



# 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.stconline.com

## NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of STCI Finance Limited ( "the Company" ) will be held at the Board room of STCI Finance Limited at the Company's Registered Office A/B1- 802, A Wing, 8th floor, Marathon Innova, Marathon Next Gen Compound, Off. Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013 on Friday, the 21<sup>st</sup> day of September, 2018, at 4.00 pm to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors' and Auditors thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Auditor's thereon and to consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:
  - (a) **"RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2018 and the report of the Directors' and Auditor's laid before this meeting be and are hereby approved and adopted."
  - (b) **"RESOLVED FURTHER THAT** the Consolidated Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2018 and the report of the Auditor's laid before this meeting be and are hereby approved and adopted."
2. To declare dividend on Equity Shares for the financial year ended March 31, 2018 and to consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the recommendation made by the Board of Directors of the Company, dividend at the rate of 8 per cent on the paid up equity share capital (i.e. Rs. 8 per share) be and is hereby declared out of the profits of the Company for the financial year ended March 31, 2018 and the same be paid to the equity shareholders of the Company whose names appear in the Register of Members as on September 21, 2018."
3. To appoint a Director in place of Mr. T.C Venkat Subramanian (DIN00040526), who retires by rotation and being eligible has offered himself for re-appointment and to consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:





***“RESOLVED THAT Mr. T.C Venkat Subramanian (DIN00040526), a Director of the Company, who retires by rotation at this meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement by rotation.”***

4. To authorise the Board of Directors of the Company to determine the remuneration payable to the Statutory Auditors appointed by Comptroller & Auditor General of India for the financial year 2018-19 and to consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

***“RESOLVED THAT in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and are hereby authorised to fix the remuneration of the Statutory Auditors of the Company appointed by Comptroller & Auditor General of India for the financial year 2018-19, as may be deemed fit by the Board.”***

#### **SPECIAL BUSINESS**

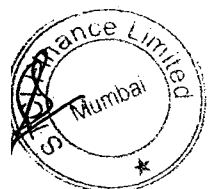
5. **Appointment of Mr. Vivek Wahi (DIN 07490023), as a Director liable to retire by rotation**

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 152 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vivek Wahi (DIN 07490023), nominee of Bank of India who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 02, 2018 pursuant to Article no. 99(3)(B) and Article 101 (1) of the Articles of Association of the Company and who holds office as Additional Director upto the date of this Annual General Meeting in terms of Section 161 (1) of the Act and Article 101(2) of the Company’s Articles of Association 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 the provisions of Section 160 of the Act, be and is hereby appointed as a Director of the Company liable to retire by rotation.”***

6. **Appointment of Mr. Raghvendra Kumar (DIN 08045355), as a Director liable to retire by rotation**

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 152 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Raghvendra Kumar (DIN 08045355), nominee of Bank of India who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 02, 2018 pursuant to Article no. 99(3)(B) and Article 101 (1) of the Articles of Association of the Company and who holds office as Additional Director upto the date of this Annual General Meeting in terms of Section 161 (1) of the Act and Article 101(2) of the Company’s Articles of Association 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 the provisions of Section 160 of the Act, be and is hereby appointed as a Director of the Company liable to retire by rotation.”*

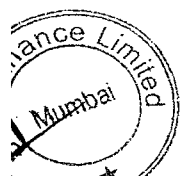
**7. Re-appointment of Ms. Thankom T. Mathew (DIN 00025326) as an Independent Director**

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 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), Ms. Thankom T. Mathew (DIN 00025326), Independent Director of the Company who holds office as an Independent Director upto the conclusion of this Annual General Meeting, and who has submitted a declaration that she meets the criteria of independence under section 149(6) of the Companies Act 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act and the rules framed there under and in respect of whom the Company has received Notice in writing from a Member proposing her candidature for the office of Independent Director under the provisions of Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years.”*

**8. Appointment of Mr. Raghvendra Kumar (DIN 08045355) as a Whole time Director designated as Deputy Managing Director of the Company**

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 Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to Bank of India’s letter dated March 28, 2018 nominating Mr. Raghvendra Kumar, its Deputy General Manager, as a Whole time Director-DMD on the Board of the Company and subject to other consents or approvals as may be required, the approval of the members of the company be and is hereby accorded to the appointment of Mr. Raghvendra Kumar (DIN 08045355), as a Whole Time Director of the Company designated as a Deputy Managing Director of the Company with effect from May 02, 2018 for a period of one year, on such other terms including remuneration as given herein below:

Terms & Conditions:

- a. Consolidated Monthly Remuneration: Rs.3,96,826 per month which includes Basic pay, Special allowance and House Rent Allowance.
- b. Leave Travel Concession : Rs.1,50,000 per annum
- c. Company’s contribution to Provident Fund: As per Company’s rules applicable to Senior Officers.
- d. Gratuity: As per Company’s Rules applicable to Senior officers.
- e. Leave, Leave Encashment: As per Company’s rules
- f. Perquisites/Other Benefits :
  - (i) He will be eligible for a company owned car with personal driver and other related benefits (fuel, maintenance) usage of which will be as per Company rules, if he opts for the same in lieu of Car Allowance of Rs. 3,60,000 per annum.
  - (ii) He will be eligible for fully furnished company accommodation if he opts for the same in lieu of HRA.
  - (iii) Telephone allowance of Rs. 5000 per month.
  - (iv) Other facilities like telephone, laptops etc and meal vouchers would be provided as per company’s rules applicable to Senior Officers.
  - (v) Insurance by the Company against hospitalisation expenses arising out of an accident or sickness under a Medclaim Group Insurance scheme/policy as per company’s rules applicable to Senior Officers.





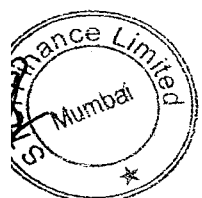
- (vi) He will be eligible for Performance Linked Variable Pay as per the Performance Linked Variable Pay Policy of the company and as per rules and allocations made by the Board from time to time.
- g. In other service matters, not expressly covered by the terms of appointment of Mr. Raghvendra Kumar, the rules as applicable to the Senior Officers of the Company will be followed.
- h. In the event of inadequacy or absence of profits in any financial year, the remuneration referred to as aforesaid will be paid as minimum remuneration.
- i. Tax on salary and perquisites will be borne by Mr. Raghvendra Kumar as per Income Tax Act, 1961 or any Rules framed there under.
- j. The above terms of appointment shall be effective from May 02, 2018.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as the Board may deem necessary and expedient to give effect to this Resolution and to settle any questions or difficulties or doubts that may arise in this regard."

9. **Revision in terms of remuneration of Mr. Pradeep Madhav(DIN 0026722), Managing Director & CEO of the Company**

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

**"RESOLVED THAT** in partial modification of Resolution No.9 passed at the 23<sup>rd</sup> Annual General Meeting of the Company held on September 23, 2017 in relation to appointment of Mr. Pradeep Madhav (DIN 0026722) as Managing Director & CEO of the Company and the terms of remuneration payable to him, and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and as per the recommendation of the Nomination, Remuneration & HRD Committee of the Board and subject to such other consents or approvals as may be required, the approval of the members be and is hereby accorded to the revision in the terms of remuneration of Mr. Pradeep Madhav, MD & CEO of the company with effect from April 01, 2018 for the remaining tenure of his appointment as per details given herein below:





Terms and Conditions

- a. *Consolidated Monthly Salary: Rs. 8,54,146 per month (includes basic pay , HRA and Special allowance).*
- b. *Provident Fund/Superannuation/Annuity Fund: During the period of his employment, he will be entitled to the Company's contribution to Provident Fund/Superannuation/Annuity Fund and the amount of Company's contribution and other benefits will be as per Company's rules.*
- c. *Gratuity: During the period of his employment, he shall be entitled to Gratuity and the amount payable as Gratuity will be computed as per gratuity act.*
- d. *Leave, Leave Encashment: As Per Company's rules.*
- e. *Leave Travel Concession: Rs.1,75,000 /- (Rupees One Lakh Seventy Five Thousand Only) per annum.*
- f. *Perquisites:*
  - (i) *A company car (with personal driver) will be provided and usage/reimbursement of which will be as per Company rules.*
  - (ii) *Free furnished residential accommodation will be provided, if opted for, in lieu of HRA.*
  - (iii) *Insurance by the Company against hospitalisation expenses, arising out of an accident or sickness or any other cause, under the Group Medclaim Insurance, accident insurance policy and/or term insurance policy as per Company's rules.*
  - (iv) *Other facilities like telephone reimbursement, meal vouchers, etc. would be provided as per company's rules*
  - (v) *He would be eligible for Performance Linked Variable Pay based on the performance of the company and as per the PLVP Scheme of the Company. The variable Pay would be at 75% of Fixed Salary on Target Achievement. The percentage and the quantum of PLVP could vary from year to year as decided by the Board.*
- g. *In other service matters, not expressly covered by the terms of appointment of Mr. Pradeep Madhav, the rules as applicable to the Senior Officers of the Company will be followed.*
- h. *In the event of inadequacy or absence of profits in any financial year, the remuneration referred to as aforesaid will be paid as minimum remuneration.*





- i. *In other service matters and as per the Company rules and as applicable to employees who superannuate from STCI Group, Mr. Pradeep Madhav shall be covered under the Mediclaim Family Floater Scheme, along with his spouse, for life. The coverage amount shall be as per the then prevailing Company rules for the post of Managing Director, by whatever name called, as and when the claim arises.*
- j. *Tax on salary and perquisites shall be borne by Shri Pradeep Madhav as per Income Tax Act, 1961 or any Rules framed there under.*
- k. *The above terms of remuneration shall be effective from April 01, 2018 for the remaining tenure of his appointment i.e upto July 31, 2019.*

**RESOLVED FURTHER THAT** *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as the Board may deem necessary and expedient to give effect to this Resolution and to settle any questions or difficulties or doubts that may arise in this regard."*

**10. Adoption of new set of Articles of Association of the Company in line with Companies Act, 2013**

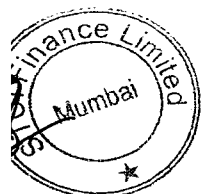
To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** *in accordance with the provisions of Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force), the new draft of the Articles of Association, as placed before this meeting, be and are hereby approved and adopted in substitution of the existing Articles of Association of the Company with immediate effect;*

**RESOLVED FURTHER THAT** *the Board of Directors be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to this resolution and settle all questions, difficulties or doubts that may arise in this regard at any stage and to sign, execute and file all necessary documents and returns with the appropriate authorities and to delegate all or any of its powers herein vested in the Board to any Director(s), Company Secretary or any officer (s) of the Company."*

**11. Subdivision of Rs. 1 equity share of Rs. 100 each into 10 equity shares of Rs. 10 each**

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





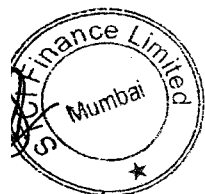
**“RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, (including statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authority(ies) or bodies, consent of the members be and is hereby accorded for subdividing 1 (one) fully paid Equity Share of the Company having a face value of Rs. 100 each into 10 (Ten) fully paid up Equity Shares of the face value of Rs. 10 each with effect from the Record Date as may be determined.

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company, each equity share of face value of Rs. 100 each in the authorised, issued, subscribed and paid up equity share capital of the Company, shall stand subdivided into 10 (Ten) Equity Shares of face value of Rs. 10 each from the record date and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs.100 each of the Company and shall be entitled to dividend(s) to be declared after the subdivision of Equity Shares.

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, all of which are held in the dematerialised form, the number of sub-divided Equity Shares of Rs.10/-each shall be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take such steps as it may deem fit, necessary, proper or expedient and settle any difficulty or question that may arise with regard to subdivision of equity shares and to give from time to time such directions as may be necessary, proper or expedient and generally to do all acts, deeds and things as may be necessary or incidental for the purpose of giving effect to this resolution including to execute all deeds, applications, documents and writings that may be required, with the depositories and / or other appropriate authorities, in due compliance of the applicable rules and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) or the Company Secretary or any Officer(s) / Authorised Representative(s) / any Committee of the Company in order to give effect to this Resolution, including but not limited to fixing the record date, the timeframe for completion of Sub-division, executing application, documents etc as may be required for the purpose of implementing the aforesaid Sub-division of equity shares of the Company.”





**12. Alteration of Capital Clause of Memorandum of Association of the Company**

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 Sections 13 and 61 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), and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authority(ies) or bodies, Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following :*

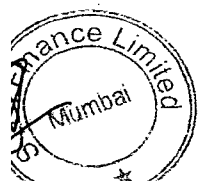
*V. The Authorised Share Capital of the Company is Rs.500,00,00,000 (Rupees five hundred crore only) divided into 50,00,00,000 (Fifty crore only) equity shares of Rs.10/- (Rupee ten only) each with the rights, privileges and conditions attached thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, qualified or other special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.*

*RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to take all such steps as may be necessary in relation to above and settle any question, difficulty or doubt that may arise in regard thereto and execute all such documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient or incidental for the purpose of giving effect to this resolution including filing of necessary forms/documents with the appropriate authorities and to delegate all or any of its powers herein vested in the Board, to any Director(s), Company Secretary or any other officer(s) of the Company.”*

**13. Private Placement of Non-Convertible Debentures and/or other Debt Securities**

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 (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and all other applicable provisions of the Act and the Rules framed there under and subject to other applicable Regulations and Guidelines issued by Securities and Exchange Board of India and the Circulars and Notifications issued by*

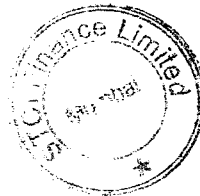




*Reserve Bank of India for NBFCs from time to time and other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company, be and is hereby accorded to the Board of Directors to make offer(s) or invitation(s) to subscribe Secured Redeemable Non-Convertible Debentures, 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) of the Act and in compliance with the limit approved by members under section 180(1)(a) of the Act 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 are 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."*

By Order of the Board of Directors



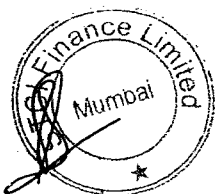
(Suparna Sharma)  
Company Secretary

Mumbai.  
July 25, 2018



**NOTES**

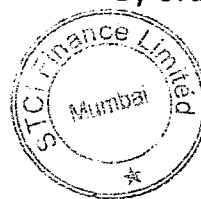
1. The relative Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special business under Item No. 5 to 13 above is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
3. Proxies, if any, in order to be effective must be received in the enclosed proxy form, at the Company's Registered Office, not later than 48 hours before the time fixed for holding the meeting.
4. A member holding more than 10% 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 / shareholder.
5. 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. 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.
6. 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.
7. 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.
8. Documents, if any, referred to in the Notice and the accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company during business hours between 11.00 A.M to 4.00 P.M. up to the date of Meeting.





9. The details of Directors seeking approval for appointment/ re-appointment/ revision in terms of remuneration at this Annual General Meeting under Item No. 3, 5, 6,7, 8 & 9, of the Notice, is annexed hereto.
10. Pursuant to the provisions of Section 101 and Section 136 read with the Rules framed there under and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding Green Initiative, the Notice of the 24<sup>th</sup> Annual General Meeting and the Annual Report for FY 2017-18 is being sent by electronic mode to those members who have registered their e-mail id with the Depository or the Company. 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 in electronic mode.
11. 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 by sending an e-mail to [suparna@stcionline.com](mailto:suparna@stcionline.com).
12. The Notice and the Annual Report of the Company will be made available on the Company's website [www.stcionline.com](http://www.stcionline.com) under the section Investor corner.
13. The route map of the venue of the meeting is also annexed hereto and is hosted along with the Notice on the website of the Company [www.stcionline.com](http://www.stcionline.com)

Mumbai.  
July 25, 2018



By Order of the Board of Directors

(Suparna Sharma)  
Company Secretary



### **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 July 25, 2018.

#### **Item No. 5 - Mr. Vivek Wahi(DIN 07490023), as a Director liable to retire by rotation**

Bank of India vide letter dated April 26, 2018 nominated Mr. Vivek Wahi (DIN 07490023), General Manager, Treasury, as a Nominee Director on the Board of the Company pursuant to Article 99(3)(B) of the Articles of Association. The Board of Directors, upon the recommendation of the Nomination, Remuneration & HRD Committee, appointed Mr. Vivek Wahi as an Additional Director of the Company with effect from May 02, 2018 in terms of Section 161 (1) of the Companies Act, 2013 ('the Act') read with Article 101(1) of the Company's Article of Association.

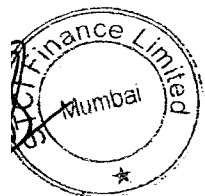
Pursuant to the provisions of Section 161(1) of the Act read with Article 101(2) of the Company's Articles of Association, Mr. Vivek Wahi holds office as an Additional Director upto the date of this Annual General Meeting and is eligible for appointment. The Company has received a notice in writing along with a requisite deposit from a Member proposing the candidature of Mr. Vivek Wahi for the office of Director in terms of Section 160 of the Companies Act, 2013.

The Company has received from Mr. Vivek Wahi (i) consent in writing in Form DIR-02 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR-08 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

Brief profile of Mr. Vivek Wahi covering his qualification, experience, companies in which he holds directorship etc., as required by the Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (ICSI) is annexed to this Notice.

The Board recommends the resolution in relation to appointment of Mr. Vivek Wahi as a Director liable to retire by rotation as set out at item no. 5 of the Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution except Mr. Vivek Wahi and other nominee directors of Bank Of India to the extent of their nomination.





**Item No. 6 - Appointment of Mr. Raghvendra Kumar (DIN 08045355), as a Director liable to retire by rotation**

Bank of India vide letter dated March 26, 2018 and March 28, 2018 deputed Mr. Raghvendra Kumar, Deputy General Manager to STCI Finance Limited with effect from March 28, 2018. Further, Bank of India vide another letter dated March 28, 2018, nominated Mr. Raghvendra Kumar (DIN 08045355) as a Whole Time Director-DMD on the Board of the Company pursuant to Article 99(3)(B) of the Articles of Association. Pursuant to the recommendations of the Nomination, Remuneration and HRD Committee, the Board of Directors at its meeting held on May 02, 2018 appointed Mr. Raghvendra Kumar, as an Additional Director of the Company in terms of Section 161 (1) of the Companies Act, 2013 ('the Act') read with Article 101 (1) of the Company's Article of Association.

In terms of Section 161(1) of the Act read with Article 101(2) of the Company's Articles of Association, Mr. Raghvendra Kumar holds office as an Additional Director upto the date of this Annual General Meeting and is eligible for appointment. The Company has received a notice in writing along with the requisite deposit from a Member proposing the candidature of Mr. Raghvendra Kumar to the office of Director under the provisions of Section 160 of the Companies Act, 2013.

The Company has received from Mr. Raghvendra Kumar (i) consent in writing to act as a Director in Form DIR-02 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR-08 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

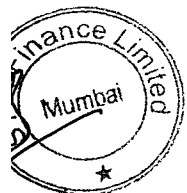
Brief profile of Mr. Raghvendra Kumar covering his qualification, experience, companies in which he holds directorship etc., as required by the Secretarial Standards on General Meetings issued by ICSI, is annexed to this Notice.

The Board recommends the resolution in relation to appointment of Mr. Raghvendra Kumar as a Director liable to retire by rotation as set out at item no. 6 of the Notice, for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution, except Mr. Raghvendra Kumar and other nominee Directors of Bank of India to the extent of their nomination.

**Item No. 7- Re-Appointment of Ms. Thankom T Mathew as an Independent Director**

Pursuant to provisions of the Companies Act, 2013 (the Act), the Members at the 21<sup>st</sup> AGM of the Company held on September 23, 2015 appointed Ms. Thankom T Mathew as an Independent Director for a term of three years upto the conclusion of the 24th AGM to be held in calendar year 2018. In terms of Section 149(10)&(11) of the Act, an Independent Director





shall hold office as an Independent Director for a term upto five consecutive years and shall be eligible for re-appointment for another term upto five consecutive years, if the same is approved by Members by way of a Special Resolution.

In line with the provisions of the Act and upon the recommendation of the Nomination, Remuneration & HRD Committee, the Board of Directors vide resolution passed on July 25, 2018 have recommended for the approval of the Members, the re-appointment of Ms. Thankom T Mathew as an Independent Director for a second term of five consecutive years, based on her skills, experience, Knowledge and performance evaluation.

The Company has received from Ms. Thankom T Mathew a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Ms. Thankom T Mathew fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her re-appointment as an Independent Director of the Company and she is independent of the management.

Brief profile of Ms. Thankom T Mathew covering her qualification, experience, companies in which she holds directorship etc., as required by the Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (ICSI) is annexed to this Notice.

A notice in writing has been received from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Thankom T Mathew for the office of Director.

The Board of Directors recommends the resolution in relation to re-appointment of Ms. Thankom T Mathew as set out at item no. 7 of the Notice for the approval of members.

Except Ms. Thankom T Mathew 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 - Appointment of Mr. Raghvendra Kumar as a Whole Time Director designated as a Deputy Managing Director of the company**

Pursuant to Bank of India's letter dated March 28, 2018 nominating Mr. Raghvendra Kumar, its Deputy General Manager, as a Whole time Director-DMD on the Board of the Company, the Board of Directors, upon the recommendation of the Nomination, Remuneration & HRD Committee, appointed Mr. Raghvendra Kumar, on deputation from Bank of India, as a Whole Time Director (consequent to his appointment as an Additional Director) and designated him as Deputy Managing Director with effect from May 02, 2018 for a term of one year upto May 01, 2019 on such other terms as detailed in resolution no. 8 of the Notice. His appointment along with the terms and conditions thereof are subject to the approval of the members in General Meeting.





Brief profile of Mr. Raghvendra Kumar covering his qualification, experience, expertise, companies in which he holds directorship etc., as required by the Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (ICSI) is annexed to this Notice.

The Board considers the appointment of Mr. Raghvendra Kumar as Deputy Managing Director in the interest of the Company and accordingly, recommends the resolution in relation to his appointment as set out at item no. 8 of the Notice for the approval of members .

None of the Directors and Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution, except Mr. Raghvendra Kumar and other nominee Directors of Bank of India to the extent of their nomination.

**Item no. 9- Revision in terms of remuneration of Mr. Pradeep Madhav(DIN 0026722), Managing Director & CEO of the Company**

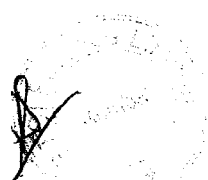
The members of the Company at their 23rd Annual General Meeting held on September 23, 2017 had approved the appointment of Mr. Pradeep Madhav (DIN 0026722) as Managing Director & CEO of the Company and the terms of remuneration payable to him for the period from January 24, 2017 to July 31, 2019. Pursuant to the recommendation of the Nomination, Remuneration & HRD Committee, the Board of Directors at their meeting held on July 25, 2018 had, subject to the approval of members, revised the terms of remuneration of Mr. Pradeep Madhav, Managing Director & CEO effective from April 01, 2018 for the remaining tenure of his appointment i.e upto July 31, 2019. The revised terms of remuneration of Mr. Pradeep Madhav have been detailed in resolution no. 9 of the Notice.

In terms of the provisions of Section 196, 197, 203, Schedule V of the Companies Act, 2013 and the rules framed there under, the revised terms of remuneration of Mr. Pradeep Madhav are subject to the approval of the members in General Meeting.

Brief profile of Mr. Pradeep Madhav covering his qualification, experience, expertise, companies in which he holds directorship etc., as required by the Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (ICSI) is annexed to this Notice.

The Board recommends the resolution in relation to revision of terms of remuneration of Mr. Pradeep Madhav as set out at item no. 9 of the Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution, except Mr. Pradeep Madhav.





**Item no. 10-. Adoption of new set of Articles of Association of the Company**

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated in 1994 under the Companies Act, 1956. The said Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. The existing Articles of Association are based on the Companies Act, 1956 and several regulations in the existing Articles of Association contain reference to the provisions of the Companies Act, 1956 and some of these regulations are no longer in conformity with the provisions of the Companies Act, 2013.

As the Companies Act, 2013 has undergone a plethora of changes in line with evolution of corporate and business environment and has settled in its 3 years of existence since 29th August, 2013, it has become necessary to review and amend the provisions of the Company's Articles of Association to bring it in line with the amended Companies Act 2013.

Accordingly, amendments have been proposed in the existing Articles of Association of the Company. The proposed alteration in the existing Articles of Association comprise of the following :

1. Inclusion of new Articles in line with the provisions of the Companies Act, 2013 and general practice;
2. Existing Articles retained without modification or with modification to the extent of reference to provisions of Companies Act, 2013;
3. Existing Articles modified in toto in line with Companies Act, 2013;
4. Existing Articles deleted due to change in law / redundancy.
5. Existing Articles altered/ New Articles included in line with SEBI Act / Rules /Regulations, Securities Contracts (Regulation) Rules, 1957 and other allied laws/ regulations as may be applicable to the Company from time to time.

No amendments have been proposed in the Articles of Association with respect to rights of the Bank of India under the Company's Articles of Association as Bank of India holds not less than 26% of the paid up share capital of the Company.

A copy of the proposed set of the new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on all working days upto the date of the Annual General Meeting. The proposed set of the new Articles of Association would also be available on the Company's website at <http://stcionline.com/Investors-Corner.aspx> for the perusal by the Members.

As per Section 13 of the Companies Act, 2013, any alteration in the Articles of Association of the Company shall be effected only with the approval of the Members by passing a Special Resolution.



.....Contd.

The Board recommends the Special Resolution in relation to adoption of new set of Articles of Association of the Company as set out at Item No. 10 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 10 of the Notice

**Item no. 11 & 12 - Subdivision of 1 equity share of Rs. 100 each into 10 equity shares of Rs. 10 each & Alteration of Capital clause of Memorandum of Association of Company**

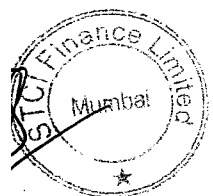
At present, the face value of the Equity Shares of your Company is Rs. 100 each. Keeping in view the prevailing market practice of fixing the face value of equity shares at Rs. 10 each or less (subject to minimum Re1), the Board of Directors at its Meeting held on July 25, 2018 approved the proposal of sub-division of one Equity Share of the Company of face value of 100 each into ten Equity Shares of face value of Rs. 10 each subject to approval of the Members and any other statutory / regulatory approvals.

Accordingly, each Equity share of the Company of face value of Rs. 100 each as existing on the record date shall stand divided into 10 equity shares of Rs. 10 each. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained. Consequent to the subdivision, the amount of authorised share capital and paid up share capital shall remain same but the number of equity shares in the authorised share capital and paid up share capital will increase from 5,00,00,000 to 50,00,00,000 equity shares and 3,80,00,000 to 38,00,00,000 equity shares, respectively.

The proposed sub-division of one Equity Share of the Company of face value of 100 each into ten Equity Shares of face value of Rs. 10 each would require consequential amendments in the existing Clause V of the Memorandum of Association of the Company relating to Capital as per details set out in Item No. 12 of the Notice.

In terms of Section 13 read with Section 61 of the Companies Act, 2013, a Company limited by shares, if so authorised by its Articles of Association (AOA), may, alter its MOA in general meeting by subdividing its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, with approval of shareholders in the general meeting. The Company's Articles of Association authorises the Company to alter its MOA through subdivision of shares by means of an ordinary resolution passed in the general meeting.

The Board recommends the ordinary resolution in relation to subdivision of each equity shares of the Company and the consequential amendments in the Capital Clause of the Memorandum of Association of the Company as set out at item no. 11 & 12 of the Notice for the approval of members.





None of the Directors and Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution except the nominee Directors of Bank of India to the extent of their nomination.

**Item No.13-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 (NCDs), 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.

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 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.

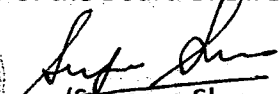
The Board of Directors recommend the passing of Special Resolution set out at item no.13 of the accompanying Notice for the approval of members.

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

Mumbai,  
July 25, 2018



By Order of the Board of Directors

  
(Suparna Sharma)  
Company Secretary



.....Contd.

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

<b>Name of Director</b>	Mr. T.C.Venkat Subramanian	Mr. Vivek Wahi
<b>Designation</b>	Non-Executive Director	Non-Executive Director
<b>Date of Birth</b>	October 30, 1949	September 15, 1965
<b>Date of first Appointment on the Board</b>	March 16, 2004	May 2, 2018
<b>Qualifications</b>	B.E ( Electrical), CAIIB	B Tech
<b>Experience</b>	He is currently the Non-Executive Chairman of Indian Bank. He was 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 is currently a Director on Board of several companies engaged in financial and non-financial business.	Mr. Vivek Wahi possesses rich Banking experience having worked in all the important verticals of the Bank like Branch Banking, Overseas Dealing Room, Heading Large Corporate branches, Large Corporate Credit, Zonal Manager's assignment and Treasury Operations. Before being elevated as General Manager, he was posted as Zonal Manager of Bank's, Mumbai South Zone, the largest Zone on Business Mix parameters. He is presently heading Bank's Treasury at Mumbai. He joined Bank of India as Probationary Officer in 1990, after completing his B.Tech in Civil Engineering.
<b>No of Board meetings attended during the financial year 2017-18 and during the tenure of Director</b>	4/4	N.A



<b>List of Directorships Held in other Companies</b>	<ul style="list-style-type: none"> <li>• Indian Bank-Non-executive Chairman</li> <li>• LIC Mutual Fund Trustee Co. Pvt Ltd</li> <li>• Investec Capital Services (India) Pvt. Ltd</li> <li>• Foundation for Organizational Research &amp; Education, (FORE) Delhi, (Trust)</li> </ul>	<ul style="list-style-type: none"> <li>• BOI Shareholding Limited</li> <li>• STCI Primary Dealer Limited</li> </ul>
<b>Particulars of Chairmanship/ Membership of Committees of other Boards.</b>	<ul style="list-style-type: none"> <li>• LIC Mutual Fund Trustee Co. Pvt Ltd - Member of Audit Committee</li> <li>• Indian Bank : Chairman of Remuneration Committee, Chairman of Nomination Committee, Chairman of Risk Management Committee, Chairman of HR Committee &amp; Chairman of IT Strategy Committee.</li> </ul>	<p>-</p>
<b>Shareholding held</b>	<p>NIL</p>	<p>NIL</p>
<b>Relationship with other Directors / KMP of the Company</b>	<p>None</p>	<p>None</p>
<b>Terms and Conditions of appointment/ re-appointment</b>	<p>Director liable to retire by rotation. Sitting fees mentioned herein below will be paid.</p>	<p>Director liable to retire by rotation. Sitting fees mentioned herein below will be paid.</p>
<b>Remuneration sought to be paid</b>	<p>Sitting fees of Rs. 50,000/- for attending each meeting of the Board and Rs. 30,000 for attending each meeting Committee of the Board or such other fees as may be fixed by the Board from time to time within the limit prescribed under the Companies Act, 2013.</p>	<p>Sitting fees of Rs. 50,000/- for attending each meeting of the Board and Rs.30,000/- for each meeting of Committee of the Board or such other fees as may be fixed by the Board from time to time within the limit prescribed under the Companies Act, 2013.</p>
<b>Remuneration last drawn during FY- 2017-2018</b>	<p>Rs. 5.30 Lacs</p>	<p>N.A</p>





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

<b>Name of Director</b>	Mrs. Thankom Mathew	Mr. Raghvendra Kumar	Mr. Pradeep Madhav
<b>Designation</b>	Non Executive Director	Deputy Managing Director	Managing Director & CEO
<b>Date of Birth</b>	May 12, 1953	September 19, 1967	July 31, 1957
<b>Date of first Appointment on the Board</b>	August 27, 2015	May 2, 2018	January 24, 2017
<b>Qualifications</b>	Post Graduate in Chemistry	Graduate, CAIIB	BSc (Hons)
<b>Experience</b>	<p>She is former Executive Director of the Life Insurance Corporation of India. She has 36 years of experience in the Life Insurance industry. In LIC, she was the first lady officer to head 2 major divisions – Mumbai &amp; Bangalore - as Senior Divisional Manager In-charge. She has handled HR, operations, marketing, and customer related areas of LIC. She was also Chief of Corporate Communications of LIC. She is trained and accredited by the Institute of Directors in Corporate Governance &amp; Company Law.</p>	<p>He has over 25 years of experience in the Banking Sector. He is a seasoned banker with wide experience in Indian and International Banking including forex operations and trade finance. He is a science graduate, CAIIB and holds a Dealing Certificate from ACI, Paris. The last position held by him in Bank of India was that of Deputy General Manager - In-charge of Global Treasury Front Office.</p>	<p>He has more than 35 years of experience in the Banking and Financial Services. He has headed large branches in leading nationalized bank. He also has vast experience in fund management, Debt Capital Market and Treasury Operations (PD). He has been in Senior Management Position for more than 20 years and has Board experience of more than a decade. He has had stints on the Technical Advisory Committee (TAC) and other committees of RBI, SEBI, NSE and BSE. He has also been on the FIMMDA and PDAI Board</p>





.....Contd.

No of Board meetings attended during the financial year 2017-18 & during the tenure of Director	4/4	NA	4/4
List of Directorships Held in Other Companies	Nil	STCI Commodities Limited	<ul style="list-style-type: none"> <li>• STCI Primary Dealer Ltd</li> <li>• STCI Commodities Ltd</li> </ul>
Particulars of Committee Chairmanship/ Membership held in other Companies	Nil	Nil	STCI Primary Dealer Ltd- member of Risk Management Committee
Shareholding held	Nil	Nil	Nil
Relationship with other Directors/KMP the Company	None	None	None
Terms and Conditions appointment/ re-appointment	As mentioned in resolution no. 7 of the Notice. Sitting fees mentioned herein below shall be paid.	As stated in resolution no. no. 6 & 8 of the Notice.	As stated in resolution no. 9 of the Notice.
Remuneration sought to be paid	Sitting fees of Rs. 50,000/- for attending each meeting of the Board and Rs.30,000/- for attending each meeting of Committee of the Board or such other fees as may be fixed by the Board from time to time within the limit prescribed under the Companies Act, 2013.	As detailed in resolution no. 8 of the Notice.	As detailed in resolution no. 9 of the Notice
Remuneration last drawn during FY- 2017-2018	Rs. 3.30 lacs	NA	Rs. 91.66 Lacs





**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, 8<sup>th</sup> Floor,  
Marathon Innova, Marathon Next Gen Compound,  
Off. Ganpatrao Kadam Marg,  
Lower Parel (W), Mumbai-40001

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

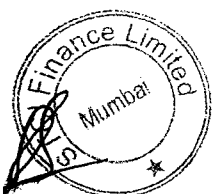
(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

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. To receive, consider and adopt :
  - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon; and
  - (b) the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended March 31, 2018
3. To appoint a Director in place of Mr. T.C Venkat Subramanian (DIN00040526), who retires by rotation and being eligible has offered himself for re-appointment.
4. To authorise the Board of Directors of the Company to determine the remuneration payable to the Statutory Auditors appointed by Comptroller & Auditor General of India for the financial year 2018-19:

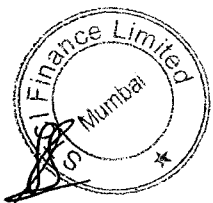
### Special business

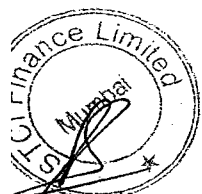
5. Appointment of Mr. Vivek Wahi(DIN 07490023), as a Director liable to retire by rotation
6. Appointment of Mr. Raghvendra Kumar (DIN 08045355), as a Director liable to retire by rotation
7. Re-appointment of Ms. Thankom T. Mathew (DIN 00025326) as an Independent Director
8. Appointment of Mr. Raghvendra Kumar (DIN 08045355) as Deputy Managing Director of the Company
9. Revision in the terms of remuneration of Mr. Pradeep Madhav (DIN 0267422), MD & CEO of the Company
10. Adoption of new set of Articles of Association of the Company in line with Companies Act, 2013
11. Subdivision of Rs. 1 equity share of Rs. 100 each into 10 equity shares of Rs. 10 each
12. Alteration of Capital Clause of Memorandum of Association of the Company
13. Private Placement of Non-Convertible Debentures and/or other Debt Securities



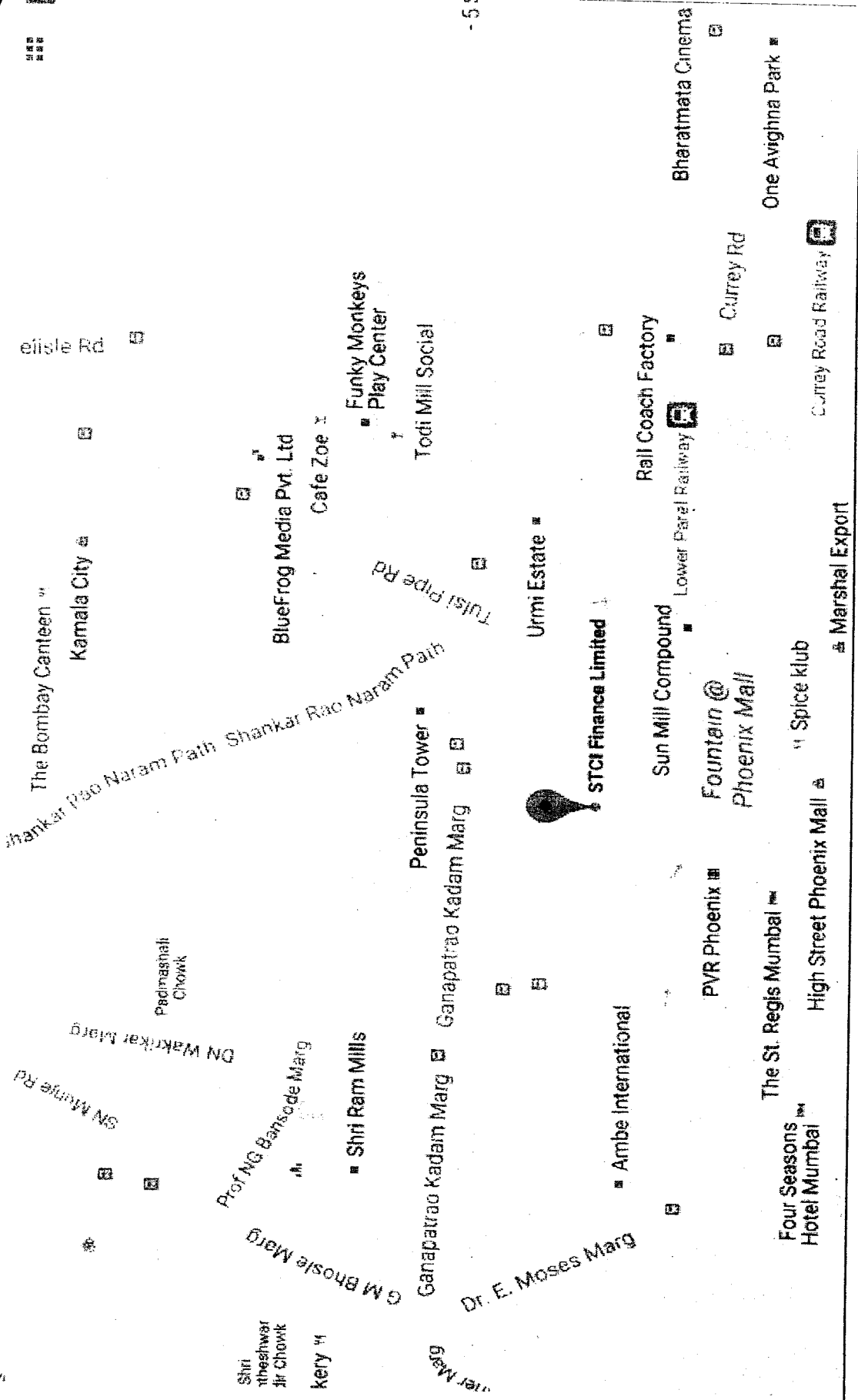
**Note:**

**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.**





**ROUTE MAP OF VENUE OF THE 24<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY- REGISTERED OFFICE OF STCI FINANCE OF LIMITED**



Contd.