



## THE STATE TRADING CORPORATION OF INDIA LIMITED

CIN: L74899DL1956GOI002674

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

Website: [www.stclimited.co.in](http://www.stclimited.co.in), email: [co@stclimited.co.in](mailto:co@stclimited.co.in)

Telephone: 011-23313177

### NOTICE

Notice is hereby given that the 67<sup>th</sup> Annual General Meeting of The State Trading Corporation of India Limited will be held on **Thursday, 21<sup>st</sup> September, 2023 at 11:30 A.M** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility, to transact the following businesses:

#### **Ordinary Businesses:**

1. To receive, consider and adopt the Standalone & Consolidated Audited Financial Statement, containing Balance Sheet as at March 31, 2023, Profit & Loss Account and Cash Flow Statement of the Company, for the year ended March 31, 2023 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 Kapil Kumar Gupta (holding DIN 08751137), who retires by rotation and being eligible offers himself for re-appointment.
3. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditor 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 Auditor of the Company appointed by Comptroller and Auditor General of India for the financial year 2023-24, as may be deemed fit by the Board."

#### **Special Business:**

4. To consider and pass 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; **Smt. Arti Bhatnagar (holding DIN: 10065528)** who was appointed by the Government of India vide its Order dated February 24, 2023 and subsequently appointed as Additional Director (Part-time Official Director-Government Nominee) by the Board of Directors with effect from March 13, 2023 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."

5. To consider and pass 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; **Shri Hardeep Singh (holding DIN 09778990)** who was appointed by the Government of India vide its Order dated April 21, 2023 as Chairman & Managing Director and subsequently appointed as Additional Director by the Board of Directors with effect from April 28,2023 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 (Chairman & Managing Director) of the Company on such terms, conditions and tenure as may be determined by the Government of India from time to time.”

Registered Office:

Jawahar Vyapar Bhawan,  
Tolstoy Marg, New Delhi-110001

Date : 28.08.2023

Place : New Delhi

By **order of the Board of Directors**  
**The State Trading Corporation of India Limited**

sd/-

**(Vipin Tripathi)**  
Company Secretary

## NOTES:

1. Pursuant to Ministry of Corporate Affairs (MCA) Circular No.20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 and Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15<sup>th</sup> January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 67<sup>th</sup> AGM of the Company shall be held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. 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. However, pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Since this AGM is being held, pursuant to the MCA 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 67<sup>th</sup> AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.** However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. 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.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., 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 their registered e-mail address to [globizassociates@gmail.com](mailto:globizassociates@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
6. The Members can join the e-AGM, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
7. Up to 1000 members will be able to join the e-AGM on a First-in First-out (FIFO) basis.
8. No restrictions on account of FIFO entry into e-AGM will be there for 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.
9. Brief resume of the Director seeking appointment/ re-appointment as mandated under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is annexed hereto and form part of the Notice. The Director has furnished consent/declaration for his appointment/re-appointment as required under the Companies Act, 2013 and the rules made thereunder.
10. Since the Statutory Auditors of the Company (being a Government Company) are appointed by the Comptroller & Auditor General (CAG), the disclosures required as per Regulation 36 (5) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, are not applicable to the Company.

11. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 14.09.2023** to **Thursday, 21.09.2023** (both days inclusive) for the purpose of Annual General Meeting.
12. 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, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020; Phone No: 41406149; Fax: 41709881; email ID: [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)) who is also the depository interface of the Company with both NSDL and CDSL.
13. The Company has designated an exclusive e-mail ID, namely, [cs@stclimited.co.in](mailto: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.
14. 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 & Share Transfer Agents, MCS Share Transfer Agent Limited, in respect of physical shares, if any, quoting their folio number.
15. 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 did not transfer any amount to the Investor Education and Protection Fund of the Central Government during 2022-23.
16. Further, pursuant to the provisions of section 124 (6) of the Companies Act, 2013 read with the IEPF Rules, 2016 as amended from time to time, the Company is mandated to transfer all the shares in respect of which dividends have not been paid or claimed for seven consecutive years or more, in the name of Investor Education and Protection Fund. The Company did not, transfer any Equity Shares to the Investor Education and Protection Fund of the Central Government during 2022-23.

Further, persons entitled to claim the dividend or the shares transferred to the IEPF in previous years, may claim the same from the IEPF Authority by following the prescribed procedure.
17. 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.
18. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
19. **Voting at the e-AGM:** Members who are not able to vote through remote e-voting may avail the e-voting system provided through CDSL portal.
20. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 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 will also be available on the Company's website [www.stclimited.co.in](http://www.stclimited.co.in), website of stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

21. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s MCS Share Transfer Agents (MCS).
22. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 20.09.2023 through email on [cs@stclimited.co.in](mailto:cs@stclimited.co.in). The same will be replied by the Company suitably.
23. All documents referred to in the accompanying Notice shall be available for inspection electronically. Members seeking to inspect such documents can send an e-mail to [cs@stclimited.co.in](mailto:cs@stclimited.co.in).
24. Instructions for remote e-voting and e-voting during AGM and joining the AGM through VC/OAVM are as follows:

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

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method **for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> |

|   |  |
|---|--|
|   | <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <b>www.cdslindia.com</b> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>   |
| <p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>                               | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>  |

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

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

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

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

- (1) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

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

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

- (d) After entering these details appropriately, click on “SUBMIT” tab.
- (e) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to

share your password with any other person and take utmost care to keep your password confidential.

- (f) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (g) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (h) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (i) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (j) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (k) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (l) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (m) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (n) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(o) Additional Facility for Non –Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **[www.evotingindia.com](http://www.evotingindia.com)** and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [globizassociates@gmail.com](mailto:globizassociates@gmail.com) and to the Company at the email address viz: [cs@stclimited.co.in](mailto:cs@stclimited.co.in) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

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

## OTHER INSTRUCTIONS

1. 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 Password" option available on [www.evotingindia.com](http://www.evotingindia.com) to reset the password.
2. If you have any queries or issues regarding attending AGM & e-voting from the e-voting system, you may refer the 'frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Shri Rakesh Dalvi, Sr. Manager, CDSL toll free no. 1800 22 55 33.
3. All grievances connected with the facility for e-voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services(India) Limited, A-Wing, 25<sup>th</sup> floor, Marathon Futurex, Mafatlal Mill Compounds, N.M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.
4. The Board of Directors has appointed Smt Archana Bansal, Managing Partner M/s. Blak & Co (COP No. 11714) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, not later than 48 hours of conclusion of the Meeting, shall submit a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
6. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
7. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.stclimited.co.in](http://www.stclimited.co.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
8. 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 dematerlised form may contact their respective DPs for registration of nomination.
9. 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.
10. 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 2021-22.

11. Members are requested to quote their Folio/DP & Client Identification No. in all correspondence with the Company/Registrar & Share Transfer Agents.
12. 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.
13. None of the Directors of the Company is in any way related with each other or other Key Managerial Personnel of the Company.

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

### **ITEM NO.4**

#### **APPOINTMENT OF SMT. ARTI BHATNAGAR AS DIRECTOR**

Smt Arti Bhatnagar, (holding DIN 10065528) was appointed as Director by the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide Order No. 11/36/2001-FT (M&O) - Vol - I dated February 24, 2023 and was subsequently appointed as an Additional Director (Part-time Official Director-Government Nominee) by the Board of Directors with effect from w.e.f March,13 2023 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 Smt Arti Bhatnagar for the office of the Director of the Company. Smt Arti Bhatnagar, if appointed, shall 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.

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.

Other than Smt Arti Bhatnagar herself, no other Directors, Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in the said Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the shareholders.

### **ITEM NO.5**

#### **APPOINTMENT OF SHRI HARDEEP SINGH AS DIRECTOR**

Shri Hardeep Singh (holding DIN 09778990), was appointed as Chairman & Managing Directors in addition to his existing charge of Additional Director General of Foreign Trade by the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide its Order No. A-12022/12/2012-E-IV dated April 21, 2023 for a period of one year with effect from the date of assumption of charge of the post, or until further orders, whichever is earlier and was consequently appointed as an Additional Director by the Board of Directors with effect from April 28, 2023 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 Shri Hardeep Singh for the office of the Director of the Company. 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.

Other than Shri Hardeep Singh himself, no other Directors, Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in the said Resolution.

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

Registered Office:

Jawahar Vyapar Bhawan,  
Tolstoy Marg, New Delhi-110001

By **order of the Board of Directors**  
**The State Trading Corporation of India Limited**

sd/-

Date : 28.08.2023

Place : New Delhi

**(Vipin Tripathi)**  
Company Secretary

## ANNEXURE TO NOTICE

### DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

| Name   | Shri Kapil Kumar Gupta   | Smt Arti Bhatnagar  | Shri Hardeep Singh  |
|--|--|---|---|
| <b>DIN</b>   | 08751137   | 10065528  | 09778990  |
| <b>Date of Birth &amp; Age</b>   | 13.04.1969 54 years  | 01.10.1965 57 years   | 07.08.1965 57 years   |
| <b>Date of Appointment</b>   | 03.06.2020   | 13.03.2023  | 28.04.2023  |
| <b>Education</b>   | Chartered Accountant   | Post graduate degree in Economics and M.Phil in Defence Strategic Studies   | B.Com (Hons.) & LLB   |
| <b>Expertise in specific Functional area</b>                             | <p>Shri Kapil Kumar Gupta is a fellow member of ICAI, having work experience of more than 29 years in the field of Finance &amp; Accounts. Prior to joining STC &amp; MMTC as Director (Finance), Shri Gupta was working as General manager (Finance &amp; Accounts) in Engineers India Limited, a Navratna PSU of Govt. of India.</p> | <p>Smt. Arti Bhatnagar is a Civil Servant of the Indian Defence Accounts Service of the 1990 batch. She is presently working as Additional Secretary &amp; Financial Adviser, Ministry of Commerce &amp; Industry, Ministry of Heavy Industry and Ministry of MSME.</p> <p>With about 25 years of experience in dealing with Finance, Accounts and Audit of the Defence Forces, her expertise is in handling defence acquisition and procurement contracts. Smt. Bhatnagar has worked as Joint Secretary (Security), Cabinet Secretariat handling SPG for five years. She has also worked as a Chief Vigilance Officer for Air India, Pawan Hans Ltd. and Airport Authority of India.</p> | <p>Shri Hardeep Singh is a Civil Servant of the Indian Trade Service of the 1990 batch and presently working as Additional Directorate General of Foreign Trade.</p> <p>Prior to current position of Additional Director General, DGFT since 2019, Shri Hardeep Singh has worked as ADG, DOG and JOG in DGFT. He also worked as PS to Hon'ble Minister, Food Processing Industries, Government of India during the period 2014-2019</p> |
| <b>Directorship held in other listed companies</b>                       | 1  | 3   | 1   |
| <b>Membership / Chairmanship of committees in other listed companies</b> | Membership – 2<br>Chairmanship- Nil  | Membership:5<br>Chairmanship:1  | Nil   |
| <b>No. of Shares held</b>  | Nil  | Nil   | Nil   |
| <b>Terms &amp; Conditions of appointment / re-appointment</b>            | As per order of Government of India  | As per order of Government of India   | As per order of Government of India   |

| <b>Name</b>   | <b>Shri Kapil Kumar Gupta</b> | <b>Smt Arti Bhatnagar</b> | <b>Shri Hardeep Singh</b> |
|---|-------------------------------|---------------------------|---------------------------|
| <b>Details of Remuneration</b>                              | Not Applicable                | Not Applicable            | Not Applicable            |
| <b>No. of Board Meetings held during FY (during tenure)</b> | 5                             | Not Applicable            | Not Applicable            |
| <b>No. of Meeting attended</b>                              | 5                             | Not Applicable            | Not Applicable            |