

## STABLE TRADING COMPANY LIMITED

CIN: L27204WB1979PLC032215

Registered Office: 2/5, Sarat Bose Road, Sukh Sagar,  
Flat No.8A, 8<sup>th</sup> Floor, Kolkata-700 020, Phone: 033-30522053  
Website: [www.stabletrading.in](http://www.stabletrading.in); Email: [secretarial@stabletrading.in](mailto:secretarial@stabletrading.in)

### NOTICE

Notice is hereby given that 39<sup>th</sup> Annual General Meeting of Stable Trading Company Limited will be held on Friday the 27<sup>th</sup> September, 2019 at 1.30 P.M. at the Registered Office of the Company at 2/5, Sarat Bose Road, Sukh Sagar, Flat No.8A, 8<sup>th</sup> Floor, Kolkata-700 020, to transact the following business:-

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March,2019 together with the Reports of Directors and Auditors thereon and in this regard to pass the following resolution as ordinary resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted.”

2. To appoint a Director in place of Shri Shrikant Ladia who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

“RESOLVED THAT Shri Shrikant Ladia (DIN 00246300), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company.”

### SPECIAL BUSINESS

3. To re-appoint Shri Ajay Kumar Gupta as an Independent Director and in this regard to pass 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, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, Shri Ajay Kumar Gupta (DIN-00556848), who was appointed as an Independent Director at the 34<sup>th</sup> Annual General Meeting of the Company and who holds office upto 28<sup>th</sup> September,2019 and being eligible for re-appointment and who meets the criteria for independence as provided in Section149(6) of the Act, along with Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature as Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation based on the recommendation of the Nomination and Remuneration Committee, to hold office for a second term of five years commencing from 29<sup>th</sup> September, 2019.”

4. To re-appoint Shri Vibhore Kaushik as an Independent Director and in this regard to pass 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, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, Shri Vibhore Kaushik (DIN-01834866), who was appointed as an Independent Director at the 34<sup>th</sup> Annual General Meeting of the Company and who holds office upto 28<sup>th</sup> September, 2019 and being eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act, along with Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature as Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation based on the recommendation of the Nomination and Remuneration Committee, to hold office for a second term of five years commencing from 29<sup>th</sup> September, 2019."

5. To consider and if thought fit, pass the following resolution as a **special resolution**:

"RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any amendment thereto or re-enactment thereof), the existing Clause III (B) and Clause III (C) of the Memorandum of Association be and are hereby amended as follows:

1. By substituting the heading of Clause III (B) "Objects Incidental or Ancillary to the attainment of the Main Objects " with the heading. "Matters which are necessary for furtherance of objects specified in Clause III(A) are:-"
2. By substituting the existing Clause III (B) (xvii) with the following new clause Clause III (B) (xvii)

"As permissible under the Companies Act, 2013, to distribute in specie or otherwise if the Company shall be wound up, as may be resolved, any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liability of Company but so that no distribution amounting to a reduction of capital be made except with the sanction if any, for the time being required by law."

3. By deleting the Clause III (C ) OTHER OBJECTS

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

6. To consider and if thought fit, to pass the following resolution as a **special resolution**:

"RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, the existing Clause IV of the Memorandum of Association be and is hereby substituted with the following new clause IV :

"The liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

7. To consider and if thought fit, to pass the following resolution as **ordinary resolution**:

"RESOLVED that pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, the existing Clause V of the Memorandum of Association be and is hereby substituted with the following new clause V :

The Authorised Share Capital of the Company is Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lacs) divided into 25,00,000 Equity Share of Rs.10/- (Rupees Ten) each with the rights, privileges and conditions attaching hereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the capital and to divide and sub-divide the shares into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or condition in such manner as may be permitted by the Companies Act, 2013 or as provided by the Articles of Association of the Company for the time being.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

8. To consider and if thought fit, pass the following resolution as a **special resolution**:

"RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, the approval of members of the company be and is hereby accorded to the adoption of the new set of Articles of Association, a copy of which is available for inspection at the registered office of the Company and also available on the website of the Company [www.stabletrading.in](http://www.stabletrading.in) in substitution and exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

By Order of the Board

Place: Gurugram  
Dated: 8<sup>th</sup> August, 2019

**KHUSBOO PRASAD**  
Company Secretary

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Form of Proxy is separately annexed. The instrument of Proxy, in order to be effective must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies/ bodies corporate must be supported by an appropriate resolution/authority as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person and shareholder.

2. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting and also the Attendance Slip duly filled in for attending the meeting.
3. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at its Registered Office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
4. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name	Shri Shrikant Ladia -	Shri Ajay Kumar Gupta	Shri Vibhore Kaushik
Age	59 Years	59 Years	36 Years
Qualification	B.Com, C.A.	Graduate	Graduate
Brief Profile Expertise in specific functional area	Extensive experience in Finance, Accounts and General Administration.	Prominent businessman having vide business experience	Prominent businessman having vide business experience
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013 Shri Shrikant Ladia is liable to retire by rotation	As per resolution no. 3 of the notice read with Explanatory Statement thereto Shri Ajay Kumar Gupta is proposed to be appointed as Independent Director	As per resolution no. 4 of the notice read with Explanatory Statement thereto Shri Vibhore Kaushik is proposed to be appointed as Independent Director
Remuneration last drawn (including sitting fees, if any)	For remuneration details, please refer Corporate Governance Report	Please refer Corporate Governance Report	Please refer Corporate Governance Report
Date of first appointment on the Board	10.06.2008	24.03.2009	18.12.2010

Shareholding in the Company as on March 31, 2019	Nil	Nil	Nil
Inter-se relationship with other Directors	None	None	None
Number of meetings of the Board attended during the financial year (2018-19)	Please refer Corporate Governance Report	Please refer Corporate Governance Report	Please refer Corporate Governance Report
Directorship of other companies as on 31 <sup>st</sup> March, 2019	1. Sparlerk Dealcomm Ltd. 2. Neptune Exploration & Industries Ltd. 3. Darpan Dealcom Ltd. 4. Diamond Dealtrade Ltd. 5. Dytop Commodeal Ltd.	1. Raigarh Plastics Pvt. Ltd. 2. Maharashtra Seamless Finance Ltd. 3. Diamond Dealtrade Ltd.	1. Vibhore Steel Tubes Pvt. Ltd. 2. Sudha Apparels Ltd.
Chairman/ Member of Committee of other Companies	NIL	NIL	Member- Audit Committee, Nomination & Remuneration Committee & Corporate Social Responsibility Committee of Sudha Apparels Ltd.

5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names recorded in the Register of Members will be entitled to vote.
6. Relevant documents referred to in the accompanying notice are open by the members for inspection at the Registered Office of the Company between 10.00 A.M. and 1.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.
7. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.

**8. Voting through electronic means:**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or from the website of company i.e. <https://www.stabletrading.in>

The e-voting period commences on September 24, 2019 (9:00 am) and ends on September 26, 2019 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> September, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Registrar and Transfer Agent (RTA) of the Company at [rta@alankit.com](mailto:rta@alankit.com)

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

#### **Step 1 : Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :  
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\*\*\*\*\*).
- a) **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\*\*\*\*\*).
- b) **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 EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details 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 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 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, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2 : Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders:**

1. 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 [rashmico@icai.org](mailto:rashmico@icai.org) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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](http://www.evoting.nsdl.com) to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3**

The Members of the Company had appointed Shri Ajay Kumar Gupta as an Independent Director of the Company for a term of five years with effect from 29th September, 2014. Shri Ajay Kumar Gupta will complete his present term on 28th September, 2019. The Company has received declaration from Shri Ajay Kumar Gupta to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 (the "Act") read with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, 2015. Shri Ajay Kumar Gupta is not debarred or disqualified from being appointed or continuing as Director of the Company by SEBI/Ministry of Corporate Affairs or such other statutory body. In the opinion of the Board, Shri Ajay Kumar Gupta fulfils the conditions specified in the Act, the Rules, framed thereunder and SEBI Listing Regulations for his re-appointment as an Independent Director. Copy of the draft letter of re-appointment of Shri Ajay Kumar Gupta as Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company.

The Company has received a notice in writing under Section 160(1) of the Act proposing his candidature as an Independent Director of the Company. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, his vast knowledge, experience and contribution made by him during his tenure, the continued association of Shri Ajay Kumar Gupta would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed



to re- appoint Shri Ajay Kumar Gupta as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five years on the Board of the Company commencing from 29th September, 2019.

Shri Ajay Kumar Gupta and his relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any. None of the other Directors/ Key Managerial Personnel and their relatives may be deemed to be interested financially or otherwise in the resolution.

The Board recommends the resolution as set out in the item nos. 3 of this notice for your approval.

#### **Item No. 4**

The Members of the Company had appointed Shri Vibhore Kaushik as an Independent Director of the Company for a term of five years with effect from 29th September, 2014. Shri Vibhore Kaushik will complete his present term on 28th September, 2019. The Company has received declaration from Shri Shri Vibhore Kaushik to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 (the "Act") read with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, 2015. Shri Vibhore Kaushik is not debarred or disqualified from being appointed or continuing as Director of the Company by SEBI/Ministry of Corporate Affairs or such other statutory body. In the opinion of the Board, Shri Vibhore Kaushik fulfils the conditions specified in the Act, the Rules, framed thereunder and SEBI Listing Regulations for his re-appointment as an Independent Director. Copy of the draft letter of re-appointment of Shri Vibhore Kaushik as Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company.

The Company has received a notice in writing under Section 160(1) of the Act proposing his candidature as an Independent Director of the Company. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, his vast knowledge, experience and contribution made by him during his tenure, the continued association of Shri Vibhore Kaushik would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re- appoint Shri Vibhore Kaushik as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five years on the Board of the Company commencing from 29th September, 2019.

Shri Vibhore Kaushik and his relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any. None of the other Directors/ Key Managerial Personnel and their relatives may be deemed to be interested financially or otherwise in the resolution.

The Board recommends the resolution as set out in the item nos. 4 of this notice for your approval.

#### **Item No. 5**

In compliance with provisions of the Companies Act, 2013 it is proposed to modify heading of Clause III(B) to read as "Matters which are necessary for furtherance of the Objects specified in Clause III(A) and delete the existing 'Clause III(C) – Other Objects' of its Memorandum of Association.

Copy of the Memorandum of Association with proposed alterations has been uploaded on the Company's website [www.stabletrading.com](http://www.stabletrading.com) for inspection of the members and shall also be available for inspection at the Registered Office of the Company during business hours on all

working days, except Saturdays, Sundays and holidays, from the date of dispatch of the Notice, upto the date of the Annual General Meeting.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, approval of the members of the Company by special resolution is required for proposed amendments in the Memorandum of Association of the Company. None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board commends the resolutions as set out at item number 5 in the Notice for your approval.

#### **Item No. 6**

With the enactment of the Companies Act, 2013, it is considered expedient to alter the Liability Clause of Memorandum of Association of the Company in order to be in conformity with the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 13 of the Act, approval of the members of the Company by special resolution is required for proposed amendments in the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution as set out in item No. 6 of this Notice for approval of members.

#### **Item No. 7**

With the enactment of the Companies Act, 2013, it is considered expedient to alter the Capital Clause of Memorandum of Association of the Company in order to be in conformity with the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 61 of the Act, approval of the members of the Company by ordinary resolution is required for proposed amendments in the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution as set out in item No.7 of this Notice for approval of members.

#### **Item No. 8**

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956. Upon enactment of the Companies Act, 2013 (the Act), various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the Companies Act, 2013.

It is therefore considered desirable to adopt a new set of Articles of Association of the Company in substitution of and to the exclusion of the existing Articles of Association.

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the Company by special resolution is required for the adoption of the new AOA to replace the existing AOA and accordingly the approval of the members is being sought for the adoption of the new Articles.

The proposed draft Articles of Association has been uploaded on the Company's website [www.stabletrading.in](http://www.stabletrading.in) for perusal by the members and shall also be available for inspection at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and holidays, from the date of dispatch of the Notice, upto the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolutions as set out in item No. 8 of this Notice for approval of members.

# STABLE TRADING COMPANY LIMITED

CIN: L27204WB1979PLC032215

Registered Office: 2/5, Sarat Bose Road, Sukh Sagar,  
Flat No.8A, 8<sup>th</sup> Floor, Kolkata-700 020, Phone: 033-30522053  
Website: www.stabletrading.in; Email: secretarial@stabletrading.in

## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the member(s):

Registered address

E-mail ID:

Folio No. / DP ID and Client ID:

I/We, being the member(s) of .....shares of Stable Trading Company Limited, hereby appoint

1) Name: .....

Address:.....

Signature.....or failing him/her

2) Name: .....

Address:.....

Signature.....or failing him/her

3) Name: .....

Address:.....

Signature.....

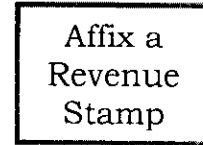
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39<sup>th</sup> Annual General meeting of the Company, to be held on Friday, 27<sup>th</sup> September, 2019 at 1.30 p.m. at 2/5, Sarat Bose Road, Sukh Sagar, Flat No.8A, 8<sup>th</sup> Floor, Kolkata-700 020 and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. To consider and adopt the Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2019 together with the Reports of Directors and Auditors thereon.		
2. To re-appoint Shri Shrikant Ladia as Director who retires by rotation.		
3. To re-appoint Shri Ajay Kumar Gupta as Independent Director of the Company		
4. To re- appoint Shri Vibhore Kaushik as Independent Director of the Company		
5. Amendment of Object Clause of Memorandum of Association		
6. Amendment of liability Clause of Memorandum of Association		
7. Amendment of Capital Clause of Memorandum of Association		

8.	Amendment of Articles of Association		
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\*Applicable for investors holding shares in electronic form.

Signed this ..... day of .....2019



Signature of shareholder

.....  
Signature of first proxy holder

.....  
Signature of second proxy holder

.....  
Signature of third proxy holder

\*Please put a (√) in the appropriate column against the resolution indicator in the box. Alternatively, you may mention the no. of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Notes:**

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 or shareholder.
- (4) In case the member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the proxy form.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

# STABLE TRADING COMPANY LIMITED

CIN: L27204WB1979PLC032215

Registered Office: 2/5, Sarat Bose Road, Sukh Sagar,  
Flat No.8A, 8<sup>th</sup> Floor, Kolkata-700 020, Phone: 033-30522053  
Website: [www.stabletrading.in](http://www.stabletrading.in); Email: [secretarial@stabletrading.in](mailto:secretarial@stabletrading.in)

## Attendance slip for the 39<sup>th</sup> Annual General Meeting

Folio No .....

DP Id\* .....

Client Id\* .....

I/We hereby record my/our presence at the 39<sup>th</sup> Annual General Meeting of the Company on Friday, 27<sup>th</sup> September, 2019 at 1.30 P.M. at 2/5, Sarat Bose Road, Sukh Sagar, Flat No.8A, 8th Floor, Kolkata- 700 020

Name of the attending Member .....  
(in Block Letters)

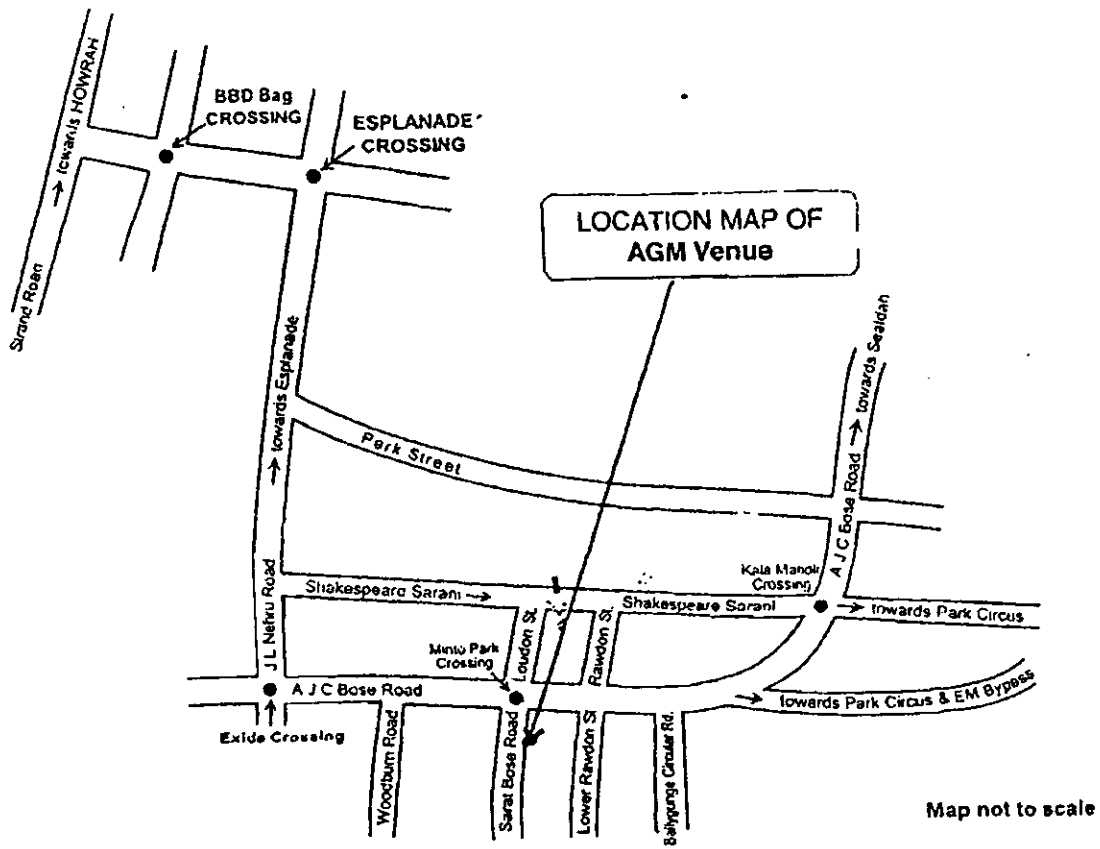
Name of the Proxy (in Block Letters) .....  
(to be filled in, if the proxy attends instead of the member)

No. of Shares held.....

.....  
Members/Proxy's Signature

Note: This attendance slip duly filled in should be handed over at the entrance of the meeting hall.

\*Applicable for investors holding shares in demat form.



Map not to scale