director (Government Nominee) by the Board of Directors with effect from November 10, 2016 to hold office upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms, conditions and tenure as may be determined by the Government of India from time to time."

6. 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, 152, 160 and other applicable provisions if any of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 79 of Articles of Association of the Company, Dr. Amitabh Rajan (holding DIN: 05299866) who was appointed as part time non-official Director (Independent Director) by the Government of India, vide its Order dated January 27, 2017 and subsequently appointed as Additional Director by the Board of Directors with effect from February 14, 2017 to hold office upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation on such terms, conditions and tenure as may be determined by the Government of India from time to time."
7. 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, 152, 160 and other applicable provisions if any of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 79 of Articles of Association of the Company, Shri Mohan Lal Pareek (holding DIN: 00027693) who was appointed as part time non-official Director (Independent Director) by the Government of India, vide its Order dated January 27, 2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from February 14, 2017 to hold office upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation on such terms, conditions and tenure as may be determined by the Government of India from time to time."
8. 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, 152, 160 and other applicable provisions if any of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 79 of Articles of Association of the Company, Ms. Bharathi Magdhum (holding DIN: 07775091) who was appointed as part time non-official Director (Independent Director) by the Government of India, vide its Order dated January 27, 2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from March 24, 2017 to hold office upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation on such terms, conditions and tenure as may be determined by the Government of India from time to time."
9. 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, 152, 160 and other applicable provisions if any of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 79 of Articles of Association of the Company, Shri Bharatsinh Prabhatsinh Parmar (holding DIN 07781550) who was appointed as part time non-official Director (Independent Director) by the Government of India, vide its Order dated January 27, 2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from March 31, 2017 to hold office upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the

Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation on such terms, conditions and tenure as may be determined by the Government of India from time to time."

By order of the Board of Directors

Registered Office:

Jawahar Vyapar Bhawan,
Tolstoy Marg, New Delhi - 110001
Dated: 24th August, 2017

sd/-
(Ritu Arora)
Company Secretary
FCS 5270

NOTES:

1. Relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard -2 on General Meeting in respect of the Special Businesses, as set out above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS (48 HRS.) BEFORE THE TIME OF COMMENCEMENT OF THE ANNUAL GENERAL MEETING I.E. BY 4:00 P.M. ON 24th SEPTEMBER, 2017. BLANK PROXY FORM IS ENCLOSED.**
3. **PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/ AUTHORITY AS APPLICABLE.**
4. Every member entitled to vote in a meeting of the company or on any resolution to be moved thereat, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intension to inspect is given to the company.
5. Corporate Members intending to send their authorized representatives to the meeting are required to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. Brief resumes of the Directors seeking appointment/ re-appointment as mandated under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 are annexed hereto and form part of the Notice. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the rules thereunder.
7. The Register of Members and Share Transfer Books of the Company will remain closed from, Tuesday, 19th September, 2017 to Tuesday, 26th September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
8. The register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM venue.
9. The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM venue.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfer Agents of the Company - MCS Share Transfer Agents Limited (F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi- 110020; Phone No: 41406149; Fax: 41709881; email ID: admin@mcsregistrars.com) who is also the depository interface of the Company with both NSDL and CDSL.
11. The Company has designated an exclusive e-mail ID, namely, cs@stclimited.co.in to redress shareholders'/ investors' complaints/grievances. In case of any queries/ complaints or grievances, members may write at the above e-mail address.

12. Members are requested to immediately notify any change of address or updation of bank account particulars or other details to:
 - (i) their Depository Participants (DP) in respect of shares held in dematerialized form, and
 - (ii) the Company at its Registered Office or its Registrar & Transfer Agents, MCS Share Transfer Agent Limited, in respect of physical shares, if any, quoting their folio number.
13. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred `2,66,754/- and `2,63,500/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend, 2008-09 & Interim Dividend, 2009-10 on 17.11.2016 and 14.03.2017 respectively, to the Investor Education and Protection Fund of the Central Government. The Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2008-09, as on the date of the 60th Annual General Meeting (AGM) held on 29th September, 2016, on the website of the Company at www.stclimited.co.in under 'Investors Desk'. A separate reminder was sent to members having unclaimed dividends pertaining to the unclaimed Final Dividend for the year 2009-10, 2010-11, 2011-12 and 2012-13. The unpaid / unclaimed final dividend for the FY 2009-10 which is due for transfer to IEPF, should be claimed by the members before 30.10.2017 after which no claim shall lie against the Fund / Company in respect of the said amount.
14. Members, who have not encashed their dividend warrants within the validity period, may write to the Company at its Registered Office for revalidating the warrants or payment in lieu of such warrants in the form of demand draft.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrars and Share Transfer Agents.
16. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode.
17. Electronic copy of the Notice of the 61st Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 61st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
18. Members may also note that the Notice of the 61st Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.stclimited.co.in for downloading by them. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company Secretary's email id: cs@stclimited.co.in.

19. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016, Secretarial Standard on General Meeting -2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 61st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members

using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper or poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday, 23rd September, 2017 (09:00 A.M.) and ends on Monday, 25th September, 2017 (05:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting is as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants]:

- (i) Open email and open PDF file viz; "STC India remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "REVEN" of The State Trading Corporation of India Limited.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 rastogifcs3@gmail.com or cs@stclimited.co.in with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided at the top portion of the Attendance Slip for the AGM
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. 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 future communication(s).

- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e. 19th September, 2017, may obtain the login ID and password by sending a request at voting@nsdl.co.in or cs@stclimited.co.in or RTA. 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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Praveen Rastogi, Prop. M/s Praveen Rastogi & Co. Practicing Company Secretary, (PCS Membership No.2883) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, 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 and declare the result of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.stclimited.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and the National Stock Exchange of India Limited.
20. All documents referred to in this Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.30 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
21. Members desirous of obtaining any information/ clarification(s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of the meeting to Company Secretary at the Registered Office of the Company, so that the same may be attended to appropriately.
22. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares in individual name are advised to avail the nomination facility by filing form No. SH-13 in their own interest. Blank forms can be had from the Registrar and Share Transfer Agent or from the office of the Company on request. Members holding shares in dematerialised form may contact their respective DPs for registration of nomination.
23. Members holding physical shares in multiple folios in identical names are requested to send their share certificates to Company's Registrar and Share Transfer Agents for consolidation.
24. Pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, the Auditors of a Government Company are appointed or re-appointed by the Comptroller and Auditor General (C&AG) of India and their remuneration is to be fixed by the Company in the Annual General Meeting. The members may authorize the Board to fix up an appropriate remuneration of Auditors for the year 2016-17.

25. Members are requested to:-

- (i) bring their copies of Annual Report and Attendance Slip duly completed and signed at the meeting.
 - (ii) quote their Folio/DP & Client Identification No. in all correspondence with the Company/Registrar & Share Transfer Agents.
 - (iii) note that the attendance slip/proxy form should be signed as per the specimen signature registered with MCS Share Transfer Agents Limited, the Registrar & Transfer Agent (RTA)/Depository Participant (DP).
 - (iv) deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Hall will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.
 - (v) note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - (vi) not bring brief case, bags, eatables, cell phones etc. as they are prohibited inside the meeting hall for security reasons.
 - (vii) note that no gifts/coupons will be distributed at the meeting.
26. Shareholders holding shares in physical form are invited to contribute to the cause of Green initiative by registering their e-mail ID by submitting E-COMMUNICATION REGISTRATION FORM inserted in the annual report.
27. None of the Directors of the Company is any way related with each other or other Key Managerial Personnel of the Company.
28. Route map to the venue of the Annual General Meeting is enclosed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS

ITEM NO.5

APPOINTMENT OF DR. INDER JIT SINGH AS DIRECTOR

Dr. Inder Jit Singh (holding DIN 02721073), Additional Secretary, Department of Commerce, (DoC), was appointed as part time Official Director of the Company by the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide its Order No. 11/36/2001, FT (M & O) dated November 02, 2016 and was subsequently appointed as an Additional Director, part-time Official Director (Government Nominee) with effect from November 10, 2016 to hold office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received a notice in writing from a member signifying the intention to propose Dr. Inder Jit Singh for the office of the Director of the Company. Dr. Inder Jit Singh, if appointed shall be liable to retire by rotation. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 describing his brief resume, inter-alia giving nature of expertise, shareholding in the Company, other Directorship, Membership / Chairmanship of the Committees and other particulars are provided in the Annexure which forms part of this notice.

The Directors other than Dr. Inder Jit Singh or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval by the shareholders.

ITEM NO.6

APPOINTMENT OF DR. AMITABH RAJAN AS AN INDEPENDENT DIRECTOR

Dr. Amitabh Rajan (holding DIN: 05299866), was appointed as a part time non-official Director (Independent Director) of the Company by the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide its Order No.14/13/97-FT (ST) dated 27th January, 2017 for a period of three years from the date of issue of this order, or until further orders, whichever is earlier and consequently was appointed as an Additional Director by the Board of Directors with effect from February 14, 2017 to hold office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received a notice in writing from a member signifying the intention to propose him for the office of the Independent Director of the Company. Dr. Amitabh Rajan, if appointed shall not be liable to retire by rotation. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Dr. Amitabh Rajan has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Dr. Amitabh Rajan fulfills the conditions specified in the Companies Act, 2013, rules made there under and Secretarial Standard for his appointment as an independent Director of the Company and his appointment would bring immense experience to the Board.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 describing his brief resume, inter-alia giving nature of expertise, shareholding in the Company, other Directorship, Membership / Chairmanship of the Committees and other particulars are provided in the Annexure which forms part of this notice.

The Directors other than Dr. Amitabh Rajan or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 6 for approval by the shareholders.

ITEM NO.7

APPOINTMENT OF SHRI MOHAN LAL PAREEK AS AN INDEPENDENT DIRECTOR

Shri Mohan Lal Pareek (holding DIN: 00027693), was appointed as a part-time non official Director (Independent Director) of the Company by the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide its Order No.14/13/97-FT(ST) dated 27th January, 2017 for a period of three years from the date of issue of this order, or until further orders, whichever is earlier. Subsequently, he was appointed as an Additional Director by the Board of Directors with effect from February 14, 2017 to hold office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received a notice in writing from a member signifying the intention to propose him for the office as an Independent Director of the Company. Shri Mohan Lal Pareek, if appointed, shall not be liable to retire by rotation. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Shri Mohan Lal Pareek has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Shri Mohan Lal Pareek fulfills the conditions specified in the Companies Act, 2013, rules made thereunder and Secretarial Standard for his appointment as an independent Director of the Company and his appointment would bring immense experience to the Board.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 describing his brief resume, inter-alia giving nature of expertise, shareholding in the Company, other Directorship, Membership / Chairmanship of the Committees and other particulars are provided in the Annexure which forms part of this notice.

The Directors other than Shri Mohan Lal Pareek or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 7 for approval by the shareholders.

ITEM NO.8

APPOINTMENT OF MS. BHARATHI MAGDHUM AS AN INDEPENDENT DIRECTOR

Ms. Bharathi Magdhum (holding DIN: 07775091), was appointed as a part-time non official Director (Independent Director) of the Company by the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide its Order No.14/13/97-FT(ST) dated January 27, 2017 for a period of three years from the date of issue of this order, or until further orders, whichever is earlier. Subsequently, she was appointed as an Additional Director with effect from March 24, 2017 to hold office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received a notice in writing from a member signifying the intention to propose her for the office as an Independent Director

of the Company. Ms. Bharathi Magdhum, if appointed, shall not be liable to retire by rotation. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Ms. Bharathi Magdhum has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Ms. Bharathi Magdhum fulfills the conditions specified in the Companies Act, 2013, rules made there under and Secretarial Standard for his appointment as an Independent Director of the Company and her appointment would bring immense experience to the Board.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 describing her brief resume, inter-alia giving nature of expertise, shareholding in the Company, other Directorship, Membership / Chairmanship of the Committees and other particulars are provided in the Annexure which forms part of this notice.

The Directors other than Ms. Bharathi Magdhum or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 8 for approval by the shareholders.

ITEM NO.9

APPOINTMENT OF SHRI BHARATSINH PRABHATSINH PARMAR AS AN INDEPENDENT DIRECTOR

Shri Bharatsinh Prabhatsinh Parmar (holding DIN 07781550), was appointed as a part-time non official Director (Independent Director) of the Company by the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide its Order No.14/13/97-FT(ST) dated January 27, 2017 for a period of three years from the date of issue of this order, or until further orders, whichever is earlier. Subsequently, he was appointed as an Additional Director with effect from March 31, 2017 to hold office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received a notice in writing from a member signifying the intention to propose him for the office as an Independent Director of the Company. Shri Bharatsinh Prabhatsinh Parmar, if appointed, shall not be liable to retire by rotation. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Shri Bharatsinh Prabhatsinh Parmar has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Shri Bharatsinh Prabhatsinh Parmar fulfills the conditions specified in the Companies Act, 2013, rules made thereunder and Secretarial Standard for his appointment as an independent Director of the Company and his appointment would bring immense experience to the Board.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 describing his brief resume, inter-alia giving nature of expertise, shareholding in the Company, other Directorship, Membership / Chairmanship of the Committees and other particulars are provided in the Annexure which forms part of this notice.

The Directors other than Shri Bharatsinh Prabhatsinh Parmar or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 9 for approval by the shareholders

By order of the Board of Directors

Registered Office:

Jawahar Vyapar Bhawan,
Tolstoy Marg, New Delhi - 110001
Dated: 24th August, 2017

sd/-
(Ritu Arora)
Company Secretary
FCS 5270

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT									
Name	Shri Jitendra Kumar Dadoo	Shri Rajiv Chopra	Dr. Inder Jit Singh	Dr. Amitabh Rajan	Shri Mohan Lal Pareek	Ms. Bharathi Magdhum	Shri Bharatsinh Prabhatsinh Parmar		
DIN	02481702	06466326	02721073	05299866	00027693	07775091	07781550		
Date of Birth	10.12.1957	10.07.1960	17.08.1961	01.01.1955	07.06.1953	20.10.1974	07.05.1958		
Age	59 Years	57 Years	56 Years	62 Years	64 Years	42 Years	59 Years		
Date of Appointment	06.08.2015	01.01.2013	10.11.2016	14.02.2017	14.02.2017	24.03.2017	31.03.2017		
Qualification	IAS, B.A. (Economics Hons.), LLM, PG Diploma in Management	B.Sc. Engineering (Electrical), MBA (Marketing)	Masters and Doctorate in Economics from India and Masters in Public Economic Management from University of Birmingham, United Kingdom.	IAS, MA in Modern History and PhD in Sociological Jurisprudence from Jawaharlal Nehru University.	B.Com., Chartered Accountant	MA Political Science	B.com., LL.B.		
Expertise in specific Functional area	Presently holding the position of Additional Secretary and Financial Advisor, Department of Commerce. He has over 34 years' experience of working in various senior positions in the Government of NCT of Delhi, Goa, Arunachal Pradesh and Union Territories of Daman, Diu and Dadra Nagar Haveli and Lakshadweep as well as in Government of India such as SDM, Administrator, Development Commissioner, Secretary to Governor of Goa, Additional Director and Joint	Shri Rajiv Chopra has more than 32 years of experience in various capacities in fields of engineering, project management & International trade with the leading organizations such as NHPC, Power Grid and MMTC. While working with NHPC and Power Grid, Shri Chopra was instrumental in Planning, Design and implementation of various extra high voltage projects associated with interconnected high voltage transmission systems as well as consultancy assignments for	Dr. Inder Jit Singh is a senior civil servant belonging to Indian Administrative Service, and is presently working as Additional Secretary to Government of India in the Department of Commerce. He has held many important Assignments with the National and State Governments. The important ones being, Additional Chief Secretary (SCDD & BCDD), Principal Secretary (Finance - Resource), Secretary (Disaster management), and District Magistrate with Government of Kerala, Additional Secretary Science and Technology, Civil Aviation, Technical Education and Industrial Training, Environment and Non-conventional Energy with Government of Punjab, and Additional Secretary, Ministry of New & Renewable Energy, Joint Secretary, Ministry of Science and Technology, Director Census Operation (Ministry of Home Affairs), and Under Secretary Ministry of Human Resource Department (Department of	36-year experience in the Indian Administrative Service. Home Secretary of Maharashtra for three years; Additional Secretary (Revenue), & CVO, Ministry of Finance; Director Enforcement, Ministry of Finance; Additional (Administrative Reforms) Ministry of Personnel.	Practicing Chartered Accountant Membership No. 50332, Founder and Controlling partner of M/s Pareek & Associates, Chartered Accountants	Ex-Director, Karnataka Industrial Bank	Former Member of Parliament (Rajya Sabha)		

Name	Shri Jitendra Kumar Dadoo	Shri Rajiv Chopra	Dr. Inderjit Singh,	Dr. Amitabh Rajan	Shri Mohan Lal Pareek	Ms. Bharathi Magdhum	Shri Bharatsinh Prabhatsinh Parmar
	Secretary (Education), Additional Commissioner Sales Tax, Joint Secretary (Health), Secretary, General Administration, Personnel, Labour and Press. He also worked as Joint Secretary, Department of Commerce, Counselor Coordination in the Embassy of India, Moscow, Director (Air Force), Director (Resettlement) and Director (International Cooperation in the Ministry of Defence	various utilities. In MMTC, he handled various international trade transactions, Development of Gomia Coal block, marketing of various products of NINL Steel Plant and successful supply of 12.5 Million MT imported thermal coal to NTPC power stations in a period of 11 months (2010-11).	Education) under Government of India. He was instrumental in the successful conduct of 14th decennial census in the state of Punjab, implementation of National Campaign for Birth Certificates under which more than 5 million birth certificates were issued in the State of Punjab, implementation of INSPIRE Award Scheme under which 1.25 million children were selected, decentralised planning, and implementation of relief and rehabilitation programs post 2004 Tsunami in the state of Kerala.				
Directorship held in other listed companies	MMTC Limited	Nil	MMTC Limited	Nil	Nil	Nil	Nil
Memberships/ Chairmanship of Committees in other listed companies	Audit Committee MMTC Limited (Member)	Nil	Nil	Nil	Nil	Nil	Nil
No. of Shares held	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Terms & Conditions of appointment/ re-appointment	As per order of Government of India	As per order of Government of India	As per order of Government of India	As per order of Government of India	As per order of Government of India	As per order of Government of India	As per order of Government of India
Attendance No. of Board Meetings held during FY (during tenure)	7	7	2	1	1	Nil	Nil
No. of Meeting attended	5	7	2	1	1	Nil	Nil