



# 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](http://www.stcionline.com).

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013)

**Dear Shareholder,**

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 2 of Companies (Management and Administration) Rules, 2014, the Company seeks approval of Members for the proposed special business given in this Notice by passing Resolutions through Postal Ballot.

The Explanatory Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also annexed hereto along with a Postal Ballot Form.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope. Postal Ballot Form(s), sent by courier or by registered post or speed post or deposited personally at the address given, at the expense of the Member(s), will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the close of business hours on Friday, June 13, 2014, the last date for receipt of the completed Postal Ballot Forms failing which, it will be strictly treated as if no reply has been received from the Member/s.

Mr. Nilesh Shah, partner of M/s. Nilesh Shah & Associates, Company Secretaries has been appointed by the Board of Directors of your Company as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be declared on Saturday, June 14, 2014 at the registered office of the Company and will be hosted on the website of the Company ([www.stcionline.com](http://www.stcionline.com)). The date of declaration of results of postal ballot will be taken to be the date of passing of the resolution.

### **Special Business:**

#### **Item No. 1**

#### **Private placement of Non-Convertible Debentures**

**To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:**

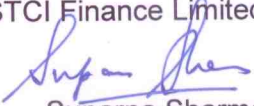
**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, as may be amended from time to time and subject to other applicable regulations/guidelines, the consent of the members of the Company, be and is hereby accorded to the Board of Directors for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures on private placement basis for a sum not exceeding Rs. 500 crore in one or more tranches.”





**“RESOLVED FURTHER** that the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to this Resolution including determining the terms and conditions of the NCDs.”

By order of the Board  
For STCI Finance Limited

  
Suparna Sharma  
Company Secretary

Mumbai; 9<sup>th</sup> May, 2014

**NOTES:**

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.
2. Only a shareholder entitled to vote is entitled to exercise his vote through Postal Ballot.
3. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the list of Beneficial Owners, as furnished by the Depository on the close of business hours of Friday, May 09, 2014.
4. The Postal Ballot forms and the postage pre-paid self addressed envelope are enclosed for the use of members. Members exercising their vote are requested to carefully read the instructions printed in the Postal Ballot Form.
5. The Board of Directors has appointed Mr. Nilesh Shah partner of M/s. Nilesh Shah & Associates, Company Secretaries as the Scrutinizer to conduct the postal ballot process in a fair and transparent manner.
6. The voting shall be reckoned in proportion to a Members share of the paid up equity share capital of the Company as on Friday, May 09, 2014.
7. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof .







## EXPLANATORY STATEMENT

Pursuant to 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 9<sup>th</sup> May, 2014.

### **Item no. 1**

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 offering or making an invitation to subscribe to Non Convertible Debentures ("NCDs"), is required to obtain the prior approval of the Shareholders by way of a Special Resolution.

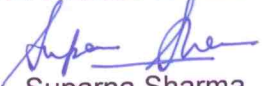
Keeping in view the requirement of funds for the Company's business operations, your Board of Directors propose to issue NCDs on private placement basis to Financial Institutions, Banks, Mutual Funds, Investment Institutions, Corporate bodies or other persons or investors for a sum not exceeding Rs. 500 crore in one or more tranches.

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, to enable the Company to offer or invite subscriptions for NCDs on private placement basis for a sum not exceeding Rs. 500 crore in one or more tranches.

The Board of Directors commend the Resolution at Item No. 1 of the accompanying Notice for your approval as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 1.

By order of the Board  
For STCI Finance Limited

  
Suparna Sharma  
Company Secretary

Mumbai; 9<sup>th</sup> May, 2014

- Encl: 1. Postal Ballot Form  
2. Self-addressed postage pre-paid envelope

