

STP LIMITED

CIN: U23109WB1935PLC008423

Registered Office: Berger House, 129, Park Street, 2nd Floor, Kolkata 700 017

Ph: 033 2229 9724-28

Email: kukreja@stpltd.com Website: <https://stpltd.com>

NOTICE

Notice is hereby given that the 86th (Eighty-Sixth) Annual General Meeting of STP Limited ("the Company") will be held on **Friday, 4th August, 2023 at 11.00 A.M. (IST)** through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM") to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Aniruddha Sen (DIN - 01496602), who retires by rotation at this Annual General Meeting, and being eligible, has offered himself for re- appointment;
3. To appoint a Director in place of Mr. Kilambi Krishna Sai (DIN - 08271263), who retires by rotation at this Annual General Meeting, and being eligible, has offered himself for re- appointment;

SPECIAL BUSINESS:

4. **To appoint M/s. Kumar Ramesh & Associates as Cost Auditors of the Company and ratification of remuneration payable**

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 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), the Company hereby appoints **M/s. Kumar Ramesh & Associates, Cost Accountants (Firm Registration No.36112)**, as Cost Auditors, and ratifies the remuneration of Rs. 95,000/- (Rupees Ninety Five Thousand only) plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, for the financial year 2023-24."

5. **To appoint Mr Anil Kumar Mehrotra as a Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Kumar Mehrotra (DIN : 08356635), who holds office

STP LIMITED

CIN: U23109WB1935PLC008423

Registered Office: Berger House, 129, Park Street, 2nd Floor, Kolkata 700 017

Ph: 033 2229 9724-28

Email: kukreja@stpltd.com Website: <https://stpltd.com>

upto 4th August, 2023 as an Additional and Non-executive (Independent) Director of the Company, being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation.”

By Order of the Board


Jai Prakash Kukreja
CFO & Company Secretary

(ICSI M. No.-F3551)

Place: New Delhi
Dated: 12.05.2023

NOTES:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 28th September 2020, 5th May 2022 and 28th December 2022 issued by the MCA (“MCA Circulars”), has allowed companies, inter-alia, to conduct of their Annual General Meetings (“AGM”) through Video Conferencing or Other Audio-Visual Means (“VC or OAVM”) facility. In compliance with these Circulars and provisions of the Companies Act, the 86th AGM of the Company is being conducted through VC or OAVM facility, which does not require physical presence of members at a common venue. Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013. The deemed venue for the 86th AGM shall be the Registered Office of the Company situated at Berger House, 129 Park Street, Kolkata-700017.
2. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 05, 2020, issued by the MCA, the matters of Special Business as appearing in Item No.5 of this Notice is considered to be unavoidable by the Board of Directors and hence, forms part of this Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Hence, attendance slips are not annexed to the Notice.
4. Since the 86th AGM will be conducted through VC or OAVM mode, Route Map has not been provided with this Notice. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Berger House, 129, Park Street, 2nd Floor, Kolkata – 700017.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, proxy

STP LIMITED

CIN: U23109WB1935PLC008423

Registered Office: Berger House, 129, Park Street, 2nd Floor, Kolkata 700 017

Ph: 033 2229 9724-28

Email: kukreja@stpltd.com Website: <https://stpltd.com>

forms are not annexed to the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM, to participate thereat and to cast their votes through e-voting.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 50 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the General Circulars issued by the MCA the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.stpltd.com and the same is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.
9. **The remote e-voting period begins on Tuesday, 01st August 2023 at 09:00 A.M. and ends on Thursday, 3rd August 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 28th July 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.**

STP LIMITED

CIN: U23109WB1935PLC008423

Registered Office: Berger House, 129, Park Street, 2nd Floor, Kolkata 700 017

Ph: 033 2229 9724-28

Email: kukreja@stpltd.com Website: <https://stpltd.com>

10. How do I vote electronically using NSDL e-Voting system?

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

STEP 1: Access to NSDL or CDSL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

Shareholders, before logging in, are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility. Login method for Individual Shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com.3. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit Demat Account Number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for

STP LIMITED

CIN: U23109WB1935PLC008423

Registered Office: Berger House, 129, Park Street, 2nd Floor, Kolkata 700 017

Ph: 033 2229 9724-28

Email: kukreja@stpltd.com Website: <https://stpltd.com>

	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

STP LIMITED

CIN: U23109WB1935PLC008423

Registered Office: Berger House, 129, Park Street, 2nd Floor, Kolkata 700 017

Ph: 033 2229 9724-28

Email: kukreja@stpltd.com Website: <https://stpltd.com>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password options available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

STEP 1: Access to NSDL or CDSL e-Voting system (contd.)

B) Login Method for shareholders other than Individual Shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and

STP LIMITED

CIN: U23109WB1935PLC008423

Registered Office: Berger House, 129, Park Street, 2nd Floor, Kolkata 700 017

Ph: 033 2229 9724-28

Email: kukreja@stpltd.com Website: <https://stpltd.com>

EVEN is then user ID is001***

5. Password details for shareholders other than Individual Shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your Demat Account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a ".pdf" file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered:**
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select "**EVEN**" (124523) of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- iii. Now you are ready for e-Voting as the Voting page opens.

STP LIMITED

CIN: U23109WB1935PLC008423

Registered Office: Berger House, 129, Park Street, 2nd Floor, Kolkata 700 017

Ph: 033 2229 9724-28

Email: kukreja@stpltd.com Website: <https://stpltd.com>

iv. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed.

v. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

vi. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

11. General Guidelines for Shareholders:

(a) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdinabhattacharjee@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 2244 30 or send a request to (Mr Subhashish Mitra- NSDL Official) at evoting@nsdl.co.in.

12. Process for those shareholders whose email ids are not registered with the depositories for procuring User ID and Password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

(a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to kukreja@stpltd.com.

(b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to kukreja@stpltd.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

(c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

(d) In terms of relevant circular, Individual shareholders holding securities in demat mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat Account in order to access e-Voting facility.

STP LIMITED

CIN: U23109WB1935PLC008423

Registered Office: Berger House, 129, Park Street, 2nd Floor, Kolkata 700 017

Ph: 033 2229 9724-28

Email: kukreja@stpltd.com Website: <https://stpltd.com>

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- (a) The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
- (b) Only those Members /Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

13. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the **EVEN (124523)** of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- (b) Members are encouraged to join the Meeting through Laptops for better experience.
- (c) Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (d) Please note that the participants connecting from Mobile Devices or Tablets or through Laptops connected via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (e) Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at kukreja@stpltd.com. The same will be replied by the company suitably.

14. Members are requested to notify any change in their address immediately to the Company Secretary of the Company for shares held in physical form at kukreja@stpltd.com with a copy marked to csdinabhattacharjee@gmail.com. Members who hold their shares in dematerialised form may lodge their requests for change of address, if any, with their respective Depository Participants.

15. Members holding shares of the Company in physical form through multiple folios are requested to consolidate their shareholding into a single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Company Secretary of the Company.

16. In all correspondence with the Company, Members are requested to quote their Folio Number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID numbers.

STP LIMITED

CIN: U23109WB1935PLC008423

Registered Office: Berger House, 129, Park Street, 2nd Floor, Kolkata 700 017

Ph: 033 2229 9724-28

Email: kukreja@stpltd.com Website: <https://stpltd.com>

17. As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than Tuesday, 1st August, 2023 by 5:00 P.M. (IST), mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at kukreja@stpltd.com and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.

18. The remote e-voting period commences on 01st August, 2023 (Tuesday at 9:00 a.m.) and ends on 03rd August, 2023 (Thursday at 5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

19. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution.

20. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

21. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.

22. Members are requested to notify immediately any change in their address to the Company's Registered Office along with an email to kukreja@stpltd.com. Members holding shares in electronic form may intimate any such changes to their respective Depository Participants (DPs).

23. Those members who have not opted so far for dematerialization of their physical shares are requested to convert their share certificates. The records in electronic form are being maintained by the Depositories.

24. For the purpose of dematerialization of the Company's equity shares we have established connectivity with the depository NSDL through Registrar & Transfer Agent - Niche Technologies Pvt. Ltd., having their office at 3A, Auckland Place, 7th Floor, Room Nos. 7A & 7B, Kolkata - 700017.

25. Pursuant to the provisions of Sections 124(5) and 125 of the Act, the Company has transferred the unpaid or unclaimed dividends from time to time on due dates, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Pursuant to the provisions of Section 124(6) of the Act, and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the said Rules") and amendments thereto, all such shares in respect of which dividend(s) had not been claimed by the shareholders for 7 (Seven) consecutive years or more has been transferred to the IEPF Account set up by the Central Government. The shares once transferred to IEPF Account including dividends and other benefits accruing thereon can be claimed from IEPF Authority after following the procedure prescribed under the said Rules and no claim shall lie against the Company. For the purpose of claiming transferred shares/dividend, a separate application can be made to the IEPF Authority in Form IEPF-5, as prescribed under the said Rules, which is available at IEPF website i.e., www.iepf.gov.in.

STP LIMITED

CIN: U23109WB1935PLC008423

Registered Office: Berger House, 129, Park Street, 2nd Floor, Kolkata 700 017

Ph: 033 2229 9724-28

Email: kukreja@stpltd.com Website: <https://stpltd.com>

- 25.** In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2022-2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website – <https://www.stpltd.com> and on the website of NSDL - www.evoting.nsdl.com.
- 26.** The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 29th July, 2023 to Friday, 4th August, 2023 both days inclusive.
- 27.** The Company has availed services of National Securities Depository Limited for sending SMS to those shareholders, whose e-mail ids are not registered with the Company or its Registrars and requested them to register their e-mail ids to enable the Company to send the Annual Report for the financial year 2022-2023 through e-mails.
- 28.** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
- 29.** All documents referred to in this Notice and the Explanatory Statement shall be made available for inspection by the Members in virtual mode only, without payment of fees upto and including the date of AGM, in the Company's website. Members desirous of inspecting the same may send their requests at kukreja@stpltd.com with a copy marked to csdinabhattacharjee@gmail.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

STP LIMITED

CIN: U23109WB1935PLC008423

Registered Office: Berger House, 129, Park Street, 2nd Floor, Kolkata 700 017

Ph: 033 2229 9724-28

Email: kukreja@stpltd.com Website: <https://stpltd.com>

EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

The Board, on the recommendation of the Audit Committee, has approved the appointment of **M/s. Kumar Ramesh & Associates, Cost Accountants, as Cost Auditors** to conduct the audit of the cost records of the Company at a remuneration of Rs. 95,000/- (Rupees Ninety Five Thousand Only) per annum plus applicable taxes and out-of-pocket expenses, if any. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, the Ordinary Resolution as set out at **Item No.4** of the Notice is submitted for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2024.

None of the Directors/Key Managerial Personnel of the Company/their relatives are concerned or interested, in any way, in the resolution set out at **Item No.4** of the Notice.

The resolution as set out in **Item No. 4** of this Notice is accordingly recommended for your approval.

Item No. 5

Mr Anil Kumar Mehrotra (DIN: 08356635) was appointed as an Additional Director (Non-Executive) of the Company w.e.f. 19th April 2023 to hold office upto the date of the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should be held, whichever is earlier.

Mr Mehrotra is a Chemical Technology graduate with over 31 years of rich experience in the fields of sales and marketing and is the Managing Director of a fellow subsidiary Company- SBL Specialty Coatings Private Limited. The Board is confident that his leadership skills and rich experience specialty paint products etc. would help the Company immensely in future.

Mr Mehrotra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. In the opinion of the Board, Mr Mehrotra fulfils the conditions for appointment as a Director as specified in the Act. The Board of Directors of the Company recommends the appointment of Mr Mehrotra, subject to consent of the members.

Except Mr Mehrotra, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends Resolution No. 5 as a Special Resolution for approval by the Members of the Company at the forthcoming AGM.

By Order of the Board


Jai Prakash Kukreja
CFO & Company Secretary

(ICSI Mem. No.-F3551)

Place: New Delhi

Dated: 12.05.2023