



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 **51st Annual General Meeting** of the Members of MMTC Limited will be held on Thursday, the **18th September 2014** at 11.30 A.M. at the Weightlifting Auditorium, Sports Authority of India, Gate No. 19, Jawaharlal Nehru Stadium, Lodhi Road, New Delhi-110003 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet of the Company as at March 31, 2014, and Profit & Loss Account for the year ended March 31, 2014 along with the Directors' Report, Statutory Auditors' Report and the Comments thereupon of Comptroller & Auditor General of India.
2. To declare dividend on Equity Share capital for the financial year ended 31st March, 2014.
3. To re-appoint Shri Anand Trivedi, Director (Marketing), who retires by rotation at the AGM as Director (Marketing) 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 (Marketing).
4. To re-appoint Shri P.K. Jain, Director (Marketing), who retires by rotation at the AGM as Director (Marketing) 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 (Marketing).
5. To authorize 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 2014-15.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Shri Bhagwati Prasad Pandey (DIN : 01393312) who was appointed as Part Time Govt. Nominee Director w.e.f.16.06.2014, by the President of India in exercise of powers vested vide Article 87(2) of Articles of Association of the Company, vide Department of Commerce, Ministry of Commerce & Industry communication no. 11/36/2001-FT(M&O) dated 16th June 2014 and by the Board of Directors in circulation on 09th July 2014 as a Part Time Govt. Nominee Director 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 determined by the President of India from time to time.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the MMTC Limited, by inserting following new Article 2A after Article 2:

“2A Wherever in the Companies Act, 2013 (‘CA 2013’), it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, to carry out such transaction(s) as have been permitted by the CA 2013 without there being any separate/specific article in that behalf herein provided.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be deemed necessary or expedient, to give effect to this Resolution.”

By Order of the Board
For MMTC Limited

Place: New Delhi
Dated: 13.08.2014

sd/-
(G.Anandanarayanan)
Assistant Company Secretary

GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Ministry of Corporate Affairs has taken up “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Reports can be sent by e-mail to its members. To support this green initiative of the Government in full measure, **members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses**, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to get their e-mail addresses registered with MCS Limited, New Delhi, RTA of the Company.

NOTES:

- 1. 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.

2. Transfer Books and Register of Members will remain closed from **12th to 18th September 2014** (both days inclusive). The Board of Directors, in its Meeting held on 29th May 2014, has recommended a dividend @ 15% (Re. 0.15 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, 2014 to the Members whose names appear on the Company's Register of Members on 18th September, 2014 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 **11th September, 2014**.
3. 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
4. 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.
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 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 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 / dematerialisation / 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 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.
11. Electronic copy of the Notice of the 51st 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 Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 51st 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. 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 mode should attach a copy of their PAN Card for every transfer request sent to the Company / RTA.
14. Members, holding shares in physical form, may avail of 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 Companies RTA-M/S MCS 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 2014-15 has been paid to all Stock Exchanges 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 51st Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.mmtclimited.com for their download. 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**

In compliance with provisions of Clause 35B of the Listing Agreement as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 51st Annual General Meeting (AGM) by electronic means. User ID and Password including instructions for e-voting are given overleaf of Proxy form. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at a meeting. Members who have not voted electronically can cast their vote at the venue. NSDL will be facilitating services of e-voting to the Members for casting their vote electronically.

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 Clause 49 of the Listing Agreement with the Stock Exchanges, 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. 6

In accordance with communication No 11/36/2011-FT (M&O) dated 16th June 2014 from Department of Commerce, Ministry of Commerce & Industry, Government of India and pursuant to provisions of Section 161 of the Companies Act, 2013, Shri Bhagwati Prasad Pandey, Additional Secretary, MOC&I was appointed as Part Time Director on the Board of MMTC Limited w.e.f. 16th June 2014. Shri Bhagwati Prasad Pandey holds the charge till the conclusion of this AGM. The company has received a notice from a member u/s 160 of Companies Act, 2013 proposing the candidature of Shri Bhagwati Prasad Pandey as Part Time Director of the company.

Shri Bhagwati Prasad Pandey, aged 57 years, has held various senior positions in Government of Uttar Pradesh and Government of Uttarakhand. Shri B.P. Pandey belongs to IAS 1983 Batch-Uttarakhand Cadre. He worked as Joint Secretary in Department of Chemicals and CVO in Power Sector. Prior to his appointment as AS & FA, Mr. B.P. Pandey was holding the charge of Additional Chief Secretary to the Government of Uttarakhand.

Board considers it desirable that the Company should continue to avail itself of his services as Part Time Director on the Board of MMTC Ltd. and recommends this resolution for approval of the shareholders.

None of the Directors or key managerial personnel of the Company or their relatives except Shri Bhagwati Prasad Pandey to the extent of his appointment as Part Time Director, in any way concerned or interested, financially or otherwise in the above resolution.

Item No.7

The members may please note that the Ministry of Corporate Affairs ('MCA') vide its notifications dated 12.9.2013 and 26.3.2014 has notified many substantive provisions of the Companies Act, 2013 ('the Act'), which governs general working of companies. However,

provisions relating to National Company Law Tribunal, compromise, arrangement and amalgamations, winding-up and some other provisions have yet to be notified by the MCA. With the notifications of various Sections of the Act, existing Articles of Association of the Company require alterations and empowerment to the Company to carry out certain transactions in accordance with the provisions of the Act.

It is proposed to amend the existing Articles of Association of MMTC Ltd by inserting an Article No. 2A after the existing Article No.2 of AOA of the company to authorize and empower the Company to carry out certain transactions, as permitted under the Act without there being any separate/specific article in the existing Articles of Association. A copy of the Articles of Association of the Company together with proposed alteration would be available for inspection free of cost by the members at the Registered Office of the Company.

No Director, Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Resolution at Item No.7 for approval of the Members as a Special Resolution.

BRIEF PROFILE OF DIRECTORS SEEKING RE-ELECTION AT THE 51ST AGM

SHRI ANAND TRIVEDI

Shri Anand Trivedi, an alumnus of SRCC, Delhi University has served in the public sector for over 30 years with 16 years of experience in Regional offices of MMTC and 9 years in Corporate office. During his said tenure in MMTC he has handled all the commodities of MMTC's product profile including Fertilizers, Iron ore, Non Ferrous Metals, Coal, Agro, Precious metals & Diamonds at Operational levels and Precious Metals Division at Corporate Level.

SHRI P.K JAIN

Shri P.K Jain, aged 49 years, is a B.E. (Mechanical) and has a wide experience of more than 28 years in International trade. Prior to his appointment as Director (Marketing) in MMTC Ltd. he held the charge of Chief General Manager in PEC Limited and has also served in various capacities in PEC Ltd.
