



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 **56th Annual General Meeting** of the Members of MMTC Limited will be held on **Monday, the 30th September 2019** at 11.30 A.M. at the SCOPE Auditorium, Core-8, "SCOPE" Complex, 7, Institutional Area, Lodhi Road, New Delhi-110003 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31st March, 2019, along with the Directors' Report, Statutory Auditors' Report, the Comments thereupon of Comptroller & Auditor General of India and the Report of the Secretarial Auditors for the Financial Year 2018-19.
2. To declare Dividend on Equity Share Capital for the financial year ended 31st March, 2019.
3. To re-appoint Shri Umesh Sharma (DIN No. 03298909) Director (Finance), who retires by rotation at the AGM as Director (Finance) 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 (Finance).
4. 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 2019-20.

SPECIAL BUSINESS

5. To appoint Shri Manjunath G. as Part Time Non-Official Director on the Board of the Company and in this regard to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of Companies Act, 2013 and Rules made thereunder, Shri Manjunath G. (DIN : 08308050) who was appointed as Part Time Non-Official Director in MMTC Limited w.e.f. 21.12.2018 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 File No. 14/13/97-FT(ST) dated 17.12.2018 and by the Board of Directors in circulation on 27.12.2018 under section 161 of Companies Act 2013, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Part Time Non-Official Director on the terms, conditions and tenure as may be determined by the President of India from time to time."
6. To appoint Shri Rajiv Ranjan Sinha as whole time Director on the Board of the Company and in this regard to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of Companies Act, 2013 and Rules made thereunder, Shri Rajiv Ranjan Sinha (DIN:08487833) who was appointed as Director(Personnel) in MMTC Limited w.e.f. 19.06.2019 for a period of five years or till the date of his superannuation 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 Office Order No. A-12022/16/2018-E.IV dated 12.06.2019 and by the Board of Directors on 27.06.2019 as Director (Personnel) under section 161 of Companies Act 2013, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Director (Personnel) on the terms, conditions and tenure as may be determined by the President of India from time to time."
7. To appoint Shri Shashank Priya (DIN: 08538400), as Government Nominee Director on the Board of the Company and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 152 and 161 of Companies Act, 2013, Shri Shashank Priya (DIN :08538400), AS&FA, Department of Commerce, MOC&I, Govt. of India who was appointed as Part Time Govt Nominee Director in MMTC Limited w.e.f. 19.8.2019, 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 File No. 11/36/2001-FT(M&O) dated 13.08.2019 and approved by the Board of Directors in circulation on 21.08.2019 under section 161 of Companies Act 2013, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Part Time Govt



Nominee Director on the terms, conditions and tenure as may be determined by the President of India from time to time.”

8. To consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable regulations of SEBI i.e. Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for entering into the following proposed Related Party Transactions with regard to undertaking sale/purchase transactions by MMTC Limited with effect from the period mentioned against each, up to the amount as indicated in table given below:

	Related Party	Relationship	Value of Transactions with effect from 01.10.2019 to 30.09.2020
1.	Neelachal Ispat Nigam Ltd.(NINL)	Joint Venture Company	₹3500 Cr. for purchase and sale of products ₹1471.70 cr towards Corporate Guarantees on a continuing basis. Short Term working capital assistance of ₹1425 cr. on recurring basis including one time facility of ₹130 cr. besides trade finance of ₹1375 crores.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effects to this resolution.

By Order of the Board
For MMTC Limited
sd/-
(G.Anandnarayanan)
Company Secretary

Place: New Delhi
Dated: 21.8.2019

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY - EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.**

Pursuant to the provisions of Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding not more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
- Transfer Books and Register of Members will remain closed from **21st September 2019 to 30th September 2019** (both days inclusive). The Board of Directors, in its Meeting held on 30th May 2019, has recommended a dividend @ 30% (Re. 0.30 per share of face value Re.1.00 each) on the paid-up equity share capital of the company. The dividend, subject to the provisions of Section 126 of the Companies Act, 2013, if declared at the Annual General Meeting, will be paid in October, 2019 to the Members whose names appear on the Company's Register of Members on 30th September, 2019 in respect of physical shares. In respect of dematerialized shares, the dividend will be payable to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on **20th September, 2019**.
- The relevant explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Special Businesses, as set out above is annexed hereto.
- Pursuant to Section 124(1) read with Section 124(6) 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 (IEPF) of the Central Government. Therefore, Members are advised to encash their Dividend warrants immediately on receipt. During the year 2018-19, company has deposited with IEPF Authorities an amount of Rs.29806/- towards unpaid/unclaimed dividend for the financial year 2010-11.



5. **Members are requested to:**
- i) **note that copies of Annual Report will not be distributed at the Annual General Meeting.**
 - ii) **bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.**
 - iii) **deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Hall will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.**
 - iv) **note that the attendance slip/ proxy form should be signed as per the specimen signature registered with M/s MCS Share Transfer Agent Limited, Registrar & Transfer Agent (RTA)/ Depository Participant (DP).**
 - v) **note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.**
 - vi) **quote their Folio / Client ID & DP ID Nos. in all correspondence.**
 - vii) **note that no gifts/coupons will be distributed at the Annual General Meeting.**
6. Non-Resident Indian Shareholders holding shares in physical form are requested to inform the Company immediately:
- a) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank.
 - b) The Change in the Residential Status on return to India for permanent settlement.
7. As per SEBI Guidelines, it has been made mandatory for all companies to use the bank account details furnished by the depositories for distributing dividends and other cash benefits, etc. through Electronic Clearing Service to the investors wherever ECS and bank details are available. Accordingly, the shareholders holding shares in Demat form should furnish the bank account details to their depository participants to avail the above facility.
8. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
9. M/s. MCS Share Transfer Agent Ltd. F-65 Okhla Industrial Area, Phase I, New Delhi -110020 have been appointed as Registrar and Transfer Agents for carrying out its entire share related activities viz. Transfer / transmission/ transposition / dematerialization / rematerialisation / split/ consolidation of shares, change of address, bank mandate, filing of nomination, dividend payment and allied activities. Shareholders are requested to make all future correspondence related to share transfers and allied activities with this agency only.
10. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
11. Electronic copy of the Notice of the 56th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 56th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its RTA along with relevant Share Certificates.
13. 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 PAN to their DP with whom they are maintaining their demat accounts. SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above, Shareholders holding shares in physical form, are advised to dematerialize their shares.
14. Members, holding shares in physical form, may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the Form-SH 13 as prescribed in the Companies (Central Government's) General Rules and Forms, 2013, any person to whom their shares in the Company shall vest on occurrence of events stated in the Form. Those holding shares in physical form may obtain from and send Form-SH 13 in duplicate to RTA of the Company. In case of shares held in dematerialized form, the nomination/ change of address has to be lodged with the respective DP.



15. Members are requested to notify immediately any change in address:
 - i) To their DP In respect of shares held in a dematerialized form.
 - ii) To the Company's RTA-M/s MCS Share Transfer Agent Ltd. in respect of their physical shares, if any quoting their folio number.
16. Members desirous of getting any information on any items of business of this Meeting only are requested to address their queries to the Company Secretary at the registered office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
17. Annual listing fee for the year 2018-19 has been paid to both the Stock Exchanges (NSE & BSE) wherein shares of the Company are listed.
18. None of the Directors of the Company or Key Managerial Personnel is in any way related with each other.
19. Members may also note that the Notice of the 56th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.mmtclimited.com for downloading. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication in this regard, the shareholders may send requests to the Company's investor email id: ganarayanan@mmtclimited.com.

20. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 56th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26th September 2019 (09:00 AM) and ends on 29th September 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st Sept. 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 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, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcs.ppa@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September 2019.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st Sept. 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XI. Mr. PP Agarwal (F-4955), Proprietor of M/s P.P Agarwal & Co., Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.mmtclimited.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE / NSE.
21. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.
22. As mandated under Regulation 36(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, brief Profile/ Resume of the Directors seeking appointment/ re-appointment is annexed hereto.

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

Item No. 5

In accordance with Order File No. 14/13/97-FT(ST) dated 17.12.2018 from Department of Commerce, Ministry of Commerce & Industry, Government of India and pursuant to provisions of Section 149 of the Companies Act, 2013, Shri Manjunath.G (DIN-08308050), was appointed as Part Time Non-Official Director on the Board of MMTCL Limited w.e.f. 21.12.2018.

Shri Manjunath G., Ex-Corporator, Bruhat Bengaluru Mahanagara Palike, aged 51 years, is a Diploma holder in Mechanical Engineering from MEI Polytechnic, Bengaluru.



The company has received a notice from a member u/s 160 of Companies Act, 2013 proposing the candidature of Shri Manjunath. G as Part Time Non-Official Director of the company.

Board considers it desirable that the Company should continue to avail itself of his services as Part Time Non-Official Director and recommend this resolution for approval of the shareholders.

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

Item No. 6

In accordance with Office Order No. A-12022/16/2018-E.IV dated 12.06.2019 from Department of Commerce, Ministry of Commerce & Industry, Government of India and pursuant to provisions of Section 161 of the Companies Act, 2013, Shri. R.R. Sinha (DIN-08487833) was appointed as Director (Personnel) on the Board of MMTTC Limited w.e.f. 19.06.2019.

Shri Rajiv Ranjan Sinha, aged 54 years, has done Masters in Labour and Social Welfare. Prior to joining MMTTC, he was holding the post of Chief General Manager(P&A/HR) in PEC Limited. He started his professional career in PSUs from Heavy Engineering and then moved on to Power Sector. He has a distinguished career of more than 30 years and brings with him vast knowledge and experience in the field of HR.

The company has received a notice from a member u/s 160 of Companies Act, 2013 proposing the candidature of Shri. R.R. Sinha as Director (Personnel) of the company.

Board considers it desirable that the Company should avail itself of his services as Director (Personnel) and recommend this resolution for approval of the shareholders.

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

Item No. 7

In accordance with Office Order No. 11/36/2001-FT(M&O) dt. 13.8.2019 from Department of Commerce, Ministry of Commerce & Industry, Government of India and pursuant to provisions of Section 161 of the Companies Act, 2013, Shri Shashank Priya was appointed as Government Nominee Director on the Board of MMTTC Limited w.e.f. 19.08.2019.

Shri Shashank Priya, M.A., LL.B, aged 53 years is a Civil Servant belonging to a 1988 batch of IRS (C&CE). Prior to joining the Department of Commerce as Additional Secretary, Shri Shashank Priya worked as Joint Secretary in the GST Council. He has about 30 years of experience of dealing with issues relating to Indirect Tax and WTO. He has also worked in different fields of Customs and Central Excise such as Central Excise Division, Anti-Smuggling, Appraising, Vigilance and Export Promotion. He has acted as a resource persons for several reputed institutions and made numerous presentations on GST and WTO issues before national and international audience in India and abroad.

The company has received a notice from a member u/s 160 of Companies Act, 2013 proposing the candidature of Shri Shashank Priya as Govt. Nominee Director on the Board of the company.

Board considers it desirable that the Company should avail itself of his services as Govt Nominee Director and recommend this resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Shashank Priya to the extent of his appointment as Part Time Govt. Nominee Director, in any way concerned or interested, financially or otherwise in the above resolution.

Item No. 8

Section 188 of the Companies Act 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder approval for material related party transactions. The Proviso to Section 188 also states that nothing in Section 188(1) will apply to any transactions entered into by the Company in its ordinary course of business and at arm length basis.

All the proposed transactions put up for approval are in ordinary course of business and the transactions with NINL – JV Company are not at arm's length. Pursuant to the SEBI Regulation, the following contracts /arrangements / transactions are material in nature and require the approval of the unrelated shareholders of the Company by an Ordinary Resolution:



S. No.	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from 1.10.2019 to 30.9.2020	Nature and material Terms / Particulars of the contract or arrangement
1.	Neelachal Ispat Nigam Limited	Joint Venture Company	₹3500 Cr. for purchase and sale of products Corporate Guarantee- ₹1471.70 Cr. Short Term working capital Assistance: ₹1425 cr. including one time facility of ₹130 crores based trade finance of ₹1375 cr.	Shareholders Agreement between MMTC & Govt. of Orissa through M/s. IPICOL envisages that MMTC shall organize supply of raw materials and consumables for the plant on mutually agreed terms. Domestic sale and export of products of the JV Company shall be arranged by MMTC at mutually agreed terms between MMTC & NINL. Agreement for sale/purchase of finished goods was signed between MMTC & NINL vide agreement dtd. 06.08.1999, amended on 22.06.2012 and further amended on 11.02.2014. Approval of Corporate Guarantee and short term working capital assistance of ₹1425 Crores including an one time facility of ₹130 Crores extended to the NINL was approved by the shareholders vide postal ballot resolution passed on 09.09.2015 and by the Board of Directors thereafter from time to time. Since both the transactions are of continuous nature hence approval of shareholders is sought for further extension.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:-

Name of the Related Party	1. M/s Neelachal Ispat Nigam Ltd
Name of Director or key managerial personnel who is related, if any	Neelachal Ispat Nigam Ltd (in the capacity of Nominee Directors only) 1. Shri Ved Prakash, CMD 2. Shri A Sondhi, Director(Mktg). 3. Shri Umesh Sharma, Director(Fin.) 4. Shri J Ravi Shanker, Director (Mktg.)
Nature of relationship	As per table given above
Nature and material Terms /Particulars of the contract or arrangement	
Any other information relevant or important for the members to take decision on the proposed resolution	

The above contracts/arrangements/transactions were approved by the Audit Committee and recommended by the Board of directors to the unrelated shareholders of the Company for their approval.

As per Regulation 23(4) of the SEBI Listing Regulations, all entities /persons that are directly/indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise, in the ordinary resolution set out at Item No.7 of the Notice except in the capacity of Nominee Directors of MMTC indicated above. The Board recommends the Resolution set out at Item No.7 of the notice for their approval by the unrelated parties.

The documents referred in Item No. 5 to 8 above, in respect of which explanatory statement has been provided, are open for inspection at the registered office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.



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)

Name of the Director	Sh. Manjunath G.	Sh. R.R. Sinha	Sh. Shashank Priya
Date of Birth	14.04.1968	02.09.1964	29.11.1965
Date of Appointment	21.12.2018	19.06.2019	19.08.2019
Qualification	Diploma in Mechanical Engineering	Masters in Labor and Social Welfare	M.A., LL.B.
Expertise in Specific functional areas	Public Administration	Human Resource Management, Industrial Relations,	GST, Customs & Central Excise, WTO Issues
No. of Equity Shares held in the Company as on March 31, 2018	Nil	Nil	Nil
Terms & Conditions of the appointment	As per the Orders of the Govt. of India in this regard indicated under relevant resolution.	As per the Orders of the Govt. of India in this regard indicated under relevant resolution.	As per the Orders of the Govt. of India in this regard indicated under relevant resolution.
Remuneration last drawn during FY 2018-19 (Rs)	45,000	Nil	N.A.
No. of meetings of Board attended during the year	2	Nil	N.A.
Directorships held in other Companies as on March 31, 2019	Nil	N.A.	N.A.
Relationship with any other Director inter-se and KMPs of the Company	Nil	Nil	Nil



MMTC LIMITED
 Regd. Office : Core-1, SCOPE Complex, 7 Institutional Area, Lodhi Road, New Delhi - 110003
 CIN: L51909DL1963GOI004033
ATTENDANCE SLIP

56th ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, the 30th September 2019 AT 11:30 AM

NAME OF THE MEMBER (IN BLOCK LETTERS)	
ADDRESS	
Folio No./DP ID/Client ID No. of Shares held	
NAME OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF THE MEMBER	

I, hereby record my presence at the 56th Annual General Meeting of the Company held on Monday, 30th September 2019 at Scope Auditorium, Core-8, Scope Complex, 7th Institutional Area, Lodhi Road, New Delhi-110003.

Tick as applicable Member Proxy Signature of Member /Proxy

NOTES:

- The attendance slip should be signed as per the specimen signature registered with M/s MCS Share Transfer Agent Ltd, Registrar & Transfer agent (RTA)/Depository Participant(DP). Such duly completed and signed Attendance slip(s) should be handed over at the RTA counter(s) at the venue against which RTA will provide admission card. Entry to the hall will be strictly on the basis of admission card as provided by RTA. Members in person and Proxy-holders may please carry photo-ID card for identification purpose
- Shareholder(s) present in person or through registered proxy shall only be entertained.

MMTC LIMITED
 Regd. Office : Core-1, SCOPE COMPLEX, 7 Institutional Area, Lodhi Road, New Delhi - 110003
 CIN : L51909DL1963GOI004033
FORM OF PROXY (MGT-11)

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014

Name of Member(s)	
Registered address:	
Folio No./DP ID-CLIENT ID	
Email ID	

I/We being the member(s) of _____ s shares of the above named company, hereby appoint:

1	Name: Address: E Mail-ID:		Signature:	
Or failing him				
2.	Name: Address: E Mail-ID:		Signature:	
Or failing him				
3.	Name: Address: E Mail-ID:		Signature:	

As my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Monday, 30th September 2019 at Scope Auditorium, Core-8, Scope Complex, 7th Institutional Area, Lodhi Road, New Delhi-110003.

S. No.	Resolution	For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements of the Company including Consolidated Accounts for the year ended March 31, 2019, the Reports of the Board of Directors, Statutory Auditors Report and Comments of Comptroller and Auditor General of India and the Report of Secretarial Auditor for FY 2018-19.		
2.	Declaration of Final Dividend for the year 2018-19.		
3.	Re-appointment of Shri Umesh Sharma, who retires by rotation.		
4.	Fixation of Remuneration of Statutory Auditors for the Year 2019-20.		
Special Business			
5.	Appointment of Shri Manjunath .G as Part Time Non-Official Director		
6.	Appointment of Shri R.R Sinha as Director (Personnel)		
7.	Appointment of Shri Shashank Priya as Govt. Nominee Director		
8.	To undertake Related Party Transactions from 1.10.2019 to 30.9.2020)		

Signed this..... Day of 2019.

Signature of shareholder

Affix
Revenue
Stamp of
₹1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.