



STCI FINANCE LIMITED

(Formerly : Securities Trading Corporation of India Limited)

Regd. Off.: A/B 1-802, A - Wing, 8th Floor, Marathon Innova, Marathon Nextgen Compound,
Off. Ganpatrao Kadam Marg, Lower Parel (W), Mumbai - 400 013.
CIN: U51900MH1994PLC078303, Website :- www.stcionline.com.

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of STCI Finance Limited (formerly known as Securities Trading Corporation Of India Limited) will be held at the Board room of STCI Finance Limited at A/B1- 802, A Wing, 8th floor, Marathon Innova, Marathon Next Gen Compound, Off. Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013 on Thursday the 11th day of September, 2014 at 4.00 pm to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the Profit and Loss Account for the financial year ended March 31, 2014 together with the Reports of the Board of Directors and Auditors of the Company.
2. To declare dividend on Equity Shares for the financial year ended March 31, 2014.
3. To authorise the Board of Directors to determine the remuneration payable to the Statutory Auditors appointed by the C&AG of India for the year 2014-15.
4. To appoint a Director in place of Shri T.C Venkat Subramanian (DIN00040526), who retires by rotation and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Jayant Sinha (DIN 02192952) who was appointed as an Director of the Company in the casual vacancy caused by the resignation of Dr. N. Balasubramanian and who holds office upto th is Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (corresponding to section 262 of erstwhile Companies Act, 1956) and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Companies act 2013 and who is eligible for appointment and in respect of whom the Company has received Notice in writing from a Member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of three consecutive years upto the conclusion of the 23rd Annual General meeting of the Company in the calendar year 2017."





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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri K.Narasimha Murthy (DIN 00023046) who was appointed as an Director of the Company in the casual vacancy caused by resignation of Prof. Barua and who holds office upto this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (corresponding to section 262 of erstwhile Companies Act, 1956) and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Companies act 2013 and who is eligible for appointment and in respect of whom the Company has received Notice in writing from a Member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of three consecutive years upto the conclusion of the 23rd Annual General meeting of the Company in calendar year 2017”.

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

“RESOLVED THAT pursuant to Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri S.Ravi (DIN 00009790), Director of the company whose period of office is liable to retirement by rotation under Section 255 (1)(a) of the erstwhile Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Companies Act 2013 and who is eligible for appointment and in respect of whom the Company has received Notice in writing from a Member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of three consecutive years upto the conclusion of the 23rd Annual General meeting of the Company in calendar year 2017.”

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

“RESOLVED THAT in modification of the Ordinary Resolution passed at the Nineteenth Annual General Meeting of the Company held on September 26, 2013 approving the appointment of Smt. V.R Iyer (DIN 05242960), Chairperson as a Director of the Company not liable to retire by rotation, and pursuant to the





provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to categorise her appointment as 'Director retiring by rotation'."

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

"RESOLVED THAT in modification of the Ordinary Resolution passed at the Nineteenth Annual General Meeting of the Company held on September 26, 2013 approving the appointment of Shri S.Venkateswarlu (DIN 06583519) as a Director of the Company not liable to retire by rotation, and pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to categorise his appointment as 'Director retiring by rotation'."

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

"RESOLVED THAT in supersession of the ordinary resolution passed by the shareholders in the Nineteenth Annual General Meeting held on September 26, 2013 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing monies, from time to time, at its discretion for the purpose of business of the Company either from the Company's bankers or any other bank(s), financial institution(s), lending agencies or any other lending institution(s), persons, firms, trusts or bodies corporates notwithstanding that the monies to be borrowed together with monies already borrowed by the Company, apart from temporary loans obtained from Company's Bankers in the ordinary course of business, exceeds the aggregate paid-up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose provided, however, that the total amount of such borrowings shall not exceed the amount of Rs. 8000 crore. (Rupees eight thousand crore only) at any time and that the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such money to be borrowed from time to time so as to interest, repayment, security or otherwise as they may in their absolute discretion think fit"





RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit, necessary, proper or expedient and to settle any question, difficulty, doubt that may arise in respect of borrowings aforesaid and further to do all such acts, deeds, and things and to execute documents and writings as may be necessary, proper and desirable or expedite to give effect to the this resolution.”

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

“RESOLVED THAT in supersession of the ordinary resolution passed by the shareholders at the Nineteenth Annual General Meeting held on September 26, 2013 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) for mortgaging and/or charging on such terms and conditions, with such ranking for priority as may be agreed upon with the concerned parties, and in such form and manner, as the Board may deem fit, any part or the whole of the movable and immovable properties / assets of the Company, including the present and/or future properties, as the case may be, in favour of the Trustees or such Agencies (appointed/ to be appointed by the Board), Banks, Financial Institutions, other investing entity, Lenders and/or such other parties, as may be required, to secure borrowings of the Company upto an aggregate value of Rs. 3500 crore by way of issuance of Non Convertible/Convertible Debentures, Bonds and/or such other instrument(s) as the Board may think fit, issued/to be issued in one or more tranches, Loans and /or other Credit facilities availed or to be availed, from time to time, upon such terms and conditions as may be decided by the Board, together with interest at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses, and other monies covered by the aforesaid financial assistance under the respective Debenture Trust Deed, loan agreements or other documents entered into/to be entered into by the Company in respect of the said Debentures/Bonds/other instrument(s)/ loans/ other borrowings.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors or the Committee thereof or persons authorised by the Board in this behalf be and is hereby authorised to finalise, settle and execute with the Trustees and/or Lenders or concerned parties, as the case may be, agreements and other documents and deeds for creating the aforesaid mortgages and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient and to resolve any question or doubt which may arise in





relation thereto, or otherwise considered by the Board to be in the best interest of the Company."

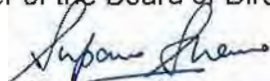
12. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to other applicable regulations/guidelines, Circulars as amended from time to time, the consent of the members of the Company, be and is hereby accorded to the Board of Directors to make offer(s) or invitation(s) to subscribe Non-Convertible Debentures including Bonds, Commercial Papers and / or any other Debt Securities on private placement basis in one or more series / tranches during the period of one year commencing from the date of passing of this special resolution by the members within the overall borrowing limit as approved by members under Section 180(1)(c) and in compliance with the limit approved by members under section 180(1)(a) for creation of mortgage/ charge on the Company's properties to secure its borrowings, on such terms and conditions as the Board of Directors may determine and consider proper and beneficial to the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit, necessary, proper or expedient and to resolve and settle all questions and difficulties that may arise in connection with the offer of the aforesaid securities and give such directions and further to execute documents and writings as may be necessary, proper and desirable or expedite to give effect to the this resolution."

Mumbai.
August 19, 2014

By Order of the Board of Directors


(Suparna Sharma)
Company Secretary





NOTES

1. The relative Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special business under Item No. 5 to 12 above is annexed hereto. The relevant details of directors seeking appointment/ re-appointment under Item Nos. 4 to 7 are also annexed.
2. A body corporate (including any company which is a Member of the Company) may authorise any person as it thinks fit by a resolution of its Board of Directors or other governing body to act as its representative on its behalf at any meeting and such representative shall be entitled to exercise the same rights and powers, including the right to vote by proxy on behalf of the body corporate which he represents as that body corporate would exercise if it were an individual. Such representative entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. A general form of proxy is enclosed for the use of the members.
3. Members of the Company, being a body corporate, are requested to lodge at the Registered Office of the Company a certified true copy of the Resolution of their Board of Directors or Governing Body appointing the representative of the body corporate or the proxy by such representative along with aforesaid resolution not later than 48 hours before the meeting.
4. Certified true copies of the Resolutions appointing the representative by bodies corporate and proxies to attend the meeting on their behalf and received till then will be open for inspection by the members during normal business hours commencing from the date hereof until the day preceding the date of the meeting at the Registered Office of the Company and shall also be kept open for inspection by the members during the Meeting.
5. Final Dividend recommended by Directors, if approved by the Members at the Annual General Meeting will be paid to those shareholders whose names appear in the Company's Register of Members as at the close of business of the Company on September 11, 2014. In respect of shares held in electronic form, dividend shall be paid to the beneficial owners as per the list furnished by the Depository as at the close of business of the Company on September 11, 2014.
6. The Bank Account details/ address furnished to the Company by the respective depository would be considered for payment of dividend in respect of the shares held in electronic form. Members are therefore requested to immediately notify any change in their address and Bank Account details to their Depository Participants.
7. Pursuant to the provisions of Section 101 and Section 136 read with the Rules framed there under, the Notice of the 20th Annual General Meeting and the Annual Report for FY 2013-14 is being sent by electronic mode to those members who have registered their e-mail id with the Depository or the Company. Physical copies of the Notice of the 20th Annual General

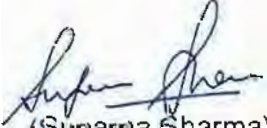




Meeting and Annual report are being sent to the members who have not registered their e-mail id with the Depository. Members of the Company, who have registered their e-mail id are also entitled to receive such communication in physical form upon request. In support of the Green Initiative in Corporate Governance initiated by Ministry of Corporate Affairs, Members are requested to register / update their e-mail id with their Depository Participant directly for receiving various documents including the Annual Reports or other communications from the Company.

8. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary in advance of the meeting so that the information required may be made readily available at the meeting.
9. The Notice and the Annual Report of the Company will be made available on the Company's website www.stcionline.com. All documents referred to in accompanying Notice and explanatory statement shall be open for inspection at the Registered office of the Company during normal business hours on working days upto the date of the Annual General Meeting

By Order of the Board of Directors


(Suparna Sharma)
Company Secretary

Mumbai.
August 19, 2014





EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to the item of Special Business mentioned in the Notice dated August 19, 2014.

Item No. 5- Appointment of Shri Jayant Sinha as an Independent Director

Shri Jayant Sinha, a Non-Executive Independent Director of the Company, was appointed by the Board at its meeting held on December 19, 2012 to fill the casual vacancy caused by the resignation of Dr. N. Balasubramanian. He holds office up to this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (corresponding to section 262 of erstwhile Companies Act, 1956). In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Jayant Sinha being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director not liable to retire by rotation for a term of three consecutive years upto the conclusion of the 23rd AGM in calendar year 2017.

He is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and he has given his consent to act as a Director. He has given a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. A notice has been received from a member under Section 160 of the Companies Act, 2013 along with the requisite deposit proposing his candidature for the office of Independent Director.

In the opinion of the Board, Shri Jayant Sinha fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and he is independent of the management. His brief profile is annexed to this Notice.

The Board recommends the resolution in relation to appointment of Shri Jayant Sinha as Independent Director of the Company as set out in Item no. 5 of the Notice, for the approval of members.

Except Shri Jayant Sinha, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

Item No. 6. Appointment of Shri K. Narasimha Murthy as an Independent Director

Shri K. Narasimha Murthy, a Non-Executive Independent Director of the Company, was appointed by the Board at its meeting held on March 08, 2013 to fill the casual vacancy caused by the resignation of Prof. S.K Barua. He holds office up to this Annual General Meeting as per Section 161 of the Companies Act, 2013 (corresponding to section 262 of erstwhile Companies Act, 1956). In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, K. Narasimha Murthy being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director not liable to retire by rotation for a term of three consecutive years upto the conclusion of the 23rd AGM in calendar year 2017.





He is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and he has given his consent to act as a Director. He has given a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. A notice has been received from a member under Section 160 of the Companies Act, 2013 along with the requisite deposit proposing his candidature for the office of Independent Director. His brief profile is annexed to this Notice.

In the opinion of the Board, Shri K. Narasimha Murthy fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and he is independent of the management.

The Board recommends the resolution in relation to appointment of Shri K. Narasimha Murthy as Independent Director of the Company as set out in Item no. 6 of the Notice, for the approval of members.

Except Shri K. Narasimha Murthy, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

Item No. 7- Appointment of Shri S. Ravi as an Independent Director

Shri S. Ravi, a Non-Executive Director of the Company, joined the Board of Directors of the Company on August 01, 2013. His period of office is liable to determination by rotation under Section 255(1)(a) of the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri S. Ravi being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director not liable to retire by rotation for a term of three consecutive years upto the conclusion of the 23rd AGM in calendar year 2017.

He is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has given his consent to act as a Director. He has given a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. A notice has been received from a member under Section 160 of the Companies Act, 2013 along with the requisite deposit proposing his candidature for the office of Independent Director. His brief profile is annexed to this Notice.

In the opinion of the Board, Shri S. Ravi fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and he is independent of the management.

The Board recommends the resolution in relation to appointment of Shri S. Ravi as Independent Director of the Company as set out in Item no. 7 of the Notice, for the approval of members.

Except Shri S. Ravi, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.





Item No. 8 & 9–Categorise Non-Independent Directors under ‘Director retiring by rotation’

Section 152(6) of the Companies Act, 2013, which came into force with effect from April 01, 2014, provides that not less than two-third of the total number of directors, other than Independent Directors, shall be Directors liable to retire by rotation. Smt. V.R Iyer, Chairperson and Shri S.Venkateswarlu, Managing Director, Non-Independent Directors of the Company, were appointed as 'Directors not liable to retire by rotation' at the 19th Annual General Meeting held on September 26, 2013 pursuant to section 255(2) of the erstwhile Companies Act, 1956. To give effect to the aforesaid provisions of Section 152(6) of the Companies Act, 2013, it is recommended that the appointment of Non-Independent Directors, Smt. V.R Iyer, Chairperson and Shri S.Venkateswarlu, Managing Director be categorised under "Directors retiring by rotation"

The Board of Directors commend passing of the resolution set out in item No.8 & 9 of the Notice.

Except Smt. V.R Iyer and Shri S.Venkateswarlu, no other director, key managerial personnel and relatives thereof are concerned or interested in the resolutions set out in Item no. 8 & 9.

Item No.10 -To approve the Borrowing limit of the Company

In terms of Section 293(1)(d) of the erstwhile Companies Act, 1956, the Members by an ordinary resolution passed at the 19th Annual General Meeting of the Company held on September 26, 2013, accorded their consent to the Board of Directors to borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the paid up capital and free reserves of the Company, provided the total outstanding amount so borrowed does not exceed Rs. 8000/-crore at any point of time.

As per Section 180(1)(c) of the Companies Act, 2013, which came into effect on September 12, 2013, the power to borrow money in excess of the paid up capital and free reserves can be exercised by Board of Directors with the consent of members by means of a special resolution. As per clarification issued by Ministry of Corporate Affairs, the ordinary resolution passed by members under section 293(1)(d) of the erstwhile Companies Act, 1956 will be valid for a period of 1 year from the date of notification of Section 180 i.e upto September 11, 2014.

Therefore, consent of the members by means of a special resolution is being sought under section 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow in excess of the paid up capital and free reserves upto a sum not exceeding Rs. 8000 crore. No change in the borrowing limit of the Company has been proposed.

The Board of Directors recommend the passing of Special Resolution set out at item no. 10 of the Notice for the approval of members.

None of the Directors, key managerial personnel and relatives thereof are concerned or interested in the said Resolution.



**Item No.11 -Creation of Charge on the Company's Movable / Immovable properties.**

As per Section 293(1)(a) of the erstwhile Companies Act, 1956, the members by ordinary resolution passed at the 19th Annual General Meeting of the Company held on September 26, 2013, accorded their consent to the Board of Directors for creation of mortgage/ charge on the Company's movable / immovable properties/ assets to secure borrowings upto an aggregate amount not exceeding Rs. 3500 crore.

Section 180(1)(a) of the Companies Act, 2013 effective from September 12, 2013, provides that the Company shall not without the consent of members by means of special resolution sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. The mortgage and/or charge to be created on the Company's movable / immovable properties/ assets of the Company to secure borrowings may be regarded as disposal of the Company's undertaking(s) within the meaning of section 180(1)(a) of the Companies Act, 2013. As per clarification issued by Ministry of Corporate Affairs, the ordinary resolution passed by members under section 293(1)(a) of the erstwhile Companies Act, 1956 will be valid for a period of 1 year from the date of notification of Section 180 i.e upto September 11, 2014.

Therefore, consent of the members by means of a special resolution is being sought under section 180(1)(a) of the Companies Act, 2013, to enable the Board of Directors create mortgage/ charge on the Company's movable / immovable properties/ assets for securing borrowings upto an aggregate amount not exceeding Rs. 3500 crore. No change in the limit has been proposed for creation of mortgage/charge on the Company's property to secure its borrowings.

The Board of Directors recommend the passing of Special Resolution set out at item no. 11 of the accompanying Notice for the approval of members.

None of the Directors, key managerial personnel and relatives thereof are concerned or interested in this Resolution.

Item No.12:-Private Placement of Non-Convertible Debentures and/or other Debt Securities

In terms of the provisions of Section 42 of the Companies Act 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014 as amended from time to time, a company can make private placement of its securities, if offer or invitation to subscribe to securities has been previously approved by the shareholders by a special resolution. However, in case of offer or invitation to subscribe Non-Convertible Debentures, it is sufficient if approval by a special resolution is obtained once a year for all offers or invitation to subscribe NCDs during the year.

NCDs including Commercial Papers issued on private placement basis constitute a significant source of borrowings for the Company. In order to meet the requirement of funds that may arise in the next one year for augmenting the business of the Company, it is proposed to offer or invite subscription of NCDs including commercial papers, bonds and/ or other debt securities on private placement basis in one or more series/tranches during the period of 1 year from the date of passing of special resolution within the overall borrowing limit of the Company as approved





by the members under Section 180(1)(c) of Companies Act, 2013 and subject to compliance of limit approved by members under Section 180(1)(a) for creation of mortgage/charge on the Company's property to secure its borrowings, with authority to the Board to determine the terms and conditions and to do all such acts, deeds and matters in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit.

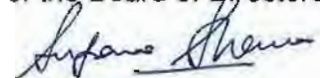
Therefore, the approval of the Members is being sought by way of a Special Resolution under the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Act read with the Rules made there under as Item No. 12 of the accompanying Notice.

The Board of Directors recommend the passing of Special Resolution set out at item no. 12 of the accompanying Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said Resolution.

Mumbai,
August 19, 2014

By Order of the Board of Directors


(Suparna Sharma)
Company Secretary



**Details of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting**

Name of Director	Shri T.C.Venkat Subramanian	Shri Jayant Sinha
DIN	00040526	02192952
Date of Birth	October 30, 1949	April 21,1963
Nationality	Indian	Indian
Date of Appointment On the Board	March 16, 2004	December 19,2012
Expertise in specific functional area	He is the Ex- Chairman and Managing Director of EXIM Bank and has over 37 years of wide professional experience in financial sector having worked in Bank of India and IDBI bank.	He has over 25 years experience as an investor and strategy consultant and has deep understanding of managing investments and advising businesses in India. In May 2014, he was elected to Lok Sabha, representing BJP from Hazaribagh He is Ex-Managing Director of Omidyar Network India Advisors, where he has lead the overall investment strategy and operations in India.
Qualifications	Bachelor in Electrical Engineering, CAIIB Commercial Banking	BTech from the IIT, Delhi, an MS in energy management and policy from the University of Pennsylvania and MBA from the Harvard Business School.
List of Directorships Held in other Companies	Director - <ul style="list-style-type: none">➤ Agriculture Finance Corporation Ltd.➤ Rolta India Ltd➤ Jyoti Structures Ltd➤ Investee Capital Services (India) Pvt. Ltd➤ Foundation for Organisational Research & Education➤ LIC - Nomura MF Trustee Co. Pvt Ltd	Director- <ul style="list-style-type: none">➤ iMerit Technology Services Pvt. Ltd➤ D.Light Design Inc.
No. of shares held	NIL	NIL





Name of Director	Shri K.Narasimha Murthy	Shri S .Ravi
DIN	00023046	00009790
Date of Birth	August 13,1957	July 12, 1959
Nationality	Indian	Indian
Date of Appointment On the Board	March 8, 2013	August 01,2013
Expertise in specific functional area	He is a Partner of Narasimha Murthy & Co. Cost Accountant is associated with development of Cost & Management Information Systems in more than 150 companies across various industries.	He is Managing partner of Ravi Rajan & Co. And RRCA & Associates. He has to his credit vast experience in the field of Banking and Finance, Audit, Accounting and Assurance services, Financial and Management consulting.
Qualifications	B.Sc., F.C.A. F.C.M.A,	M.Com, FCA
List of Directorships Held in other Companies	<u>Director-</u> <ul style="list-style-type: none">➤ LIC Housing Finance Limited➤ A.P.Estate Financial Corporation➤ Srikari Management Consultants Pvt. Ltd.➤ ONGC Ltd Delhi➤ Infiniti Retail Ltd➤ Max Healthcare Institute Limited➤ Max Life Insurance Company Limited➤ Max Bhupa Health Insurance Company Limited	<u>Director</u> <ul style="list-style-type: none">➤ IDBI Bank Limited➤ SBI-SG Global Securities Services Pvt.Ltd.➤ LIC Housing Finance Limited➤ IDBI Capital Market Limited➤ UTI Trustee Company Private Limited➤ STCI Primary Dealer Limited➤ SME Rating Agency of India Limited (SMERA)➤ S Ravi Financial Management Services Private Limited➤ ONGC➤ Tourism Finance Corporation Limited
No. of shares held	NIL	NIL





PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U51900MH1994PLC078303

Name of the Company : STCI Finance Limited

Registered office: A/B1-802, A Wing, 8th Floor,
Marathon Innova, Marathon Next Gen Compound,
Off. Ganpatrao Kadam Marg,
Lower Parel (W), Mumbai-400013

Name of the member(s):

Registered address:

E-mail ID:

Folio No/Client ID/DP ID:

I/We, being the member(s) of _____ 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 a poll) for me/us and on my/our behalf at the _____ annual general meeting of the Company, to be held on the _____ at _____ and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary business

1. Adoption of financial statements for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon
2. To declare a dividend on Equity Shares for the financial year ended March 31, 2014





3. Authorise the Board of Directors to determine the remuneration payable to the Statutory Auditors appointed by the C&AG of India for the year 2014-15.
4. To appoint a Director in place of Shri T.C Venkat Subramanian who retires by rotation and being eligible has offered himself for re-appointment

Special business

5. Appointment of Shri Jayant Sinha as an Independent Director.
6. Appointment of Shri K. Narasimha Murthy as an Independent Director.
7. Appointment of Shri S. Ravi as an Independent Director.
8. Categorise Smt. V.R. Iyer, Chairperson as ' Director retiring by rotation'
9. Categorise Shri S. Venkateswarlu, Managing Director as ' Director retiring by rotation'
10. To approve the Borrowing limit of the Company.
11. Creation of Charge on the Company's Movable / Immovable properties
12. Private Placement of Non-Convertible Debentures and/or other Debt Securities

Note:

THE PROXY DULY COMPLETED AND SIGNED MUST BE RETURNED SO AS TO REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAT 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

