



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

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

NOTICE OF 59TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the fifty ninth Annual General Meeting (“AGM”) of the Members of MSTC Limited will be held on **Wednesday, September 18, 2024, at 11:00 A.M.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board and the Auditors thereon and comments of the Comptroller and Auditor General of India.
2. To confirm 1st and 2nd Interim dividends paid @ ₹ 5.50 per share and ₹ 5.00 per share respectively on equity shares for the Financial Year 2023-24 and to declare final dividend @ ₹ 5.00 per share (50%) on equity shares for the financial year 2023-24.
3. To appoint a Director in place of Smt. Bhanu Kumar (DIN: 07982360), who retires by rotation and being eligible, offer herself for re-appointment.
4. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2024-25.

To approve 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 2024-25”.

SPECIAL BUSINESS

Item No. 5: To appoint Shri Manobendra Ghosal (DIN: 09762368), as Chairman and Managing Director.

To approve the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161, 196 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of MSTC Ltd. and in accordance with the recommendation of the Nomination and Remuneration Committee of the Company, Shri Manobendra Ghosal (DIN: 09762368), who was appointed as an Additional Director, designated as Chairman and Managing Director as per order of the Administrative Ministry (Ministry of Steel), vide letter no. S-14018/1/2022-BLA-Part(1) dated December 14, 2023 and who holds office up to 59th Annual General Meeting, be and is hereby appointed as Director, designated as Chairman and Managing Director of the company, liable to retire by rotation, with effect from the date of his assumption of charge of the post 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. S-14018/1/2022-BLA-Part(1) dated 14.12.2023 and letter no. S-14018/1/2022-BLA dated 11.03.2024 received from Ministry of Steel, Government India.”

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

Item No. 6: To appoint Shri Vinod Kumar Tripathi (DIN: 10711675), as Govt. Nominee Director

To approve the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of MSTC Ltd. and in accordance with the recommendation of the Nomination and Remuneration Committee of the Company, Shri Vinod Kumar Tripathi (DIN: 10711675), Joint Secretary, Ministry of Steel, Govt. of India, who was appointed as an Additional Director, designated as Govt. Nominee Director, by the Board of Directors and who holds office upto 59th Annual General Meeting be and is hereby appointed as Director

designated as Govt. Nominee Director, liable to retire by rotation, w.e.f from 18th July, 2024 or until further orders from the administrative ministry, as contained in order no. S-14011/1/2022-BLA dated 18th July, 2024 received from the Ministry of Steel, Government of India."

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

By Order of the Board of Directors

Sd/-

(Ajay Kumar Rai)

Company Secretary & Compliance Officer

(M.No.: F5627)

Place: Kolkata

Date : July 23, 2024

NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022 & 09/2023 (hereinafter collectively referred to as "MCA Circulars") and SEBI vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 & SEBI/HO/CFD/PoD-2/P/CIR/2023/167 (hereinafter collectively referred to as "SEBI Circulars") permitted companies to hold AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM.
2. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.mstcindia.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
3. The Members can join the AGM in the VC/OAVM mode from 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned under **Note no. 33** of this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 59th AGM and hence the Proxy Form, Attendance Slip and route map for the venue of the AGM are not annexed to this Notice.
5. Corporate Members intending to nominate their authorized representative(s) pursuant to Section 113 of the Act to attend the Meeting are requested to send a scan copy of the Board Resolution/ Authority letter authorizing its representative to attend the AGM through VC /OAVM on its

- behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through registered email address of the member to **raveena@mehta-mehta.com** with a copy marked to **cssectt@mstcindia.in**, **virenders@alankit.com** and **evoting@nsdl.com**
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 7. Brief profile of the Director seeking appointment/re-appointment in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the Notice.
 8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection to the members during the AGM. All documents referred to in the Notice shall also be made available for inspection by the member of the Company, without payment of fees upto the date of AGM. Members desirous of inspecting such documents may send their requests at **cssectt@mstcindia.in** from their registered e-mail address mentioning their names and folio numbers/demat account numbers.
 9. Members desiring any information relating to the accounts are requested to write to the Company on or before **September 11, 2024** through email on **cssectt@mstcindia.in** so as to enable the management to keep the information ready.
 10. The Register of Members and Share Transfer Books of the Company will remain closed from **September 11, 2024 to September 18, 2024 (both days inclusive)** for the purpose of Annual General Meeting.
 11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
 12. The Company has appointed M/s. Mehta and Mehta, Practicing Company Secretaries, as Scrutinizer to scrutinize the voting process in a fair and transparent manner.
 13. The business set out in the Notice will be transacted through remote electronic voting system. Instruction and other information relating to E-voting are given under **Note no. 32** of this Notice.
 14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM.
 15. The Company has fixed **September 10, 2024 as the 'Record Date'** for determining entitlement of members to receive final dividend for the financial year ended March 31, 2024, if approved at the AGM. The final dividend, once approved by the members in the AGM, will be paid to the eligible shareholders within the stipulated period of 30 days of declaration. The dividend will be paid, after deduction of tax at source, through electronic mode to those members whose updated bank account details are available. For members whose bank account details are not updated, dividend warrants / demand drafts will be sent to their registered address.
 16. Final dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid to:
 - a. all beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) collectively "Depositories" as of close of business hours on **September 10, 2024**.
 - b. all members in respect of shares held in physical form after giving effect to valid transposition or transmission requests lodged with the company as of the close of business hours on **September 10, 2024**.
 17. **TDS on Dividend:** Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Alankit Assignments Limited (in case of shares held in physical mode) and depository participants (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source through email to **cssectt@mstcindia.in** and

virenders@alankit.com by **September 11, 2024**.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to **cssectt@mstcindia.in** and **virenders@alankit.com**. The aforesaid declarations and documents need to be submitted by the shareholders by **September 11, 2024**.

In the event of any income tax demand (including interest, penalty, etc.) arising from any mis-representation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

18. **Unpaid/unclaimed dividend:** Pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder (as amended), any money transferred to the Unpaid Dividend Account of a Company which remains unpaid/ unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued (if any) thereon to 'Investors Education & Protection Fund' (IEPF) constituted by the Central Government. Accordingly, the Company has transferred the unclaimed dividend to IEPF which were belonging to the shareholders whose dividend were unpaid/unclaimed from the Financial Year 2015-16.

Members are also requested to note that the shares, if any, in respect of which dividend is not claimed for seven consecutive years along with the unclaimed dividend amount for the financial year ended March 31, 2017 (declared and paid in 2017) will be due for transfer to IEPF on **October 27, 2024**.

Further, pursuant to the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on **March 31, 2024** on its website at www.mstcindia.co.in and will be filled with the Ministry of Corporate Affairs.

19. **Compulsory transfer of Equity Shares to Investors Education & Protection Fund (IEPF):** Pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all shares on which dividend has not been paid or claimed for seven consecutive years has been transferred to IEPF.
20. Further, members are requested to note that in respect of dividend and shares transferred to IEPF, members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Nodal Officer of the Company at the registered office of the Company, along with the requisite documents enumerated in Form IEPF-5. Shri Ajay Kumar Rai, Company Secretary & Compliance Officer is the Nodal Officer of the company for the purpose of verification of such claims.
21. In terms of IEPF Rules, Member can file only one consolidated claim in respect of the company in a financial year.
22. Members who have not received or not encashed their dividend warrants may approach M/s. Alankit Assignments Limited, Registrar & Share Transfer Agent of the Company, or Secretarial Department of the Company for obtaining the same.
23. Bonus shares have been issued by the company on January 11, 2019 to those Shareholders holding shares in demat mode only and shares belonging to those shareholders who held shares in physical mode were kept in a separate account known as "**MSTC Limited Unclaimed Suspense Account**". All Shareholders holding shares in physical mode are requested to convert their shares immediately from physical to demat mode and claim the bonus shares from the company.
24. Members may avail the facility of nomination in terms of Section 72 of the Act by nominating any person to whom their shares in the Company shall vest on occurrence of events stated in Form SH-13. Form SH-13 is to be submitted in duplicate to M/s. Alankit Assignments Limited, RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
25. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank

account number, MICR code, IFSC code, etc., to Alankit Assignments Limited, the Registrar and Share Transfer Agent of the company if shares are held in physical form or to the respective Depository Participants if shares are held in electronic form.

26. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its 'Master Circular for Registrars to an Issue and Share Transfer Agents' dated May 07, 2024. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Alankit Assignments Limited, at virenders@alankit.com. The forms for updating the same are available at <https://www.mstcindia.co.in/cms/Investor/Investor-Service-Related-Form.pdf>.

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

In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.

27. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition and re-lodged transfers of securities. Further SEBI vide its circular dated September 07, 2020 had fixed March 31, 2021 as cut-off date for re-lodgement of transfer deed. In view of the above, Members are advised to dematerialize shares held by them in physical form.
28. The Company has opted for dematerialization of shares. MSTC shares have been dematerialized with NSDL and CDSL bearing ISIN INE255X01014. Members holding shares in physical form are requested to dematerialize the same immediately.
29. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio.
30. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, M/s. Alankit Assignments Limited, immediately of:
- (a) Change in their residential status on return to India for

permanent settlement.

- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

31. To Support the 'Green Initiative', the members who have not registered their e-mail addresses are requested to register the same with the company's Registrar and Share Transfer Agent/ Depository Participants for receiving all communication including Annual Reports, Notices, Circulars etc. from the Company electronically. A Public notice regarding providing the email ids and other details has already been uploaded on the Company's Website www.mstcindia.co.in.

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

The remote e-voting period begins on Saturday, September 14, 2024 at 9:00 A.M. and ends on Tuesday, September 17, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 10, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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


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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: right;"> <small>NSDL Mobile App is available on</small>  App Store  Google Play   </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

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

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

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

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. **Password details** for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your '**initial password**'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

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

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

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

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

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

grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at **cssectt@mstcindia.in** latest by **5.00 p.m. (IST) on Tuesday, September 10, 2024.**
6. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **cssectt@mstcindia.in** latest by **5.00 p.m. (IST) on Tuesday, September 10, 2024.** The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

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

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

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

5: To appoint Shri Manobendra Ghosal (DIN: 09762368), as Chairman and Managing Director.

The Administrative Ministry vide its letter no. S-14018/1/2022-BLA-Part(1) dated 14th December, 2023 appointed Shri Manobendra Ghosal (DIN: 09762368) as Chairman and Managing Director of the Company in the scale of pay of ₹1,80,000 - 3,20,000/- (IDA) from the date of his assumption of charge of the post on or after 1st January, 2024 till the date of his superannuation i.e. 31st March, 2028 or until further orders, whichever is the earliest. Shri Manobendra Ghosal has assumed the charge of the post of Chairman & Managing Director of MSTC Limited w.e.f. 1st January, 2024.

Pursuant to section 161 of the Companies Act, 2013, the Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Company had appointed Shri Manobendra Ghosal as an Additional Director, designated as Chairman and Managing Director of the company with effect from 1st January, 2024. The Company has received from Shri Manobendra Ghosal (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 the Members for appointment of Shri Manobendra Ghosal as Director designated as Chairman and Managing Director of the Company from 1st January, 2024 i.e with effect from the date of his assumption of charge of the post, 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. S-14018/1/2022-BLA dated 11th March, 2024 received from Ministry of Steel, Government of India.

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

Brief resume and additional information in respect of Shri Manobendra Ghosal pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is given below.

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

6: To appoint Shri Vinod Kumar Tripathi (DIN: 10711675), as Govt. Nominee Director

The Administrative Ministry vide its Order No. S-14011/1/2022-BLA dated 18th July, 2024 has appointed of Shri Vinod Kumar Tripathi (DIN: 10711675), Joint Secretary, Ministry of Steel, Government of India as Govt. Nominee Director with immediate effect until further orders in place of Smt. Ruchika Chaudhary Govil. The Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Company had appointed him as an additional director having the designation of Government Nominee Director.

The Company has received requisite details of Shri Vinod Kumar Tripathi in Form No. DIR-2, DIR-8 and other disclosures confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014.

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

Brief resume and additional information in respect of Shri Vinod Kumar Tripathi pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is given below.

The Board recommends the ordinary resolution as set forth in item no. 6 for the approval of the Members.

Brief Profile and information in respect of Directors seeking appointment/ re-appointment in the 59th AGM

Particulars	Smt. Bhanu Kumar (Re-appointment of Director retiring by rotation)	Shri Manobendra Ghoshal	Shri Vinod Kumar Tripathi
DIN	07982360	09762368	10711675
Date of Birth	05/10/1966	07/03/1968	01/01/1968
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	10-10-2017	01-01-2024	18-07-2024
Qualification	M.Sc, PGDBM	Bachelor of Engineering (B.E.), Fellow of the Institution of Engineers (India)	Civil Engineering graduate from IIT Roorkee
Expertise and Experience	<p>Smt. Bhanu Kumar, is the Director (Commercial) of MSTC Ltd. She has a master's degree in science from the University of Delhi and degree in management. She has over thirty (30) years of experience in Trading, Contracts, Commercial Operations, Recycling, and e-Commerce. She has been associated with MSTC for more than 3 decades.</p> <p>She is responsible for all the business operation, development of the company. She has vast experience in diversified sectors and is instrumental in digitising commercial transactions.</p>	<p>Shri Manobendra Ghoshal, a distinguished professional from the Indian Railways Service of Mechanical Engineers (SCRA 1985 batch) and a Fellow of the Institution of Engineers (India), has over 33 years of comprehensive expertise in the railways sector. In his career spanning 23 years with Indian Railways and 10 years with RITES Ltd., he has held various leadership positions, showcasing exceptional strategic vision and operational acumen. Shri Ghoshal's academic foundation includes a Bachelor of Engineering degree from the Institution of Engineers of India (IEI), Kolkata.</p> <p>For the past two years, he served as a Chief Strategy Officer, RITES. As a Nominee Director on the Board of SRBWIP, a joint venture of SAIL and RITES dedicated to wagon manufacturing, he has demonstrated adept governance and strategic oversight. In RITES, he has worked in the production, operation, maintenance, and</p>	<p>Shri Vinod Kumar Tripathi, Joint Secretary, Ministry of Steel, Government of India, belongs to Indian Railway Service of Engineers (IRSE-1995). He is a Civil Engineering graduate from IIT Roorkee. He has done advance management courses from NAIR Baroda, INSEAD Singapore and Leadership and Governance Centre (ICLIF) Kuala Lumpur. He has also got training in Strategic Management from ISB Hyderabad.</p> <p>He has vast experience in administration, management and engineering. This includes public policy, mega construction projects, train operations and asset maintenance, technological advancement, procurement and inventory management and human resource management. Presently he is Joint Secretary in Ministry of Steel, Government of India.</p>

Brief Profile and information in respect of Directors seeking appointment/ re-appointment in the 59th AGM

Particulars	Smt. Bhanu Kumar (Re-appointment of Director retiring by rotation)	Shri Manobendra Ghoshal	Shri Vinod Kumar Tripathi
Shareholding in the Company (including shareholding as a beneficial owner)	Nil	Nil	Nil
Directorships held in other companies	1. Ferro Scrap Nigam Limited	1. Mahindra MSTC Recycling Private Limited 2. Ferro Scrap Nigam Limited	1. MOIL Limited
Committee Membership/ Chairmanship in other Companies	Member in Audit Committee, CSR Monitoring Committee and Nomination and Remuneration Committee of Ferro Scrap Nigam Limited	Nil	Nil
Chairman or membership of Board committees in MSTC Ltd.	Member in Stakeholders Relationship Committee and Risk Management Committee of MSTC Ltd.	Nil	Member in Audit Committee and Risk Management Committee of MSTC Ltd.
No. of Board meetings attended during the FY 2023-24	6 (six)	3 (Three)	Not Applicable
Relationship with Directors, Manager and other KMPs of the Company	None	None	None

By Order of the Board of Directors

Sd/-

(Ajay Kumar Rai)

Company Secretary & Compliance Officer

(M.No.: F5627)

Place: Kolkata
Date : July 23, 2024