



## MMTC LIMITED

Regd. Office : Core-1, 'SCOPE Complex', 7 Institutional Area, Lodhi Road,  
New Delhi-110003

CIN : L51909DL1963GOI004033

### NOTICE

Notice is hereby given that the **60<sup>th</sup> Annual General Meeting** of the Members of MMTC Limited will be held **on 22<sup>nd</sup> November, 2023 at 1130 Hrs.** through Video Conferencing ("VC") / Other Audio visual Means ("OAVM") to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31<sup>st</sup> March, 2023, along with the Directors' Report, Statutory Auditors' Report, the Comments thereupon of Comptroller & Auditor General of India and the Report of the Secretarial Auditor for the Financial Year 2022-23.
2. To re-appoint Shri R.R Sinha, Director (Personnel) who retires by rotation at the AGM as Director ((Personnel)) of the company on the same terms & conditions as approved by the President of India. Being eligible, he has offered himself for re-appointment as Director (Personnel).

“RESOLVED THAT the appointment of **Shri R,R Sinha (DIN: 08487833)** who was appointed as Director (Personnel) in MMTC Limited w.e.f 19/06/2019 pursuant to the provisions of Section 196 of Companies Act, 2013, by the President of India in exercise of powers vested vide Article 87(2) of Articles of Association of the Company, communicated vide Department of Commerce, Ministry of Commerce & Industry Order regulated by MOC&I Order No.A-12022/16/2018-E-IV dated 12.06.2019 and approved by the Board of Directors in its meeting to be held on 22.09.2023 on the terms, conditions and tenure as may be determined by the President of India from time to time, be and is hereby regularized.”

3. To authorize the Board of Directors of the company in terms of the provisions of Section 142(1) of Companies Act, 2013 to fix remuneration of the Statutory/Branch Auditors of the Company appointed by Comptroller & Auditor General of India u/s 139(5) of the Companies Act, 2013 for the financial year 2023-24.

#### SPECIAL BUSINESS

4. To regularize the appointment of following directors on the Board of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution :
  - i) “RESOLVED THAT subject to provisions of Section 161 of Companies Act 2013 and in accordance with communication No.11/36/2001-FT(M&O)-Vol.I dated 24.02.2023 of Department of Commerce, Ministry of Commerce & Industry, Government of India, **Ms Arti Bhatnagar (IDAS:1990)**

**(DIN:10065528)**, Additional Secretary & Financial Adviser(AS&FA), Department of Commerce, MOC&I having given her “Consent to act as Director”, be and is hereby appointed as Part time Govt. Nominee Director on the Board of MMTC Limited w.e.f. 13.03.2023 and approved by the Board of Directors in its meeting to be held on 30.05.2023 on the terms, conditions and tenure as may be determined by the President of India from time to time, be and is hereby regularized.”

- ii) “RESOLVED THAT subject to provisions of Section 161 of Companies Act 2013 and in accordance with communication No. 11/9/2011-FT(M&O) dated 2.6.2023, of Department of Commerce, Ministry of Commerce & Industry, Government of India, **Smt. S. Meenakshi (DIN:07655232)**, having given her “Consent to act as Director”, be and are hereby appointed as Non-Official Independent Directors on the Board of MMTC Limited w.e.f. 09.06.2023 approved by the Board of Directors in its meeting to be held on 22.09.2023 on the terms, conditions and tenure as may be determined by the President of India from time to time, be and is hereby regularized.”
- iii) RESOLVED THAT subject to provisions of Section 161 of Companies Act 2013 and in accordance with communication No. 11/9/2011-FT(M&O) dated 2.6.2023, of Department of Commerce, Ministry of Commerce & Industry, Government of India, **Shri Srinivas Rao Maddi (DIN:01740690)** having given his “Consent to act as Director”, be and are hereby appointed as Non-Official Independent Directors on the Board of MMTC Limited w.e.f. 10.06.2023 approved by the Board of Directors in its meeting to be held on 22.09.2023 on the terms, conditions and tenure as may be determined by the President of India from time to time, be and is hereby regularized.”
- iv) “RESOLVED THAT subject to provisions of Section 161 of Companies Act 2013 and in accordance with communication No. 11/9/2011-FT(M&O) dated 2.6.2023, of Department of Commerce, Ministry of Commerce & Industry, Government of India, **Shri Nabarun Nayak (DIN:10258327)**, having given his “Consent to act as Director”, be and are hereby appointed as Non-Official Independent Director on the Board of MMTC Limited w.e.f. 03-08-2023 approved by the Board of Directors in its meeting to be held on 22.09.2023 on the terms, conditions and tenure as may be determined by the President of India from time to time, be and is hereby regularized.”

By Order of the Board  
For MMTC Limited  
sd/-

Ajay Kumar Misra  
(Company Secretary)

Place: New Delhi  
Dated:22.09.2023

## NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 permitted the holding of the Annual General Meeting (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”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The Company has enabled the Members to participate at the 60<sup>th</sup> AGM through the VC/OAVM facility provided by Central Depository Services Ltd. (CDSL). The instructions for participation by Members are given in the subsequent paragraphs.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 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 Chairperson 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. As per the provisions under the MCA Circulars, Members attending the 60<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 60<sup>th</sup> AGM being held through VC.
6. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
7. The Company has appointed M/S VAP & Associates - Company Secretaries, Practicing Company Secretary (FCS No.: F8323, C.P. No.:13901) to act as the Scrutiniser, to scrutinise the e-voting process in a fair and transparent manner.
8. As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 60<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 60<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

9. 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 through VC/OAVM and cast their votes through e-voting. Corporate Members are required to send a certified copy of the Board resolution authorising their representative to attend the AGM through VC and vote on their behalf. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address to vapassociatespcs@gmail.com with a copy marked to [evoting@cdslindia.com](mailto:evoting@cdslindia.com).

10. 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.

11. The Register of Members and Share Transfer books will remain closed from **16.11.2023 to 22.11.2023 (both days inclusive)**.

12. In line with the MCA Circulars, the notice of the 60<sup>th</sup> AGM along with the Annual Report 2022-23 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2022-23 will also be available on the Company's website at [www.mmtclimited.com](http://www.mmtclimited.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).

13. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the 60<sup>th</sup> AGM is annexed hereto.

14. As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of Shri R.R Sinha, Director (Personnel) retiring by rotation and seeking re-appointment under Item No. 2 and the other Director seeking appointment under Item No. 4 of the notice in accordance with applicable provisions of the Companies Act, 2013 is forming part of the notice.

15. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or reappointed by the Comptroller and Auditor General of India (C&AG) and in pursuant to Section 142 of the Companies Act, 2013, their remuneration has to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The Comptroller and Auditor General of India shall appoint the Statutory Auditors of the Company for the FY 2023-24 under Section 139 of the Companies Act, 2013. The members may authorise the Board of Directors to fix an appropriate remuneration of Auditors for the FY 2023-24 as may be deemed fit by the Board.

16. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialised form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised so as to be able to freely transfer them and participate in corporate actions.

17. 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 e-voting during the AGM. The voting rights shall be as per the number of equity share held by the Member(s) as on cut-off date. Members are eligible to cast vote only if they are holding shares as on that date. Kindly note that a person who is not a member of the Company as on the Cut-off date should treat this Notice for Information Purposes Only.

18. Pursuant to Section 124 read with Section 125 of the Companies Act, 2013, the dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investors Education & Protection Fund of the Central Government. The shares in respect of which the dividends have not been paid or claimed for a period of seven consecutive years or more, are also liable to be transferred to the demat account of the IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The details of investors (whose payment is due) are available on company's website so as to enable the investors to claim the same.

19. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. It has also made mandatory for the transferee(s) to furnish a copy of PAN card to the Company/RTAs for registration of transfers and for securities market transactions and off-market/ private transactions involving transfer of shares of listed companies in physical form. Accordingly, members holding shares in physical form can submit their PAN to MCS Shares Transfer Agents Ltd. - RTA of the Company.

20. Members holding shares in multiple folios in physical mode are requested to apply for Consolidation of their holdings in one folio to the Company or RTA of the Company along with relevant Share Certificates. A consolidated share certificate will be issued to such Members after making requisite changes.

21. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matter to M/s MCS Shares Transfer Agents Ltd. - RTA of the Company.

22. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to RTA of the Company in the prescribed form. In case of shares held in dematerialised form, the nomination has to be lodged with the respective Depository Participant.

**23. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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 their DPs in case the shares are held by them in electronic form and to RTA of the Company in case the shares are held by them in physical form.**

24. Members, who have not registered their NECS Mandate, are requested to send their NECS Mandate request to the Registrar / Investor Service Department of the Company or to their Depository Participant. Members who have not registered their e-mail addresses/ Bank details can update the same in the following manner:-

For shareholders holding shares in Physical Mode - Please send a request letter with following details to the RTA of the Company by post or through email at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) with following details/ documents:

**For updating email ID For updating Bank account:** 1. Folio No. 2. Name of Shareholder 3. Copy of PAN and AADHAR (Self attested) (Signature shall match with the specimen signature available with the Company/ RTA)

In addition to details required for updating email, following details/documents are required :

Bank Account details like Bank Account number, Name of the Bank & Branch, MICR Code/ IFSC Code, 2. Cancelled Cheque

For shareholders holding shares in **Demat Mode**: Shareholders can update email IDs, mobile numbers and Bank Account details by contacting their respective Depository Participants as per the process advised by them.

25. The Register of Directors and Key Managerial Personnel and their shareholding will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice and up to the date of AGM. Members seeking to inspect such documents can send an email to [mmtc@mmtclimited.com](mailto:mmtc@mmtclimited.com).

26. Since the 60<sup>th</sup> AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

27. Annual listing fee for the year 2023-24 has been paid to both the Stock Exchanges (NSE & BSE) wherein shares of the Company are listed.

28. None of the Directors of the Company or Key Managerial Personnel is in any way related with each other.

### **VOTING THROUGH ELECTRONIC MEANS**

1. In compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering Remote E-voting facility to all the Shareholders of the Company in respect of items to be transacted at this Meeting. The Company has engaged the services of CDSL (India) Ltd for facilitating remote e-voting for AGM. Procedure and Instructions for Remote e-voting are given hereunder. All members are requested to read those instructions carefully before casting their e-vote.

### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **19.11.2023 (09:00 A.M.) and end on 21.11.2023 (05:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **15<sup>Th</sup> November,2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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 abovesaid 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 CDSL Depository	<p>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 My easi Tab.</p> <p>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.</p> <p>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.</p> <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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 NSDL Depository</p>	<p>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.nsd.com">https://eservices.nsd.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>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 Depository Participants (DP)</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

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

- (iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) 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.
  - 6) 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>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 and to the Company at the email address viz; [akmisra@mmtclimited.com](mailto:akmisra@mmtclimited.com), [vapassociatespcs@gmail.com](mailto:vapassociatespcs@gmail.com) 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 **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [mmtc@mmtclimited.com](mailto:mmtc@mmtclimited.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **ten days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [mmtc@mmtclimited.com](mailto:mmtc@mmtclimited.com). 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, 25th 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No. 4**

i) In accordance with communication No.11/36/2001-FT(M&O)-Vol.I dated 24.02.2023 of Department of Commerce, Ministry of Commerce & Industry, Government of India, Ms. Arti Bhatnagar (IDAS:1990) (DIN:10065528), Additional Secretary & Financial Adviser (AS&FA), Department of Commerce, MOC&I having given her “Consent to act as Director”, be and is hereby appointed as Part time Govt. Nominee Director on the Board of MMTC Limited w.e.f. 13.03.2023.

Ms. Arti Bhatnagar, aged 58 years, holds a post graduate degree in Economics and M.Phil in Defence Strategic Studies from Madras University. Ms. Bhatnagar is an alumni of the National Defence College.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Ms. Arti Bhatnagar to the extent of her appointment as Government Nominee Director in any way concerned or interested, financially or otherwise in the above resolution.

ii) In accordance with provisions of Section 161 of Companies Act 2013 and in accordance with communication No. 11/9/2011-FT(M&O) dated 2.6.2023, of Department of Commerce,

Ministry of Commerce & Industry, Government of India, Smt. S. Meenakshi (DIN:07655232), having given her “Consent to act as Director”, be and are hereby appointed as Non-Official Independent Directors on the Board of MMTC Limited w.e.f 09.06.2023.

S. Meenakshi, aged 43 years, holds degree in BSC, MA and M.Phil ( Public Administration) .

None of the Directors or Key Managerial Personnel of the Company or their relatives except Smt. S. Meenakshi to the extent of her appointment as Independent Director in any way concerned or interested, financially or otherwise in the above resolution.

iii) In accordance with provisions of Section 161 of Companies Act 2013 and in accordance with communication No. 11/9/2011-FT(M&O) dated 2.6.2023, of Department of Commerce, Ministry of Commerce & Industry, Government of India, Shri Srinivas Rao Maddi (DIN:01740690) having given his “Consent to act as Director”, be and are hereby appointed as Non-Official Independent Directors on the Board of MMTC Limited w.e.f. 10.06.2023.

Shri Srinivas Rao Maddi, aged 56 years, holds degree in Bcom & LLB .

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Srinivas Rao Maddi to the extent of his appointment as Independent Director in any way concerned or interested, financially or otherwise in the above resolution.

iv) In accordance with provisions of Section 161 of Companies Act 2013 and in accordance with communication No. 11/9/2011-FT(M&O) dated 2.6.2023, of Department of Commerce, Ministry of Commerce & Industry, Government of India, Shri Nabarun Nayak (DIN:10258327), having given his “Consent to act as Director”, be and are hereby appointed as Non-Official Independent Director on the Board of MMTC Limited w.e.f. 03-08-2023.

Shri Nabarun Nayak, aged 49 years, holds degree in Graduate in Humanities.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Nabarun Nayak to the extent of his appointment as Independent Director in any way concerned or interested, financially or otherwise in the above resolution.

*Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company (Pursuant to Reg. 36 of the Listing Regulations and Secretarial Standards-2 on General Meetings)*

<b>Name of the Director</b>	<b>SMT ARTI BHATNAGAR</b>	<b>SMT S. MEENAKSHI</b>
<b>Date of Birth</b>	01/10/1965	01/03/1980
<b>Date of Appointment</b>	13/03/2023	9/06/2023
<b>Qualification</b>	She has a post graduate degree in Economics and M.Phil in Defence Strategic Studies from Madras University. Ms Bhatnagar is an alumni of the National Defence College.	Holds degree in BSC, MA and M.Phil ( Public Administration) .
<b>Expertise in Specific functional areas</b>	Ms Arti Bhatnagar is a Civil Servant of the Indian Defence Accounts Service of 1990 Batch. She is presently working as Additional Secretary & Financial Adviser, MOC&I, Ministry of Heavy Industry and Ministry of MSME. 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. Ms Bhatnagar has worked as JS(Security), Cabinet Secretariat handling SPG for five years. She has also worked as Chief Vigilance Officer for Air India, Pawan Hans Ltd and Airport Authority of India.	Social service.
<b>No. of Equity Shares held in the Company as on March 31, 2023</b>	NIL	NIL
<b>Terms &amp; Conditions of the appointment</b>	As per the Orders of the Govt of India in regard to her original appointment. She is only seeking appointment to fulfill the mandatory requirement.	Pursuant to the Order No.11/9/2011-FT(M&O) dated 2.06.2023 of Department of Commerce, Ministry of Commerce & Industry.
<b>Remuneration</b>	N.A	N.A.
<b>No. of meetings of Board attended during the year (2022-23)</b>	0	0

<b>Name of the Director</b>	<b>SMT ARTI BHATNAGAR</b>	<b>SMT S. MEENAKSHI</b>
<b>Directorships held in other Companies as on 31.3.2023</b>	NIL	NIL
<b>Relationship with any other Director inter-se and KMPs of the Company</b>	NIL	NIL

<b>Name of the Director</b>	<b>Shri Srinivas Rao Maddi</b>	<b>Shri Nabarun Nayak</b>
<b>Date of Birth</b>	26.11.1966	09.02.1974
<b>Date of Appointment</b>	10.06.2023	3.08.2023
<b>Qualification</b>	Bcom & LLB	Graduate in Humanities
<b>Expertise in Specific functional areas</b>	Social Service	Social Service.
<b>No. of Equity Shares held in the Company as on March 31, 2023</b>	NIL	NIL
<b>Terms &amp; Conditions of the appointment</b>	Pursuant to the Order No.11/9/2011-FT(M&O) dated 2.06.2023 of Department of Commerce, Ministry of Commerce & Industry.	Pursuant to the Order No.11/9/2011-FT(M&O) dated 2.06.2023 of Department of Commerce, Ministry of Commerce & Industry.
<b>Remuneration</b>	N.A	N.A.
<b>No. of meetings of Board attended during the year</b>	0	0
<b>Directorships held in other Companies as on 31.3.2023</b>	3	N.A
<b>Relationship with any other Director inter-se and KMPs of the Company</b>	Nil	Nil

<b>Name of the Director</b>	<b>Shri R.R Sinha</b>
<b>Date of Birth</b>	02.09.1964
<b>Date of Appointment</b>	19.06.2019
<b>Qualification</b>	Masters in Labour & Social Welfare
<b>Expertise in Specific functional areas</b>	. He has a distinguished career of more than 32 years and brings with him vast knowledge and experience in the field of HR
<b>No. of Equity Shares held in the Company as on March 31, 2023</b>	NIL
<b>Terms &amp; Conditions of the appointment</b>	Appointment is regulated by MOC&I Order No. A-12022/16/2018-E-IV dated 12.06.2019, he is only seeking reappointment to fulfill the mandatory requirement and only Retiring by rotation
<b>Remuneration</b>	In the pay scale of Rs. 180000-340000 (IDA PATTERN)
<b>No. of meetings of Board attended during the year</b>	8
<b>Directorships held in other Companies as on 31.3.2023</b>	MMTC Transnational Pte Ltd, Singapore
<b>Relationship with any other Director inter-se and KMPs of the Company</b>	Nil